Minutes of the Governance, Compliance and Ethics Committee meeting of the Board of Managers of the Dallas County Hospital District, held Wednesday, November 9, 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 10:39 a.m. Committee member Lisa Sutter attended in-person.

Committee member Ramon Miguez, PE, was not present.

Board Member Attendees Included: Chair Marjorie Petty, JD, and Reina Gonzalez, JD. Elizabeth Palacios, MD, arrived at 11:21 am and Farida Minner, RN, arrived at 11:45 am.

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

Brad Nitschke, Associate General Counsel
Donna Richardson, EVP & Chief Nursing Executive
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 (in-person)
Melanie Roberts, SVP/Chief Compliance & Ethics Officer (in-person)
Michael Lane, SVP & Chief Quality and Safety Officer
Nneka Egbuniwe, Deputy General Counsel
Pamela Bryant, SVP Chief Supply Chain Officer
Rick Humphrey, EVP & Chief Financial Officer
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. Board Action Plan: Board Succession Planning

The Chair reviewed the Board Action Plan: Board Succession Planning presentation.

First, the Committee discussed Board Member Succession. The Committee reviewed the Board Self Competency results and discussed competency opportunities for the Board. The Committee agreed the following competencies are ideal for future board appointees:

1) Quality of Care & Patient Safety
2) Hospital Operations
3) Building and Construction
4) Accounting and Finance

Next, the Committee discussed Board Officer Succession. The Committee agreed the 2023 Officer Elections should occur at the January 2023 Board of Managers meeting. The Committee also agreed that moving forward, Board Officer Elections should occur at the regularly scheduled Board of Managers meeting in January. The Bylaws will change to reflect this.

Next, the Committee discussed Board Officer eligibility criteria. The Committee agreed to recommend Board approval that Board Officer Nominees should preferably have one year of service on the Board of Managers and be on an unexpired term or eligible for reappointment.

Lastly, the Committee discussed Committee Chair Succession. The Committee agreed that the Board Chair should retain discretion for Committee Chair and committee member appointments as currently stated in the Bylaws.

B. Questions & Discussion Related to Board Succession Planning

The Committee asked questions and received further information related to Board Action Plan: Board Succession Planning.

The Chair motioned to recommended Board approval of Board Succession Planning Recommendations to the Board. Lisa Sutter seconded the motion. The motion passed unanimously.

VI. Executive Session

At 11:16 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 Report
   I. Annual Compliance Program Review

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

Members of management in executive session attendance included:

Brad Nitschke, Donna Richardson; Felicia Miller; Forrest Stovall; Fred Cerise; Jennifer Wimberly; Mary Lea-Holmes; Melanie Roberts; Michael Lane; Nneka Egbuniwe; Rick Humphrey; Saul Cordero; Steve Roth; and Vic Summers

Committee Chair Jeff Tillotson, JD, adjourned Executive Session and moved into Open Session at 12:06 p.m.

VII. Adjourn

With no further business to discuss, Committee Chair Jeff Tillotson, JD, adjourned the meeting at 12:06 p.m.

SO RECORDED:

Jeffrey M. Tillotson
Jeffrey M. Tillotson (Dec 19, 2022 16:25 CST)

Jeff Tillotson, JD
Committee Chair

Steven J Roth
Steven J Roth (Dec 19, 2022 15:44 CST)

Steve Roth, JD, MPH
Assistant Secretary