

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

**JPS Health Network
1500 S. Main Street, Fort Worth, TX 76104
3rd Floor Outpatient Conference Rooms**

MEETING OF BOARD OF MANAGERS

Thursday, October 12, 2017

Meeting Minutes

The Tarrant County Hospital District ("District") Board of Managers met Thursday, October 12, 2017, JPS Health Network, 1500 S. Main Street, 3rd Floor Outpatient Conference Rooms with the following members present:

Charlie Powell, Board Chair
Charles Webber, M.D., Vice Chair
Rev. Ralph Emerson, Immediate Past Board Chair
Dorothy DeBose
Roy Lowry, D.O.
Warren Norred
Rex Hyer, M.D.
Roger Fisher
Steve Montgomery

Board Members Absent: DT Nguyen, Board Secretary
Trent Petty

Others Attending: Robert Earley, President, Chief Executive Officer
Bill Whitman, Executive Vice President, Chief Operating Officer
Sharon Clark, Executive Vice President, Chief Financial Officer
Jeanna Adler, Vice President, Finance
Lara Burnside, Chief Patient Experience Officer
Karen Duncan, Vice President, Community Health
Tricia Elliott, M.D., Vice President, Academic Affairs
Nydia Gonzalez, Vice President, Diversity & Inclusion, Chief Diversity Officer
James Johnson, M.D., President, Chief Medical Officer, Acclaim
J.R. Labbe, Vice President, Communications and Community Affairs
David Mendenhall, Vice President, Chief Technology Officer, Information Systems
Wanda Peebles, Executive Vice President, Chief Nursing Officer
Jaime Pillai, Vice President, Operations Support Services
Dianna Prachyl, Senior Vice President, Chief Operating Officer, Acclaim
Merianne Roth, Vice President, Chief Strategy Officer
Scott Rule, Vice President, Chief of Staff
Ron Skillens, Sr. Vice President, Enterprise Risk Management
Amanda Stalling, Executive Director, JPS Foundation
Pia Walker, Vice President, Human Resources
Kathleen Whelan, Vice President, Operations Clinic and PR
Daniel Ziegler, M.D., Medical Staff President
Neal Adams, General Counsel
Lee Ann Franklin, Chaplin
Suzanne Barnes, Recording Secretary

I. CALL TO ORDER – Charlie Powell called the meeting to order at 1:08pm

II. OPENING PRAYER & PLEDGE – Chaplin Lee Ann Franklin

III. CITIZENS WISHING TO ADDRESS THE BOARD – Cathy Young addressed the Board

IV. APPROVAL OF MINUTES – AUGUST 10, 2017

Action: Ms. DeBose motioned to approve the August 10, 2017 minutes, Charles Webber, M.D., seconded the motion, motioned passed unanimously.

V. BOARD CHAIR REPORT

Summary: Mr. Powell reminded the board of the You Make Lives Better Event on November 1, 2017.

VI. CEO REPORT

Summary: Mr. Earley updated the Board on the following:

- Quality Fair, Tuesday, October 24, 2017
- Daily Safety Briefing phone calls
- Employee Engagement Survey

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

Summary: Daniel Ziegler, M.D., reported that the physician Town Hall meetings with Robert Earley went well.

VIII. REPORT FROM ACCLAIM PHYSICIAN GROUP, INC, REQUIRING DISCUSSION(S), UPDATE(S), DELIBERATION(S), ACTION(S) AND/OR APPROVAL – J. JOHNSON

A. Update Surgery Service Line

Summary: Robert Earley gave an update to the Board on the RFP Process for the Surgery Service Line.

IX. COMMITTEE REPORTS AND ACTION

A. Finance Committee Report and/or Action – C. Powell, Acting Chair
Thursday, September 28, 2017

1. Financial Summary Report – S. Clark, CFO

Action: Steve Montgomery motioned to approve the Financial Summary Report, the motion was seconded by Dorothy DeBose and carried unanimously.

B. Quality Committee Report and/or Action – R. Lowry, Chair
Thursday, September 7, 2017

Summary: Roy Lowery, D.O., gave an update on the Quality Committee.

- C. Planning Committee Report and/or Action – T. Petty, Chair
Thursday, September 7, 2017

Summary: No report

- D. Human Resources Committee Report and/or Action – D. Debose, Chair
Thursday, September 28, 2017

Summary: Dorothy DeBose reported that the Human Resources Committee met on Thursday, September 28, 2017 and reviewed the proposed 2018 Annual Incentive Plan which included changing the Quality indicators from falls with Injury and CAUTI to Surgical Site Infections. The 2017 Annual Incentives Plan results are not available yet. The HR Committee reviewed the HR Dashboard; total voluntary and involuntary turnover is higher than the benchmark. An update was received on the Succession Development. Leadership Assessment Phase I and II have been completed. Diversity and Inclusion report included the customized training program outcomes.

