

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

**ANNUAL JOINT MEETING OF BOARD OF MANAGERS
AND MEDICAL EXECUTIVE COMMITTEE**

Thursday, July 13, 2017 – 1:00 P.M.

Meeting Minutes

The Tarrant County Hospital District ("District") Board of Managers met Thursday, July 13, 2017, JPS Health Network, 1500 S. Main Street, 3rd Floor Outpatient Conference Rooms with the following members present:

Charlie Powell, Board Chair
Charles Webber, M.D., Vice Chair
DT Nguyen, Board Secretary
Rev. Ralph Emerson, Immediate Past Board Chair
Trent Petty
Dorothy DeBose
Roy Lowry, D.O.
Warren Norred
Rex Hyer, M.D.
Roger Fisher

Board Members Absent: Steve Montgomery

Others Attending:

Robert Earley, President, Chief Executive Officer
Bill Whitman, Executive Vice President, Chief Operating Officer
Daniel Ziegler, M.D., Medical Staff President
Wayne Young, Senior Vice President, Behavioral Health
Scott Rule, Vice President, Chief of Staff
Jaime Pillai, Vice President, Operations Support Services
David Mendenhall, Vice President, Chief Technology Officer, Information Systems
J.R. Labbe, Vice President, Communications and Community Affairs
David Slee, JPS Chaplain
Tammy Moss, Executive Office Manager
Trudy Sanders, Vice President, Patient Care Services
Neal Adams, General Counsel
Kathleen Whelan, Vice President, Operations Clinic and PR
Sharon Clark, Executive Vice President, Chief Financial Officer
Merianne Roth, Vice President, Chief Strategy Officer
Pia Walker, Vice President, Human Resources
Tricia Elliott, M.D., Vice President, Academic Affairs
Chet Schrader, M.D., Emergency Services
Karen Duncan, Vice President, Community Health
James Johnson, M.D., President, Chief Medical Officer, Acclaim
Dianna Prachyl, Senior Vice President, Chief Operating Officer, Acclaim

Physicians Attending: Daniel Casey, MD, Interim Chair Family Medicine
Timothy Niaccaris, MD, PhD, Chair of Medical Records Committee
Jocelyn Zee, DO, Chair of Physician Excellence Committee
Jo Anna Leuck, MD, Academic Vice Chair
David McReynolds, MD, Chair Surgery
Scott Kayser, MD, Chair/Medical Director Radiology
Andrey Manov, MD, Chair Internal Medicine
Robert Frohm, MD, Chair Anesthesiology Department
Rajesh Gandhi, MD, Medical Director Trauma Services

Guest Attending: Dennis G. Killy, Tarrant Alliance for Responsible Government

- I. **CALL TO ORDER** – Charlie Powell called the meeting to Joint Board Meeting and Medical Executive Committee to order at 1:05 p.m.
- II. **OPENING PRAYER & PLEDGE** – Chaplain Slee led the audience in prayer, Robert Earley led the audience in the pledge to the flag.

III. **CITIZENS WISHING TO ADDRESS THE BOARD:**

None were present

IV. **APPROVAL OF MINUTES**

A. June 8, 2017

Mr. Powell called for a motion to approve the June 8, 2017 minutes as presented. Motion was made for approval by Roger Fisher, and DT Nguyen seconded the motion. The motion carried unanimously.

V. **BOARD CHAIR REPORT AND ACTION(S)**

Mr. Powell brought attention to the July 7 ground breaking for the JPS Medical Home Northeast Tarrant.

VI. **CEO REPORT**

Mr. Earley briefed the Board on several JPS happenings:

- A. ADI, Ambassador Development Institute, and LDI, Leadership Development Institute. These events were held June 21, 2017 and June 23, 2017.
- B. JPS had 14 doctors listed on Texas Monthly's Top Doctors list for outstanding service to the state and to healthcare.
- C. JPS has taken initiatives to retain nursing staff. Our nursing attrition rate is down to 4.5%. One of the initiatives is the co-hort program with Tarleton State University's Nursing program. We do similar work with TCU, Tarrant County College, and UT Arlington.
- D. JPS was awarded the American Heart Association's 2017 Mission: Lifeline Silver Plus Quality Achievement Award for the work being done in cardiology and invasive labs.
- E. Mr. Earley thanked all the past Board Chairs for the work that led to the groundbreaking of the Northeast medical home.

