TARRANT COUNTY HOSPITAL DISTRICT (TCHD)
d/b/a JPS HEALTH NETWORK

1500 S. Main
Street Fort
Worth, TX 76104

3rd Floor, OPC Conference Room

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JOINT BOARD OF MANAGERS AND
FINANCE, PLANNING AND INVESTMENT COMMITTEE
MEETING 1:00 P.M. THURSDAY, DECEMBER 11, 2025

MEETING MINUTES

The Tarrant County Hospital District Board of Managers and Finance, Planning & Investment Committee met in a joint meeting on Thursday, December 11, 2025, with the following members present:

DT Nguyen
Rev. Ralph Emerson*
Dorothy DeBose*
Demetria Bivens*
Dustin Austin*
Allan Rodger
David Mansdoerfer
Casey Ford*
Blake Woodard
Margaret Holland, MD
Dan Casey, MD*
Grant Fowler, MD*
Steve Davis, MD*

Absent: Tim Davis*

Others attending:
Karen Duncan, MD, President & Chief Executive Officer
Daphne Walker, EVP, Chief Legal Officer
Jill Farrell, Sr. EVP, Chief Operations Officer
Colin Werenka, SVP, Chief Compliance Officer
Shannon Fletcher, SVP, Chief of Staff/Executive Affairs
Kim Hodgkinson, EVP, Chief Financial Officer
Phyllis Chambers, SVP, Chief Nursing Officer
Saba Asad, MD, Interim Chief Medical Officer
Dawn Fernald, VP, Communications

Kelli Reale, Interim SVP, Chief Human Resources Officer
Lani Taylor, Legal Ops Manager

*Finance, Planning & Investment Committee Member

I. CALL TO ORDER – DT Nguyen

Mr. Nguyen called the meeting to order at 1:04 p.m.

II. OPENING PRAYER & PLEDGE – A. MacDonald

Invocation given by Angela MacDonald.

III. CITIZENS WISHING TO ADDRESS THE BOARD

There were no citizens' present to address the Board.

IV. APPROVAL OF MINUTES

A. Board of Managers Meeting Minutes – November 13, 2025

Motion for approval by Rev. Emerson for the minutes from the November 13, 2025 Board of Managers Meeting, seconded by Ms. DeBose, motion passed.

B. Finance, Planning & Investment Committee Meeting Minutes – November 20, 2025

Motion for approval by Ms. DeBose for the minutes from the November 20, 2025 FPI Committee Meeting, seconded by Dr. Holland, motion passed.

V. BOARD CHAIR REPORT – DT Nguyen

Chair report highlighted the following –

- *Acknowledgment of Dr. Casey's service as his term as Med Staff President concludes*
- *Overview of Annual Board Holiday Party including acknowledgement of entertainment by local high school show choir, the Bell System*

VI. CEO REPORT – K. Duncan

CEO Report highlighted the following –

- *New interim CHRO introduction*
- *D CEO Magazine Excellence in Healthcare Nominees and recipients*
- *2025 report to the community – transforming the communities we serve*

VII. COMMITTEE REPORTS AND ACTION

A. Finance, Planning & Investment Committee – November 20, 2025 – D. Austin

Mr. Austin shared an update on topics discussed at the November 20, 2025 FPI Committee meeting

B. Governance Committee – December 4, 2025 – D. DeBose

Ms. DeBose shared an update on topics discussed at the Governance Committee meeting on December 4, 2025.

VIII. REPORT FROM MEDICAL EXECUTIVE STAFF COMMITTEE REQUIRING DISCUSSION(S), UPDATE(S), DELIBERATION(S), ACTION(S) AND/OR APPROVAL – D. Casey

A. Request for Approval of Medical Staff Appointments and Privileges

Motion for approval by Ms. DeBose, seconded by Rev. Emerson, motion passed.

IX. REPORTS/UPDATES NOT REQURING BOARD ACTION(S)

A. There are no reports/updates.

X. CONSIDER MATTERS REQUIRING BOARD ACTION(S) AND/OR APPROVAL

A. Consider Approval to Transfer Operational Cash to the Board Designated Future Fund – K. Hodgkinson

Motion for approval by Ms. DeBose, seconded by Ms. Bivens, motion passed.

B. Consider Approval for Management to Make Periodic Transfers for Future Fund – K.Hodgkinson

Motion for approval by Rev. Emerson, seconded by Ms. DeBose, motion passed.

C. Consider Approval of FY25 External Financial Audit by Forvis – C. Clark/K. Hodgkinson

Motion for approval by Mr. Woodard, seconded by Ms. DeBose, motion passed.

D. Consider Approval of FY25 Nurse Staffing Effectiveness Plan – P. Chambers

Motion for approval by Ms. DeBose, seconded by Ms. Bivens, motion passed.

E. Consider Approval of Professional Services Agreement between Tarrant County Hospital District and MHMR of Tarrant County (1350187) – Z. Baugh

Motion for approval by Ms. DeBose, seconded by Rev. Emerson, motion passed.

