

**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, April 25, 2024**

MEETING MINUTES

The Tarrant County Hospital District (“District”) Governance Committee met Thursday, April 25, 2024 with the following members present:

DT Nguyen
Blake Woodard
Margaret Holland, MD
Rajesh Gandhi, MD
Jessica Kirby, DO
Daniel Casey, MD

Others Attending:

Karen Duncan, M.D., President, CEO
Daphne Walker, EVP, Chief Legal Officer
Jill Farrell, EVP, Chief Operating Officer
Rory McCrady, Interim CFO
Ashley Ridegway-Washington, SVP, CHRO
Ashley Quinonez, VP, Government Relations
Will Showalter, SVP, CIO
Shannon Fletcher, VP, Chief of Staff
Lani Taylor, Legal Ops Manager
Amanda Arizola, Board Vice Chair
Dorothy DeBose, Board Member
Reverend Emerson, Board Chair

I. CALL TO ORDER - DT Nguyen (Vice Chair)

Mr. Nguyen called the meeting to order at 12:02 p.m.

II. CITIZENS WISHING TO ADDRESS THE COMMITTEE

There were no citizens present to address the Committee.

III. APPROVAL OF MINUTES

A. Governance Committee Meeting – December 7, 2023

Action: *Dr. Gandhi made a motion to approve the minutes from the December 7, 2023 Governance Committee meeting, seconded by Dr. Kirby, motion passed unanimously.*

IV. COMMITTEE CHAIR REPORT – DT Nguyen

Mr. Nguyen did not have a Chair Report.

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

A. Corporate Governance Updates – C. Werenka

Summary: *Mr. Werenka provided a high level overview and update on Corporate Governance.*

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

A. Approval of Tarrant County Hospital District (TCHD) Policies and/or Plans

1. LD 1200 Code of Conduct & Business Ethics

Action: *Dr. Gandhi made a motion to approve, seconded by Dr. Casey, motion passed unanimously.*

2. COM 9000 Corporate Compliance Program

Action: *Dr. Gandhi made a motion to approve, seconded by Dr. Casey, motion passed unanimously.*

3. PVR 200 Employee Access to Personal Medical Records

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

The Committee took a break at 12:51 p.m.

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

Executive Session started at 12:56 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 Report – C. Werenka

2. Internal Audit Draft 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.

1. Corporate Compliance Board Report – M. Glasser

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.

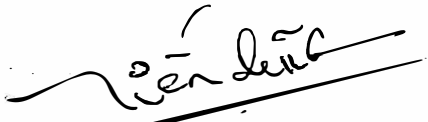
G. Deliberation Pursuant to Section 551.074 of the Act Regarding Appointments, Evaluations, Contracts and Compensation of District's Personnel, Vice Presidents and its Other Upper Level Management Staff.

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

The Committee reconvened in Open Session at 1:52 p.m.

IX. ADJOURN

There being no further business to discuss, the Governance Committee Meeting adjourned at 1:54 p.m.



DT Nguyen, Committee Chair

06-27-2024

Date