X. OTHER MATTERS REQUIRING BOARD ACTION

1. Consider Approval of the 2018 Board and Board Committee Calendar – C. Powell

Action: Charles Webber, M.D., made a motion to approve the 2018 Board and Board Committee Calendar, Dorothy DeBose seconded the motion, motioned passed unanimously.

2. Appointment/Reappointment of Scott Rule to the City of Euless Tax Increment Reinvestment Zone #4 – R. Earley

Action: Steve Montgomery made a motion to approve the Appointment/Reappointment of Scott Rule to the City of Euless Tax Increment Reinvestment Zone #4. Dorothy DeBose seconded the motion, motioned passed unanimously.

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.

Action: Rev. Emerson made a motion to approve the consent agenda, Charles Webber, M.D., seconded the motion, motioned passed unanimously.

- A. Consider Approval of August 2017 Unaudited Financial Report – S. Clark
- B. Consider Approval of Professional Services Agreement between Spivey Health Policy, a limited liability company and Tarrant County Hospital District d/b/a JPS Health Network (492198) – S. Clark
- C. Consider Approval of Second Amendment to Professional Services Agreement between ProPath Associates and Tarrant County Hospital District d/b/a JPS Health Network (191573) – B. Whitman
- D. Consider Approval of Purchase Agreement between Morris & Dickson Co., LLC. and Tarrant County Hospital District d/b/a JPS Health Network (465928) – B. Whitman

- E. Consider Approval of FY 2018 Contract between Tarrant County and Tarrant County Hospital District d/b/a JPS Health Network for Funding of Specified County Programs (491955) – B. Whitman
- F. Consider Approval of FY 2018 Contract between Tarrant County, Tarrant County Hospital District d/b/a JPS Health Network and Mental Health Mental Retardation of Tarrant County for Countywide MHMR Services (491956) – B. Whitman
- G. Consider Approval of Addendum to Siemens Contract (Quotation No. 1-LJG8QI) between Siemens Medical Solutions USA, Inc. and Tarrant County Hospital District d/b/a JPS Health Network (487345) – J. Pillai
- H. Consider Approval of FY 2017 Capital Budget Request for Behavioral Health Environment of Care --W. Young
- I. Consider Approval of Interlocal Cooperation Agreement for the Provision of Educational Services between Fort Worth Independent School District and Tarrant County Hospital District d/b/a JPS Health Network (470676) – W. Young
- J. Consider Approval of Outside Medical Services Agreement between Dallas Behavioral Health and Tarrant County Hospital District d/b/a JPS Health Network (487243) – W. Young
- K. Consider Approval of Interlocal Cooperation Agreement for the Operation of School-Based Health Centers between Everman Independent School District and Tarrant County Hospital District d/b/a JPS Health Network (482975) – K. Duncan, M.D.
- L. Consider Approval of Interlocal Cooperation Agreement for the Operation of School-Based Health Centers between Crowley Independent School District and Tarrant County Hospital District d/b/a JPS Health Network (482976) – K. Duncan, M.D.
- M. Consider Approval of Interlocal Cooperation Agreement for the Operation of School-Based Health Centers between Fort Worth Independent School District and Tarrant County Hospital District d/b/a JPS Health Network (482978) – K. Duncan, M.D.
- N. Consider Approval of Home Health Services Agreement between Rosa's First Quality HHC, LLC. And Tarrant County Hospital District d/b/a JPS Health Network (475409) – W. Peebles
- O. Consider Approval of Home Health Services Agreement between Klarus Home Care, LLC and Tarrant County Hospital District d/b/a JPS Health Network (475410) – W. Peebles
- P. Consider Approval of Home Health Services Agreement between RW Boss HealthMasters HomeCare, Inc. and Tarrant County Hospital District d/b/a JPS Health Network (475411) – W. Peebles
- Q. Consider Approval of Home Health Services Agreement between Amazing Grace Home Health Agency, Inc. and Tarrant County Hospital District d/b/a JPS Health Network (475412) – W. Peebles
- R. Consider Approval of Purchase Agreement between Howmedica Osteonics Corp. and Tarrant County Hospital District d/b/a JPS Health Network (464827) – W. Peebles

