Minutes of the Governance, Compliance and Ethics Committee meeting of the Board of Managers of the Dallas County Hospital District, held Wednesday, August 7, 2024, scheduled for 11:00 a.m. in the WISH Building Executive Conference Room (02-175) at Parkland Health and via WebEx. These minutes do not constitute a certified agenda from the meeting.

I. Attendance and Call to Order

Committee Chair Reina Gonzalez, JD, noted that a quorum was physically present and called the meeting to order at 11:00 a.m. Committee members; Lisa Sutter, and Eric G. Bing, MD, PhD, attended in-person.

Board Member Attendees Included: Vincent Hall, Todd Furniss, JD, and Marjorie Petty, JD.

Staff Present (via Webex and in-person) included:

Donna Richardson, EVP Chief Nursing Executive
Felicia Miller, EVP & Chief Talent Officer
Fred Cerise, President & Chief Executive Officer
Gerry Baker, SVP Revenue Cycle (in-person)
Jennifer Wimberly, Staff Physician-Chair, Institutional Ethics Committee
Kellee Boardingham, Executive Assistant
Mary Lea Holmes, VP & Compliance Oversight
Melanie Roberts, SVP/Chief Compliance & Ethics Officer
Morgan Simmons, Governance Program Coordinator
Richard Humphrey, EVP & CFO
Roshan Thayil, Sr. Director Compliance Programs
Steve Roth, EVP & Chief Legal Officer
Vic Summers, SVP Chief Audit Executive

II. Mission Statement

Committee Chair began the meeting by stating the mission statement:
Advance Wellness | Relieve Suffering | Develop and Educate

III. Public Comments Regarding Agenda Items

No members of the public registered for comments regarding the agenda items.

IV. Conflicts of Interest

After review of the agenda, the Chair noted zero conflicts of interest for Board Members present.

V. Reports requiring Deliberation(s) or Possible Action

A. Deliberation and Possible Action of Proposed Changes to Parkland Committee Charters
   i. Audit Committee
   ii. Budget & Finance Committee
   iii. Facilities Committee
   iv. Governance Compliance & Ethics Committee
   v. Talent Development & Executive Compensation Committee
   vi. Quality of Care & Patient Safety Committee

Chair of the Committee, Reina Gonzalez, introduced the Committee Charters for possible deliberation and appropriate action. The intent of this deliberation aimed to approve the updated charters for final board action at the August Board Meeting, excluding the Facilities charter which would need further deliberation at the September Facilities Committee meeting. After the introduction of the charters, Saul mentioned the updates made to the Budget & Finance charter language which aimed to clarify the responsibilities of the committee regarding recommendation rights. Reina mentioned the changes to the GCEC charter were nominal and mostly related to proper updated grammar. Board member Todd Furniss mentioned a few concerns regarding recommendation language in all the charters as well as language regarding who can call a committee meeting and when. After deliberation, the committee decided to table all the charters to include specific language regarding who can call a meeting outside of the regularly scheduled ones and clarification on recommendation rights.

Reina confirmed and reiterated the tabling of the committee charters until September to include the specified language. Reina asked for a motion. Lisa Sutter motioned for approval. Eric G. Bing seconded the motion. The motion carried unanimously.

B. Discussion Regarding Process for the Preparation of Board Packets
Saul presented the Committee with a prepared document that displayed the Board of Managers and respective committee process for obtaining information, gaining legal guidance, and preparing Board Packets for dispersal. The Committee reviewed the timeline of the process and asked additional follow-up questions regarding scheduling and packet creation.

C. Deliberation and Possible Action Regarding Fiscal Year 2025 Compliance & Ethics Department Budget
Melanie Roberts presented the Fiscal Year 2025 Compliance & Ethics Department Budget. Melanie mentioned that the budget remains standard for the year 2025. Melanie mentioned a $489,000 decrease in budget from 2024 which is exclusively related to IT and vendor products. Melanie mentioned this is due to the allocation of funds being moved from the Compliance Department over to IT Department regarding technological supplies and expenses. Melanie presented on the market adjustment from the Office of Talent Management which is why there is a change in budgeted salaries.

The Committee had no further questions. Reina asked for a motion to recommend the budget to the full board at the August meeting. Lisa Sutter motioned for the recommendation to the Board. Eric G. Bing seconded the motion. The motion carried unanimously.

VI. Executive Session

At 11:47 a.m., the Committee went into executive session to discuss the items on the Executive Session agenda.

Members of management were excused from the discussion of topics as necessary.

A. Institutional Ethics Committee Report
(Tex. Health & Safety Code §§161.032 & 161.0315 and Tex. Occup. Code §160.007)

B. Compliance and Ethics Report
(Tex. Health & Safety Code §§161.032 & 161.0315 and Tex. Occup. Code §160.007)
i. Compliance Program Effectiveness Review
ii. Regulatory Change Management
iii. Referral Source Compliance & Referral Source Audits

iv. Bi-annual Review – Code of Conduct & Ethics
v. FY25 Compliance Work Plan Focus Areas

C. Attorney-Client Privileged & Confidential Quarterly Report of Open Compliance Reviews
(Tex. Gov't Code §551.071)

D. Discussion of Legal Obligations Under Texas Open Meetings Act
(Tex. Gov't Code §551.071)

E. Discussion regarding report and/or information provided by the Chief Compliance & Ethics Officer and related items on this agenda
(Tex. Health & Safety Code §§161.032 & 161.0315 and Tex. Occup. Code §160.007)

Members of management in executive session attendance included:

Donna Richardson, Felicia Miller; Fred Cerise; Gerry Baker; Jennifer Wimberly; Kellee Boardingham; Melanie Roberts; Morgan Simmons, Roshan Thayil; Saul Cordero, Steve Roth; and Vic Summers

Committee Chair Reina Gonzalez, JD, adjourned Executive Session and moved into Open Session at 12:33 p.m.

VII. Adjourn

With no further business to discuss, Committee Chair Reina Gonzalez, JD, adjourned the meeting at 12:33 p.m.

SO RECORDED:

Reina Gonzalez
Reina Gonzalez (Sep 26, 2024 14:00 CDT)

Reina Gonzalez, JD
Committee Chair

Steven J Roth
Steven J Roth (Sep 29, 2024 11:09 CDT)

Steve Roth, JD, MPH
Assistant Secretary