

**TARRANT COUNTY HOSPITAL DISTRICT (TCHD)
d/b/a JPS HEALTH NETWORK
1500 S. Main Street
Fort Worth, TX 76104
3rd Floor, OPC Conference Room**

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**JOINT BOARD OF MANAGERS AND
FINANCE, PLANNING AND INVESTMENT COMMITTEE MEETING
10:00 A.M. THURSDAY, DECEMBER 12, 2024**

Meeting Minutes

The Tarrant County Hospital District ("District") Joint Board of Managers and Finance, Planning and Investment Committee met on Thursday, December 12, 2024, with the following members present:

***FPI Committee Member**

Roger Fisher
Dorothy DeBose
Margaret Holland, MD
*Rev. Ralph Emerson
Leonard Firestone – Left at 12:53 p.m.
Blake Woodard
Amanda Arizola
*Trent Petty – Left at 12:45 p.m.
*Dustin Austin
*Tim Davis
*Steven Davis, MD
*Grant Fowler, MD
*Daniel Casey, MD (Alternate)

Absent:

*DT Nguyen

Others Attending:

Karen Duncan, MD, President & Chief Executive Officer
Daphne Walker, SVP, Chief Legal Officer
Jill Farrell, SVP, Chief Operations Officer
Colin Werenka, SVP, Chief Compliance Officer
Joy Parker, SVP, Operations
Shannon Fletcher, SVP, Chief of Staff/Executive Affairs
William Showalter, SVP, Chief Information Officer
Sudhakar Karlapudi, MBBS, MBA, EVP, Chief Medical Officer
Ashlea Quinonez, VP, Government Relations
Ashley Ridgeway-Washington, SVP, Chief Human Resources Officer
Rory McCrady, SVP, Interim Chief Financial Officer
Phyllis Chambers, SVP, Chief Nursing Officer
Dawn Fernald, VP, Communications

Continued:

Zelia Baugh, EVP, Behavioral Health
Cameron Geertsema, Broaddus/Levis
Ramon Guajardo, Ramel
Chris Clark, Forvis
Kayla Marsh, Forvis
Greg Warner, Hilltop Securities
Lani Taylor, Legal Operations Manager
Ashley Sanchez, Board Coordinator

I. CALL TO ORDER – R. Fisher

Mr. Fisher called the meeting to order at 10:07 a.m.

II. OPENING PRAYER & PLEDGE – A. MacDonald

Invocation given by Angela MacDonald.

III. CITIZENS WISHING TO ADDRESS THE BOARD

There were no citizens wishing to address the Board.

IV. APPROVAL OF MINUTES

A. Approval of Joint Board of Managers and Finance, Planning & Investment Committee Meeting Minutes
– November 14, 2024

Action: *Ms. DeBose made a motion to approve the minutes of the November 14, 2024 Joint Board of Managers and Finance, Planning & Investment Committee Meeting, seconded by Amanda Arizola, motion passed unanimously.*

V. BOARD CHAIR REPORT – R. Fisher

Summary: *Roger Fisher highlighted the following –*

- *Recognition to JPS Employees for yearlong accomplishments.*
- *Psychiatric Emergency Facility – Hard Hat Tour*

VI. CEO REPORT – K. Duncan

Summary: *Dr. Duncan highlighted the following –*

- *Turkey Toss and Giving Thanks to all our Employees.*
- *D CEO Magazine Excellence in Healthcare Awards.*
- *Our True North – Patient Story*

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

A. Request for Approval of Medical Staff Appointments and Privileges

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

B. Request for Approval of Delineation of Privileges Forms

1. Cardiothoracic Surgery Privilege List

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

2. Cardiovascular Medicine Privilege List

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

VIII. COMMITTEE REPORTS AND ACTION

A. Human Resources Committee Meeting – November 21, 2024 – D. DeBose

Summary: *Ms. DeBose provided a high level overview of topics that were covered in the Human Resources Committee Meeting on November 21, 2024.*

B. Governance Committee Meeting – December 5, 2024 – ~~DT Nguyen~~ B. Woodard (Committee Vice Chair)

Summary: *Mr. Woodard provided a high level overview of topics that were covered in the Governance Committee Meeting on December 5, 2024.*

