

**TARRANT COUNTY HOSPITAL DISTRICT (TCHD)
d/b/a JPS HEALTH NETWORK
1500 S. Main Street
Fort Worth, TX 76104
OPC Auditoriums, 3rd Floor**

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**BOARD OF MANAGERS MEETING
1:00 P.M. THURSDAY, FEBRUARY 9, 2023**

MEETING MINUTES

The Tarrant County Hospital District (“District”) Board of Managers met Thursday, February 9, 2023, with the following members present:

Dorothy DeBose, Board Chair
Roger Fisher, Board Vice Chair
Amanda Arizola, Board Secretary
Tim Davis, Board Member
DT Nguyen, Board Member
Rev. Ralph Emerson, Board Member
Margaret Holland, M.D., Board Member
Trent Petty, Board Member
Steven Simmons, D.O., Board Member
Blake Woodard, Board Member

Board Members Absent: Zim Zimmerman, Board Member

Others Attending: Karen Duncan, M.D., President and Chief Executive Officer
William Masterton, Chief Operating Officer
Sharon Clark, Senior Executive Vice President, Chief Financial Officer
Daphne Walker, Senior Vice President, Chief Legal Counsel
Janet Miles, M.D., President, Medical Staff
Lani Taylor, Board Administrator

I. WELCOME AND CALL TO ORDER OF BOARD OF MANAGERS

Ms. DeBose called the meeting to order at 1:06 pm.

II. OPENING PRAYER & PLEDGE

Invocation given by Lee Ann Franklin, Executive Director of Spiritual Care and Ethics.

III. CITIZENS WISHING TO ADDRESS THE BOARD

Summary: *There were no citizens present to address the Board.*

IV. PUBLIC HEARING OF THE BOARD OF MANAGERS OF TARRANT COUNTY HOSPITAL DISTRICT TO CONSIDER FISCAL YEAR 2023’S PROVIDER PARTICIPATION PROGRAM AND OTHER RELATED MATTERS

A. PUBLIC HEARING - D. Debose

Summary: *Ms. DeBose opened the hearing at 1:08 pm. There were no members of the public appearing at the hearing. Ms. DeBose closed the hearing at 1:09 pm.*

B. CONSIDER APPROVAL OF RESOLUTION TO SET THE MANDATORY PROVIDER PARTICIPATION PAYMENTS FOR FISCAL YEAR 2023 AND TO DETERMINE HOW THE REVENUE FROM THOSE PAYMENTS IS TO BE SPENT UNDER THE TARRANT COUNTY PROVIDER PARTICIPATION PROGRAM:

1. Authorizes the Collection of a Mandatory Payment from Each Institutional Health Care Provider Located In the Hospital District;
2. Authorizes the Use of Funds Collected Through Mandatory Payments for the Purposes Specified In Chapter 298b, Texas Health and Safety Code; and
3. Sets the Amount of the Mandatory Payments for the Fiscal Year Ending in 2023 at 6 Percent of the Net Patient Revenue of an Institutional Healthcare Provider Located in Tarrant County Hospital District's Geographic Jurisdictional Area.

Action: *Mr. Nguyen made a motion to approve the resolution, seconded by Ms. Arizola, motion passed unanimously.*

C. MOTION TO AUTHORIZE THE PRESIDENT AND CEO OF THE TARRANT COUNTY HOSPITAL DISTRICT TO MAKE INTERGOVERNMENTAL TRANSFERS ("IGTS") FROM THE LOCAL PROVIDER PARTICIPATION FUND OF THE TEXAS HEALTH AND HUMAN SERVICES COMMISSION BASED ON THE EXECUTIVE COMMISSIONER, THE TEXAS HEALTH AND HUMAN SERVICES COMMISSION SCHEDULE OF REQUESTED IGTS FOR COMPENSATED CARE PAYMENTS

Action: *Mr. Fisher made a motion for approval, seconded by Mr. Simmons, motion passed unanimously.*

V. APPROVAL OF MINUTES

A. Board of Managers – January 12, 2023

Action: *Reverend Emerson made a motion to approve the minutes from January 12, 2023, seconded by Mr. Nguyen, motion passed unanimously.*

VI. BOARD CHAIR REPORT – D. DeBose

Summary: *Ms. DeBose expressed thanks to JPS staff for work and efforts during the February ice storm.*

VII. CEO REPORT – K. Duncan

Summary: *Dr. Duncan asked Sharon Clark to provide an update to the Board on the bond issue, thanked JPS staff for work and efforts during February ice storm and introduced interim President of Acclaim, Dr. Alawi.*

