Minutes of the Bylaws Committee meeting of the Board of Managers of the Dallas County Hospital District, held Wednesday, June 8, 2022, scheduled for 10:30 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

Chair Marjorie Petty, JD, noted that a quorum was physically present and called the meeting to order at 10:30 a.m. Committee member Don O'Bannon also attended.

Committee member Jeff Tillotson, JD, did not attend.

**Board Member attendees included:** Robert Martinez, JD, and Lisa Sutter via Webex.

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

Carolyn Foster, Deputy General Counsel
Forrest Stovall, Governance Program Coordinator (in-person)
Fred Cerise, President & Chief Executive Officer (in-person)
Saul Cordero, VP & Chief Governance Officer (in-person)
Steven Roth, EVP & General Counsel (in-person)

**Other Attendees:**
Rebekah Chenelle, Dallas County

## II. Mission Statement

The 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 Approval(s)

A. Review and Discussion of Board Bylaws

The Committee reviewed the proposed amendments to the Board Bylaws - as stated in the Board Action Plan - and discussed potential changes. First, the Committee reviewed the current Dual Reports to the Board & CEO: Chief Audit Officer, Chief Compliance Officer, Chief Governance Officer, Chief Quality & Patient Safety Officer, and the General Counsel. The Committee discussed removing the Chief Compliance Officer, Chief Governance Officer, and the Chief Quality & Patient Safety Officer as Dual Reports.

After deliberation, the Committee agreed to remove these three Dual Reports and make them a sole report to the Chief Executive Officer. The Bylaws were amended to reflect these changes.

The following changes were made:

- Keeping only two dual reports - the Chief Audit Officer and the General Counsel.
- The hiring and firing of the Chief Audit Officer & the General Counsel is completed with approval of a simple majority of the Board & CEO.
- The annual evaluation of the Chief Audit Officer and the General Counsel is performed by the CEO in consultation with the Board.

The Committee recessed at 11:38 a.m. and resumed at 11:40 a.m.

The Committee also discussed eliminating the External Affairs Committee while retaining this oversight at the Board of Managers.

Don O'Bannon, Esq, motioned to Recommend Board Approval of the Board Bylaws. Chair Marjorie Petty, JD, seconded the motion. The motion passed unanimously.

## VI. Adjourn

With no further business to discuss, Chair Marjorie Petty, JD, adjourned the meeting at 11:42 a. m.

SO RECORDED:

Marjorie D Petty
Marjorie D Petty (Aug 3, 2022 09:31 CDT)

Marjorie D. Petty, JD
Chair

Steven J Roth
Steven J Roth (Aug 2, 2022 16:28 CDT)

Steve Roth, JD, MPH
Assistant Secretary