

**TARRANT COUNTY HOSPITAL DISTRICT (TCHD)
d/b/a JPS HEALTH NETWORK**

**JPS Health Network
1500 S. Main Street, Fort Worth, TX 76104
3rd Floor Outpatient Conference Rooms**

MEETING OF BOARD OF MANAGERS

Thursday, February 8, 2018

Meeting Minutes

The Tarrant County Hospital District ("District") Board of Managers met Thursday, February 8, 2018, JPS Health Network, 1500 S. Main Street, 3rd Floor Outpatient Conference Rooms with the following members present:

Charlie Powell, Board Chair
Charles Webber, M.D., Vice Chair
Rev. Ralph Emerson, Immediate Past Board Chair
D.T. Nguyen, Board Secretary
Dorothy DeBose
Roger Fisher
Warren Norred

Board Members Absent: Rex Hyer, M.D.
Steve Montgomery
Trent Petty

Others Attending: Robert Earley, President, Chief Executive Officer
Bill Whitman, Executive Vice President, Chief Operating Officer
Jeanna Adler, Vice President, Finance
Lara Burnside, Vice President, Chief Patient Experience Officer
Melinda Costin, Senior Vice President, Chief Information Officer
Karen Duncan, Senior Vice President, Community Health
Tricia Elliott, M.D., Vice President, Academic Affairs
Timothy Kremer, M.D.
J.R. Labbe, Vice President, Communications and Community Affairs
David Mendenhall, Vice President, Chief Technology Officer, Information Systems
Wanda Peebles, Senior Vice President, Chief Nursing Officer
Dianna Prachyl, Senior Vice President, Chief Operating Officer, Acclaim Physician Group
Merianne Roth, Vice President, Chief Strategy Officer
Scott Rule, Vice President, Chief of Staff
Trudy Sanders, Vice President, Patient Care Services
Chet Schrader, M.D., Medical Staff President
Ron Skillens, Senior Vice President, Enterprise Risk Management
Neal Adams, General Counsel
Suzanne Barnes, Recording Secretary

- I. **CALL TO ORDER** – Charlie Powell called the meeting to order at 1:09pm
- II. **OPENING PRAYER & PLEDGE** – Chaplain Lee Ann Franklin
- III. **CITIZENS WISHING TO ADDRESS THE BOARD** – No citizens present wishing to address the board

- IV. **APPROVAL OF MINUTES**
 - A. December 14, 2017

Action: Dorothy DeBose motioned to approve the December 14, 2017 minutes, seconded by Chuck Webber, M.D., motioned passed unanimously.

- V. **BOARD CHAIR REPORT**

Summary: Mr. Powell thanked Robert Earley and the staff for the work they put into the flu clinic.

- VI. **CEO REPORT**

Summary: Mr. Earley updated the Board on the following:

- 2017 year end video
- EMR Satisfaction Survey
- Network-wide Flu Cases
- Hand Hygiene

- VII. **REPORT FROM MEDICAL EXECUTIVE STAFF COMMITTEE REQUIRING DISCUSSION(S), UPDATE(S), DELIBERATION(S), ACTION(S) AND/OR APPROVAL** – C. SCHRADER, M.D.

Summary: Chet Schrader, M.D., reported a total of 129 physicians with JPS credentials were named top doctors by 360 West Magazine, identified by fellow physicians as the best in their specialties. The number of JPS-credentialed physicians on 360 West's list nearby tripled this year, up from 45 in 2017. 360 West Top Doctors are in the magazine's February edition.

No Action required:

- A. Kellie Flood-Schaffer, M.D., Chair of OB/GYN
- B. David Moreland, M.D., Vice Chair of OB/GYN

Action: Dr. Schrader presented the Chair and Vice Chair appointments for approval:

- C. Consider approval of Therese Duane, M.D., for Chair of Surgery
Dr. Webber motioned to approve Therese Duane, M.D., for Chair of Surgery, seconded by Mrs. DeBose, motioned passed unanimously.
- D. Consider Approval of Rajesh Gandhi, M.D. for Vice Chair of Surgery
Dr. Webber motioned to approve Rajesh Gandhi, M.D., for Vice Chair of Surgery, seconded by Mrs. DeBose, motioned passed unanimously.
- E. Consider Approval of Steve Davis, M.D., for Chair of Internal Medicine
Dr. Webber, motioned to approve Steve Davis, M.D., for Chair of Internal Medicine, seconded by DT Nguyen, motioned passed unanimously.

