Minutes of the Board of Managers meeting of the Dallas County Hospital District, held Thursday, November 17, 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 12:50 p.m.

Board Member attendees included: Chair Marjorie Petty, JD; Eric G. Bing, MD, PhD; Todd Furniss, JD; Reina Gonzalez, JD; Ramon Miguez, PE; Farida Minner, RN; Elizabeth Palacios, MD; Lisa Sutter. Jeff Tillotson, JD, joined at 3:21 pm.

Board members Don O'Bannon, Esq, and John Proctor were not present.

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

Blanca Garcia, Strategy & Integration Administrator
Christina Mintner, SVP of Operations Population Health & HOMES
Donna Richardson, EVP & Chief Nursing Executive (in-person)
Edmundo Castañeda, EVP & Chief Operating Officer (in-person)
Edna Ruano, Public Policy Advisor
Felicia Miller, EVP & Chief Talent Officer (in-person)
Forrest Stovall, Governance Program Manager (in-person)
Francesco Mainetti, VP Transformational Initiatives
Fred Cerise, President & Chief Executive Officer (in-person)
Joe Mayer, Treasury Director
Katherine Yoder, VP Government Relations
Margaret Dutton, Strategy & Integration Analyst
Melanie Roberts, SVP Chief Compliance & Ethics Officer
Michael Malaise, SVP Communications and External Affairs
Pamela Bryant, SVP Chief Supply Chain Officer
Paula Denney, Associate General Counsel
Rick Humphrey, EVP & Chief Financial Officer (in-person)
Roberto de la Cruz, EVP & Chief Clinical Officer (in-person)
Samia Zia, Director Strategy & Integration
Saul Cordero, VP & Chief Governance Officer (in-person)
Steven Roth, EVP & Chief Legal Officer (in-person)

Other Attendees:
Jim Griffin, Solid Counsel
Pastor Todd Atkins, Salem Institutional Baptist

II. Mission Statement

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

III. Invocation

Rev. Todd Atkins 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 2022-10-12 Facilities Committee

Minutes 2022-10-12 Audit Committee

Minutes 2022-10-25 Budget & Finance Committee

Minutes 2022-10-26 Quality of Care & Patient Safety Committee

Minutes 2022-10-26 Board of Managers

Approve Contracts over $200,000

Approve Investment Officers

Approve Medical Staff Bylaws

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

Ramon Miguez, PE, motioned for the approval of the Consent Agenda. Reina Gonzalez, JD, seconded the motion. The motion passed unanimously.

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

A. Recognitions

Chair Marjorie Petty, JD, recognized Fred Cerise, Steve Roth, and Melanie Roberts for recent awards. The Chair also recognized Parkland leadership for their efforts in Moody

Outpatient Center earning the LEED Gold Certification from the U.S. Green Building Council and earning Project of the Year from the National Minority Contractors Association.

B. CEO Update on System Operations
Dr. Cerise provided an update on System Operations. He reported on the hospital census, budget variances for October 2022, and key legislative visits.

C. Questions & Discussion Related to CEO Update on System Operations
The Board asked questions and received further information related to the CEO Update on System Operations.

D. Strategic Plan Update – Integrated Healthcare Model
Dr. Cerise provided the Board with an update on the Strategic Plan – Integrated Healthcare Model. He reviewed each objective and key result while providing an update on meeting the key result metrics. The objectives are: 1) Improve coordination of care within the Parkland ecosystem, 2) Develop integrated care models centered around patient needs, and 3) Coordinate and align health plan and delivery system.

E. Questions & Discussion Related to Integrated Healthcare Model Update
The Board asked questions and received further information related to the Integrated Healthcare Model Update.

F. Legislative Agenda
Katherine Yoder provided an update on Texas' 88th Legislative Session. She reviewed the legislative items pertaining to Parkland and healthcare interest: Affordable Health Coverage For All Texans, Investments into Healthcare Workforce Programs, Equitable Hospital Funding, Medicaid Contracts for Public Hospital Districts, Behavioral Health Services, Emergency Detention and Order of Protective Custody Policies, Reproductive Care, Social Determinants of Health, and Health Data Sharing Strategies.

G. Questions & Discussion Related to Legislative Agenda
The Board asked questions and received further information related to the Legislative Agenda.

H. Pension Plan: Board Governance Overview
Saul Cordero provided a Board Governance Overview on the Pension Plan. The presentation - based on the Texas Pension Review Board (PRB) Minimum Educational Training (MET) Program for trustees - provided an overview of the components of a defined benefit plan and pointed out key Board questions and considerations.
Next, Jim Griffin reviewed legal guidelines that should be considered when reviewing options moving forward.

I. Questions & Discussion Related to Pension Plan: Governance Overview

The Board asked questions and received additional information related to the Pension Plan: Board Governance Overview.

J. Pension Plan: Employee Perspective
Felicia Miller provided an overview of employees' perspective regarding the pension plan. She highlighted industry standards, industry trends, and workforce generational data. Felicia also reviewed results from a survey recently sent to Parkland resident nurses evaluating their perception of the supplemental and pension plans.

K. Questions & Discussion Related to Pension Plan: Employee Perspective
The Board asked questions and received further information related to the Pension Plan: Employee Perspective.

L. Approve Board Succession Planning
Jeff Tillotson, JD, provided an overview of the GCEC recommendations for Board Succession Planning:

- Board Member Priority Competencies – Quality of Care & Patient Safety, Hospital Operations, Building and Construction, and Accounting and Finance
- Board Officer Succession – Board Officer Elections will move to the January 25, 2023, meeting and the Bylaws will be amended to move them permanently to the January meeting every two years
- Board Member Eligibility – 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
- Committee Chair Succession – Board Chair should retain discretion for Committee Chair and committee member appointments as currently stated in the Bylaws

Ramon Miguez, PE, motioned for the approval of the Consent Agenda. Todd Furniss, JD, seconded the motion. The motion passed unanimously.

M. Questions & Discussion Related to Board Succession Planning
The Board asked questions and received further information related to Board Succession Planning.

VIII. Executive Session

At 3:43 p.m., the Board went into Executive Session as permitted by the closed meeting exceptions specified on the agenda.

A. Performance Appraisal Discussion: CEO and Board Dual Reports

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

C. 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:

Felicia Miller and Fred Cerise

Jeff Tillotson, JD, departed at 3:45 pm.

Chair adjourned Executive Session and moved into Open Session at 4:46 p.m.

A. Adjourn

With no further business to discuss, Chair Marjorie Petty, JD, adjourned the meeting at 4:47 p.m.

SO RECORDED:

Marjorie D. Petty
Marjorie D. Petty (Dec 15, 2022 11:37 CST)

Marjorie D. Petty, JD
Chair

Steven J Roth
Steven J Roth (Dec 19, 2022 15:52 CST)

Steve Roth, JD, MPH
Assistant Secretary