Minutes of the Board of Managers meeting of the Dallas County Hospital District, held Wednesday, April 26, 2023, 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 12:51 p.m.

Board Member attendees included: Chair Marjorie Petty, JD; Eric G. Bing, MD, PhD; Byron Cryer, MD; Todd Furniss, JD; Vincent Hall; Farida Minner, RN; Elizabeth Palacios, MD; and Lisa Sutter.

Board Members Reina Gonzalez, JD; Ramon Miguez, PE; and John Proctor did not attend.

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

April Audain, VP UT Contracts Administration (in-person)
Andrew Devine, Associate General Counsel
Brad Nitschke, Associate General Counsel (in-person)
Carolyn Foster, Deputy General Counsel (in-person)
Clay Jenkins, Dallas County Judge (in-person)
Donna Richardson, EVP & Chief Nursing Executive (in-person)
Edmundo Castañeda, EVP & Chief Operating Officer (in-person)
Felicia Miller, EVP & Chief Talent Officer (in-person)
Forrest Stovall, Governance Program Manager (in-person)
Fred Cerise, President & Chief Executive Officer (in-person)
Joe Mayer, Treasury Director
Joseph Chang, Chief Medical Officer
Kellee Boardingham, Executive Assistant (in-person)
Melanie Roberts, SVP Chief Compliance & Ethics Officer
Michael Lane, SVP Chief Quality & Patient Safety Officer
Pamela Bryant, SVP Chief Supply Chain Officer (in-person)
Rick Humphrey, EVP & Chief Financial Officer
Saul Cordero, VP & Chief Governance Officer (in-person)
Steven Roth, EVP & Chief Legal Officer (in-person)
Tabitha Lee, VP Finance/Controller
Vic Summers, SVP Chief Audit Executive

Other Attendees:
Josh Yager, Anodos Advisors
Rev. Dr. Laverne Whitehead Reed
Ryan Wolfshorndl, Anodos Advisors

II. Mission Statement

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

III. Invocation

Rev. Dr. Laverne Whitehead Reed 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 2023-03-22 Facilities Committee

Minutes 2023-03-28 Budget & Finance Committee

Minutes 2023-03-29 Quality of Care & Patient Safety Committee

Minutes 2023-03-29 Board of Managers

Approve Office of the Attorney General Grant Submission

Approve Board Operational Procedures & Controls

Approve Contracts over $200,000

Approve Capital Substitutions

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

Todd Furniss, JD, motioned to approve the Consent Agenda. Elizabeth Palacios, MD, seconded the motion. The motion passed unanimously.

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

A. CEO System Update

Dr. Fred Cerise provided the CEO System Update. He first provided an update on legislative work in Austin. Next, Dr. Cerise reviewed the March 2023 Income Statement as well as the Key Statistics, noting the variances to budget. Dr. Cerise also presented the Key Performance Indicators and noted progress towards reaching the target metrics.

Chair Marge Petty also introduced the two new board members: Byron Cryer, MD, and Vincent Hall. The Chair also recognized the Parkland nominees for the DFW Hospital Council Foundation annual awards.

B. Questions & Discussion Related to CEO System Update

The Board asked questions and received additional information related to the CEO System Update.

C. Discussion of Board Fiduciary Duties with Respect to Affiliated Boards & Nursing Homes

Brad Nitschke provided an overview of fiduciary duties with respect to Parkland's affiliated boards and the nursing homes. Brad first reviewed the definitions of fiduciary duties then provided an overview of each affiliate. Next, he summarized the Board of Manager's role with respect to each affiliate board and what authority the Board maintains. Lastly, Brad reviewed fiduciary duty guidelines.

D. Questions & Discussion Regarding Board Fiduciary Duties with Respect to Affiliated Boards & Nursing Homes

The Board asked questions and received additional information related to the Board Fiduciary Duties with Respect to Affiliated Boards & Nursing Homes.

E. Anodos Pension Assessment

Rick Humphrey introduced Josh Yager and Ryan Wolfshorndl with Anodos Advisors to present the Anodos Pension Assessment. Josh Yager reviewed the key findings and summarized the results of the assessment. He also summarized the recommendations outlined in the assessment. He noted that there were no significant findings, and the plan's management aligns with best practices for plans of similar sizes. There are only five suggestions outlined in the report for the Investment Committee to consider.

F. Questions & Discussion Related to Anodos Pension Assessment

The Board asked questions and received additional information with related to the Anodos Pension Assessment.

VIII. Executive Session

At 2:20 p.m., the Board went into Executive Session as permitted by the closed meeting exceptions specified on the agenda.

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

A. Discussion Regarding Pharmacy Prescription Mail Delivery Services Contract

B. Discussion of Master Service Agreement for Physician Services Contract

C. Ethics Committee/Texas Advanced Directives Act Update

D. Discussion Regarding Roles and Responsibilities of the Board of Managers in the Governance and Strategic Direction of the System

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

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

Members of management in executive session attendance included:

April Audain, Andrew Devine, Brad Nitschke, Carolyn Foster, Donna Richardson, Edmundo Castañeda, Felicia Miller, Forrest Stovall, Fred Cerise, Joseph Chang, Kellee Boardingham, Melanie Roberts, Michael Lane, Pam Bryant, Rick Humphrey, Saul Cordero, Steven Roth, and Vic Summers

Chair adjourned Executive Session and moved into Open Session at 3:22 p.m.

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

A. Approve Pharmacy Prescription Mail Delivery Services Contract
The Chair presented the FedEx Pharmacy Prescription Mail Delivery Services Contract for approval.

Lisa Sutter motioned to approve the FedEx Pharmacy Prescription Mail Delivery Services Contract. Elizabeth Palacios, MD, seconded the motion. Byron Cryer, MD, and Vincent Hall abstained and Eric G. Bing, MD, PhD, opposed. All other attendees voted in favor of approving the Contract.

X. Adjourn

With no further business to discuss, Chair Marjorie Petty, JD, adjourned the meeting at 3:25 p.m.

SO RECORDED:

Marjorie D Petty
Marjorie D Petty (Jun 6, 2023 07:26 CDT)

Marjorie D. Petty, JD
Chair

Steven J Roth
Steven J Roth (Jun 7, 2023 13:42 CDT)

Steve Roth, JD, MPH
Assistant Secretary