

**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**

Board of Managers Meeting

Thursday, October 10, 2019

Meeting Minutes

The Tarrant County Hospital District ("District") Board of Managers met Thursday, October 10, 2019 JPS Health Network, 1500 S. Main Street, 3rd Floor Outpatient Conference Rooms with the following members present:

Charlie Powell, Board Chair
Rev. Ralph Emerson, Immediate Past Board Chair
Charles Webber, M.D., Board Vice Chair
D.T. Nguyen, Board Secretary
Amanda Arizola
Dorothy DeBose
Roger Fisher
Trent Petty
Steven Simmons, D.O.
Zim Zimmerman

Board Members Absent: Steve Montgomery

Others Attending: Robert Earley, President, Chief Executive Officer
Bill Whitman, Senior Executive Vice President, Chief Operating Officer
Diana Brodeur, Vice President, Communications
Robert Browder, Vice President, Legal Services
Lara Burnside, Senior Vice President, Strategy, Chief Patient Experience Officer
Kenny Carr, Senior Vice President, Network Operations
Sharon Clark, Senior Executive Vice President, Chief Financial Officer
Karen Duncan, M.D., Executive Vice President, Community Health Administration
Michael Hochberg, M.D., Chief Clinical Officer, President and Chief Medical Officer of Acclaim Physicians
Timothy Kremer, M.D., Senior Vice President, Chief Physician Engagement Officer
Joy Parker, Vice President, Community Health Administration
Wanda Peebles, Executive Vice President, Acute Care, Chief Nursing Officer
Dianna Prachyl, Senior Vice President, Acclaim Chief Operating Officer
Trudy Sanders, Vice President, Patient Care Services
Pia Walker, Senior Vice President, Human Resources & Learning
Neal Adams, General Counsel
Suzanne Barnes, Recording Secretary

I. CALL TO ORDER – Mr. Powell called to order at 1:05pm

II. OPENING PRAYER & PLEDGE

III. CITIZENS WISHING TO ADDRESS THE BOARD

Summary: No citizens addressed the board

IV. APPROVAL OF MINUTES

A. Board of Managers – September 12, 2019

Action: Dr. Webber motioned to approve the September 12, 2019 minutes, seconded by Mr. Zimmerman, motion passed unanimously.

V. BOARD CHAIR REPORT

Summary: Mr. Powell stated that he had the pleasure of attending the Dallas Fort Worth Hospital Council (DFWHC) annual meeting and he wanted to thank JPS for allowing him to represent JPS Health Network.

Action: Mr. Powell appointed Mr. Petty and Ms. Arizola as members of the Nominating Committee and appointed Rev. Ralph Emerson as Chair of the Nominating Committee to make recommendations to the Board of Managers at the November 14, 2019 meeting regarding the election of Officers.

VI. CEO REPORT

Summary: Mr. Earley updated the Board on the following

- Thanked Sharen Wilson, District Attorney for being here and introducing Leslie Hunt the Civil Division Chief for Tarrant County
- ED Expansion Opening
- North Texas Giving Day
- Patient Chair Donation for Cancer Patients
- JPS Communications won Four 2019 Graphic Design USA Health + Wellness Awards
- Agenda Item X. D will be removed from the agenda

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

A. Consider Approval of the Robotic Assisted System Privilege in Oral and Maxillofacial Surgery Privileges

Action: Ms. DeBose motioned to approve the Robotic Assisted System Privilege in Oral and Maxillofacial Surgery Privileges, seconded by Dr. Webber, motioned passed unanimously.

VIII. REPORT FROM ACCLAIM PHYSICIAN GROUP, INC, REQUIRING DISCUSSION(S), UPDATE(S), DELIBERATION(S), ACTION(S) AND/OR APPROVAL – Dr. Hochberg

A. Consider approval of Resolution for Linda Siy, M. D., to be appointed as a new member of the Board of Directors of Acclaim Physician Group, Inc., to serve a term of two years beginning October 1, 2019

Action: Dr. Webber motioned to approve the Resolution for Linda Siy, M.D., to the Board of Directors of Acclaim Physician Group, Inc., to serve a term of two years beginning October 1, 2019, seconded by Mr. Fisher, motioned passed unanimously.

