

**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, NOVEMBER 9, 2023**

MEETING MINUTES

The Tarrant County Hospital District (“District”) Board of Managers met Thursday, November 9, 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
Leonard Firestone, Board Member
Reverend Emerson, Board Member

Members Absent: Trent Petty, 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 1:00 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. PUBLIC HEARING OF THE BOARD OF MANAGERS OF TARRANT COUNTY HOSPITAL DISTRICT TO CONSIDER THE FISCAL YEAR 2024 PROVIDER PARTICIPATION PROGRAM AND OTHER RELATED MATTERS

A. PUBLIC HEARING - D. Debose

Summary: *Ms. DeBose opened the hearing at 1:02 p.m. There were no members of the public appearing at the hearing. Ms. DeBose closed the hearing at 1:03 p.m.*

B. CONSIDER APPROVAL OF RESOLUTION TO SET THE MANDATORY PROVIDER PARTICIPATION PAYMENTS FOR FISCAL YEAR 2024 AND TO DETERMINE HOW THE REVENUE FROM THOSE PAYMENTS IS TO BE SPENT UNDER THE TARRANT COUNTY PROVIDER PARTICIPATION PROGRAM:

1. Authorizes the Collection of a Mandatory Payment from Each Institutional Health Care Provider Located in the Hospital District;
2. Authorizes the Use of Funds Collected Through Mandatory Payments for the Purposes Specified In Chapter 298b, Texas Health and Safety Code; and
3. Sets the Amount of the Mandatory Payments for the Fiscal Year Ending in 2024 at 6 Percent of the Net Patient Revenue of an Institutional Healthcare Provider Located in Tarrant County Hospital District's Geographic Jurisdictional Area.

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

C. MOTION TO AUTHORIZE THE PRESIDENT AND CEO OF THE TARRANT COUNTY HOSPITAL DISTRICT TO MAKE INTERGOVERNMENTAL TRANSFERS ("IGTS") FROM THE LOCAL PROVIDER PARTICIPATION FUND OF THE TEXAS HEALTH AND HUMAN SERVICES COMMISSION BASED ON THE EXECUTIVE COMMISSIONER, THE TEXAS HEALTH AND HUMAN SERVICES COMMISSION SCHEDULE OF REQUESTED IGTS FOR COMPENSATED CARE PAYMENTS

Action: *Reverend Emerson made a motion for approval, seconded by Mr. Zimmerman, motion passed unanimously.*

V. APPROVAL OF MINUTES

A. Board of Managers Meeting – October 12, 2023

Action: *Mr. Zimmerman made a motion to approve the minutes from the October 12, 2023 Board of Managers Meeting, seconded by Reverend Emerson, motion passed unanimously.*

VI. BOARD CHAIR REPORT – D. DeBose

Ms. DeBose did not have a report.

VII. CEO REPORT – K. Duncan

Summary: *Dr. Duncan presented information on the following –*

- *Groundbreaking Ceremony for the Cook Children’s Las Vegas Neighborhood Trail Health Center*
- *U.S. Army Career Skills Bridge Program*
- *Veterans Day Breakfast on November 10, 2023*
- *Volunteer Services*

VIII. 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. Fisher made a motion approve, seconded by Mr. Zimmerman, motion passed unanimously.*

B. Consider Approval of a Delineation of Privileges Form

1. Clinic Based Provider

Action: *Mr. Woodard made a motion to approve, seconded by Mr. Nguyen, motioned passed unanimously.*

IX. COMMITTEE REPORTS AND ACTION

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

B. Human Resources Committee – A. Arizola

C. Nominating Committee – R. Emerson

Summary: *The Board received an overview of the topics that were covered in the November Finance, Planning and Investment Committee and Human Resources Committee Meetings. Reverend Emerson presented the Nominating Committee’s nomination for the Board Secretary position effective January 1, 2024.*

Action: *Mr. Fisher made a motion to approve the nomination of Mr. Nguyen as the Board Secretary effective January 1, 2024, seconded by Ms. Arizola, motion passed unanimously.*

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

There were no items for Board action/approval.

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. Davis made a motion to approve the consent agenda, seconded by Mr. Fisher, motion passed unanimously.*

FINANCE, PLANNING AND INVESTMENT

- A. Approval of September 2023 Unaudited Year-End Financial Reports
- B. Approval of (1) Sole Source Exemption and (2) SaaS Order Form between Infor (US), LLC and Tarrant County Hospital District (1159279)
- C. Approval of Design-Build Amendment (Medical Home Southwest) between Byrne/Post L – A Joint Venture and Tarrant County Hospital District (1185619)

HUMAN RESOURCES

- A. There are no HR items for approval.

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

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. Presentation of Potential Annuity Plans – D. Walker
- E. **Deliberate Information Relating to a Proposed New Service or Product Line.**
- 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. Recommendation from HR Committee Regarding CEO Contract – A. Arizola

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

Open session started at 3:30 p.m.

Action: *Mr. Fisher made a motion to extend the CEO Contract for a 3-year term with two 1-year renewal options, seconded by Mr. Davis, motion passed unanimously.*

Reverend Emerson made a motion to approve the CEO annual base salary of \$950k and other terms as presented, seconded by Mr. Firestone, Mr. Davis and Mr. Woodard voted no, motion passed 8-2.

XIV. ADJOURN

There being no further business to discuss, the Board of Managers Meeting adjourned at 3:32 p.m.



Dorothy DeBose, Board Chair



Date