

BOARD OF TRUSTEES Governance Committee

Thursday, October 23, 2025
1:15 P.M.

(or immediately following the Board of Trustees Board meeting)

BOARD ROOM
4800 Fournace Place, Bellaire, Texas 77401

The meeting may be viewed online at: <http://harrishealthtx.swagit.com/live>

Notice: Some Board Members may participate by videoconference.

Mission

Harris Health is a community-focused academic healthcare system dedicated to improving the health of those most in need in Harris County through quality care delivery, coordination of care, and education.

AGENDA

I. Call to Order and Record of Attendance	Ms. Sima Ladjevardian	2 min
II. Approval of the Minutes of Previous Meeting	Ms. Sima Ladjevardian	2 min
• Governance Committee – August 28, 2025		
III. Discussion Regarding Election of Board Officers	Ms. Sima Ladjevardian	5 min
IV. Discussion Regarding Board Member Attendance	Ms. Sima Ladjevardian	15 min
V. Discussion Regarding Board Member Re-Appointment Process – Ms. Olga Rodriguez		10 min
VI. Discussion Regarding Standard Operating Procedures – <i>Ms. Sara Thomas and Ms. Sima Ladjevardian</i>		15 min
VII. Discussion Regarding New Board Member Orientation: Texas Healthcare Trustees (THT) Certified Healthcare Trustee Program	Ms. Sima Ladjevardian	5 min
VIII. Discussion Regarding the 2025 Board Self-Assessment – <i>Ms. Olga Rodriguez</i>		5 min
IX. Adjournment	Ms. Sima Ladjevardian	1 min

HARRIS HEALTH
MINUTES OF THE BOARD OF TRUSTEES
GOVERNANCE COMMITTEE MEETING
Thursday, August 28, 2025
1:15 P.M.

AGENDA ITEM	DISCUSSION	ACTION/RECOMMENDATIONS
I. Call to Order and Record of Attendance	Ms. Sima Ladjevardian, Committee Chair, called the meeting to order at 12:55 P.M. It was noted there was a quorum present, and the attendance was recorded. The meeting may be viewed online through the Harris Health website: http://harrishealthtx.swagit.com/live .	
II. Approval of the Minutes of the Previous Meeting	Governance Committee Meeting – June 13, 2025	Moved by Ms. Libby Viera-Bland, seconded by Ms. Sima Ladjevardian, and unanimously approved the minutes of the June 13, 2025, meeting. Motion carried.
III. Discussion Regarding Board Member Attendance and Participation in Board Meetings	Ms. Sara Thomas, Chief Legal Officer for the Harris County Attorney’s Office, opened the discussion by emphasizing the importance of board member attendance and active participation. She reminded the board that, in accordance with the Harris Health Bylaws, each member is expected to attend at least 70% of all regularly scheduled meetings, including applicable committee meetings, within any 12-month period. In addition, board members are expected to review and evaluate all background materials included in the agenda book, which is made available through the Board’s secure online portal. Ms. Thomas continued with a detailed review of quorum requirements and participation expectations. Under Texas Government Code § 551.127(b), at least five board members must be physically present to establish a quorum for board meetings. For committee meetings, the Harris Health Bylaws require that a minimum of two board members attend in person to establish a quorum. Additionally, in accordance with the Texas Government Code § 551.127(e), the presiding officer of any board or committee meeting must be physically present. Ms. Thomas also provided a review of the board’s videoconferencing policy. As outlined in Harris Health Videoconferencing Policy IV, Section D, a maximum of two board members may currently participate in a meeting by videoconference. However, the Board Chair has discretion to approve additional virtual participants in extenuating circumstances. Board members who wish to attend virtually must submit a request at least seven days before the meeting, and these requests are prioritized	