F. Consider Approval of Professional Services Agreement between Tarrant County Hospital District and Division Laundry & Cleaners, Inc. (1350394) – C. Cobb

Motion for approval by Mr. Woodard, seconded by Mr. Ford, motion passed.

G. Consider Approval of Addendum for Laboratory Distribution between Tarrant County Hospital District and Cardinal Health 200, LLC (1343768) – C. Cobb

Motion for approval by Ms. DeBose, seconded by Ms. Bivens, motion passed.

H. Consider Approval of (1) Exemption to Bid and (2) Consumable Products Addendum between Tarrant County Hospital District and Fisher Healthcare, an Unincorporated Division of Fisher Scientific Company LLC (1347790) – C. Cobb

Motion for approval by Ms. DeBose, seconded by Mr. Ford, motion passed.

I. Consider Approval of Application for Excess Loss Insurance Policy between Tarrant County Hospital District and QBE Insurance Corporation (1348050) – J. Farrell

Motion for approval by Ms. Bivens, seconded by Mr. Woodard, motion passed.

J. Consider Approval of Qualtrics – Patient Experience and CAHPS Survey between Tarrant County Hospital District and Qualtrics, LLC (1349149) – G. French

Motion for approval by Ms. DeBose, seconded by Mr. Ford, motion passed.

K. Consider Approval of Amendment to the Professional Services Agreement between Tarrant County Hospital District and Hoefer Welker, Inc (1347445) – B. Geier

Motion for approval by Mr. Woodard, seconded by Ms. DeBose, motion passed.

L. Consider Approval of Professional Services Agreement between Tarrant County Hospital District and Imagine Technology Group LLC (1342542) – W. Showalter

Motion for approval by Ms. DeBose, seconded by Rev. Emerson, motion passed.

XI. CONSENT AGENDA: ALL CONSENT AGENDA ITEMS WERE DISCUSSED IN BOARD COMMITTEE MEETINGS AND MAY REQUIRE LITTLE OR NO DELIBERATION BY THE BOARD OF MANAGERS BUT REQUIRE BOARD APPROVAL.

Motion to approve consent agenda by Ms. DeBose, seconded by Rev. Emerson, motion passed.

FINANCE, PLANNING & INVESTMENT

A. Approval of October 2025 Unaudited Financial Report

B. Consider Approval of Pathology Professional Services Agreement between Tarrant County Hospital District and Propath Associates, PLLC and Propath Services, LLC (1238796) to provide clinical physician pathology and reference laboratory services - $33,022,785.00 over 5-year term

C. Consider Approval of Amendment to the Participation Agreement for Vizient Product Supplier Agreement between Tarrant County Hospital District and Guy Brown, LLC (1347483) for all office supplies - $1,600,000.00 over 2-year term

D. Consider Approval of Pricing Agreement between Tarrant County Hospital District and AbbVie US LLC (1340096) to provide supplies for breast reconstructive surgical procedures - $1,250,000.00 over 5-year term

E. Consider Approval of Innova Solutions Cloud Services Statement of Work #3 between Tarrant County Hospital District and Innova Solutions, Inc. (1343214) for the continuation of cloud migration - $3,750,000.00 over 6-year term

GOVERNANCE

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

1. Fiscal Year 2026 Governance Work Plan
2. LD 1100 Board of Managers Conflict of Interest Policy
3. LD 5400 Conflicts of Interest for Vendors Policy

XII. ADJOURNMENT OF FINANCE, PLANNING AND INVESTMENT COMMITTEE

Mr. Nguyen adjourned the Committee members at 3:10 p.m.

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

Executive Session started at 3:20 p.m.

EXECUTIVE SESSION OF THE BOARD OF MANAGERS ONLY:

In addition to the matters posted for deliberation in executive (closed) session, the Committee may from time to time during the meeting reconvene 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. **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 Committees**

B. **Deliberation Involving Individuals' Medical or Psychiatric Records Pursuant to Section 551.078, .0785, Texas Open Meetings Act.**

C. **Deliberation Regarding the Purchase, Exchange, Lease, or Value of Real Property Pursuant to Section 551.072, Texas Open Meetings Act.**

D. **Deliberate Information Relating to a Proposed New Service or Product Lines.**

E. **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.**

F. **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.**

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.**

1. Executive AIP

H. **Deliberations Regarding Security Devices or Security Audits Pursuant to Sections 551.076 and 551.089, Texas Open Meetings Act.**

I. **Deliberation Regarding Economic Development Negotiations Pursuant to Section 551.087, Texas Open Meetings Act.**

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

The Board of Managers reconvened in open session at 3:35 p.m.

XV. ADJOURN

There being no further business to discuss, the Board of Managers meeting, Ms. DeBose made a motion to adjourn, seconded by Rev. Emerson, the meeting adjourned at 3:36 p.m.

1/15/26

Allan Rodger, Board Secretary *Date*