Minutes of the Board of Managers meeting of the Dallas County Hospital District, held Wednesday, June 29, 2022, scheduled for 1:00 p.m. in the WISH Building 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 1:00 p.m.

Board Member attendees included: Chair Marjorie Petty, JD; Eric G. Bing, MD, PhD; Todd Furniss, JD; Ramon Miguez, PE; Farida Minner, RN; and Elizabeth Palacios, MD. Don O'Bannon, Esq, and Lisa Sutter attended via Webex.

Board members Robert Martinez, JD; John Proctor; and Jeff Tillotson, JD, were not present.

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

April Audain, VP UT Contracts Administration
Donna Richardson, EVP & Chief Nursing Executive (in-person)
Edmundo Castañeda, EVP & Chief Operating Officer (in-person)
Eric Markinson, Parkland Chaplain
Felicia Miller, EVP & Chief Talent Officer (in-person)
Forrest Stovall, Governance Program Coordinator (in-person)
Fred Cerise, President & Chief Executive Officer (in-person)
John Raish, SVP Support Services
Joseph Chang, Chief Medical Officer
Marlin Suell, Chief of Police (in-person)
Melanie Roberts, SVP & Chief Compliance and Ethics Officer
Michael Lane, SVP Chief Quality & Safety Officer (in-person)
Michael Malaise, SVP Communications & External Affairs
Pamela Bryant, SVP Chief Supply Chain Officer
Rick Humphrey, EVP & Chief Financial Officer (in-person)
Roberto de la Cruz, EVP & Chief Clinical Officer
Saul Cordero, VP & Chief Governance Officer (in-person)
Sharae Lemoine, Collegiate Summer Intern (in-person)
Steven Roth, EVP & General Counsel (in-person)
Vic Summers, SVP Internal Audit

Other Attendees:
Christina Torre, Dallas County

II. Mission Statement

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

III. Invocation

Eric Markinson offered an invocation at the beginning of the meeting.

IV. Public Comments Regarding Agenda Items

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

V. Conflicts of Interest

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

VI. Consent Agenda

Minutes 2022-05-03 Talent Development and Executive Compensation Committee

Minutes 2022-05-04 Governance, Compliance and Ethics Committee

Minutes 2022-05-06 Board Retreat

Minutes 2022-05-18 Facilities Committee

Minutes 2022-05-24 Budget & Finance Committee

Minutes 2022-05-25 Quality of Care & Patient Safety Committee

Minutes 2022-05-25 Board of Managers

Approve SYS.COMP.006 – Non-Retaliation

Approve SYS.COMP.008 – Reporting Obligations

Approve SYS.COMP.009 – Vendor Gifts, Gratuities and Business Courtesies

Approve SYS.PI.001 Quality Assessment & Performance Improvement Plan

Approve Patient Settlements

Approve Medical Executive Committee Resolution for Appointments/Reappointments, Privileges and Staff Status Changes of the Medical Staff and Non-Physician Clinical Providers

Elizabeth Palacios, MD, motioned for the approval of the Consent Agenda. Ramon Miguez, PE, seconded the motion. The motion passed unanimously.

VII. Reports Requiring Deliberation(s) or Approval(s)

A. CEO Update on System Operations

Fred Cerise, MD, provided an update on the Parkland Health system:

- FY23 Budget Key Items
- PCCI-Pieces Transaction
- Metrocare Partnership
- Women's Health

The Board asked questions and received further information related to the CEO Update on System Operations.

B. Review Parkland Health FY23 Budget (1st Pass)

Rick Humphrey provided an initial review of the FY23 Budget. As specified in the Board Action Plan, Rick first reviewed the Risk Elements, Revenue, Volume, and Expense metrics anticipated to impact the FY23 Budget. Parkland is expected to be at budget by approximately $100 million for FY23. The tax revenue increase is expected to increase 4%, consistent with previous years. Purchased Medical Services are also expected to increase by 8.5%. After reviewing the key drivers, Rick reviewed the FY23 budget approval timeline.

Key Metrics:

- Total Operating Revenues: $2,393,447,000
- Total Operating Expenses: $2,333,352,000
- Total Net Income: $111,000

C. Questions & Discussion Related to FY23 Budget

The Board asked questions and received further information related to the FY23 Budget presentation. Specifically, the Board asked questions related to anticipated pharmaceutical costs and costs associated with employee health benefits.

D. Talent Development and Executive Compensation (TDEC) Committee Update

Felicia Miller provided an update to the Board on compensation, workforce experience, and enhanced benefits.

E. Questions & Discussion Related to Talent Development and Executive Compensation (TDEC) Update

The Board asked questions and received further information related to the TDEC Update.

VIII. Executive Session

At 2:02 p.m., the Board went into Executive Session as permitted by the closed meeting exceptions specified on the agenda.

A. Quality of Care & Patient Safety Committee Update

B. Questions & Discussion Related to Quality of Care & Patient Safety Committee Update

Members of management in executive session attendance included:

Donna Richardson, Edmundo Castañeda, Felicia Miller, Forrest Stovall, Fred Cerise, John Raish, Joseph Chang, Marlin Suell, Melanie Roberts, Michael Lane, Michael Malaise, Pamela Bryant, Rick Humphrey, Roberto de la Cruz, Saul Cordero, Sharae Lemoine, Steve Roth, and Vic Summers

Chair adjourned Executive Session and moved into Open Session at 2:15 p.m.

IX. Reports Requiring Deliberation(s) or Approval(s)

A. Approve Board Bylaws

Chair Marjorie Petty, JD, and Vice-Chair Don O'Bannon, Esq, presented the revised Board Bylaws for Board approval. The Board discussed the recommended changes as presented by the Bylaws Committee after reviewing the Board Action Plan. The changes include keeping the Chief Audit Officer and the General Counsel as Dual Reports to the CEO and the Board. This would include any decisions to hire or fire these positions as well. The Chief Compliance Officer, Chief Governance Officer, and the Chief Quality & Patient Safety Officer are removed as Dual Reports. The changes also include sunsetting the External Affairs Committee while maintaining this oversight at the Board of Managers.

Don O'Bannon, Esq, motioned for the approval of the Board Bylaws with an amendment to 8.1.3 to add a one-on-one with the Chief Audit Officer in Executive Session with the Board annually. Todd Furniss, JD, seconded the motion. The motion passed unanimously.

X. Executive Session

At 2:40 p.m., the Board went into Executive Session as permitted by the closed meeting exceptions specified on the agenda.

A. Presentation Regarding Campus Security

B. Questions & Discussion Regarding Campus Security

C. Personnel Matters Pertaining to Duties and Responsibilities of Chief Executive Officer

D. Personnel Matters Pertaining to Duties and Responsibilities of Board Members

E. Personnel Matters Pertaining to Duties and Responsibilities of Chief Executive Officer

Members of management in executive session attendance included:

Donna Richardson, Edmundo Castañeda, Felicia Miller, Forrest Stovall, Fred Cerise, John Raish, Joseph Chang, Marlin Suell, Michael Lane, Michael Malaise, Pamela Bryant, Rick Humphrey, Saul Cordero, Sharae Lemoine, Steve Roth, and Vic Summers

Chair adjourned Executive Session and moved into Open Session at 3:35 p.m.

B. Adjourn

With no further business to discuss, Chair Marjorie Petty, JD, adjourned the meeting at 3:35 p.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