

# HARRISHEALTH SYSTEM

## HARRIS HEALTH SYSTEM

### MINUTES OF THE SPECIAL CALLED BOARD OF TRUSTEES MEETING

Thursday, May 10, 2018

Board Room – Administration Building

#### Members Present:

Ms. Anne Clutterbuck, Chair  
Dr. Kimberly Monday, Vice Chair  
Dr. Arthur Bracey  
Mr. Lawrence Finder  
Dr. Ewan Johnson  
Ms. Carolyn Truesdell

#### Members Absent:

Ms. Linda Morales, Secretary  
Ms. Elena Marks  
Mr. Art Morales

#### Others Present:

Mr. George Masi, President & Chief Executive Officer  
Dr. Ericka Brown, Senior Executive Vice President & Chief Operating Officer  
Mr. Michael Norby, Executive Vice President & Chief Financial Officer  
Dr. Parikshet Babber, Executive Vice President & Chief Medical Officer  
Mr. Tim Tindle, Executive Vice President & Chief Information Officer  
Dr. Nathan Deal, Executive Vice President & Administrator, Ben Taub Hospital  
Dr. Jennifer Small, Interim Executive Vice President & Administrator, Ambulatory Care Services  
Dr. Alan Vierling, Executive Vice President & Administrator, Lyndon B. Johnson Hospital  
Dr. Yvonne Chu, Assistant Director, Affiliated Medical Services  
Dr. David Robinson, Chair, Medical Executive Board  
Dr. Kenneth Mattox, Chief of Staff, Ben Taub Hospital  
Dr. Tien Ko, Chief of Staff, Lyndon B. Johnson Hospital  
Dr. Mohammad Zare, Chief of Staff, Ambulatory Care Services  
Ms. Nicole Streeter, Vice President, Chief Governance Officer  
Ms. Mercedes Leal, Attorney, Harris County Attorney's Office  
Mr. DeWight Dopslauf, Purchasing Agent, Harris County Purchasing  
Ms. Peggy Boice, Harris County Judge Ed Emmett's Office  
Ms. Carole Lamont, Commissioner Steve Radack's Office  
Mr. August Williams, Commissioner Jack Morman's Office  
Administrative Staff  
Guests  
(Sign-in Sheets attached to permanent record)

#### I. Call to Order and Record of Attendance

Ms. Anne Clutterbuck, Chair, called the meeting to order at 8:34 a.m., and noted that a quorum was present. The attendance was recorded.

## **II. Discussion Regarding Zero-Based Committee Format or Committee Elimination**

Ms. Clutterbuck led the discussion regarding whether the Board of Trustees should consider implementing a zero-based committee format or eliminating particular committees that currently exist. Mr. Lawrence Finder noted that the Board and Harris Health administration agree that the Board and Committee meetings are redundant in their current formats. Dr. Arthur Bracey stated that if the Board remains focused on strategic objectives and provides proper guidance and thresholds to administration, then much of the redundancy could be eliminated. Ms. Carolyn Truesdell stated that the Board must determine whether the committees provide value to the Board in facilitating the members' understanding of the complexities of Harris Health and the healthcare industry as a whole. Mr. George Masi, President and Chief Executive Officer, stated that under Harris Health's current committee structure, some committees are not useful and lead to duplicity. He noted that the Joint Conference, Performance Improvement & Patient Safety, and Budget & Finance Committees bring value but that the Planning & Operations Oversight, Corporate Compliance & Audit, and Information Technology Committees do not bring as much value and that components of these committees could be incorporated into other committees. Mr. Masi stated that the Strategic Planning Committee is an ad hoc committee that was designed to update the strategic plan but that strategic planning should be incorporated into every meeting. Several Board members agreed that compliance and governance should be incorporated into every Board meeting and activity and that it is not necessary to have separate committees focused on Corporate Compliance and Governance. Significant discussion ensued.

Ms. Clutterbuck recommended that Harris Health adopt a four-committee structure in which the committees are aligned with the four (4) pillars of the Harris Health strategic plan, each committee incorporates strategic planning as a component of its primary function, and ad hoc committees be established as needed. She requested that a committee dashboard be created to display which committees will address which aspects of the strategic plan each month. Ms. Clutterbuck stated an alternate option for the Board to consider would be to conduct an annual review of the committees and designate committees according to the strategic plan and goals for the upcoming year. She noted that the Board Bylaws will be revised to reflect any proposed committee restructuring, and she recruited Ms. Truesdell to assist with the revisions. Ms. Clutterbuck also requested that the Harris County Hospital District Foundation Bylaws be revised. Additionally, she stated that several Board members expressed interest in modifying the committee meeting schedule, and she recommended that the Board consider implementing quarterly committee meetings. Finally, Ms. Clutterbuck proposed implementing post-meeting evaluations to allow the Board members to provide input regarding how the meetings may be improved.

## **III. Executive Session**

At 9:34 a.m., Ms. Clutterbuck stated that the Board would enter into Executive Session under Texas Gov't Code Ann. §551.085. Dr. Arthur Bracey recused from Executive Session.

## **IV. Reconvene**

At 10:05 a.m., Ms. Clutterbuck reconvened the meeting and stated that no action was taken in Executive Session.

Discussion Regarding Financial Planning Information Related to the Negotiation Between the Harris County Hospital District d/b/a Harris Health System and Affiliated Medical Services for the Arrangement or Provision of Medical Services, Pursuant to Texas Gov't Code Ann. §551.085, and Possible Action Regarding This Matter Upon Return to Open Session.

No action was taken.

**V. Adjournment**

Moved by Dr. Kimberly Monday, seconded by Ms. Carolyn Truesdell, and unanimously accepted to adjourn the meeting.

There being no further business, the meeting adjourned at 10:08 a.m.

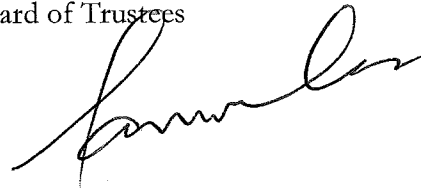
I certify that the foregoing are the Minutes of the meeting of the Board of Trustees of the Harris County Hospital District d/b/a Harris Health System held at the Administration Building in Houston, Texas on May 10, 2018.

Respectfully submitted,



Anne Clutterbuck, Chair  
Board of Trustees

Linda Morales, Secretary  
Board of Trustees



Recorded by Kenya Shields