

MEMORANDUM

To: Tarrant County Hospital District Board of Managers and Governance Committee

From: De'Angela Wright

Date: April 23, 2021

Re: Governance Committee Meeting Minutes from April 22, 2021

In accordance with section 418.016 of the Texas Government Code, Governor Abbott has suspended various provisions that require government officials and members of the public to be physically present at a specified meeting location. In accordance with this suspension, the Tarrant County Hospital District Board of Managers Governance Committee held a virtual meeting on April 22, 2021. The agenda for this meeting was posted in the following locations:

1. Tarrant County Commissioners Court Web Site; and
2. Tarrant County Hospital District Web Site.



GOVERNOR GREG ABBOTT

For Immediate Distribution | March 16, 2020 | (512) 463-1826

Governor Abbott Allows Virtual And Telephonic Open Meetings To Maintain Government Transparency

Ensures continued government operation while preserving transparency

AUSTIN - Governor Greg Abbott today acted to maintain government transparency and continued government operations while reducing face-to-face contact for government open meetings. As Texas works to mitigate the spread of COVID-19, the Governor granted the Office of the Attorney General's request for suspension of certain open-meeting statutes. This temporary suspension will allow for telephonic or videoconference meetings of governmental bodies that are accessible to the public in an effort to reduce in-person meetings that assemble large groups of people.

"Even as the State of Texas takes precautionary measures to contain the spread of COVID-19, we also have a responsibility to maintain government transparency," said Governor Abbott. "With today's action, Texas is reducing non-essential in-person contact for a limited period, while ensuring that state and local government entities continue to work to fulfill necessary functions and with full transparency for the people of Texas. I urge state and local officials to do their part to mitigate the spread of COVID-19 by avoiding meetings that bring people into large group settings."

In accordance with section 418.016 of the Texas Government Code, Governor Abbott has suspended various provisions that require government officials and members of the public to be physically present at a specified meeting location. This temporary suspension will leave important open-meeting protections in place:

- Members of the public will be entitled to participate and address the governmental body during any telephonic or videoconference meeting.
- To hold a telephonic or videoconference meeting, a governmental body must post a written notice that gives the public a way to participate remotely, such as a toll-free dial-in number, and that includes an electronic copy of any agenda packet that officials will consider at the meeting.
- A governmental body must provide the public with access to a recording of any telephonic or videoconference meeting.

State and local officials who have questions about open-meeting requirements after this suspension should submit them to the Office of the Attorney General via e-mail at TOMA@oag.texas.gov, or by leaving a message at (888) 672-6787. Officials with questions about teleconference and videoconference capabilities offered by the Texas Department of Information Resources should visit dir.texas.gov or call (512) 475-4700. Officials who hold

videoconference meetings are encouraged to provide for participation via telephone for members of the public without videoconferencing capability. If officials are not holding a telephonic or videoconference meeting, all open-meeting requirements apply.

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KEN PAXTON
ATTORNEY GENERAL OF TEXAS

FOR IMMEDIATE
RELEASE

March 16, 2020
www.texasattorneygeneral.gov

PRESS OFFICE: (512) 463-2050

Kayleigh Date:

Communications@oag.texas.gov

**Governor's Office Clears Path for Governmental Bodies to Meet Telephonically or
by
Videoconference During Coronavirus Disaster**

AUSTIN - Governor Abbott's office today approved a request by the Office of the Attorney General to temporarily suspend a limited number of open meeting laws in response to the Coronavirus (COVID-19) disaster. This action will allow governmental bodies to conduct meetings by telephone or video conference to advance the public health goal of limiting face-to-face meetings (also called "social distancing") to slow the spread of the Coronavirus (COVID-19).

Importantly, however, this action does not suspend requirements that governmental bodies conduct meetings in a transparent and accessible manner. Specifically, governmental bodies are still be required to do the following:

- provide online written notice containing a public toll-free dial-in number or a free-of-charge videoconference link, as well as an electronic copy of any agenda packet.

before conducting telephonic or video conference meetings:

- provide the public with access and a means to participate in those meetings, preferably through two-way audio or video connections; and
- provide the public with access to a recording of those meetings.

Please click [here](#) for a complete list of the open meeting provisions that have been temporarily suspended. State agencies and local governmental bodies may contact the Office of the Attorney General with question about the suspension order by telephone at (888) 672-6787 or via email at TOMA@oag.texas.gov. Officials with questions about teleconference and videoconference capabilities offered by the Texas Department of Information Resources should visit dir.texas.gov or call (512) 475-4700.

For information on the spread or treatment of Coronavirus (COVID-19), please visit the Texas Department of State Health Services.

