

**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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JPS HEALTH NETWORK YOUTUBE CHANNEL**

**GOVERNANCE COMMITTEE MEETING
12:00 P.M, December 16, 2021, 2021**

Meeting Minutes

The Tarrant County Hospital District (“District”) Governance Committee met Thursday, December 16, 2021 at 1:24 p.m. with the following members present:

Roger Fisher II, Committee Chair
Dorothy DeBose, Board Vice Chair
Zim Zimmerman, Committee Member
Dr. Jay Haynes, M.D., Committee Member
Dr. Cheryl Hurd, M.D., Committee Member (Alt.)
Amanda Arizola, Committee Member
Rev. Ralph Emerson, Board Member

Committee Members Absent:

Others Attending:

Dr. Karen Duncan, Senior Executive Vice President, Chief Operating Officer
Sharon Clark, Senior Executive Vice President, Chief Financial Officer
Colin Werenka, Senior Vice President, Chief Compliance Officer
Daphne Walker, Senior Vice President, Chief Legal Counsel
David Mendenhall, Vice President, Chief Technology Officer
Lauren Poe, Vice President, Chief Strategy Office
Dr. Richard Miller, Senior Vice President, Chief Medical Officer
Mark Hallman, Vice President, Chief Innovation and Transformation Officer
Jessica Grigsby, Director, Internal Audit
Miriam Glasser, Director of Compliance
De’Angela Wright, Recording Secretary

I. CALL TO ORDER

The meeting of the Governance Committee was called to order at 1:24 p.m. by Governance Chair, Roger Fisher.

There were no citizens signed in to address the Governance Committee.

II. APPROVAL OF MINUTES – Thursday, October 28, 2021

Action: Mr. Fisher called for a motion to approve the August 26, 2021 Governance Committee Meeting Minutes. The motion was made by Ms. Debose, seconded by Mr. Simmons, motion passed unanimously.

III. COMMITTEE CHAIR REPORT – R. Fisher, Governance Committee Chair

IV. CONSIDER GOVERNANCE COMMITTEE REPORTS/UPDATES FOR DISCUSSION AND/OR COMMITTEE ACTION

A. Compliance Program Reports/Updates- C. Werenka

1. Staffing
2. Governance Division Structural Accountability
3. Risk Register
4. Corporate Compliance Report- M. Glasser

B. Approvals

- a. LD 300/301 Conflicts of Interest for Employees Policy
- b. LD 600/601 Conflicts of Interest for Practitioners Policy
- c. LD 901/901 Agreements with Referral Sources and Approval Process (Stark Policy)
- d. LD 1100/1101 Board of Managers Conflicts of Interest Policy
- e. LD 3300/3301 Americans with Disabilities Act Accommodations Policy
- f. LD 5400/5401 Conflicts of Interest for Vendors Policy

Action: Given the delayed start to the meeting, Mr. Fisher asked if the items IV A and B are tabled until next meeting. Dr. Haynes motioned to table and seconded by Ms. Debose. The Governance Committee approved unanimously.

V. REPORT OF LEGAL COUNSEL AND/OR LEGAL MATTERS REQUIRING DISCUSSION(S), UPDATE(S), DELIBERATION(S), ACTION(S) AND/OR APPROVAL – None

**VI. RECONVENE IN EXECUTIVE SESSION PURSUANT TO CHAPTER 551, TEXAS GOVERNMENT CODE
The Committee reconvened in Executive Session at 1:28 PM.**

In addition to the matters posted for deliberation in executive (closed) session, the Board may from time to time during the meeting adjourn 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. Deliberate Information Relating to a Proposed New Service or Product Lines.

- C. Receive Records, Information and/or Reports from Senior Vice President, Enterprise Risk Management and Chief Compliance Officer Pursuant to Section 161.032(b)(2), Texas Health and Safety Code, Texas Open Meetings Act.
- D. 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.
- E. 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)
 - 1. Risk Register Top 5-Summary Report-Modifier 25
 - 2. Federal Government Compliant Inquiry
 - 3. Risk Assessment Summary Report
- F. 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, Including but not Limited to the Following: President/Chief Executive Officer; Senior Executive Vice President/Chief Operating Officer; Senior Executive Vice President/Chief Financial Officer; Executive Vice President/Acute Care, Chief Nursing Executive; Executive Vice President, Behavior Health; Senior Vice President, Human Resource & Learning; Senior Vice President, Community Affairs & Development; Senior Vice President/Enterprise Risk Management & Chief Compliance Officer; Senior Vice President, Strategy, Chief Patient Experience Officer; Senior Vice President, Revenue Cycle; Vice President, Chief Nursing Officer; Chief Medical Information Officer; Senior Vice President, Medical Academic, and Research Affairs Chief Academic Officer; Vice President, Community Health Administration; Vice President/Chief Quality Officer; Vice President, Finance; Vice President, Legal Services; Vice President Communications; Vice President Diversity & Inclusion; Vice President, Chief Facilities Management Officer; Vice President, Clinical Ancillary Services; Vice President, Chief Technology Officer; Chief Clinical Officer, President and Chief Medical Officer of Acclaim Physicians; Acclaim Senior Vice President/Chief Operating Officer; Chief Audit Executive; Director Compliance; and Legal Counsel.

VII. RECONVENE IN OPEN SESSION FOR DELIBERATION(S) AND/OR ACTION(S) DEEMED NECESSARY REGARDING ANY MATTER LISTED ON THE CLOSED SESSION AGENDA, PARAGRAPHS VII. A., B., C., D., E., AND F. - The Committee reconvened in Open Session at 1:43 p.m.

VIII. ADJOURN

There being no further business, the meeting adjourned at 1:43 p.m.



 Roger Fisher, Chair, Governance Committee



 Date