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

A. Privileges

Summary: *Dr. Miles provided an update on the delineation of privileges project and application dashboard. Dr. Miles also presented the list of providers recommendation for privileges.*

Action: *Mr. Nguyen made a motion for approval to credential the providers as presented, seconded by Dr. Simmons, motion passed unanimously.*

IX. COMMITTEE REPORTS AND ACTION

A. Joint Finance and Planning Committee (January 26, 2023) – D.T. Nguyen/T. Petty

Summary: *Mr. Nguyen and Mr. Petty provided a high level overview of topics that were covered in the Joint Finance and Planning Committee Meeting in January.*

X. OTHER MATTERS REQUIRING BOARD DISCUSSION(S), UPDATE(S), DELIBERATION(S), ACTION(S) AND/OR APPROVAL

A. Consider Approval of Proposed Changes to Bylaws of the Tarrant County Hospital District – D. DeBose/D. Walker

Summary: *Ms. DeBose and Ms. Walker presented the attached proposed changes to the Bylaws and Ms. Walker provided a high level summary of the changes.*

After much discussion about the committee membership, the following motions were made with respect to the proposed changes:

Action: *Mr. Woodard made a motion to reject proposed changes to Governance membership and leave the membership as currently contemplated in the Bylaws, seconded by Dr. Simmons, Reverend Emerson voted no, motion passed.*

Mr. Davis made a motion to clarify sections 3.3 and 3.4 to state that referral to nominating committee requires a majority vote of the full Board, seconded by Mr. Woodard, motion passed unanimously

Mr. Fisher made a motion to approve Bylaws as proposed with the changes as so previously moved, seconded by Ms. Arizola, motion 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: *Reverend Emerson made a motion for approval of the consent agenda, seconded by Mr. Nguyen, motion passed unanimously.*

PLANNING

A. Consider Request for Release of RFQ for Architectural and Engineering Design Services for the Medical Office Building – A. Lane

B. Consider Request for Release of RFQ for Construction Manager At Risk – North Pavilion Expansion – A. Lane

C. Consider Recommendation of Award for Engineering and Architectural Design Services for the Central Utility Plant – A. Lane

FINANCE

- A. Consider Approval of November and December 2022 Unaudited Financial Reports – S. Clark
- B. Consider Approval of Budgeted Operating Funds for Medical Device Reprocessing between Stryker Sustainability Solutions, Inc. and Tarrant County Hospital District d/b/a JPS Health Network (1057451) – S. Clark
- C. Consider Approval of (1) Exemption to Bid and (2) Software Use Agreement between Strata Decision Technology, LLC and Tarrant County Hospital District d/b/a JPS Health Network (1077776) – S. Clark
- D. Consider Approval of Master Agreement between FinThrive Revenue Systems, LLC and Tarrant County Hospital District d/b/a JPS Health Network (1051257) – R. McCrady
- E. Consider Approval of GME Formula Finding Agreement between University of North Texas Health Science Center and Tarrant County Hospital District d/b/a JPS Health Network (1100148) – Dr. Elliott
- F. Consider Approval of Master Sales Agreement between Liberty Building Technologies, Inc. and Tarrant County Hospital District d/b/a JPS Health Network (1077567) – A. Lane
- G. Consider Approval of Master Services Agreement between Johnson Controls, Inc. and Tarrant County Hospital District d/b/a JPS Health Network (1023236) – A. Lane
- H. Consider Approval of Commercial Lease Agreement between Lori’s Gifts, Inc. and Tarrant County Hospital District d/b/a JPS Health Network (1080190) – J. Parker
- I. Consider Approval of (1) Exemption to Bid and (2) Second Amendment to the Blood Service Agreement between Carter BloodCare and Tarrant County Hospital District d/b/a JPS Health Network (1090998) – J. Parker
- J. Consider Approval of Third Amendment to Employee Pharmacy Benefit Management Services Agreement between MaxorPlus, Ltd. and Tarrant County Hospital District (1112784) – C. Kuaiwa

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

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

Summary: *There was no business to discuss in Executive Session.*

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. **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. Privileges – J. Miles

- B. **Deliberation Regarding the Purchase, Exchange, Lease, or Value of Real Property Pursuant to Section 551.072, Texas Open Meetings Act.**
 - C. **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.**
 - D. **Deliberate Information Relating to a Proposed New Service or Product Lines.**
 - E. **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.**
 - 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.**
- 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., and F.**
- XV. ADJOURN**

There being no further business of the TCHD Board of Managers, Mr. Fisher made a motion to adjourn, seconded by Mr. Nguyen, motion passed unanimously, meeting adjourned at 2:06 pm.



Dorothy DeBose, Board Chair

03/09/2023

Date