Minutes of the Board of Managers meeting of the Dallas County Hospital District, held Wednesday, August 24, 2022, scheduled for 12:50 p.m. or immediately following the HOMES meeting 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 12:45 p.m.

Board Member attendees included: Chair Marjorie Petty, JD; Eric G. Bing, MD, PhD; Reina Gonzalez, JD; Ramon Miguez, PE; Don O'Bannon, Esq; Elizabeth Palacios, MD; and Jeff Tillotson, JD. Board member Lisa Sutter attended via Webex.

Board members Todd Furniss, JD; Farida Minner, RN; and John Proctor were not present.

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

April Audain VP UT Contracts Admin
DeLancey Johnson, SVP Associate Chief Talent Officer (in-person)
Donna Richardson, EVP & Chief Nursing Executive (in-person)
Edmundo Castañeda, EVP & Chief Operating Officer (in-person)
Edna Ruano, Public Policy Advisor
Forrest Stovall, Governance Program Manager (in-person)
Fred Cerise, President & Chief Executive Officer (in-person)
James Balfour, Sr. Associate General Counsel
Jessica Hernandez, VP Community Integrated Health
Joe Mayer, Treasury Director
Joseph Chang, Chief Medical Officer
Katherine Yoder, VP Government Relations
Melanie Roberts, SVP Chief Compliance & Ethics Officer
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 (in-person)
Saul Cordero, VP & Chief Governance Officer (in-person)
Steven Roth, EVP & Chief Legal Officer (in-person)
Teresita Oaks, Director Community Health Programs
Vic Summers, SVP & Chief Audit Officer
Winfred Parnell, PCCI Board Member

Other Attendees:
Christina Torre, Dallas County
Jill Martinez, Metrocare
John Burruss, Metrocare

Jonathan Leatherberry, Metrocare
Rev. Andrew Fiser, Greenland Hills UMC

II. Mission Statement

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

III. Invocation

Rev. Andrew Fiser 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 2022-07-13 Facilities Committee

Minutes 2022-07-26 Budget & Finance Committee

Minutes 2022-07-27 Quality of Care & Patient Safety Committee

Minutes 2022-07-27 Board of Managers

Approve Recognizing Outgoing Board Member Robert Martinez, JD, with a Board Resolution

Approve Parkland Health Board Audit Committee Charter

Approve Parkland Health Board Governance, Compliance, and Ethics Committee Charter

Approve Parkland Health Board Quality of Care & Patient Safety Committee Charter

Approve Parkland Health Board Talent Development and Executive Compensation Committee Charter

Approve Parkland Health Management Internal Audit Services Charter

Approve Parkland Health Management Executive Compliance Committee Charter

Approve Parkland Health Management Leadership Compliance Committee Charter

Approve Audit Department FY23 Budget

Approve Quality & Safety Operations Department FY23 Budget

Approve Compliance Department FY23 Budget

Approve Retirement Income Plan Funding Analysis

Approve SYS.COMP.005 – Compliance and Ethics Program

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

Jeff Tillotson, JD, motioned for the approval of the Consent Agenda. Ramon Miguez, PE, seconded the motion. Reina Gonzalez, JD, abstained from the vote on Item R, Patient Settlements. Reina Gonzalez did not receive the material for Item R in her packet as well. The motion passed unanimously.

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

A. Review Parkland Health FY23 Budget (Final Pass)
Rick Humphrey provided an updated version of the FY23 Budget. Rick reviewed the expected revenue sources for FY23 and adjustments from version 2 of the budget.

Key Metrics:

- Total Operating Revenues: $2,516,551,000
- Total Operating Expenses: $2,427,666,000
- Total Net Income: $21,493,000
- Capital Budget: $58,900,000

Lastly, Rick Humphrey reviewed the remaining dates for the FY23 budget approval timeline.

B. Questions & Discussion Related to FY23 Budget
The Board asked questions and received further information related to the FY23 Budget presentation.

C. Approve Parkland Health FY23 Budget Resolution

Ramon Miguez, PE, motioned to Approve Parkland Health FY23 Budget Resolution. Reina Gonzalez, JD, seconded the motion. The motion passed unanimously.

D. Discussion Regarding Budget & Finance Challenges

Ramon Miguez reported on current Budget & Finance challenges facing Parkland Health. He highlighted the 90 days cash on hand metric, sharing he would like to see this closer to 180 days. He also recommended exploring additional revenue sources and protecting Parkland's current revenue sources. He recommends management identifies what new revenue sources and service lines might be available to increase revenues. Mr. Miguez also recommends a lower dependence on contract labor. Mr. Miguez would also like Dr. Cerise and management to develop a schedule for these recommendations to ensure staff and the board have efficient time to deliberate the best course of action and ensure the financial stability of the organization.

The Board asked questions and received additional information related to the Budget & Finance Challenges. The Board also discussed possible options to cut costs including out-of-county resident care and complex patient discharges.

