

**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, AUGUST 10, 2023**

MEETING MINUTES

The Tarrant County Hospital District (“District”) Board of Managers met Thursday, August 10, 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
Trent Petty, Board Member
Blake Woodard, Board Member
Amanda Arizola, Board Secretary
Rev. Emerson, Board Member
Tim Davis, Board Member

Board Members Absent: Leonard Firestone, Board Member

Others Attending: Karen Duncan, M.D., President and Chief Executive Officer
Daphne Walker, Senior VP, Chief Legal Counsel
Sharon Clark, Senior EVP, Chief Financial Officer
Janet Miles, M.D., Physician, Lab Administration
Sudhakar Karlapudi, MBBS, MBA, EVP, Chief Medical Officer
Colin Werenka, Chief Compliance Officer
Shannon Fletcher, Chief of Staff
Lani Taylor, Board Administrator

I. WELCOME AND CALL TO ORDER OF BOARD OF MANAGERS

Ms. DeBose called the meeting to order at 1:12 p.m.

II. OPENING PRAYER & PLEDGE

Invocation given by LeeAnn Franklin, Director of Spiritual Care and Ethics.

III. CITIZENS WISHING TO ADDRESS THE BOARD

There were three (3) citizens present to address the Board.

IV. APPROVAL OF MINUTES

A. Board of Managers Meeting – July 13, 2023

Action: *Reverend Emerson made a motion to approve the minutes from the July 13, 2023 Board of Managers Meeting, seconded by Mr. Zimmerman, motion passed unanimously.*

B. Board of Managers Meeting - Annual Budget Retreat – July 21, 2023

Action: *Reverend Emerson made a motion to approve the minutes from the July 21, 2023 Board of Managers – Annual Budget Retreat Meeting, seconded by Mr. Nguyen, motion passed unanimously.*

V. BOARD CHAIR REPORT – D. DeBose

Summary: *Ms. DeBose shared with the Board that Legal Counsel would provide guidance regarding a question that came up during the budget review process before Ms. Clark presents the proposed FY 24 Budget and proposed Ad Valorem Tax Rate for the Board’s consideration.*

VI. CEO REPORT – K. Duncan

Summary: *Dr. Duncan shared an update on the Emergency Departments visits for the month of July as well as informed the Board of two surveys that were completed, Comprehensive Stroke survey and the American College of Radiology survey. The 340b audit also occurred in July and went well. Dr. Duncan also shared that the JPS Foundation Board had a retreat in August and their next meeting will be held in September.*

Ms. Fletcher introduced the JPS Administrative Fellowship and Internship Program. The summer 2023 fellows and interns were present to share their experience of the program with the Board.

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. Zimmerman made a motion to approve medical staff privileges as presented, seconded by Reverend Emerson, motion passed unanimously.*

Mr. Nguyen made a motion to approve the delineation of privileges forms, seconded by Mr. Fisher, motion passed unanimously.

VIII. COMMITTEE REPORTS AND ACTION

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

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

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

X. DELIBERATE AND CONSIDER ACTION REGARDING 2024 FISCAL YEAR DRAFT BUDGET AND PROPOSED FISCAL YEAR 2024 AD VALOREM TAX RATE – S. CLARK

Summary: *Items A and B were tabled for discussion until after Closed session.*

- A. Recommendation for Approval of the Fiscal Year 2024 Tarrant County Hospital District Operational and Capital Budgets
- B. Recommendation for Approval of the Fiscal Year 2024 Ad Valorem Tax Rate Notice

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 to approve the consent agenda, seconded by Mr. Zimmerman, motion passed unanimously.*

PLANNING

- A. Recommendation of Award for RFQ for Art Consultant to American Art Resources – A. Lane
- B. Recommendation of Award for RFQ for Architectural and Engineering Design Services – Medical Office Building – Refer Top Two RFQ Respondents, Hoefer Welker and Perkins and Will, to Tarrant County Commissioners Court for Interview - A. Lane
- C. Recommendation of Award for RFP for Construction Manager at Risk – Medical Office Building - Refer Top Two RFQ Respondents, Austin Potere and JE Dunn, to Tarrant County Commissioners Court for Interview – A. Lane
- D. Recommendation of Award for Construction Manager at Risk – Central Energy Plant to JE Dunn – A. Lane

FINANCE

- A. Approval of June 2023 Unaudited Financial Reports – S. Clark
- B. Approval of (1) Exemption to Bid and (2) Professional Services Agreement between Spivey Health Policy, LLC and Tarrant County Hospital District (1150280) – S. Clark
- C. Approval of Uber Health Dashboard Terms and Conditions between Uber Health, LLC and Tarrant County Hospital District (1151852) – Z. Baugh
- D. Approval of Software as a Service Agreement between Greenspace Mental Health Ltd. and Tarrant County Hospital District (1149564) – Z. Baugh
- E. Approval of (1) Exemption to Bid and (2) Sales and License Agreement between Intuitive Surgical, Inc. and Tarrant County Hospital District (1150946) – J. Farrell

- F. Approval of (1) Exemption to Bid and (2) Service Agreement between Intuitive Surgical, Inc, and Tarrant County Hospital District (1161000) – A. Lane
- G. Approval of Sixth Modification to Office Lease Agreement between Andrews-Dillingham Properties, Ltd. and Tarrant County Hospital District (1143637) – A. Lane
- H. Approval of Addendum to DIR Contract #DIR-TSO-4167 between General Datatech, L.P. and Tarrant County Hospital District (1154868) – W. Showalter

Summary: *The Board took a break at 2:07 p.m.*

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

Summary: *The Board reconvened in Executive Session at 2:15 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. Budget Guidance – 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.**

