

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

**TO VIEW THIS MEETING LIVESTREAM ONLINE:
JPS HEALTH NETWORK YOUTUBE CHANNEL**

**BOARD OF MANAGERS MEETING
1:00 P.M., THURSDAY, OCTOBER 12, 2023**

MEETING MINUTES

The Tarrant County Hospital District (“District”) Board of Managers met Thursday, October 12, 2023, with the following members present:

Dorothy DeBose, Board Chair
Roger Fisher, Vice Chair
DT Nguyen, Board Member
Margaret Holland, M.D., Board Member
Zim Zimmerman, Board Member
Blake Woodard, Board Member
Amanda Arizola, Board Secretary
Tim Davis, Board Member

Others Attending:

Karen Duncan, M.D., President and Chief Executive Officer
Daphne Walker, EVP. Chief Legal Officer
Jill Farrell, EVP, Interim Chief Operating Officer
Shannon Fletcher, VP, Chief of Staff
Janet Miles, M.D., Physician, Lab Administration
Sudhakar Karlapudi, MBBS, MBA, EVP, Chief Medical Officer
Colin Werenka, Chief Compliance Officer
Ashley Ridgeway-Washington, SVP Chief HR Officer
Joy Parker, VP, Network Operations
Ashlea Quinonez, VP Government Relations
Lani Taylor, Board Administrator

I. WELCOME AND CALL TO ORDER OF BOARD OF MANAGERS

Ms. DeBose called the meeting to order at 1:04 p.m.

II. OPENING PRAYER & PLEDGE

Invocation given by Sylvia Randolph, Staff Chaplain

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 – September 14, 2023

Action: *Mr. Zimmerman made a motion to approve the minutes from September 14, 2023, seconded by Mr. Fisher, motion passed unanimously.*

V. BOARD CHAIR REPORT – D. DeBose

Summary: *Ms. DeBose did not have a report.*

VI. CEO REPORT – K. Duncan

Summary: *Dr. Duncan informed the Board of personnel updates and Joy Parker provided a presentation on the Casa de Esperanza Program.*

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

A. Request for Approval of Medical Staff Appointments and Privileges

Action: *Mr. Davis made a motion to approve, seconded by Mr. Fisher, motion passed unanimously.*

VIII. COMMITTEE REPORTS AND ACTION

A. Finance, Planning and Investment Committee – D.T. Nguyen/T. Petty

B. Governance Committee – Z. Zimmerman

Summary: *The Board received a high level overview of topics that were discussed at the Finance, Planning and Investment Committee and Governance Committee Meetings in September.*

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

A. Proposed Resolution – D. DeBose

1. Option A – Resolution Authorizing the Amendment of the Tarrant County Hospital District Government Excess Benefit Arrangement (GEBA) to Freeze GEBA
2. Option B – Resolution Authorizing the Amendment of the Tarrant County Hospital District Government Excess Benefit Arrangement (GEBA) to Freeze and Terminate GEBA

Summary: *The Board tabled item A. until after receiving a presentation from the actuary in Executive session.*

B. Consider Approval of (1) Exemption to Bid and (2) Cepheid Sales Agreement between Cepheid and Tarrant County Hospital District (1157577) – J. Parker

Action: *Mr. Petty made a motion to approve, seconded by Reverend Emerson, motion passed unanimously.*

X. 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: *Mr. Nguyen made a motion to approve the consent agenda, seconded by Reverend Emerson, motion passed unanimously.*

FINANCE, PLANNING AND INVESTMENT

- A. Approval of August 2023 Unaudited Financial Reports
- B. Approval of Design Services Amendment between Hoefer Welker and Tarrant County Hospital District (1158693)
- C. Approval of Purchase Agreement between FireWise Texas LLC and Tarrant County Hospital District (1168342)
- D. Approval of Second Amendment to ATM Lease Agreement (Pavilion) between JPMorgan Chase Bank, National Association and Tarrant County Hospital District (1169602)
- E. Approval of Purchase Agreement between Integra Lifesciences Sales, LLC and Tarrant County Hospital District (1161609)
- F. Approval of Pricing Agreement between SpecialtyCare Cardiovascular Resources, LLC and Tarrant County Hospital District (1161064)
- G. Approval of the Product Supply Agreement between Linde Gas & Equipment, Inc. and Tarrant County Hospital District (1159785)
- H. Approval of Purchase Agreement for Unified Communication Platform and Contact Center between World Wide Technology, LLC and Tarrant County Hospital District (1144408)

GOVERNANCE

There were no Governance items for approval.

The Board took a break at 1:37 pm.

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

Executive Session started at 1:50 p.m.

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. Request for Approval of Medical Staff Appointments and 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. Deliberations Involving Individuals' Medical or Psychiatric Records Pursuant to Section 551.078, .0785, Texas Open Meetings Act.
- D. 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.

1. Litigation Update – D. Walker

- E. Deliberate Information Relating to a Proposed New Service or Product Lines.
- 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. Actuarial Report Regarding Government Excess Benefit Account – M. Muth

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

Summary: The Board reconvened in Open session at 2:40 p.m.

Action: *Mr. Fisher made a motion to approve Section IX., item A-2, Option B – Resolution Authorizing the Amendment of the Tarrant County Hospital District Government Excess Benefit Arrangement (GEBA) to Freeze and Terminate GEBA, seconded by Reverend Emerson, motion passed unanimously.*

XV. ADJOURN

There being no further business to discuss, the Board of Managers Meeting adjourned at 2:41 p.m.



Dorothy DeBose, Board Chair

11/09/2023

Date