Minutes of the Governance, Compliance and Ethics Committee meeting of the Board of Managers of the Dallas County Hospital District, held Wednesday, August 17, 2022, scheduled for 11:30 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 11:32 a.m. Committee member Ramon Miguez, PE, attended in-person. Committee member Lisa Sutter attended via Webex.

Board Member Attendees Included: Chair Marjorie Petty, JD, and Reina Gonzalez, JD.

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

Forrest Stovall, Governance Program Manager (in-person)
Fred Cerise, President & Chief Executive Officer (in-person)
Melanie Roberts, SVP/Chief Compliance & Ethics Office
Nneka Egbuniwe, Deputy General Counsel
Saul Cordero, VP & Chief Governance Officer (in person)
Steve Roth, EVP & Chief Legal Officer (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. Discussion Related to Duties and Roles of Board of Managers for Governance and System Operations

Saul Cordero updated the Committee on the Board Action Plan. He reviewed the items for review and discussion at GCEC, including:

- Delegation of authority to Board Committees
- Raise certain limits for contracts requiring board approval
- Review board procedures
- Relationships between ICARE, Strategy, and Board Committee Structure

- Oversight of Technology (digital and cybersecurity)
- More board deliberation and debate on key issues prior to "cake being baked"
- Need for Executive Committee
- Revamp Agenda Development Process
- Use of Consent Agendas

The Committee asked questions and received further information related to the Board Action Plan.

Jeff Tillotson, JD, motioned to recommend Board approval of the recommendations as outlined in the Board Action Plan. Ramon Miguez, PE, seconded the motion. The motion passed unanimously.

VI. Adjourn

With no further business to discuss, Committee Chair Jeff Tillotson, JD, adjourned the meeting at 12:49 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