Parkland

Governance, Compliance and Ethics

Agenda

Committee Members
Chair: Reina Gonzalez, JD
Eric G. Bing, MD, PhD
Byron Cryer, MD
Ramon Miguez, PE
Lisa Sutter

Agenda for the ***Governance, Compliance and Ethics Committee Meeting of the Board of Managers*** meeting of the Dallas County Hospital District is scheduled for ***Wednesday, August 7, 2024, at 11:00 AM***, at 5200 Harry Hines Blvd (WISH Building) Dallas, TX 75235, Executive Conference Room 02-175. (If assistance is needed in locating the room, please see the Administration receptionist on the 4th floor, 04-131.) A quorum will be physically present at the location of the meeting. Videoconferencing access is also possible via WebEx. That application is available at https://www.webex.com/downloads.html. Teleconferencing access is possible by calling +1-415-655-0001. Both virtual access forms require inputting (meeting number: 2632 928 2482; meeting password: 1234) to join the meeting. The ***Governance, Compliance and Ethics Committee*** reserves the right to exercise discretion and may convene in Executive Session as permitted by Texas Government Code §§551.071 (consultation with attorney), 551.072 (deliberations regarding real estate), 551.074 (personnel matters), 551.076 (deliberations regarding security devices or security audits), 551.078 and/or 551.0785 (deliberations by medical committee or by governmental body that administers a public insurance, health or retirement plan regarding individuals' medical or psychiatric records), 551.087 (deliberation regarding economic development negotiations), 551.088 (deliberation regarding test item); Texas Government Code §418.183 (deliberation of information under §§418.175 – 418.182 for purposes of disaster management or disaster planning); Texas Health & Safety Code §161.032 (medical committee or medical peer review committee records, information or reports; and/or medical committee or medical peer review committee proceedings under Tex. Health & Safety Code Chapter 161 and/or Tex. Occ. Code Chapters 151 and 160); and/or as otherwise authorized by law on any item listed below. The ***Governance, Compliance and Ethics Committee*** may consider any of the agenda items in open or executive session and may continue the meeting as necessary to accomplish the business at the time and place designated by the Chair to reconvene.

	PAGE	TIME (MIN)	PRESENTER(S)
I. Declare a Quorum Present/Call to Order/Mission Statement ***Advance Wellness | Relieve Suffering | Develop and Educate*** **I CARE** **I**ntegrity **C**ompassion and Collaboration **A**ccountability **R**espect **E**quity			Chair
II. Public Comments Regarding Agenda Items *See public comment registration information and rules at https://www.parklandhospital.com/board-of-managers*			

	PAGE	TIME (MIN)	PRESENTER(S)
III. Reports Requiring Deliberation(s) or Possible Action	*7-29*	5	Chair
A. Deliberation and Possible Action of Proposed Changes to Parkland Committee Charters			
i. Audit Committee	*7-9*		
ii. Budget & Finance Committee	*10-13*		
iii. Facilities Committee			
iv. Governance Compliance & Ethics Committee	*14-21*		
v. Talent Development & Executive Compensation Committee	*22-23*		
vi. Quality of Care & Patient Safety Committee	*24-26*		
B. Discussion Regarding Process for the Preparation of Board Packets	*27*	15	Saul Cordero
C. Deliberation and Possible Action Regarding Fiscal Year 2025 Compliance & Ethics Department Budget	*28-29*	5	Melanie Roberts
IV. Executive Session Tex. Health & Safety Code §§161.032 & 161.0315 and Tex. Occup. Code §160.007; Tex. Gov't Code §551.071			
A. Institutional Ethics Committee Report (Tex. Health & Safety Code §§161.032 & 161.0315 and Tex. Occup. Code §160.007)	*31-39*	10	Jennifer Wimberly, MD
B. Compliance and Ethics Report (Tex. Health & Safety Code §§161.032 & 161.0315 and Tex. Occup. Code §160.007)	*40-48*	20	Melanie Roberts
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)	*49-50*	10	Roshan Thayil Steven Roth, JD
D. Discussion of Legal Obligations Under Texas Open Meetings Act	*51*	15	Steven Roth, JD
E. Discussion regarding report and/or information provided by the Chief Compliance & Ethics Officer	*52*	10	Melanie Roberts

		PAGE	TIME (MIN)	PRESENTER(S)
	and related items on this agenda (Tex. Health & Safety Code §§161.032 & 161.0315 and Tex. Occup. Code §160.007)			
V.	**Possible Executive Session Deliberation Regarding Documents Received by the Committee** (Tex. Health & Safety Code §§161.032 & 161.0315 and Tex. Occup. Code §160.007) A. Compliance and Ethics Department Objectives Dashboard – Progress for current fiscal year B. Compliance and Ethics Department Key Performance Indicators Report for current fiscal year C. Compliance and Ethics Department Investigations Unit Report with Description of Industry Benchmark Categories D. Compliance and Ethics Department Conflicts of Interest Campaign Overview for current fiscal year E. Compliance and Ethics Department Conflicts of Interest Dashboard – Status for current fiscal year F. Compliance and Ethics Department Sanction Screening Results/Report for the past three months	54-73		
VI.	**Action Item**			
	A. The Board may take action on any agenda item(s) above	*53*		Chair
VII.	**Closing Remarks**	*74*		Chair
VIII.	**Adjourn**	*75*		Chair