- F. Consider Approval Darren Kumar, M.D. for Vice Chair of Internal Medicine
Dr. Webber motioned to approve Darren Kumar, M.D. for Vice Chair of Internal Medicine, seconded by Mr. Nguyen, motioned passed unanimously.

VIII. REPORT FROM ACCLAIM PHYSICIAN GROUP, INC, REQUIRING DISCUSSION(S), UPDATE(S), DELIBERATION(S), ACTION(S) AND/OR APPROVAL – D. Prachyl

Summary: Dianna Prachyl gave an update on the following

- Acclaim recruitment/Onboarding
- Medical Directors
- Advance Practice Teams
- Formal Evaluation system

IX. COMMITTEE REPORTS AND ACTION

- A. Finance Committee Report and/or Action – Steve Montgomery, Chair
Thursday, January 25, 2018
- B. Human Resources Committee Report and/or Action – Dorothy DeBose, Chair
Thursday, January 25, 2018

Summary: Mrs. DeBose requested to pull two consent agenda items –
N. FY18 Annual Incentive Plan (AIP)
O. FY18 Long Term Incentive Plan (LTIP)

X. OTHER MATTERS REQUIRING BOARD ACTION

- A. Academic Affairs Annual Institutional Report – T. Elliott

Summary: Tricia Elliott, M.D. presented the Academic Affairs Institutional Report:

- Accreditation Council for Graduate Medical Education
- Program Status
- Certifying Board Pass Rate
- Graduate Practice Locations
- Students
- Future State: Institutional Priorities

- B. Consider Approval Appointment of Scott Rule to the Haltom City TIRZ for a two year term expiring on December 31, 2020 – R. Earley

Action: Dr. Webber motioned to approve the appointment of Scott Rule to the Haltom City TIRZ for a two-year term expiring on December 31, 2020, seconded by Rev. Ralph Emerson, motioned passed unanimously.

- C. Consider Approval Appointment of Scott Rule to the Azle TIRZ Board for a one-year term expiring on December 31, 2019 – R. Earley

Action: Dr. Webber. motioned to approve the appointment of Scott Rule to the Azle TIRZ Board for a one-year term expiring on December 31, 2019, seconded by Dorothy DeBose, motioned 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.

NOTATION – ITEMS N. AND O. REMOVED FROM CONSENT AGENDA

Action: Rev. Ralph Emerson motioned to approve the Consent Agenda, seconded by Dorothy DeBose, motioned passed unanimously.

- A. Consider Approval of November 2017 Unaudited Financial Report – S. Clark
- B. Consider Approval of December 2017 Unaudited Financial Report – S. Clark
- C. Consider Approval of Product Purchase Agreement between Olympus America, Inc. and Tarrant County Hospital District d/b/a JPS Health Network (504880) – W. Peebles
- D. Pursuant to JPS Purchasing Procedure LD 7205 Section VIII(d) regarding an exception to competitive bidding a personal or professional service (including without limitation physician/professional medical consultants or services), where obtaining these services through the competitive bidding process is prohibited or not practical, consider approval of exemption of purchase from competitive bidding and Consider Approval of Product and Pricing Amendment to Certain Exhibits to the ChartMaxx Software License, Hardware Purchase and Related Services Agreement between Quest Diagnostics Clinical Laboratories, Inc., as Successor in Interest by Merger to Medplus, Inc. and Tarrant County Hospital District b/d/a JPS Health Network (500952) – M. Costin
- E. Pursuant to JPS Purchasing Procedure LD 7205 Section VIII(d) regarding an exception to competitive bidding a personal or professional service (including without limitation physician/professional medical consultants or services), where obtaining these services through the competitive bidding process is prohibited or not practical, consider approval of exemption of purchase from competitive bidding and Consider Approval of Addendum to Schedule Number 3003524400 V. 5.0 for Managed Serviced Governed by the Master Agreement between Sungard Available Services, LP and Tarrant County Hospital District d/b/a/ JPS Health Network (504731) - D. Mendenhall
- F. Consider Approval of Healthcare Staffing Agreement between Aya Healthcare, Inc. and Tarrant County Hospital District d/b/a JPS Health Network (495245) – P. Walker
- G. Consider Approval of Healthcare Staffing Agreement between Cross Country Staffing, Inc. and Tarrant County Hospital District d/b/a JPS Health Network (496502) – P. Walker
- H. Consider Approval of Healthcare Staffing Agreement between Maxim Healthcare Services, Inc. d/b/a Maxim Staffing Solutions and Tarrant County Hospital District d/b/a JPS Health Network (495271) – P. Walker
- I. Consider Approval of First Amendment to Master Services Agreement between Press Ganey Associates, Inc. and Tarrant County Hospital District d/b/a JPS Health Network (494578) - P. Walker

