Minutes of the Governance, Compliance and Ethics Committee meeting of the Board of Managers of the Dallas County Hospital District, held Wednesday, August 3, 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

Committee Chair Jeff Tillotson, JD, noted that a quorum was physically present and called the meeting to order at 10:35 a.m. Committee member Ramon Miguez, PE, attended in-person. Committee member Lisa Sutter arrived at 10:49 a.m.

Board Member Attendees Included: Chair Marjorie Petty, JD. Elizabeth Palacios, MD, arrived at 11:40 a.m.

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

Carolyn Foster, Deputy General Counsel (in-person)
Donna Richardson, EVP & Chief Nursing Executive
Edmundo Castañeda, EVP & Chief Operating Officer
Erik Rahman, Privacy Manager
Felicia Miller, EVP & Chief Talent Officer
Forrest Stovall, Governance Program Manager (in-person)
Fred Cerise, President & Chief Executive Officer (in-person)
Jennifer Wimberly, Staff Physician-Chair, Institutional Ethics Committee (in-person)
Mary Lea-Holmes, VP Compliance Oversight
Melanie Roberts, SVP/Chief Compliance & Ethics Officer (in-person)
Michael Lane, SVP & Chief Quality and Safety Officer
Rick Humphrey, EVP & Chief Financial Officer
Roberto de la Cruz, EVP & Chief Clinical Officer
Roshan Thayil, Director Compliance Investigations (in-person)
Saul Cordero, VP & Chief Governance Officer (in person)
Steve Roth, EVP & Chief Legal Officer (in-person)
Terry Reeves, Sr. Director Compliance Programs
Valeria Chavez, Administrative Resident (in-person)
Vic Summers, SVP/Internal Audit

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 Approval(s)

A. Approve Revised Charters

Saul Cordero and Melanie Roberts reviewed the key changes within each respective charter.

i. Audit Committee
ii. Governance, Compliance & Ethics Committee
iii. Quality of Care and Patient Safety Committee
iv. Talent Development and Executive Compensation Committee
v. Executive Compliance Committee
vi. Leadership Compliance Committee

Committee members asked questions and received further information related to the Revised Charters.

Ramon Miguez, JD, motioned to recommend Board approval of the Revised Charters. Jeff Tillotson, JD, seconded the motion. The motion passed unanimously.

B. Policies and Procedures

Melanie Roberts reviewed the key changes within the Compliance and Ethics Program policy as a follow-up to questions raised at the May committee meeting.

i. SYS.COMP.005 – Compliance and Ethics Program

Ramon Miguez, JD, motioned to recommend Board approval of SYS.COMP.005 – Compliance and Ethics Program. Jeff Tillotson, JD, seconded the motion. The motion passed unanimously.

VI. Executive Session

At 10:44 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

B. Compliance and Ethics Reports

I. Compliance Programs
   a. FY23 Budget Summary
   b. Culture & Communications

c. Conflicts of Interest
d. Training and Education
e. FY22 Objectives
f. Investigations Unit Dashboard

II. Auditing/Monitoring & Regulatory Updates
a. Revenue Cycle Audits & Risk Assessment Activity
b. Information Privacy Audits & Risk Assessment Activity
c. Regulatory Updates

III. Attorney-Client Privileged & Confidential
Quarterly Report of Open Compliance Reviews

C. Discussion Related to Duties and Roles of Board of Managers for Governance and System Operations

Members of management in executive session attendance included:

Carolyn Foster; Donna Richardson; Edmundo Castañeda; Erik Rahman; Felicia Miller; Forrest Stovall; Fred Cerise; Jennifer Wimberly; Mary Lea-Holmes; Melanie Roberts; Michael Lane; Rick Humphrey; Roberto de la Cruz; Roshan Thayil; Saul Cordero; Steve Roth; Terry Reeves; Valeria Chavez; and Vic Summers

Committee Chair Jeff Tillotson, JD, adjourned Executive Session and moved into Open Session at 12:02 p.m.

VII. Action Items (Open Session)

A. Duties and Roles of Board of Managers for Governance and System Operations
Committee Chair Jeff Tillotson, JD, entertained a motion for the Budget & Finance Committee to continue reviewing and make recommendation to the Board for full approval of Contracts, that the Budget & Finance Chair retain emergency authority for contracts, and the Budget & Finance Committee retain the authority to determine the appropriate threshold for contract approval.

Lisa Sutter motioned to recommend Board approval of the recommended motion. Jeff Tillotson, JD, seconded the motion. Ramon Miguez, PE, abstained. The motion passed with two committee members in favor, one abstaining.

VIII. Adjourn

With no further business to discuss, Committee Chair Jeff Tillotson, JD, adjourned the meeting at 12:02 p.m.

SO RECORDED:

Jeffrey M. Tillotson
Jeffrey M. Tillotson (Oct 13, 2022 14:58 CDT)

Jeff Tillotson, JD
Committee Chair

Steven J Roth
Steven J Roth (Oct 3, 2022 15:44 CDT)

Steve Roth, JD, MPH
Assistant Secretary