III. Reports Requiring Deliberation(s) or Approval

III. Reports Requiring Deliberation(s) or Approval

III (A). Deliberate and Consider Appropriate Action: Committee Charters

i. Audit Committee
ii. Budget & Finance Committee
iii. Facilities Committee Charter
iv. Governance Compliance & Ethics Committee
v. Talent Development & Executive Compensation Committee
vi. Quality of Care & Patient Safety Committee

Parkland

Parkland Health Board of Managers Committee Charters
Executive Summary

Background:

- Charters last approved by the Board of Managers August 23rd, 2023
- Charters up for approval by the Board of Managers August 28th, 2024

Included Revisions:

- **Audit Committee**
  - No changes recommended for approval.
- Budget & Finance Committee
  - Changes ensure clarity of the responsibilities of the committee to report/recommend items for Board approval.
- **Facilities Committee**
- **Governance, Compliance and Ethics Committee Charter**
  - TBD
- Talent Development and Executive Compensation Committee Charter
  - No changes recommended for approval.
- **Quality of Care and Patient Safety Committee Charter**
  - No changes recommended for approval.

PARKLAND HEALTH
Audit Committee Charter

The Board of Managers (the "Board") of Parkland Health ("Parkland") has authorized the formation of an Audit Committee (the "Committee") and approved the following charter to set forth the purposes, structure, authority, and duties and responsibilities of the Committee and the members thereof.

Purpose

The Committee, a standing committee of the Board, assists the Board in fulfilling its oversight responsibilities for the financial reporting process, the system of internal controls, the audit process, and the organization's process for monitoring compliance with laws and regulations.

The primary goals of the Committee are to: (a) assist the Board in fulfilling its fiduciary responsibilities relating to Parkland's legal and financial compliance with applicable laws, regulatory requirements, industry guidelines, and policies; (b) oversee applicable accounting and auditing reporting practices reflecting the condition of Parkland; (c) provide a vehicle for communication between the Board and management of Parkland with regard to proper operation of Parkland, (d) to receive and review audit reports prepared by internal and external auditors; and (e) direct the performance of special projects.

Membership, Meetings, Minutes and Committee Action

The Committee shall be chaired by a member of the Board and shall consist of the Chair and two other Board members. The executive liaisons to the Committee shall be the Chief Audit Executive and the General Counsel. The Chief Governance Officer shall assist the Committee and the Committee Chair in discharging their responsibilities. No member of the Committee shall be an officer or employee of Parkland, its subsidiaries or affiliates. All Committee members shall be independent of management and free of any relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment as a Committee member.

The Committee will follow the operating guidelines for membership, meetings, minutes and committee actions as authorized by the Board and as amended from time to time.

The Committee will meet regularly and no less than quarterly unless the Committee determines otherwise. A majority of the Committee shall constitute a quorum for the purposes of conducting business.

Responsibilities

1. Authority – the Committee has authority to conduct or authorize investigations into any matters within its scope of responsibility. It is empowered to:

    A. Appoint, compensate, and oversee the work of any registered public accounting firm employed by the organization.

    B. Resolve any disagreements between management and the auditor regarding financial reporting.

    C. Pre-approve all audit and non-audit services.

    D. Retain independent counsel, accountants, or others to advise the Committee or assist in the conduct of an investigation.

    E. Seek any information it requires from employees, all of whom are directed to cooperate with the Committee's requests, or external parties.

    F. Meet with Parkland's officers, external auditors, or outside counsel, as necessary.

2. In carrying out its responsibilities for each area below, the Committee will:

   A. Internal Audit

      1) Review and approve in conjunction with management and the Chief Audit Executive (CAE) the internal audit charter, activities, staffing, budget, and organizational structure of the internal audit function.

      2) Review and approve the annual audit plan and all major changes for recommendation to the Board of Managers for final approval.

      3) Ensure there are no unjustified restrictions or limitations of the CAE.

      4) Approve the appointment and/or termination of the CAE.

      5) At least annually, review and approve the performance of the CAE and concur with the annual compensation and salary adjustment.

      6) Review the effectiveness of the internal audit function, including compliance with The Institute of Internal Auditors' *International Professional Practices Framework for Internal Auditing consisting of the Definition of Internal Auditing, Code of Ethics and the Standards.*

      7) On a regular basis, meet separately with the CAE to discuss any matters that the Committee or CAE believes should be discussed privately.

   B. External Audit

      1) Provide oversight of Parkland's external audit function, including audit scope and approach, coordination of audit effort with internal audit, reporting obligations, and the proposed annual external audit plan.

      2) Review and recommend to the Board the appointment and/or termination of the independent auditors selected to audit Parkland's financial statements.

      3) Meet with the independent auditor and financial management of Parkland to review the audit for the current year including any comments or recommendations of the independent auditors for accuracy and appropriate disclosures.

      4) Review changes in the accounting standards and policies applicable to Parkland with the independent auditors. Make appropriate recommendations to the Board on the findings included in the independent auditors' management letter.

      5) On a regular basis, meet separately with the external auditors to discuss any matters that the committee or auditors believe should be discussed privately.