VII. CALL TO ORDER THE MEDICAL EXECUTIVE STAFF COMMITTEE MEETING– D. ZIEGLER, M.D.

Daniel Ziegler, M.D., introduced the Medical Executive staff. Members present at the meeting. Each sub-committee gave a brief update as originally presented at the July 11 MEC Committee.

- A. Dr. Casey gave the committee report from the Ethics Committee.
- B. Dr. Elliott gave the committee report from the Graduate Medical Education Committee.
- C. Melinda Costin gave the Informational Technology report.
- D. Dr. Niacaris gave an update for the Medical Records Committee.
- E. Dr. Webb gave an update for the Patient Safety and Quality Governance Committee.
- F. Lara Burnside provided an update on patient satisfaction and HCAHPs.
- G. Dr. Zee provided an update on the Physician Excellence Committee.
- H. Dr. Leuck provided an update on the Practioner Satisfaction Committee.

Dr. Ziegler adjourned the Medical Executive Committee portion of the meeting.

VIII. REPORT FROM ACCLAIM PHYSICIAN GROUP, INC. REQUIRING DISCUSSION(S), UPDATE(S), DELIBERATION(S), ACTION(S) AND/OR APPROVAL – J. JOHNSON, M.D.

James Johnson, M.D., updated the Board on chair selections for Acclaim. Four of five positions have been filled. Physician compensation implementation is an on-going initiative for Acclaim. Recruitment has improved since the last meeting update, with only 33 open positions.

IX. REPORT FROM CITIZENS BLUE RIBBON COMMITTEE – T. PETTY

Trent Petty provided the Board with a summary of the effort relative to facility planning. The Citizens Blue Ribbon Committee asked for the Board to make a presentation to be sure the Board's work and priorities were considered.

X. COMMITTEE REPORTS AND ACTIONS

A. Finance Committee Report and/or Action

The Finance Committee met June 22, 2017 and have several items listed on today's Consent Agenda for approval.

Sharon Clark presented May Financials. (Slides attached)

B. Governance Committee Report and/or Action

The Governance Committee met June 22, 2017.

C. Quality Committee Report and/or Action

The Quality Committee met July 6, 2017.

D. Planning Committee and/or Action

The Planning Committee met July 6, 2017.

XI. OTHER MATTERS REQUIRING BOARD ACTION

- A. Consider Approval of Amendment Number One Participating Provider Agreement between Superior HealthPlan, Inc. and Tarrant County Hospital District d/b/a JPS Health Network (464744) – S. Clark

Action: Dr. Webber made motion for approval. The motion was seconded by DT Nguyen and approved unanimously.

- B. Consider Approval of Agreement for Purchase and Sale of Property with an Effective Date of April 12, 2017 Regarding the Purchase of Approximately 6 Acres of Real Property in Fort Worth, Tarrant County, Texas – S. Rule and N. Adams

Action: This item was considered in closed session.

XIII. CONSENT AGENDA: ALL CONSENT AGENDA ITEMS WERE DISCUSSED IN BOARD COOMMITTEE MEETINGS AND MAY REQUIRE LITTLE OR NO DELIBERATION BY THE BOARD OF MANAGERS, BUT REQUIRE BOARD APPROVAL.

