

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, SEPTEMBER 28, 2023

MEETING MINUTES

The Tarrant County Hospital District (“District”) Governance Committee met Thursday, September 28, 2023 with the following members present:

Members Present: Zim Zimmerman, Chair
Roger Fisher
D.T. Nguyen
Janet Miles, M.D. (alternate)
Jay Haynes, M.D.
Blake Woodard

Members Absent: Daniel Casey, M.D.
Dorothy DeBose

Others Attending: Karen Duncan, M.D., President, CEO
Daphne Walker, EVP, Chief Legal Officer
Jill Farrell, EVP, Interim COO
Colin Werenka, SVP, Chief Compliance Officer
Will Showalter, SVP, CIO
Shannon Fletcher, VP, Chief of Staff
Lani Taylor, Board Administrator
Amanda Arizola, Board Secretary

I. CALL TO ORDER - *Mr. Zimmerman called the meeting to order at 12:08 p.m. Members present represented a quorum to conduct the Governance Committee Meeting.*

II. CITIZENS WISHING TO ADDRESS THE COMMITTEE

Summary: *There were no citizens present wishing to address the Governance Committee.*

III. APPROVAL OF MINUTES

A. Governance Committee Meeting – June 22, 2023

Action: *Mr. Woodard made a motion to approve the minutes from the June 22, 2023 Governance Committee Meeting, seconded by Mr. Fisher, motion passed unanimously.*

IV. COMMITTEE CHAIR REPORT – Z. Zimmerman

Summary: *Mr. Zimmerman did not have a report for the Committee.*

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. There are no Governance items for approval.

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

Executive session start at 12:40 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 Closeout Letters – 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 – C. Werenka
- 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.

Open session started 1:25 p.m.

IX. ADJOURN – There being no further business to discuss, the Governance Committee adjourned at 1:25 p.m.

W. B. Zimmerman
Zim Zimmerman, Committee Chair

7 Dec 2023
Date