Dr. Hochberg provided the following information to the Board:

- Provider Diversity with Acclaim
Gender: 65 % Female, 35% Male
Ethnicity: 54% White or Caucasian, 26% Asian, 10% Black or African American, 7% Hispanic or Latino
Generational: 45% Millennials, 33% Generation X, 19% Baby Boomers
- Acclaim received 100% attributable MIPS which generates a little over \$100,000

IX. COMMITTEE REPORTS AND ACTION

A. Quality Committee/or Action – C. Webber, Chair

Thursday, September 5, 2019

Summary: Dr. Webber reported that at the Quality Committee they presented the PSI90 report overall goals are being met.

B. Finance Committee/or Action – S. Montgomery, Chair

Thursday, September 26, 2019

1. Financial Summary Report – S. Clark

Summary: Ms. Clark gave the board an update on the July Financials

C. Human Resources/or Action – D. DeBose, Chair

Thursday, September 26, 2019

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

A. Consider Approval of the 2020 Board and Board Committee Calendar – C. Powell

Action: Mr. Zimmerman motioned to approve the 2020 Board and Board Committee Calendar, seconded by Dr. Webber, motioned passed unanimously.

B. Benefit Update – This item has been moved to closed session

C. CT Update – This item has been moved to closed session

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: Mr. Zimmerman motioned to approve the Consent Agenda items, seconded by Rev. Emerson, motion passed unanimously.

A. Consider Acceptance of August 2019 Unaudited Financial Report – S. Clark

B. Consider Approval of Non-Exclusive Interim Leadership Services and Executive Search Agreement between B.E. Smith, Inc. and Tarrant County Hospital District d/b/s JPS Health Network (698406) P. Walker – presented to Finance there was two PP that needed to be changed.

- Mr. Adams advised that the B. E. Smith, Inc. Agreement was presented to the Finance Committee and in the interim it was discovered there were two paragraphs that were inadvertently left out of the Agreement that are required by a Texas statute, (1) the requirement that no vendor can boycott Israel and (2) no vendor can be doing business with Iran or Sudan and B. E. Smith, Inc. had approved these two paragraphs and had re-signed the Agreement with those two provisions included.
- C. Pursuant to JPS Purchasing Procedure LD 7201 Section VIII, A.7., consider (1) granting an exemption to competitive bidding for purchase of goods and services which competition is precluded because of the existence of patents, copyrights, secret processes, or monopolies, or captive replacement parts or components for equipment, or other exemptions under Tex. Gov't. Code §262.024(a)(7); and (2) approval of Purchase Agreement between Cianna Medical, Inc. and Tarrant County Hospital District d/b/a JPS Health Network (656714) – Dr. Duncan
- D. Consider Approval of Professional Services Agreement Adult and Adolescent Crisis Mental Health Services between MHMR of Tarrant County and Tarrant County Hospital District F. d/b/a JPS Health Network (708812) – Z. Baugh
- E. Consider Approval of Professional Services Agreement Inpatient Mental Health Services for Involuntary Commitments between MHMR of Tarrant County and Tarrant County Hospital District d/b/a JPS Health Network (708813) – Z. Baugh
- F. Consider Approval HR 3200 Personal Leave – P. Walker
- G. Consider Approval of Software Subscription and Services Agreement between Arcadia Solutions LLC and Acclaim Physician Group, Inc. – M. Hochberg

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

- A. Report of Contracts Negotiated on behalf of Tarrant County Hospital District d/b/a JPS Health Network that are under \$500,000 for the previous month - N. Adams

Summary: Mr. Adams reported 48 contracts under \$500,000.

- B. Terms of Engagement between Tarrant County Hospital District d/b/a JPS Health Network and Regina T. Montoya PLLC for analyzing the legal services provided to JPS in the last three years by (i) contract counsel; (ii) the District Attorney's office; (iii) in-house counsel; and (iv) outside counsel. – T. Petty

Action: Mr. Zimmerman motioned to approve the Terms of Engagement between Tarrant County Hospital District d/b/a JPS Health Network and Regina T. Montoya PLLC for analyzing the legal services provided to JPS in the last three years by (i) contract counsel; (ii) the District Attorney's office; (iii) in-house counsel; and (iv) outside counsel seconded by Dr. Simmons, motion passed unanimously.

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

The Board took a brief break at 1:45pm and reconvened in Executive Session at 1:55pm

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

The Board reconvened in Open Session at 2:35pm


Summary: Consider Approval of Privileges/Appointments and Reappointments to the Medical Staff as presented – Dr. Hurd

Action: Ms. DeBose motioned to approve the Privileges/Appointments and Reappointments to the Medical Staff as presented, seconded by Dr. Simmons, motion passed unanimously.

Action: There being no further business, the meeting adjourned at 2:35pm



Charlie Powell, Board Chair



Date