

Minutes of the Governance, Compliance and Ethics Committee meeting of the Board of Managers of the Dallas County Hospital District, held Wednesday, August 5th, 2026, 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 11:01 a.m. Committee members; Byron Cryer, MD and Ramon Miguez, PE attended in-person.

Board Member Attendees Included: Vincent Hall, Farida Minner, RN, Marjorie Petty, JD, Yasmin Simon, JD, and Miriam Sharma, RN.

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

Brad Nitschke, Chief Legal Officer
Brett Moran, Chief Health Officer
Donna Richardson, EVP & Chief Nursing Executive
Edmundo Castaneda, EVP & COO
Fred Cerise, President & CEO
Marjorie Wilkins, Director Compliance - Audit
Melanie Roberts, SVP/Chief Compliance & Ethics Officer
Morgan Simmons, Governance Program Manager
Natalie Vasquez, Administrative Resident
Saul Cordero, SVP & Chief Governance & Strategy Officer

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.

I. Reports Requiring Deliberation(s) or Possible Action**A. Presentation of the Charters of the Standing Committees of the Board of Managers**

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

Committee members focused on legal and governance-related revisions, including clarifying committee authority, liaison roles, compliance with the Texas Open Meetings Act, and oversight responsibilities. The committee supported updating TDEC language to reflect a culture of belonging and health equity, incorporating Facilities Committee responsibilities into the Budget, Finance & Infrastructure Charter, and changing external review requirements from every three years to every five years for Quality and Compliance functions. Members also requested development of additional operational procedures addressing potential conflicts of interest and committee investigative authority based on discussion from the Audit charter edits.

Reina requested a motion to recommend full Board approval of all five committee charters including the revision to the GCEC charter regarding the compliance program review moving from a three to five-year cadence. Ramon Miguez motioned for approval. Byron Cryer seconded. The motion passed unanimously.

B. Presentation of Proposed Changes to Parkland Policy SYS.LEAD.004, *Organizational Plan*

Brad Nitschke discussed the proposed revisions to the Organizational Plan Policy, a state-required document outlining Parkland's services, governance structure, and operational framework. The Committee noted that most changes were non-substantive, including terminology updates, revised regulatory references, and updates reflecting current leadership titles. Discussion focused on clarifying the Board's role in appointing medical staff and ensuring adequate staffing. The Committee recommended revisions replacing "employing" with "ensuring" regarding medical staff, necessary clinical and administrative support.

Reina requested a motion to recommend approval by the full Board. Ramon Miguez motioned. Byron Cryer seconded. The motion passed unanimously.

C. Discussion and Consideration of Recommendations and Action Plan from the April 11, 2026, Board Governance Retreat

Saul Cordero summarized current practices related to board competency assessments, member development, enterprise risk management (ERM), cybersecurity, and AI oversight. Members supported conducting a board competency assessment to inform future appointments and development planning, particularly given anticipated board turnover. Discussion highlighted existing education resources, certification achievements, external conferences, and ERM reporting processes. Members also discussed periodically reassessing governance structures for cybersecurity and AI oversight and agreed to continue the remaining retreat recommendations at a future meeting.

D. Presentation of the Revised Code of Conduct and Ethics

The committee received an update on the newly revised Code of Conduct, which was officially published following an 18-month review and modernization effort. Members noted enhancements to content, terminology, privacy guidance, artificial intelligence references, and visual design, with communications underway across the health system. Discussion highlighted plans for both printed and digital distribution, including English and Spanish versions and topic-specific “at-a-glance” resources. Committee members commended the collaborative work and praised the document’s accessibility, appearance, and educational value for the workforce.

E. Presentation of the Fiscal Year 2027 Compliance and Ethics Department Budget

The committee reviewed the FY 2027 Compliance and Ethics Department budget and received an overview of year-over-year budget changes. Discussion focused on funding added to support continuing education credits for compliance and ethics training, which will help physicians and other licensed professionals meet new Texas licensure requirements beginning September 1, 2026. Members also reviewed reductions in contract labor and professional fees, which were largely attributable to technology-related expenses shifting to the IT budget. Melanie expressed confidence that departmental goals could be achieved within the proposed budget.

Reina requested a motion to recommend approval of the FY27 Compliance and Ethics Department budget to the full Board. Ramon Miguez motioned to approve. Byron Cryer seconded. The motion passed unanimously.

Executive Session

At 12:12 p.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.

II. 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)

B. Review and Potential Discussion on the Following Compliance and Ethics Reports

(Tex. Health & Safety Code §§161.032 & 161.0315 and Tex. Occup. Code §160.007)

- i. FY26 Compliance Risk Assessment & Enterprise Risk Management Survey
- ii. FY27 Compliance Work Plan Focus Areas
- iii. Department Resources & Vendor Products Optimization Plan

- iv. Compliance Program Policy Action Plan
- v. FY26 Annual Work Plan, Departmental Goals and/or Objectives Dashboard
- vi. Compliance Audit Program Enhancement

- C. Attorney-Client Privileged & Confidential Review and Discussion of Quarterly Report of Open Compliance Reviews and Audit Reports
(Tex. Gov't Code §551.071)
- D. 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)

Committee Chair Reina Gonzalez, JD, adjourned the Executive Session and moved into Open Session at 12:45 p.m.

V. Adjourn

With no further business to discuss, Committee Chair Reina Gonzalez, JD, adjourned the meeting at 12:45 p.m.

SO RECORDED:

Reina Gonzalez

Reina Gonzalez (Sep 25, 2026 13:38:11 CDT)

Reina Gonzalez, JD
Committee Chair

Brad Nitschke

Brad Nitschke (Oct 12, 2026 12:26:04 CDT)

Brad Nitschke, JD
Assistant Secretary