   C. Internal Controls

      1) Review management's assessments of risk of criminal conduct and effectiveness of internal controls to prevent fraud and abuse, and applicable remediation steps.

      2) Consider the effectiveness of the organization's internal control system.

3) Understand the scope of internal and external auditors' review of internal control over financial reporting, and obtain reports on significant findings and recommendations, together with management's responses.

4) Provide opportunities for the Chief Executive Officer, CAE, and the independent auditors to brief the Committee on their independent evaluation of Parkland's compliance with legal, regulatory, financial, accounting, and auditing practices.

D. Legal Oversight

1) Review and oversight of significant litigation matters and settlements in conjunction with the General Counsel.

E. Reporting Responsibilities

1) Regularly report to the Board about Committee activities, issues, and related recommendations.

2) Review any other reports the organization issues that relate to committee responsibilities.

F. Other Responsibilities

1) Perform other activities related to this charter as requested by the Board.

2) Institute and oversee special investigations as needed.

3) Review the observations of third-party audit engagements.

4) Annually review and assess the adequacy of the Committee charter, requesting Board approval for proposed changes, and ensure appropriate disclosure as may be required by law or regulation.

5) Confirm annually that all responsibilities outlined in this charter have been carried out.

6) Evaluate the Committee's and individual members' performance on a regular basis.

Approvals:

Audit Committee Chair	**Date**
Dallas County Hospital District Board Chair	**Date**

Previously Approved

August 25, 2021

June 8, 2022

August 23, 2023

PARKLAND HEALTH
Budget and Finance Committee Charter

The Board of Managers (the "Board") of the Parkland Health ("Parkland" has authorized the formation of a Budget and Finance Committee (the "Committee") and approved the following charter to set forth the purposes, structure, authority, and duties and responsibilities of the Committee and the members thereof.

Purpose

The Committee is a standing committee of the Board, which has oversight authority over Parkland's financial affairs. The Committee shall at all times be familiar with the income and expenditures of Parkland (appropriately seeking additional supportive material, as necessary for understanding), advise the Chief Executive Officer, the Chief Operating Officer and the Chief Financial Officer in connection with the preparation of the Budget, review the proposed budget in advance of presentation to the Board and, as appropriate or necessary, make related recommendations to the Board. The Committee shall exercise general oversight of purchasing activities and contracts. The committee ensures that contracts requiring Board approval align with the organization's mission and goals, while exercising fiduciary duty, financial oversight, and risk management. The committee is responsible for reviewing, revising, and recommending Board approval of contracts. ~~The Committee may review and recommend changes relating to contracting and purchasing and monitor the progress relative to the implementation of such changes~~. The Committee will inform the Board of developments, trends, and opportunities that may influence Parkland's ability to effectively contract for and purchase goods and services.

Membership, Meetings, Minutes and Committee Action

The Committee shall be chaired by a member of the Board and shall consist of at least two other Board members. The executive liaisons to the Committee shall be the Chief Executive Officer, the Chief Financial Officer, and the General Counsel, all of whom shall assist the Committee and the Committee Chair in discharging their responsibilities.

The Committee will follow the operating guidelines for membership, meetings, minutes and committee actions as authorized by the Board and as amended from time to time. The Committee will meet regularly and no less than ten times per year unless the Committee determines otherwise. A majority of the Committee shall constitute a quorum for the purposes of conducting business.

Responsibilities

Within specific parameters adopted by the Board from time to time, the Committee shall have the authority to approve contracts requiring Board approval and shall provide routine reports to the Board of its actions and consideration of such contracts.

In fulfilling its charge, the Committee's responsibilities shall include the following, among others:

- Overseeing the three- year financial plan, setting forth in detail expected receipts, income, expenses, and capital expenditures for the ensuing year;
- Reviewing and approving annual operating budgets, including any recommendations by Management with respect thereto;
- Reviewing Parkland's monthly financial statements and performance in order to ensure that the Board remains well informed of Parkland's financial status.
- Reviewing and approving contracts, as needed and directed by the Board;
- Monitoring and evaluating the management of Parkland's funds;
- Reviewing and evaluating methods of financing business ventures;
- Reviewing and evaluating the debt structure of Parkland and borrowing proposals;
- Reviewing un-budgeted expenditures with actual or expected costs exceeding $200,000 for major projects and related equipment and making appropriate recommendations to the Board, per

Parkland policy;

- Serve as resource to the Board for all financial matters
- Overseeing the periodic establishment of financial objectives

Approvals:

Budget and Finance Committee Chair	**Date**
Dallas County Hospital District Chair	**Date**

Previously Approved
July 24, 2018
August 22, 2019
September 23, 2020
August 25, 2021
August 23, 2023

PARKLAND HEALTH
Budget and Finance Committee Charter

The Board of Managers (the "Board") of the Parkland Health ("Parkland" has authorized the formation of a Budget and Finance Committee (the "Committee") and approved the following charter to set forth the purposes, structure, authority, and duties and responsibilities of the Committee and the members thereof.