VIII. Executive Session

At 1:41 p.m., the Board went into Executive Session as permitted by the closed meeting exceptions specified on the agenda.

A. Approve Metrocare Behavioral Health Transaction

B. Questions & Discussion Related to Metrocare Behavioral Health Transaction

C. Discussion Regarding Old Parkland Campus Demolition

Members of management were excused from the discussion of topics as necessary.

Members of management in executive session attendance included:

DeLancey Johnson, Donna Richardson, Edmundo Castañeda, Forrest Stovall, Fred Cerise, James Balfour, Joseph Chang, Melanie Roberts, Rick Humphrey, Roberto de la Cruz, Saul Cordero, Steve Roth, and Vic Summers

Jonathan Leatherberry was also in attendance.

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

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

A. Approve Name Proposal for Outpatient Clinic

Don O'Bannon, Esq, proposed renaming Redbird Health Center after Dr. C.V. Roman. He provided a brief biography of Dr. Roman and recommended the Board consider. Jeff Tillotson also read a quote from one of Dr. Roman's speeches.

Don O'Bannon, Esq, motioned to change the name of Redbird Clinic to CV Roman Clinic. Jeff Tillotson, JD, seconded the motion. The motion passed unanimously.

B. Approve Metrocare Behavioral Health Transaction

Ramon Miguez, PE, motioned to approve the Metrocare Behavioral Health Transaction. Jeff Tillotson, JD, seconded the motion. The motion passed unanimously.

At 2:23 p.m., Don O'Bannon, Esq, left the meeting.

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

Jeff Tillotson, JD, reviewed the Board Action Plan. He reviewed each action item and noted the recommendations. Key changes include increasing cybersecurity updates to twice a year at the Board, Budget & Finance recommending contract and capital substitution approval to the Board, and the process for board members requesting time and information of management:

- Requests for information originating outside of Board or committee meetings will go to Chief Governance Officer (CGO). CGO will validate requests with Board or respective Committee Chairs, fulfill requests, and share information with all board members.
    - Exceptions:
        - Simple requests that require minimal staff time and do not involve creating new material do not need to be shared with the full board (e.g., pull a policy for a board member).
        - Requests made directly to the Chief Audit Officer specific to audit matters
        - Requests made directly to the Chief Legal Officer specific to legal matters
        - Requests from Committee Chairs to their Committee's Executive Liaison
- Requests for management's time and attention will come to the CEO or CGO who will validate request with Board Chair or respective Committee Chair and fulfill requests. Requests specific to legal matters will go to Chief Legal Officer.
- Under usual circumstances, Board members should not attend management meetings.

Jeff Tillotson, JD, motioned to approve the recommendations outlined in the Board of Managers Action Plan. Eric G. Bing, MD, PhD, seconded the motion. The motion passed unanimously.

X. Executive Session

At 2:41 p.m., the Board went into Executive Session as permitted by the closed meeting exceptions specified on the agenda.

A. Master Service Agreement for Physician Services FY2 Contract Update

Members of management in executive session attendance included:

April Audain, DeLancey Johnson, Donna Richardson, Edmundo Castaneda, Forrest Stovall, Fred Cerise, Melanie Roberts, Rick Humphrey, Roberto de la Cruz, Saul Cordero, Steve Roth, and Vic Summers

Chair adjourned Executive Session and moved into Open Session at 2:55 p.m.

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

A. Community Health Needs Assessment (CHNA) Update – 2019 CHNA Initiative Evaluation

Jessica Hernandez provided an update on the 2019 CHNA Initiatives. Jessica reviewed each item and provided a status update for the initiatives:

- Access to Care & Coverage, Behavioral Health, Breast Health, Cultural Competency, Diabetes, Hypertension, Maternal and Child Health, Pediatric Asthma, and Sexually Transmitted Infections

Next, Dr. Cerise noted the goals which will be met and those that may not be met. Jessica shared the challenges and work being done to improve the goals that may not be achieved.

The Board asked questions and received additional information related to the 2019 CHNA Initiative Evaluation.

XII. Executive Session

At 3:16 p.m., the Board went into Executive Session as permitted by the closed meeting exceptions specified on the agenda.

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

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

Members of management were excused from the discussion of topics as necessary.

Members of management in executive session attendance included:

Fred Cerise

Chair adjourned Executive Session and moved into Open Session at 3:59 p.m.

D. Adjourn

With no further business to discuss, Chair Marjorie Petty, JD, adjourned the meeting at 4:00 p.m.

SO RECORDED:

Marjorie D Petty
Marjorie D Petty (Sep 29, 2022 13:55 CDT)

Marjorie D. Petty, JD
Chair

Steven J Roth
Steven J Roth (Oct 3, 2022 16:12 CDT)

Steve Roth, JD, MPH
Assistant Secretary