

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

GOVERNANCE COMMITTEE MEETING
12:00 P.M., THURSDAY, MARCH 27, 2025

MEETING MINUTES

The Tarrant County Hospital District ("District") Governance Committee met Thursday, March 27, 2025 with the following members present:

DT Nguyen
Blake Woodard
Margaret Holland, MD
Jessica Kirby, DO
Sundeep Pattar, MD

Absent: Leonard Firestone

Others Attending: Karen Duncan, M.D., President, Chief Executive Officer
Daphne Walker, EVP, Chief Legal Officer
Jill Farrell, Sr. EVP, Chief Operating Officer
Colin Werenka, SVP, Chief Compliance Officer
Rory McCrady, Interim Chief Finance Officer
Ashley Ridgeway-Washington, SVP, Chief HR Officer
Will Showalter, SVP, Chief Information Officer
Phyllis Chambers, SVP, Chief Nursing Officer
Shannon Fletcher, VP, Chief of Staff Executive Affairs
Miriam Glasser, Executive Director of Compliance and Audit
Trent Petty, Board Member
Lani Taylor, Legal Operations Manager

I. CALL TO ORDER - DT Nguyen

Mr. Nguyen called the meeting to order at 12:05 p.m.

II. CITIZENS WISHING TO ADDRESS THE COMMITTEE

There were no citizens present wishing to address the Committee.

III. APPROVAL OF MINUTES

A. Governance Committee Meeting Minutes – December 5, 2024

Action: *Mr. Woodard made a motion to approve the minutes from the December 5, 2024 Governance Committee meeting, seconded by Dr. Kirby, motion passed unanimously.*

IV. GOVERNANCE REPORTS/UPDATES NOT REQUIRING COMMITTEE ACTION(S)

A. Corporate Governance Update – C. Werenka

Summary: *The Committee received an overview of managing organizational risk at JPS highlighting the scope from the compliance, information technology, quality and enterprise risk areas.*

B. Corporate Compliance Update – C. Werenka

Summary: *Mr. Werenka presented an update on strategic planning alignment and current risk register information.*

C. Enterprise Risk Management Update – D. Walker

Summary: *Ms. Walker provided an overview of the ERM scope responsibility as it relates to managing organizational risk.*

V. CONSIDER GOVERNANCE MATTERS REQUIRING COMMITTEE ACTION(S) AND/OR APPROVAL

The Committee took a break at 12:55 p.m.

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

The Committee started Executive Session at 1 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. 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. 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.**
 - 1. Internal Audit Board Reports – C. Werenka**
- C. 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.**
- D. 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)**
- E. Deliberations Involving Individuals' Medical or Psychiatric Records Pursuant to Section 551.078,.0785, Texas Open Meetings Act.**
- F. Deliberate Information Relating to a Proposed New Service or Product Lines.**
- 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.**

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

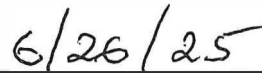
The Committee reconvened in open session at 1:50 p.m.

VIII. ADJOURN

There being no further business to discuss, the Governance Committee adjourned at 1:50 p.m.

A handwritten signature in black ink, appearing to read 'DT Nguyen', written over a horizontal line.

DT Nguyen, Committee Chair

A handwritten date '6/26/25' in black ink, written over a horizontal line.

Date