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- Reviewing and evaluating the debt structure of Parkland and borrowing proposals;
- Reviewing un-budgeted expenditures with actual or expected costs exceeding $200,000 for major projects and related equipment and making appropriate recommendations to the Board, per Parkland policy;

- Serve as resource to the Board for all financial matters
- Overseeing the periodic establishment of financial objectives

Approvals:

Budget and Finance Committee Chair	**Date**
Dallas County Hospital District Chair	**Date**

Previously Approved
July 24, 2018
August 22, 2019
September 23, 2020
August 25, 2021
August 23, 2023

PARKLAND HEALTH

The Governance, Compliance and Ethics Committee Charter

Parkland Health ("Parkland") is committed to developing a governance system that is informed by relevant best practices and to fostering a culture of compliance that emphasizes integrity, ethical conduct and accountability. To facilitate the fulfillment of those commitments, Parkland's Board of Managers (the "Board") has authorized the formation of a Governance, Compliance and Ethics Committee (the "Committee") and it has approved the following charter to set forth the purposes, structure, authority, and duties and responsibilities of the Committee and the members thereof.

Purpose

The Board has oversight authority with respect to Parkland's governance practices; the operations and efficacy of its Compliance and Ethics Program (the "Compliance Program"); and Parkland's compliance with applicable federal and state laws, regulations and administrative rules. The Committee is a standing committee of the Board and is responsible for assessing the effectiveness of the Compliance Program as well as oversight of the performance of the Chief Compliance and Ethics Officer (the "~~CCO~~CCEO") and the Compliance and Ethics Department (the "Department"). The Committee shall also be responsible for driving Board development, orientation, education and self-assessment. The Committee shall make periodic reports to the Board on all matters being handled by the Committee.

The Executive Liaisons to the Committee shall be the Chief Executive Officer (the "CEO"), the General Counsel ("GC"), the Chief Governance Officer, and the ~~CCO~~CCEO, all of whom shall assist the Committee and the Committee Chair in discharging their responsibilities. The ~~CCO~~CCEO shall report to the CEO.

Membership, Meetings, Minutes and Committee Action

The Committee shall be chaired by a member of the Board and shall consist of at least two other Board members. The Committee will follow the operating guidelines for membership, meetings, minutes and committee actions as authorized by the Board and as amended from time to time.

The Committee will meet with such frequency and at such intervals as it determines are necessary to fulfill its duties and responsibilities, and in any case not less than four times per year. A majority of the Committee shall constitute a quorum for the purpose of conducting business.

Governance Responsibilities

In fulfilling its charge related to governance, the Committee is responsible for the following activities and functions, among others:

1. In consultation with Parkland's executive management team, periodically considering the composition of the Board to determine whether additional expertise and skills would facilitate the Board's work, for possible recommendation to the Dallas County Commissioner's Court;
2. As needed, assisting the Chair of the Board with member recruitment;
3. Developing a description of the responsibilities and expectations of a Board member, including statutory and fiduciary duties;
4. Overseeing Board members' development, including orientation and annual educational plan;
5. Meeting regularly with the Executive Liaisons to the Committee to discuss and review Board Governance activities. Among other things, the Executive Liaisons to the Committee will be

responsible for researching and updating the Committee on pertinent educational opportunities; and

6. Developing and leading an annual self-evaluation by the Board and Board effectiveness assessment.

Compliance and Ethics Responsibilities

In fulfilling its charge related to the Compliance Program and the Department, the Committee is responsible for the following activities and functions, among others:

1. Oversight of the Compliance Program. Overseeing the structure, operation and efficacy of the Compliance Program and more specifically:
    a) Promoting a Parkland-wide organizational culture focused on compliance and ethical behavior and non-retaliation;
    b) Oversight to ensure appropriate accountability for compliance with the fundamental Federal and state legal and regulatory requirements that apply to all facets of Parkland's mission and work;
    c) Ensuring that Parkland's Code of Conduct and Ethics and compliance-related policies and procedures are complete, periodically revised as necessary, and consistently enforced;
    d) Remaining informed with respect to the work of the Executive Compliance and Ethics Committee (the "ECC");
    e) Reviewing, on an annual basis, the Compliance Program risk assessment and associated work plan which includes auditing and monitoring initiatives;
    f) Reviewing periodically management's responses to compliance-related inquiries and requests from Federal and state legislators, regulators and/or enforcement officials;
    g) Ensuring that the Board is apprised of significant developments relating to the compliance expectations of Federal and state regulators and enforcement officials; and
    h) Receiving and reviewing periodic reports from the ~~CCO~~CCEO on the following matters, among others:
        i. The development of the Department, the adequacy of its resources and progress against the annual work plan; and
        ii. Key compliance initiatives undertaken by Parkland.

2. Annual Compliance Program Review.
    a) At least once every three (3) years, the Committee in consultation with the CEO will commission an external review of the Compliance Program to be conducted by an independent third party.
    b) In the interim years, the Committee will receive an assessment report from the ~~CCO~~CCEO as to the operation and effectiveness of the Compliance Program.
    c) At least annually, the Committee will receive and review a report from the CCEO~~CCO~~ and CEO demonstrating oversight of the Compliance Program as evidenced by operating in conformance with the ECC Charter.

3. Compliance Reporting. On a regular basis, the CCEO~~CCO~~ will provide the Committee and/or the Chair a report summarizing the following;
    a) The receipt, investigation, tracking and resolution of concerns reported through the Disclosure Program;
    b) Audits, reviews and/or investigations by government agencies;
    c) Internal reviews and/or audits regarding compliance matters;

d) Overpayments to Federal health care programs; and
e) Any employment or engagement of an individual or entity who is currently, or is likely to be, excluded, debarred, suspended or otherwise declared ineligible to participate in Federal health care programs or Federal procurement or non-procurement programs.

