

TARRANT COUNTY HOSPITAL DISTRICT (TCHD)
d/b/a JPS HEALTH NETWORK
1500 S. Main Street
Fort Worth, TX 76104
3rd Floor, OPC Conference Room

GOVERNANCE COMMITTEE MEETING
12:00 P.M., THURSDAY, SEPTEMBER 26, 2024

Meeting Minutes

The Tarrant County Hospital District (“District”) Governance Committee met Thursday, September 26, 2024 with the following members present:

DT Nguyen
Blake Woodard
Daniel Casey, MD (Alternate)
Jessica Kirby, DO
Sundeep Pattar, MD

Absent: Margaret Holland, MD
Leonard Firestone

Others Attending: Karen Duncan, M.D., President, CEO
Daphne Walker, EVP, Chief Legal Officer
Jill Farrell, EVP, Chief Operating Officer
Colin Werenka, SVP, Chief Compliance Officer
Rory McCrady, Interim Chief Finance Officer
Ashley Ridgeway-Washington, SVP, Chief HR Officer
Ashley Quinonez, VP, Government Relations
Will Showalter, SVP, Chief Information Officer
Shannon Fletcher, VP, Chief of Staff Executive Affairs
Renee Garcia, Manager of Enterprise Risk Management
Miriam Glasser, Executive Director of Compliance and Audit
Lani Taylor, Legal Operations Manager
Ashley Sanchez, Board Coordinator

I. CALL TO ORDER – DT Nguyen

Mr. Nguyen called the meeting to order at 1:53p.m.

II. CITIZENS WISHING TO ADDRESS THE COMMITTEE

There were no citizens present to address the Committee.

III. APPROVAL OF MINUTES

A. Governance Committee Meeting Minutes – June 27, 2024

Action: *Mr. Woodard made a motion to approve the minutes from the June 27, 2024 Governance Committee meeting, seconded by Dr. Casey, motion passed unanimously.*

IV. GOVERNANCE REPORTS/UPDATES NOT REQUIRING COMMITTEE ACTION(S)

A. Corporate Governance Update – C. Werenka

Summary: *Mr. Werenka provided a high-level overview and update on Corporate Governance.*

1. Information Technology Services – W. Showalter

Summary: *Mr. Showalter provided a high-level overview and update on Information Technology Services.*

2. Pharmacy Updates – J. Parker

Summary: *Ms. Parker provided a high-level overview and update on Pharmacy Updates.*

3. Drug Diversion – S. Schultz

Summary: *Mr. Shultz provided a high-level overview and update on Drug Diversion.*

4. Enterprise Risk Management – D. Walker

Summary: *Ms. Walker provided a high-level overview and update on Enterprise Risk Management.*

V. CONSIDER GOVERNANCE MATTERS REQUIRING COMMITTEE ACTION(S) AND/OR APPROVAL

A. Approval of Tarrant County Hospital District (TCHD) Policies and/or Plans – M. Glasser

1. COM 8700 Information Blocking Policy

Action: *Dr. Casey made a motion to approve the COM 8700 Information Blocking Policy, seconded by Mr. Woodard, motion passed unanimously.*

2. LD 1000 Orientation for the Board of Managers, Senior Management and Leaders of the Organized Medical Staff

Action: *Dr. Kirby made a motion to approve the LD 1000 Orientation for the Board of Managers, Senior Management and leaders of the Organized Medical Staff, seconded by Dr. Casey, motion passed unanimously.*

3. LD 9000 Internal Audit Scope and Independence Policy

Action: *Dr. Casey made a motion to approve the LD 9000 Internal Audit Scope and Independence Policy, seconded by Dr. Kirby, motion passed unanimously.*

- B. Approval of Tarrant County Hospital District (TCHD) Policies and/or Plans to Archive – M. Glasser

1. COM 8400 Compliance Auditing and Monitoring
2. COM 8401 Compliance Auditing and Monitoring Procedure
3. LD 5300 Reimbursement Practices
4. LD 5301 Reimbursement Practices Procedure

Action: *Mr. Woodard made a motion to approve Section V., Items B 1-4 (COM 8400, COM 8401, LD 5300 and LD 5301) as presented, seconded by Dr. Kirby, motion passed unanimously.*

The Committee took a break at 2:45 p.m.

VI. RECONVENE IN EXECUTIVE SESSION PURSUANT TO CHAPTER 551, TEXAS GOVERNMENT CODE FOR THE FOLLOWING:

Executive Session started at 2:50 p.m.

In addition to the matters posted for deliberation in executive (closed) session, the Board may from time to time during the meeting reconvene and meet in executive session to receive legal advice pursuant to Section 551.071 of the Texas Open Meetings Act regarding any matter included on this agenda.

- A. **Consultation with General Counsel to Receive Legal Advice on Pending/Contemplated Litigation and Other Matters under Subsections 1 and 2, Section 551.071, Texas Open Meetings Act.**
- B. **Receive Records, Information and/or Reports from Director of Internal Audit Pursuant to Section 161.032(b)(2), Texas Health and Safety Code, Texas Open Meetings Act.**
 1. Internal Audit Board Report – C. Werenka
 2. Internal Audit Draft Reports – C. Werenka
- C. **Receive Records, Information and/or Reports from Compliance Officer Pursuant to Section 161.032(b)(2), Texas Health and Safety Code, Texas Open Meetings Act.**
 1. Corporate Compliance Board Report – M. Glasser
- D. **Serve as Medical Peer Review Committee and/or Medical Committee Pursuant to Chapter 160 Texas Occupations Code, Section 161.031 et Seq. Texas Health and Safety Code, and/or Receipt of Report(s) from Medical Staff Executive Committee or other Medical Staff Committees, Texas Occupations Code, Texas Health and Safety Code, and/or Medical Committee(s)**
- E. **Deliberations Involving Individuals' Medical or Psychiatric Records Pursuant to Section 551.078,.0785, Texas Open Meetings Act.**
- F. **Deliberate Information Relating to a Proposed New Service or Product Lines.**

G. Deliberation Pursuant to Section 551.074 of the Act Regarding Appointments, Evaluations, Contracts and Compensation of District's Personnel, Vice Presidents and its Other Upper Level Management Staff.

VII. RECONVENE IN OPEN SESSION FOR DELIBERATION(S) AND/OR ACTION(S) DEEMED NECESSARY REGARDING ANY MATTER LISTED ON THE CLOSED SESSION AGENDA, PARAGRAPHS VI. A., B., C., D., E., F., and G.

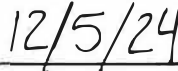
The Committee reconvened in Open Session at 3:30 p.m.

VIII. ADJOURN

There being no further business to discuss, the Governance Committee Meeting adjourned at 3:30 p.m.



DT Nguyen, Committee Chair



Date