- S. Pursuant to JPS Purchasing Procedure LD 7205 Section VIII(d) regarding an exception to competitive bidding for purchase of professional services where obtaining the services through competitive bidding is prohibited or not practical and Section VIII(g)(1) regarding an exception to competitive bidding for purchase of goods and services for which competition is precluded because of the existence of patents, copyrights, secret processes, or monopolies and consider approval of exemptions(s) of purchase from competitive bidding and Consider Approval of Sales, License, and Service Agreement between Intuitive Surgical, Inc. and Tarrant County Hospital District d/b/a JPS Health Network (482096) – W. Peebles
- T. Pursuant to JPS Purchasing Procedure LD 7205 Section VIII(d) regarding an exception to competitive bidding for purchase of professional services where obtaining the services through competitive bidding is prohibited or not practical and Section VIII(g)(1) regarding an exception to competitive bidding for purchase of goods and services for which competition is precluded because of the existence of patents, copyrights, secret processes, or monopolies and consider approval of exemptions(s) of purchase from competitive bidding and Consider Approval of Purchase Order for 3M Software/Support Renewal to the Software License Agreement between Minnesota Mining and Manufacturing Company (3M) and Tarrant County Hospital District d/b/a JPS Health Network (483918) – M. Costin
- U. Pursuant to JPS Purchasing Procedure LD 7205 Section VIII(d) regarding an exception to competitive bidding for the purchase of professional services where obtaining such services through competitive bidding is prohibited or not practical and consider approval of exemptions(s) of purchase from competitive bidding and Consider Approval of Fifth Amendment to Elsevier Master Agreement between Elsevier Inc. and Tarrant County Hospital District d/b/a JPS Health Network (479008) – M. Costin
- V. Consider Approval of Purchase Agreement between Forsythe Solutions Group, Inc. and Tarrant County Hospital District d/b/a JPS Health Network (478767) – D. Mendenhall
- W. Consider Approval of Purchase Agreement between Insight Direct USA, Inc. and Tarrant County Hospital District d/b/a JPS Health Network (487277) – D. Mendenhall
- X. Consider Approval of Purchase Agreement between Medtronic USA, Inc. and Tarrant County Hospital District d/b/a JPS Health Network (461979) – K. Whelan
- Y. Consider Approval of Addendum to Quotation and Terms of Sale between General Electric Company, by and through its GE Healthcare Division and Tarrant County Hospital District d/b/a JPS Health Network (486940) – K. Whelan
- Z. Consider Approval of HR 3400 Time-Keeping Policy – P. Walker
- AA. Consider Approval of HR 5400 Compensation Philosophy Policy– P. Walker
- BB. Consider Approval of HR 5500 Shift Incentive Pay SINC Pay Policy Statement– P. Walker
- CC. Consider Approval of HR 5900 Bereavement Leave Policy– P. Walker

DD. Consider Approval of HR 6100 On Call/Call Back Pay Policy– P. Walker

EE. Consider Approval of HR 6300 Reclassification Policy– P. Walker

FF. Consider Approval of HR 6500 Shift Differentials Policy– P. Walker

GG. Consider Approval of Recommendation of the Acclaim Executive Committee of Acclaim Physician Group, Inc. and Acclaim Physician Board of Directors for re-election as a member of the Board of Acclaim Physician Group Board of Directors for a term as described below:

1. Dr. Cheryl Hurd 10/1/2017-09/30/2019
2. Dr. Richard Robinson 10/1/2017-09/30/2019
3. Dr. Therese Duane 10/1/2017-09/30/2019

XII. REPORT OF GENERAL COUNSEL AND//OR LEGAL MATTERS REQUIRING DISCUSSION(S), UPDATE(S), DELIBERATION(S), ACTION(S) AND/OR APPROVAL

Summary: No report

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

The Board reconvened in Executive Session at 1:46pm.

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

The Board reconvened in Open Session at 3:17pm.

Summary: Consider Approval the First Amendment to Robert Earley's Employment Contract as President, Chief Executive Officer and Administrator of the Tarrant County Hospital District.

Action: Dorothy DeBose motioned to approve the First Amendment to Robert Earley's Employment Contract as President, Chief Executive Officer and Administrator of the Tarrant County Hospital District with a 7% market increase and a 4% merit increase, Rev. Ralph Emerson seconded the motion, motioned passed unanimously.

Summary: Consider Approval of Privileges

Action: Charles Webber, M.D., made the motion to approve the Appointments/Reappointments to the Medical Staff as presented, Steve Montgomery seconded the motion, motioned passed unanimously.

XV. ADJOURN

Action: There being no further business, the meeting adjourned at 3:18pm.


Charlie Powell
Charlie Powell, Board Chair

11/9/2017
Date