4. Outside Expert.
   a) The Committee will engage outside experts, as needed, to fulfill its duties.
   b) When warranted, based on a potentially significant, adequately substantiated allegation against a member of senior management (*i.e.*, Senior Vice President or above), the Committee has the ability to directly supervise a compliance investigation through the engagement of outside legal counsel, in coordination with the General Counsel, as appropriate.

5. Oversight of the ~~CCO~~CCEO.
   a) The ~~CCO~~ CCEO will report to the CEO.
   b) Annual evaluations of the performance of the ~~CCO~~ CCEO will be completed by the CEO. Prior to any action being taken regarding the hiring or termination of the ~~CCO~~CCEO, the Committee must be consulted; and
   c) At least annually, or as needed, meeting with the ~~CCO~~ CCEO in a one-on-one, closed Committee session.

6. Oversight of the Department.
   a) Reviewing and approving annually the budget for the Department and any revisions to a previously-approved budget for the Department. Before submitting to the Committee a proposed annual budget, or revision thereto, the ~~CCO~~ CCEO shall review the proposal with the CEO and the Chief Financial Officer;
   b) Periodically assessing the Department, including span of control and adequacy of staffing levels, expertise, and resources.

7. Training. Completing, on an annual basis, compliance related training.

8. Conflicts of Interest~~s~~. Reviewing and overseeing compliance with the Parkland's conflicts of interest~~s~~ policies.

9. Board Reporting. Reporting to the Board at its regularly scheduled meetings.

Other Responsibilities

At least annually, in consultation with the ~~CCO~~ CCEO and the GC, the Committee will review its Charter and it will make recommendations to the Board regarding any revisions that it determines are appropriate and warranted. The Committee will perform such other duties as may be assigned to it by the Board from time to time.

Prior Review: **February 11, 2014**
April 7, 2015
September 29, 2015
August 8, 2018
September 23, 2020
August 25, 2021

Approved:

August 24, 2022
August 23, 2023

Governance, Compliance & Ethics Committee Chair **Date**

Dallas County Hospital District Board Chair **Date**

PARKLAND HEALTH

The Governance, Compliance and Ethics Committee Charter

Parkland Health ("Parkland") is committed to developing a governance system that is informed by relevant best practices and to fostering a culture of compliance that emphasizes integrity, ethical conduct and accountability. To facilitate the fulfillment of those commitments, Parkland's Board of Managers (the "Board") has authorized the formation of a Governance, Compliance and Ethics Committee (the "Committee") and it has approved the following charter to set forth the purposes, structure, authority, and duties and responsibilities of the Committee and the members thereof.

Purpose

The Board has oversight authority with respect to Parkland's governance practices; the operations and efficacy of its Compliance and Ethics Program (the "Compliance Program"); and Parkland's compliance with applicable federal and state laws, regulations and administrative rules. The Committee is a standing committee of the Board and is responsible for assessing the effectiveness of the Compliance Program as well as oversight of the performance of the Chief Compliance and Ethics Officer (the "CCEO") and the Compliance and Ethics Department (the "Department"). The Committee shall also be responsible for driving Board development, orientation, education and self-assessment. The Committee shall make periodic reports to the Board on all matters being handled by the Committee.

The Executive Liaisons to the Committee shall be the Chief Executive Officer (the "CEO"), the General Counsel ("GC"), the Chief Governance Officer, and the CCEO, all of whom shall assist the Committee and the Committee Chair in discharging their responsibilities. The CCEO shall report to the CEO.

Membership, Meetings, Minutes and Committee Action

The Committee shall be chaired by a member of the Board and shall consist of at least two other Board members. The Committee will follow the operating guidelines for membership, meetings, minutes and committee actions as authorized by the Board and as amended from time to time.

The Committee will meet with such frequency and at such intervals as it determines are necessary to fulfill its duties and responsibilities, and in any case not less than four times per year. A majority of the Committee shall constitute a quorum for the purpose of conducting business.

Governance Responsibilities

In fulfilling its charge related to governance, the Committee is responsible for the following activities and functions, among others:

1. In consultation with Parkland's executive management team, periodically considering the composition of the Board to determine whether additional expertise and skills would facilitate the Board's work, for possible recommendation to the Dallas County Commissioner's Court;
2. As needed, assisting the Chair of the Board with member recruitment;
3. Developing a description of the responsibilities and expectations of a Board member, including statutory and fiduciary duties;
4. Overseeing Board members' development, including orientation and annual educational plan;
5. Meeting regularly with the Executive Liaisons to the Committee to discuss and review Board Governance activities. Among other things, the Executive Liaisons to the Committee will be

responsible for researching and updating the Committee on pertinent educational opportunities; and

6. Developing and leading an annual self-evaluation by the Board and Board effectiveness assessment.

Compliance and Ethics Responsibilities

In fulfilling its charge related to the Compliance Program and the Department, the Committee is responsible for the following activities and functions, among others:

1. Oversight of the Compliance Program. Overseeing the structure, operation and efficacy of the Compliance Program and more specifically:
    a) Promoting a Parkland-wide organizational culture focused on compliance and ethical behavior and non-retaliation;
    b) Oversight to ensure appropriate accountability for compliance with the fundamental Federal and state legal and regulatory requirements that apply to all facets of Parkland's mission and work;
    c) Ensuring that Parkland's Code of Conduct and Ethics and compliance-related policies and procedures are complete, periodically revised as necessary, and consistently enforced;
    d) Remaining informed with respect to the work of the Executive Compliance and Ethics Committee (the "ECC");
    e) Reviewing, on an annual basis, the Compliance Program risk assessment and associated work plan which includes auditing and monitoring initiatives;
    f) Reviewing periodically management's responses to compliance-related inquiries and requests from Federal and state legislators, regulators and/or enforcement officials;
    g) Ensuring that the Board is apprised of significant developments relating to the compliance expectations of Federal and state regulators and enforcement officials; and
    h) Receiving and reviewing periodic reports from the CCEO on the following matters, among others:
        i. The development of the Department, the adequacy of its resources and progress against the annual work plan; and
        ii. Key compliance initiatives undertaken by Parkland.

2. Annual Compliance Program Review.
    a) At least once every three (3) years, the Committee in consultation with the CEO will commission an external review of the Compliance Program to be conducted by an independent third party.
    b) In the interim years, the Committee will receive an assessment report from the CCEO as to the operation and effectiveness of the Compliance Program.
    c) At least annually, the Committee will receive and review a report from the CCEO and CEO demonstrating oversight of the Compliance Program as evidenced by operating in conformance with the ECC Charter.

3. Compliance Reporting. On a regular basis, the CCEO will provide the Committee and/or the Chair a report summarizing the following;
    a) The receipt, investigation, tracking and resolution of concerns reported through the Disclosure Program;
    b) Audits, reviews and/or investigations by government agencies;
    c) Internal reviews and/or audits regarding compliance matters;

d) Overpayments to Federal health care programs; and
e) Any employment or engagement of an individual or entity who is currently, or is likely to be, excluded, debarred, suspended or otherwise declared ineligible to participate in Federal health care programs or Federal procurement or non-procurement programs.

4. Outside Expert.
   a) The Committee will engage outside experts, as needed, to fulfill its duties.
   b) When warranted, based on a potentially significant, adequately substantiated allegation against a member of senior management (*i.e.*, Senior Vice President or above), the Committee has the ability to directly supervise a compliance investigation through the engagement of outside legal counsel, in coordination with the General Counsel, as appropriate.

5. Oversight of the CCEO.
   a) The CCEO will report to the CEO.
   b) Annual evaluations of the performance of the CCEO will be completed by the CEO. Prior to any action being taken regarding the hiring or termination of the CCEO, the Committee must be consulted; and
   c) At least annually, or as needed, meeting with the CCEO in a one-on-one, closed Committee session.

6. Oversight of the Department.
   a) Reviewing and approving annually the budget for the Department and any revisions to a previously-approved budget for the Department. Before submitting to the Committee a proposed annual budget, or revision thereto, the CCEO shall review the proposal with the CEO and the Chief Financial Officer;
   b) Periodically assessing the Department, including span of control and adequacy of staffing levels, expertise, and resources.

7. Training. Completing, on an annual basis, compliance related training.

8. Conflicts of Interest. Reviewing and overseeing compliance with the Parkland's conflicts of interest policies.

9. Board Reporting. Reporting to the Board at its regularly scheduled meetings.

Other Responsibilities

At least annually, in consultation with the CCEO and the GC, the Committee will review its Charter and it will make recommendations to the Board regarding any revisions that it determines are appropriate and warranted. The Committee will perform such other duties as may be assigned to it by the Board from time to time.

Prior Review: **February 11, 2014**
April 7, 2015
September 29, 2015
August 8, 2018
September 23, 2020
August 25, 2021

Approved:

August 24, 2022
August 23, 2023

Governance, Compliance & Ethics Committee Chair	**Date**
Dallas County Hospital District Board Chair	**Date**

PARKLAND HEALTH
Talent Development and Executive Compensation Committee Charter

The Board of Managers (the "Board") of Parkland Health ("Parkland") has authorized the formation of a Talent Development and Executive Compensation Committee (the "Committee") and approved the following charter to set forth the purposes, structure, authority, and duties and responsibilities of the Committee and the members thereof.

Purpose

The Committee is a standing committee of the Board. The Committee will ensure a sustained enterprise-wide focus on Parkland's talent-related programs, including human resources, diversity and inclusion, leadership and succession planning and other key areas under the leadership of the Chief Talent Officer. Additionally, the Committee ensures that the Board fully understands the process by which executive compensation decisions are made in relation to market practices, regulatory guidelines, and the established compensation philosophy. The Committee shall review the performance of the Chief Executive Officer and evaluate, determine and recommend the appropriate compensation to the Board. The Committee shall also work closely with the Chief Executive Officer to review the process for evaluating the performance of the executives that have a formal direct reporting relationship with the Board, including the Chief Audit Executive and General Counsel. The Committee shall also work closely with the Chief Executive Officer, the General Counsel, and the Chief Talent Officer to evaluate and recommend to the Board Parkland's Talent and Executive Compensation philosophy. The Committee shall also work closely with the Chief Executive Officer on the development of organizational goals and key performance metrics at the senior leadership level.

