Minutes of the Board of Managers meeting of the Dallas County Hospital District, held Wednesday, February 28, 2024, 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 12:57 p.m.

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

John Proctor did not attend.

Staff Present (via Webex and in-person) included:
Bruce McDaniels, VP & Chief Information Security Officer
Donna Richardson, EVP & Chief Nursing Executive
Edmundo Castañeda, EVP & Chief Operating Officer
Felicia Miller, EVP & Chief Talent Officer
Forrest Stovall, Governance Program Manager
Fred Cerise, President & Chief Executive Officer
Jessica Hernandez, SVP Chief DEI Officer
Joe Longo, SVP/Chief Information Officer
John Riggi, National Advisor for Cybersecurity and Risk (AHA)
Kellee Boardingham, Executive Assistant
Melanie Roberts, SVP Chief Compliance & Ethics Officer
Morgan Simmons, Governance Program Coordinator
Pam Bryant, SVP Chief Supply Chain Officer
Rick Humphrey, EVP & Chief Financial Officer (Webex)
Saul Cordero, SVP Chief Governance & Strategy Officer
Steven Roth, EVP & Chief Legal Officer
Vic Summers, SVP Chief Audit Executive

Other Attendees
Brooklin Miller
Tzeggabrhan Kidane

II. Mission Statement

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

III. Invocation

Reverend Myron Hardy of The Omni Church 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 2024-01-17 Facilities Committee

Minutes 2024-01-23 Audit Committee

Minutes 2024-01-23 Budget & Finance Committee

Minutes 2024-01-24 Quality of Care & Patient Safety Committee

Minutes 2024-01-24 Board of Managers

Approve Contracts over $200,000

Approve Capital Substitution(s)

Approve Prescriptive Authority Delegation for Advanced Practice Registered Nurses and Physician Assistants, SYS.MS.002

Approve Investment Policy-Defined Benefit Plan, 8311-1-14

Approve Authorization to Settle Liability Claims, SYS.LEG.005

Approve Event Reporting to the Board of Managers, SYS.LEAD.009

Approve General Victim Assistance Grant

Approve Extension of External Review of Compliance 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

Chair requested Item I. Approve Investment Policy-Defined Benefit Plan, 8311-1-14 and Item M. Approve Extension of External Review of Compliance Program be excluded for further discussion.

Todd Furniss, JD motioned to approve the Consent Agenda with the exception of Item I. Approve Investment Policy-Defined Benefit Plan, 8311-1-14 and Item M. Approve Extension of External Review of Compliance Program. Ramon Miguez, PE, seconded the motion. The motion passed unanimously.

Chair stated that Item I. Approve Investment Policy-Defined Benefit Plan, 8311-1-14 doesn't list the full Board on page 89 as needing to avoid conflict of interest and votes to have the policy amended with the addition of that language. The Board also received additional information on the Extension of External Review of Compliance Program.

Todd Furniss, JD, motioned to approve Item I. Approve Investment Policy-Defined Benefit Plan, 8311-1-14 with language adding the full board to page 89. Vincent Hall seconded the motion. The motion passed unanimously.

Reina Gonzalez, JD, motioned to approve Item M. Approve Extension of External Review of Compliance Program. Lisa Sutter seconded the motion. The motion passed unanimously.

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

A. CEO Update on System Operations
Dr. Fred Cerise announced nurse award season and Donna Richardson commented on the D Magazine and Great 100 nursing awards.

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

VIII. Executive Session

At 1:29 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. Cybersecurity Update

B. Questions & Discussion Related to Cybersecurity

C. Consultation with Attorney Regarding Parkland Center for Clinical Innovation (PCCI) and Pieces Technology, Inc (PTI) Agreement

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:

Bruce McDaniels, Donna Richardson, Edmundo Castañeda, Felicia Miller, Forrest Stovall, Fred Cerise, Joe Longo, Kellee Boardingham, Jessica Hernandez, Melanie Roberts, Morgan Simmons, Rick Humphrey, Saul Cordero, Steven Roth, and Vic Summers

Chair adjourned Executive Session and moved into Open Session at 4:30 p.m.

IX. Action items (Open Session)

A. Amended Retained Rights Agreement and PCCI Asset Purchase Agreement Resolution
Todd Furniss, JD, motioned to approve the Amended Retained Rights Agreement and PCCI Asset Purchase Agreement Resolution. Vincent Hall, seconded the motion. The motion passed unanimously.

X. Adjourn

With no further business to discuss, the Chair adjourned the meeting at 4:33 p.m.

SO RECORDED:

Marjorie D. Petty
Marjorie D. Petty (Apr 2, 2024 12:17 CDT)

Marjorie D. Petty, JD
Chair

Steven J Roth
Steven J Roth (Apr 2, 2024 17:40 CDT)

Steven Roth, JD, MPH
Assistant Secretary