IX. REPORTS/UPDATES NOT REQUIRING BOARD ACTION(S)

A. Master Facility Plan Construction Project Update – J. Farrell/R. McCrady/C. Geertsema (Broaddus/Levis)/R. Guajardo (Ramel)

Summary: *The Board received an update on construction projects related to the Master Facility Plan.*

B. JPS Health Network FY24 Year-End Investment Report – Hilltop Securities

Summary: *The Board received an update on FY24 Year-End Investment Report.*

X. CONSIDER MATTERS REQUIRING BOARD ACTION(S) AND/OR APPROVAL

A. Consider Approval to Transfer Operational Cash to the Board Designated JPS Future Fund – R. McCrady

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

B. Consider Approval of FY24 External Audit by Forvis – C. Clark/R. McCrady

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

C. CFO Update and Consider Approval of October 2024 Unaudited Financial Reports – R. McCrady

Action: *Ms. Arizola made a motion to approve, seconded by Dr. Davis, motion passed unanimously.*

D. Consider Approval of Professional Services Agreement between AGS Health, LLC. and Tarrant County Hospital District (1266899) – R. McCrady

Action: *Reverend Emerson made a motion to approve, seconded by Ms. DeBose, motion passed unanimously.*

E. Consider Approval of Change Orders 001-005 to Contract between Beck-Potere Joint Venture and Tarrant County Hospital District – J. Farrell

1. 001 (Project Extension) – 1285529

2. 002 (Site Security & Safety) – 1285531

3. 003 (Exterior Signage) – 1285547

4. 004 (Interior Signage) – 1285550

5. 005 (Contaminated Soil) – 1285525

Action: *Mr. Davis made a motion to approve, seconded by Ms. DeBose, motion passed unanimously.*

F. Consider Approval of Order Form Agreement between Qualtrics, LLC and Tarrant County Hospital District (1248446) – A. Ridgeway-Washington

Summary: *Item was tabled.*

G. Consider Approval of Application for Excess Loss Insurance Policy between QBE Insurance Corporation and Tarrant County Hospital District (1275590) – A. Ridgeway-Washington

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

H. Consider Approval of Second Amendment to the Services Agreement between HHS Environmental Services, LLC and Tarrant County Hospital District (1252624) – J. Parker

Action: *Reverend Emerson made a motion to approve, seconded by Ms. DeBose, motion passed unanimously.*

I. Consider Approval of Governing Letter between Hologic Sales and Service, LLC and Tarrant County Hospital District (1268189) – J. Parker

Action: *Dr. Fowler made a motion to approve, seconded by Reverend Emerson, motion passed unanimously.*

- J. Consider Approval of Maintenance Agreement between SW Elevators, LLC and Tarrant County Hospital District (1250213) – J. Parker

Action: *Ms. DeBose made a motion to approve, seconded by Reverend Emerson, motion passed unanimously.*

- K. Consider Approval of Maintenance Agreement between Brandt Companies, LLC and Tarrant County Hospital District (1254489) – J. Parker

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

- L. Consider Approval of Purchase Agreement between GE Precision Healthcare LLC and Tarrant County Hospital District (1276176) – J. Parker

Action: *Dr. Fowler made a motion to approve, seconded by Reverend Emerson, motion passed unanimously.*

- M. Consider Approval of Construction Manager at Risk (CMAR) Agreement between Baston-Cook Company and Tarrant County Hospital District (1245727) – J. Parker

Action: *Ms. DeBose made a motion to approve, seconded by Reverend Emerson, motion passed unanimously.*

- N. Consider Approval of Pricing Agreement between Stryker Sales, LLC and Tarrant County Hospital District (1273885) – P. Chambers

Action: *Mr. Woodard made a motion to approve, seconded by Ms. DeBose, motion passed 12 votes in favor and 1 abstention.*

- O. Consider Approval of Professional Services Agreement between Sound Physicians Anesthesiology of Texas, PLLC and Tarrant County Hospital District (1238377) – S. Karlapudi