Membership, Meetings, Minutes and Committee Action

The Committee shall be chaired by a member of the Board and shall consist of the Chair and two other Board members. The executive liaisons to the Committee shall be the Chief Executive Officer, the Chief Talent Officer, and the Chief Governance Officer that shall assist the Committee and the Committee Chair in discharging their responsibilities.

The Committee will follow the operating guidelines for membership, meetings, minutes and committee actions as authorized by the Board and as amended from time to time.

The Committee will meet regularly and no less than quarterly unless the Committee determines otherwise. A majority of the Committee shall constitute a quorum for the purposes of conducting business.

Responsibilities

In fulfilling its charge, the Committee is responsible for oversight of the following activities and functions, among other things:

- Reviewing and recommending to the full Board for approval the talent and compensation philosophy and incentive plan developed and recommended by Management that provides a framework for determining base pay, incentives, and benefits.
- Periodically review the appropriateness of the compensation philosophy statement to determine whether it positions Parkland at the "right point" in its relevant market.
- Identify procedures for Committee function, including:
    - Determine compensation for the CEO.

- Establish CEO performance objectives and evaluate CEO performance.
- Ensure the sustainability of clear succession plans for senior executives.
- Foster the improvement of cultural and ethnic diversity internal and external to Parkland.
- Assist in efforts to improve employee engagement.
- Ensure the effective administration according to policy of incentive plans, supplemental executive retirement plan, special benefits, and severance provisions.

- Review and approve executive compensation in a manner that qualifies for the rebuttable presumption of reasonableness under the IRS intermediate sanctions rules.
- Ensure that formal and timely performance assessments are conducted for the CEO.
- Engage an independent compensation firm to provide education, advice, and comparability data.
- As the Committee deems necessary engage other professional advisors (e.g., legal, accounting, and tax) as needed for matters requiring independence, and ensure that such advisors do not have any conflict as it relates to their work.
- Ensure that executives (consisting of the CEO and other members of the senior management team) do not have undue influence over the advisor selection process and resulting studies and recommendations that require independence.

Approvals:

Talent Development and Executive Compensation Chair	**Date**
Dallas County Hospital District Chair	**Date**

Previously Approved
July 29, 2014
May 10, 2017
August 8, 2018
August 14, 2019
September 23, 2020
August 25, 2021
August 24, 2022
August 23, 2023

PARKLAND HEALTH
Quality of Care and Patient Safety Board Committee Charter

The Board of Managers (the "Board") of Parkland Health ("Parkland") has authorized the formation of a Quality of Care and Patient Safety Board Committee (the "Committee") and approved the following charter to set forth the purposes, structure, authority, and duties and responsibilities of the Committee and the members thereof.

Purpose

The Committee is a standing committee of the Board. Parkland's Board has oversight authority over the Parkland's Quality, Safety and Performance Improvement Program (the "Quality Program"). The Committee is responsible for assessing the effectiveness of the Quality Program and oversight of the Quality and Safety Operations ("QSO") Division. The Committee is dedicated to ensuring the delivery of safe, high-quality healthcare across Parkland to the patients and community Parkland serves.

The Committee shall have the authority (1) to consider a recommendation from the Medical Executive Committee to approve, deny or modify a request for credentials (privileges, initial appointment, or reappointment) and (2) to recommend to the Board whether the request for credentials should be approved, denied, or modified. The Committee may make a credentialing recommendation to the Board, but a recommendation is not required. The Board shall have final authority regarding whether to grant a request for credentials.

The Committee shall have the authority to approve, deny, or modify the Medical Executive Committee's routine peer review recommendations on matters that originate with the Professional Staff Review Oversight Committee, which require Board approval and the Committee shall provide routine reports to the Board of the Committee's actions and consideration of such routine peer review matters.

In all other peer review matters, the Board shall have final authority to make decisions. For example, the Committee shall have the authority to consider a recommendation from the Medical Executive Committee subsequent to a formal investigation and make a recommendation to the Board regarding the matter. The Board shall consider the Medical Executive Committee and Committee's recommendations, and the Board shall have final authority to accept, reject or modify the recommendations.

The Executive Liaisons to the Committee shall be the Chief Clinical Officer (the "CCO"), the Chief Quality and Safety Officer ("CQSO") and the Chief Governance Officer who shall assist the Committee and the Committee Chair in discharging their responsibilities.

Membership, Meetings, Minutes and Committee Action

The Committee shall be chaired by a member of the Board and shall consist of at least two other Board members.

The Committee will follow the operating guidelines for membership, meetings, minutes, and committee actions as authorized by the Board and as amended from time to time.

The Committee will meet regularly and no less than nine (9) times per year unless the Committee determines otherwise. A majority of the Committee shall constitute a quorum for the purposes of conducting business.