- J. Consider Approval of First Amendment to Services Agreement and First Extension Agreement Term between STERIS Instrument Management Services, Inc. f/k/a Integrated Medical Systems International, Inc. and Tarrant County Hospital District d/b/a/ JPS Health Network (495403) – K. Whelan
- K. Consider Approval of Equipment and Products Agreement between Siemens Healthcare Diagnostics, Inc. and Tarrant County Hospital District d/b/a/ JPS Health Network (471359) – K. Whelan
- L. Consider Approval of Second Amendment to Reference Laboratory Clinical Services Agreement between ARUP Laboratories, Inc. and Tarrant County Hospital District d/b/a/ JPS Health Network (493767) – K. Whelan
- M. Consider Approval of Lease Agreement between Sysmex America, Inc. and Tarrant County Hospital District d/b/a/ JPS Health Network (496942) – K. Whelan
- ~~N. Consider Approval of the FY18 Annual Incentive Plan Performance (AIP) Metrics – B. Whitman~~
- ~~O. Consider Approval of the FY18 Long Term Incentive Plan (LTIP) Metrics – B. Whitman~~
- P. Consider Approval of Part IV Medical Staff Bylaws – N. Adams
- Q. Consider Approval to Amend Tarrant County Hospital District Policy LD 2200 Authority of Chief Executive Officer to Make Contracts and to Settle Claims and Lawsuits, modifying the threshold authority of Chief Executive Officer and President to approve contracts – N. Adams
- R. Consider Approval of Modifications to the Tarrant County Hospital District Employment Contract between Tarrant County Hospital District d/b/a/ JPS Health Network and Robert Earley as President, Chief Executive Officer and Administrator. – N. Adams

XII. REPORT OF GENERAL COUNSEL AND//OR LEGAL MATTERS REQUIRING DISCUSSION(S), UPDATE(S), DELIBERATION(S), ACTION(S) AND/OR APPROVAL

- A. Report of Contracts Negotiated in behalf of Tarrant County Hospital District d/b/a/ JPS Health Network that are under \$200,000 for the previous month. – N. Adams

Mr. Adams reported that there are currently 28 contracts under \$200,000

- B. General Counsel’s Report for Fiscal Year 2017 with Comparison to Fiscal year 2016. – N. Adams

Mr. Adams reported that the General Counsel’s Report for Fiscal Year 2017 with Comparison to Fiscal year 2016 has been placed in the board portal for review.

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

The Board reconvened in Executive Session at 1:55pm

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

The Board reconvened in Open Session at 2:55pm

Summary: Consider Approval of the FY18 Annual Incentive Plan Performance (AIP) Metrics -- B. Whitman

Action: Mrs. DeBose motioned to approve the FY18 Annual Incentive Plan Performance (AIP) Metrics, seconded by Rev. Emerson, motioned passed unanimously.

Summary: Consider Approval of the FY18 Long Term Incentive Plan (LTIP) Metrics – B. Whitman

Action: Mrs. DeBose motioned to approve the FY18 Long Term Incentive Plan (LTIP) Metrics, seconded by Mr. Nguyen, motioned passed unanimously.

Summary: Consider Approval of Privileges/Appointments and Reappointments to the Medical Staff as presented – C. Schrader, M.D.

Action: Dr. Webber motioned to approve the Privileges/Appointments and Reappointments to the Medical Staff as presented, seconded by Rev. Emerson, motioned passed unanimously.

XV. AJOURN

Action: There being no further business, the meeting adjourned at 2:56pm.



Charlie Powell, Board Chair



Date