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

- P. Consider Approval of Additional Spend for License Agreement between First DataBank, Inc. and Tarrant County Hospital District (1044473) – W. Showalter

Action: *Ms. DeBose made a motion to approve, seconded by Dr. Davis, motion passed unanimously.*

- Q. Consider Approval of Addendum to DIR Contract #DIR-TSO-4167 (Cisco Security EA3.0) between General Datatech, L.P. and Tarrant County Hospital District (1274138) – W. Showalter

Action: *Ms. DeBose made a motion to approve, seconded by Dr. Davis, motion passed unanimously.*

- R. Consider Approval of (1) Exemption to Bid and (2) Outside Medical Services Agreement between Kindered BH 2, LLC d/b/a WellBridge Hospital of Fort Worth a/k/a WellBridge Healthcare Fort Worth and Tarrant County Hospital District (1271493) – Z. Baugh

Summary: *Item was tabled.*

- S. Consider Approval of Professional Services Agreement between MHMR of Tarrant County and Tarrant County Hospital District (1277587) – Z. Baugh

Action: *Ms. DeBose made a motion to approve, seconded by Dr. Davis, motion passed unanimously.*

- T. Consider Approval of Second Amendment to Medical Education Affiliation Agreement (Ophthalmology) between The University of Texas Southwestern Medical Center and Tarrant County Hospital District (1273780) – T. Elliott

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

- U. Consider Approval of Nurse Staffing Effectiveness Plan – P. Chambers

Action: *Ms. DeBose made a motion to approve, seconded by Reverend Emerson, motion passed unanimously.*

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.

Summary: *Mr. Petty requested to pull Human Resources – Item A. for further discussion.*

Action: *Reverend Emerson made a motion to approve the consent agenda Human Resources – Item B.1 and Governance Items A.1 and B.1, seconded by Ms. DeBose, motion passed unanimously.*

HUMAN RESOURCES

- A. Approval of FY25 AIP Goals
- B. Approval of Tarrant County Hospital District (TCHD) Policies and/or Plans
 - 1. HR 500 Reference and Background Checks

GOVERNANCE

- A. Approval of Tarrant County Hospital District (TCHD) Policies and/or Plans
 - 1. Governance Work Plan
- B. Approval of Tarrant County Hospital District (TCHD) Policies and/or Plans to Archive
 - 1. LD 1000 Orientation for the Board of Managers, Senior Management and Leaders of the Organized Medical Staff

PULLED FROM CONSENT AGENDA FOR FURTHER DISCUSSION –

HUMAN RESOURCES

A. Approval of FY25 AIP Goals – J. Farrell

Summary: *Mr. Petty made a recommendation to adjust stretch goal for FTE per adjusted day.*

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

The Board took a break at 1:22 p.m.

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

Executive Session started at 1:37 p.m.

In addition to the matters posted for deliberation in executive (closed) session, the Committee may from time to time during the meeting reconvene 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 Committees**
- B. **Deliberation Involving Individuals' Medical or Psychiatric Records Pursuant to Section 551.078, .0785, Texas Open Meetings Act.**
- C. **Deliberation Regarding the Purchase, Exchange, Lease, or Value of Real Property Pursuant to Section 551.072, Texas Open Meetings Act.**
- D. **Deliberate Information Relating to a Proposed New Service or Product Lines.**
- E. **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. Legal Updates
- 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. Executive AIP

H. Deliberations Regarding Security Devices or Security Audits Pursuant to Sections 551.076 and 551.089, Texas Open Meetings Act.

I. Deliberation Regarding Economic Development Negotiations Pursuant to Section 551.087, Texas Open Meetings Act.

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., G., H., and I.

Open Session reconvened at 2:22 p.m.

Action: *Ms. DeBose made a motion to approve Item G.1 under Section XII, seconded by Reverend Emerson, motion passed 7 votes in favor and 1 against.*

XIV. ADJOURN

There being no further business to discuss, the Joint Board of Managers and Finance, Planning and Investment Committee adjourned at 2:24 p.m.



Roger Fisher, Board Chair

01-23-2025

Date