

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, DECEMBER 5, 2024

Meeting Minutes

The Tarrant County Hospital District (“District”) Governance Committee met Thursday, December 5, 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, Chief Executive Officer
Daphne Walker, EVP, Chief Legal Officer
Jill Farrell, Sr. 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
Phyllis Chambers, SVP, Chief Nursing Officer
Shannon Fletcher, VP, Chief of Staff Executive Affairs
Sudhakar Karlapudi, MBBS, MBA, EVP, Chief Medical Officer
Sunny Jaryga, SVP, Acclaim Operations
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 12:05 p.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 – September 26, 2024

Action: *Mr. Woodard made a motion to approve the minutes from the September 26, 2024 Governance Committee meeting, seconded by Dr. Pattar, 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. Governance Work Plan – C. Werenka

Summary: *Mr. Werenka provided a high-level overview and update on the Governance Work Plan and requested approval of the plan.*

Action: *Mr. Woodard made a motion to approve, seconded by Dr. Kirby, motion passed unanimously.*

2. Department of Justice 2024 Compliance Guidance Update – C. Werenka

Summary: *Mr. Werenka provided a high-level overview and update on the Department of Justice 2024 Compliance Guidance.*

3. Information Technology Services – W. Showalter

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

4. Current Compliance Initiatives – C. Werenka

Summary: *Mr. Werenka provided a high-level overview and update on Current Compliance Initiatives.*

5. Enterprise Risk Management Assessment and Priorities – D. Walker

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

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

[Governance Work Plan approved following presentation at item IV.A.1]

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

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

Action: *Mr. Woodard made a motion to approve, seconded by Dr. Kirby, motion passed unanimously.*

The Committee took a break at 1:15 p.m.

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

Executive Session started at 1:15 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.

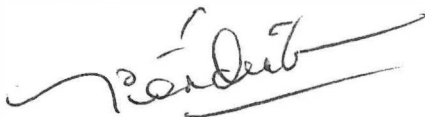
- A. **Consultation with General Counsel to Receive Legal Advice on Pending/Contemplated Litigation and Other Matters under Subsections 1 and 2, Section 551.071, Texas Open Meetings Act.**
 - 1. Legal Update – D. Walker
- B. **Receive Records, Information and/or Reports from Director of Internal Audit Pursuant to Section 161.032(b)(2), Texas Health and Safety Code, Texas Open Meetings Act.**
 - 1. Internal Audit Board Report – C. Werenka
- 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 2:00 p.m.

VIII. ADJOURN

There being no further business to discuss, the Governance Committee Meeting adjourned at 2:00 p.m.



DT Nguyen, Committee Chair



Date