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

EMERGENCY PROCEDURES PURSUANT TO
GOVERNOR GREG ABBOTT' S AND
ATTORNEY GENERAL KEN PAXTON'S
TEMPORARY MEETING SUSPENSION GUIDELINES
THIS MEETING IS AVAILAB FOR VIEWING VIA
NORMAL JPS HEALTH NETWORK YOUTUBE CHANNEL

WEBEX-TCHD MEETING – VIRTUAL
GOVERNANCE COMMITTEE MEETING

12:00 P.M, April 22, 2021

Meeting Minutes

The Joint TCHD Board of Managers Governance Committee met virtually on Thursday, April 22, 2021. The following Committee members were present:

Roger Fisher II, Committee Chair
Dorothy DeBose, Board Vice Chair, Board Member
Zim Zimmerman, Board Member
Dr. Jay Haynes, M.D, Committee Member
Dr. Janet Miles, M.D., Lab Administration, Committee Member

Committee Members Absent: Amanda Arizola, Board Member
Rev. Ralph Emerson, Board Member
Steve Montgomery, Board Member

Others Attending: Robert Earley, President, and CEO
Dr. Karen Duncan, Senior Executive Vice President, Chief Operating Officer
Sharon Clark, Senior Executive Vice President, Chief Financial Officer
Charles Webber, M.D., Board Chair
DT Nguyen, Board Member
David Mendenhall, Vice President, Chief Technology Officer
Zelia Baugh, Executive Vice President, Behavioral Health Administrator
Dr. Jay Haynes, M.D., Sr. Medical Director Innovation and Integration,
Dr. Cheryl Hurd, M.D., Program Director, Behavioral Health Acclaim Administration
Dr. Tricia Elliott, M.D., Senior Vice President, Medical Academic Research Affairs
Dr. Richard Miller, M.D., Senior Vice President Chief Medical Officer
Daphne Walker, Senior Vice President, Chief Legal Counsel and Interim Enterprise Risk Management, Chief Compliance Officer
Diana Prachyl, Senior Vice President, Chief Operating Officer, Acclaim Administrator
Michelle Atkins, Executive Director, Compliance & Internal Audit
Tim Lachiusa, Director, Internal Audit

Erana Hughes, Director, Enterprise Risk Management
Suzanne Barnes, Executive Office Manager
De'Angela Wright, Recording Secretary

I. CALL TO ORDER

The meeting of the Board of Managers Governance Committee was called to order at 12:02 p.m. by Committee Chair, Roger Fisher.

II. CITIZENS WISHING TO ADDRESS THE COMMITTEE

There were no citizens signed in to speak.

III. APPROVAL OF MINUTES – Thursday, February 25, 2021

Mr. Fisher called for a motion to approve the February 25, 2021 Governance Committee minutes. The motion was made by Mr. Zim Zimmerman and seconded by Ms. Dorothy Debose. The motion was approved unanimously.

IV. COMMITTEE CHAIR REPORT – R. Fisher

Mr. Fisher thanked the organization for the continued efforts of finding ways to keep everyone safe and well.

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

A. ERM Update – E. Hughes

1. My Texas Direct Update (24 month analysis) –E. Hughes

Summary: Erana Hughes gave a brief update of My Texas Direct Workers Compensation program implement in January 2019.

Action items: Mrs. Hughes will provide the board the total number of claims and claimants that encompasses the drive of savings or the past two years.

B. Compliance Program and Updates- M. Atkins

1. Conflicts of Interest Training

Summary: Michelle Atkins provided a brief update on Conflicts of Interest for Board Members.

Action items: The Compliance department will send Compliance Disclosure forms to all board members on Thursday, April 22, 2021. All disclosures are due on Friday, May 15, 2021.

2. Compliance Mid-year Work Plan Status Update

Summary: Michelle Atkins updated the Governance Committee of the fiscal 2021 mid-year compliance work plan.

Action Items: There are no action items.

C. Internal Audit Report(s)/Update(s)-T. Lachiusa

1. Internal Audit Mid-Year Review- T. LaChuisa

Summary: Gave a brief update of the Internal Audit Fiscal Year 2021 Mid-Year Work plan.

Action items: There are no action items.

D. Policies and Procedures

1. LD 3700 Marketing Practices for Archival

Summary: Diana Brodeur addressed the board to consider archival of LD 3700 Marketing Practices for Archival.

Action items: D.T Nguyen motioned to approve LD 3700 Marketing added as part of the Board education materials, Dr. Charles Webber seconded. Motion was approved unanimously.

VI. REPORT OF LEGAL COUNSEL AND/OR LEGAL MATTERS REQUIRING DISCUSSION(S), UPDATE(S), DELIBERATION(S), ACTION(S) AND/OR APPROVAL- Daphne Walker

VII. RECONVENE IN EXECUTIVE SESSION PURSUANT TO CHAPTER 551, TEXAS GOVERNMENT CODE
The Committee reconvened in Executive Session at 12:42 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.

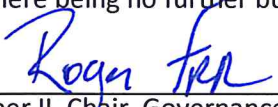
- A. Consultation with General Counsel to Receive Legal Advice on Pending/Contemplated Litigation and Other Matters under Subsections 1 and 2, Section 551.071, Texas Open Meetings Act.
- B. Deliberate Information Relating to a Proposed New Service or Product Lines.
- C. Receive Records, Information and/or 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).
- 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.

VIII. 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 1:34 p.m.

IX. ADJOURN

There being no further business, the meeting adjourned at 1:35 p.m.



Roger Fisher II, Chair, Governance Committee



Date