- A. Acceptance of May 2017 Unaudited Financial Report – S. Clark
- B. Approval of Rental Agreement between ArjoHuntleigh, Inc. and Tarrant County Hospital District d/b/a JPS Health Network (265869) – J. Adler / J. Velasquez
- C. Professional Services Agreement between Acclaim Physician Group, Inc. and Physician Assistant Services of Texas, L.L.P. (100384) – D. Prachyl
- D. Approval of Purchase Agreement between Biocomposites, Inc. and Tarrant County Hospital District d/b/a JPS Health Network (450976) – W. Peebles
- E. Approval of Skilled Nursing Facility Services Agreement between SSC Fort Worth Downtown Operating Company LLC, d/b/a Downtown Health & Rehabilitation Center and SSC Fort Worth Nursing and Rehabilitation Center Operating Company LLC, d/b/a Arlington Heights Health and Rehabilitation Center and Tarrant County Hospital District d/b/a JPS Health Network (439643) – W. Peebles
- F. Approval of Agreement Quotation Nos. 1-HU7HV0-2 and 1-HVJ7BB-0 between Tarrant County Hospital District d/b/a JPS Health Network and Siemens Healthcare Diagnostics, Inc. (417863) – K. Whelan
- G. Pursuant to JPS Purchasing Procedure LD 7205 Section VIII(d) regarding an exception to competitive bidding for purchase of professional services where obtaining the services through competitive bidding is prohibited or not practical and Section VIII(g)(1) regarding an exception to competitive bidding for purchase of goods and services for which competition is precluded because of the existence of patents, copyrights, secret processes, or monopolies: Consider Approval of exemptions(s) of purchase from competitive bidding and Consider Approval of Quote # JPSQ04440-1 for Aptio Automation/Central Link Interfaces – Siemens between Soft Computer Consultants, Inc. d/b/a SCC Soft Computer and Tarrant County Hospital District d/b/a JPS Health Network (444461) – M. Costin
- H. Approval of Purchase Agreement between Netsync Network Solutions and Tarrant County Hospital District d/b/a JPS Health Network (446137) – D. Mendenhall

- I. Approval of Purchase Agreement between Clear Technologies, Inc. and Tarrant County Hospital District d/b/a JPS Health Network (455591) – D. Mendenhall
- J. Approval of Purchase Agreement between Acumen Enterprises, Inc. and Tarrant County Hospital District d/b/a JPS Health Network (456685) – J. Pillai / A. Elgin
- K. Approval of Purchase Agreement between SKIDATA, Inc. and Tarrant County Hospital District d/b/a JPS Health Network (387571) – J. Pillai / D. Fisher

Action: Dr. Webber made motion to approve the Consent Agenda as presented. Mrs. DeBose seconded the motion and the motion carried unanimously.

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

- A. Engagement Letter between Tarrant County Hospital District d/b/a JPS Health Network (“TCHD”) and Adams, Lynch & Loftin, P.C. as General Counsel for TCHD

Action: Motion was made by Ralph Emerson to discuss this item in closed session, the motion failed for a lack of second. A motion was made to discuss in open session by Roy Lowry, D.O. and seconded by Roger Fisher, and approved for open session discussion.

After much deliberation, motion to approve the Engagement Letter between Tarrant County District d/b/a JPS Health Network and Adams, Lynch & Loftin, P.C. as General Counsel for the Hospital District was made by Mr. Fisher and seconded by Dr. Lowry. Motion passed with 8 yes votes and with Ralph Waldo Emerson and Dorothy DeBose voting no.

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

The Board convened in Executive Session at 2:55 p.m.

XIV. RECONVENE IN OPEN SESSION FOR DELIBERATION(S) AND/OR ACTION(S) DEEMED NECESSARY REGARDING ANY MATTER LISTED ON THE EXECUTIVE SESSION AGENDA, PARAGRAPHS V. A, B, C, D, E, AND F.

Summary: The Board reconvened in Open Session at 4:05 p.m. with the following recommendations:

Action(s):

- A. Regarding Appointments/Reappointments, Dr. Webber made motion to approve the list of appointments. Mr. Nguyen seconded the motion and the motion carried unanimously.

Item XI.b. Mr. Petty made motion to approve. The motion was seconded by Dr. Lowry and unanimously approved.

B. Motion by Trent Petty seconded by Roy Lowry, D.O. to approve the Agreement for Purchase and Sale of Property with an effective date of April 12, 2017 regarding the purchase of approximately 6 acres of real property located in Fort Worth, Tarrant County, Texas and further approve the closing and funding of this Agreement for Purchase and Sale of Property and authorize the President and Chief Executive Officer of the Hospital District to execute all documents consistent with the Agreement for Purchase and Sale of Property and Tile Company at Closing as required by the Agreement for Purchase and Sale of Property. The motion passed unanimously.

Adjourn: There being no further business, the meeting adjourned at 4:10 p.m.

Approved:

A handwritten signature in cursive script that reads "Charles Powell". The signature is written in black ink and is positioned above a horizontal line.

Charles Powell, Chair