Responsibilities

In fulfilling its charge, the Committee is responsible for the following activities and functions, among other things:

1. Oversight of the Quality Program.

Overseeing the structure, operation, and efficacy of the Quality Program and more specifically:

a) Reviewing, on an annual basis, the QSO Division work plan and risk assessment;
b) Ensuring that Parkland adopts a comprehensive, system-wide quality assurance and process improvement plan ("QAPI Plan") and monitors its implementation and efficacy;
c) Ensuring Quality Program-related policies and procedures are complete, periodically revised as necessary, and consistently enforced;
d) Assessing periodically Parkland's compliance with applicable Federal, state and county laws and regulations, and adherence to professionally recognized standards of care;
e) Remaining informed with respect to the work of the Executive Quality Committee (the "EQC");
f) Ensuring that the Board is apprised of significant developments relating to the expectations of Federal and state regulators and accrediting bodies with respect to quality and safety;
g) Promoting a system-wide organizational culture focused on safety, reliability, and "Just" behavior;
h) Receiving and reviewing regular reports from the CQSO on the following matters, among others:
    i) The development of the QSO Division, the adequacy of its resources, and progress against the annual work plan;
    ii) Key quality, safety, and performance improvement initiatives; and
    iii) The identification, investigation, and mitigation of significant safety (patient, employee, visitor) events.
i) Conducting an Annual Quality Program Review.
    i) At least once every three (3) years, the Committee in consultation with the Chief Executive Officer will commission an external review of the Quality Program to be conducted by an independent third party; and
    ii) In the interim years, the Committee will receive an assessment report from the CQSO as to the operation and effectiveness of the Quality Program.
j) Receiving and reviewing at least annually a report from the EQC demonstrating evidence of its oversight of the Quality Program and evidence of completion of the EQC's Charter requirements.

2. Utilization of the Quality of Care and Operations Dashboards

a) Reviewing and approving the performance metrics that comprise the Quality-of-Care and Operations Dashboards, as recommended by EQC, on at least an annual basis.
b) Reviewing and discussing the Quality-of-Care and Operations Dashboards on a regular basis, and ensuring appropriate actions are taken to improve specific metrics as needed.

3. Oversight of the Chief Quality and Safety Officer ("CQSO")

a) The CQSO reports to the CCO or their designee.
b) The CCO or their designee will complete the annual evaluation of the CQSO. Prior to any action being taken regarding the hiring or termination of the CQSO, the CCO must consult with the Committee.
c) At least annually, or as needed, meeting with the CQSO in a one-on-one, closed Committee session.

4. Quality and Safety Operations Division

a) Annually reviewing and approving the QSO Division budget and any revisions to a previously-approved budget. The CQSO will review any proposed or revised budget proposal with their supervisor and CFO before submitting to the Committee.
b) Periodically assessing the QSO Division, including span of control and adequacy of staffing levels, expertise, and resources.

5. Oversight of Medical Executive Committee (MEC)

Overseeing the structure, operation, and efficacy of the MEC and its sub-committees and more specifically:

a) May review the MEC's recommendations regarding requests for credentialing (privileging, initial appointment, and reappointment) of physicians and other providers across the System and make recommendations to the Board regarding whether to approve, deny or modify requests. The Board has the final authority to make these decisions.
b) Oversight of medical staff office-related policies, procedures and practices that enable the medical staff office to process medical staff and non-physician clinical provider applications, appointments, and reappointments and that expedite Committee's recommendations to the Board with respect to granting clinical privileges.
c) Monitoring the outcomes and performance of the medical staff in carrying out its responsibilities for evaluating and improving patient care.

6. Other Responsibilities

a) Regular reporting to the Board about the health and efficacy of the Quality Program and the QSO Division.
b) Completing, on an annual basis, ongoing quality-related training.
c) Performing such other duties as may be assigned by the Board.
d) Reviewing annually the Committee Charter and recommending changes to the Board, as appropriate.

Approvals:

_____	_____
Quality of Care & Patient Safety Committee Chair	**Date**
_____	_____
Dallas County Hospital District Board Chair	**Date**

Approved:
January 22, 2014
April 27, 2016
August 20, 2018
September 18, 2019
September 23, 2020
August 25, 2021
July 21, 2022
February 22, 2023
August 23, 2023

III. Reports Requiring Deliberation(s) or Approval

III (B). Discussion Regarding Process for the Preparation of Board Packets

III. Reports Requiring Deliberation(s) or Approval

III (C). Approve Fiscal Year 2025 Compliance & Ethics Department Budget

FY25 Budget Review
Compliance and Ethics Department (a/k/a Corporate Compliance)

	FY24 Budget	FY25 Budget	Comments
Salaries	3,416,534	3,640,034	Market Adjustments & Related Staffing Adjustments
Professional Fees	723,450	127,425	Several expenses moved to the IT department budget
Supplies	78,878	16,653	
Other Expense	73,399	59,137	
Total Expenses (inclusive of depreciation)	4,442,319	3,953,537	

IV. Executive Session

V. Action Item

A. The Board may take action on any agenda item(s) above.

VI. Executive Session Reference Documents

A. Compliance and Ethics Department Objectives Dashboard – Progress for current fiscal year
B. Compliance and Ethics Department Key Performance Indicators Report for current fiscal year
C. Compliance and Ethics Department Investigations Unit Report with Description of Industry Benchmark Categories
D. Compliance and Ethics Department Conflicts of Interest Campaign Overview for current fiscal year
E. Compliance and Ethics Department Conflicts of Interest Dashboard – Status for current fiscal year
F. Compliance and Ethics Department Sanction Screening Results/Report for the past three months

VII. Closing Remarks

VIII. Adjourn