AGENDA ITEM	DISCUSSION	ACTION/RECOMMENDATIONS
	based on the time and date they are received. Members must also receive written confirmation from the Board Office authorizing their remote participation. Per Texas Government Code § 551.127(j), any board member participating by videoconference must be both visible and audible to the public in order to be counted as present. The committee also addressed ongoing challenges related to attendance and quorum, including instances of delayed or last-minute communication from members who are unable to attend. There was broad agreement on the importance of timely and transparent communication to maintain meeting effectiveness and board accountability. Several members expressed support for implementing structured tools and clear guidelines to help improve attendance tracking and planning.	
IV. Technology Presentation and Discussion	Ms. Maria Cowles, Executive Vice President and Chief Strategy Officer, along with Mr. David Burnett, Administrative Director of EMS Systems, introduced Microsoft Loop, a new digital collaboration platform designed to enhance board operations. The platform enables board and committee members to record attendance, cast votes, and leave comments in a centralized online environment. Participants can update their entries while viewing the responses of others, and the platform supports real-time updates. It will also allow for tracking attendance and voting outcomes across committees. The Board Office will oversee the implementation and ensure the accuracy of the data. An active discussion followed regarding cybersecurity and guest access to the platform. Topics included account setup for external users, multi-factor authentication, and whether guest users would be able to view participant names and detailed responses. She added that the Harris Health IT team is currently conducting additional testing to address these concerns before full deployment of the platform. In conclusion, the committee reiterated the need for strong accountability in attendance, transparent communication, and thoughtful integration of technology to support governance operations. Next steps include continued testing of the Microsoft Loop platform, finalization of attendance and videoconferencing procedures, and clear communication of expectations to all board and committee members.	As Presented.
V. Adjournment	There being no further business, the meeting adjourned at 1:36 P.M.	

I certify that the foregoing are the Minutes of the Meeting of the Governance Committee of the Board of Trustees of the Harris Health held on August 28, 2025.

Respectfully submitted,

Sima Ladjevardian, JD, Committee Chair

Recorded by Cherry A. Joseph, MBA

Thursday, August 28, 2025
Harris Health Board of Trustees Governance Committee Attendance

GOVERNANCE COMMITTEE MEMBERS PRESENT	GOVERNANCE COMMITTEE MEMBERS ABSENT	OTHER BOARD MEMBERS PRESENT
Sima Ladjevardian (<i>Committee Chair</i>)	Afsheen Davis	
Libby Viera-Bland		

HARRIS HEALTH EXECUTIVE LEADERSHIP, STAFF & SPECIAL INVITED GUESTS	
Alexander Barrie	John Matcek
Carolynn Jones	Karma Bass (<i>Via Healthcare Consulting</i>)
Cherry Joseph	Louis Smith
Daniel Smith	Maria Cowles
David Burnett	Patrick Casey
Derek Curtis	Olga Rodriguez
Ebon Swofford (<i>Harris County Attorney's Office</i>)	Randy Manarang
Elizabeth Hanshaw Winn (<i>Consultant</i>)	Dr. Sandeep Markan
Dr. Esmaeil Porsa (<i>President & CEO, Harris Health</i>)	Sara Thomas (<i>Harris County Attorney's Office</i>)
Dr. Glorimar Medina	Shawn DeCosta
Dr. Jackie Brock	Dr. Tien Ko
Jennifer Zarate	

Virtual Attendee Notice: If you joined as a group and would like to be counted as present, please submit an email to: BoardofTrustees@harrishealth.org before close of business the day of the meeting.

Thursday, October 23, 2025

Discussion Regarding Election of Board Officers

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Thursday, October 23, 2025

Discussion Regarding Board Member Attendance

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Thursday, October 23, 2025

Discussion Regarding Board Member Re-Appointment Process



Olga L. Rodríguez
SVP – Community Engagement, Corporate Communications & Board Services

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Thursday, October 23, 2025

Discussion Regarding New Board Member Orientation: Texas Healthcare Trustees (THT)
Certified Healthcare Trustee Program

Texas Healthcare Trustees (THT) Opportunities:

- Certified Healthcare Trustee Program
 - <https://www.tht.org/board-assessment-certification/cht/>
- THT 2026 Healthcare Governance Conference
 - <https://www.tht.org/events-education/healthcare-governance-conference/>
 - Dates: June 4-6, 2026
 - Location: Grand Hyatt San Antonio Riverwalk
 - Purpose: To provide educational sessions and networking for healthcare leaders to improve governance and patient care