

BYLAWS
OF THE
TARRANT COUNTY HOSPITAL DISTRICT

Initial Board of Managers Approval: **March, 2003**
Revised: **February, 2006**
November, 2007
February, 2010
July, 2010
February, 2013
April, 2013
January, 2014
July, 2015
March, 2016

Bylaws of the Tarrant County Hospital District
Table of Contents

I. NAME AND PURPOSES

- 1.1. STATUTORY AUTHORITY
- 1.2. CHARITABLE PURPOSES
- 1.3. MISSION
- 1.4. VISION
- 1.5. VALUES

II. GOVERNANCE – BOARD OF MANAGERS

- 2.1. NUMBER
- 2.2. SELECTION, APPOINTMENT AND OATH OF OFFICE
- 2.3. TERM
- 2.4. RESIGNATION OR REMOVAL
- 2.5. DUTIES AND RESPONSIBILITIES
 - 2.5.1. Medical Staff and Quality Improvement
 - 2.5.2. Chief Executive Officer Performance Evaluation
 - 2.5.3. Fiscal Responsibility
 - 2.5.3.1. Budget
 - 2.5.3.2. Gifts and Donations
 - 2.5.3.3. External Auditors and Depository
 - 2.5.3.4. Senior Vice President of Enterprise Risk Management and Chief Compliance Officer and Chief Audit Executive
 - 2.5.4. Compliance with Applicable Laws and Regulations
 - 2.5.5. Organizational Chart
 - 2.5.6. Board of Managers' Self-Evaluation and Education
 - 2.5.7. Conflict Resolution
 - 2.5.8. Privacy; Confidentiality
 - 2.5.9. Strategic Planning
- 2.6. MEETINGS
 - 2.6.1. Annual Meeting
 - 2.6.2. Quorum and Vote
 - 2.6.3. Attendance
 - 2.6.4. Meeting Proceedings
 - 2.6.5. Emergency Notifications

III. OFFICERS

- 3.1. TERM OF LIMITATIONS
- 3.2. CHAIR
- 3.3. VICE-CHAIR
- 3.4. SECRETARY
- 3.5. IMMEDIATE PAST CHAIR

- 3.6. CHAIR PRO-TEM
- 3.7. TCHD OFFICERS

IV. BOARD OF MANAGERS COMMITTEES

- 4.1. STANDING COMMITTEES
 - 4.1.1. Quality and Patient Safety Committee
 - 4.1.2. Finance and Investment Committee
 - 4.1.3. Planning Committee
 - 4.1.4. Nominating Committee
 - 4.1.5. Human Resources Committee
 - 4.1.6. Governance Committee
- 4.2. THE MEDICAL HORIZON COMMITTEE
- 4.3. SPECIAL COMMITTEES
- 4.4. COMMITTEE MEETINGS
 - 4.4.1. Duties and Responsibilities
 - 4.4.2. Purposes
 - 4.4.3. Open Meetings Act

V. MEDICAL STAFF

- 5.1. COMPOSITION
- 5.2. APPOINTMENT
- 5.3. STAFF PRESIDENT
- 5.4. GRADUATE MEDICAL EDUCATION
- 5.5. HOSPITAL CONTRACT SERVICES
- 5.6. INSURANCE

VI. GENERAL PROVISIONS

- 6.1. INSURANCE FOR DISTRICT ACTS
- 6.2. DUALITY AND CONFLICT OF INTEREST
- 6.3. NON-DISCRIMINATION
- 6.4. PUBLIC STATEMENTS/REQUESTS FOR INFORMATION
- 6.5. REVIEW AND REVISION OF BYLAWS
- 6.6. ADOPTION OF BYLAWS

Bylaws of the Tarrant County Hospital District

I. Name and Purposes

1.1. Statutory Authority

The Tarrant County Hospital District's ("TCHD") name, purposes and powers are established and operated under the authority and in accordance with Article IX, Section 4 of the Texas Constitution and pursuant to Chapter 281 of the Texas Health and Safety Code provided that the Tarrant County Hospital District may conduct its business under the name of JPS Health Network or other assumed business names. If any conflicts arise between the Bylaws and these constitutional and statutory authorities as amended by the Texas Legislature, the constitution and statutes will control.

1.2. Charitable Purposes

The TCHD was created to provide health care services to the indigent and needy residents of Tarrant County, Texas. The purpose of TCHD is to improve the health status of families and individuals in the communities we serve. No part of the net earnings of the TCHD may inure to the benefit of any officer, Member or other private individual or organization. Members, with the approval of the Chair and in consultation with the Chief Executive Officer (CEO), may initiate communication on behalf of the Board of Managers with the Legislature or other governmental bodies. TCHD shall not participate in or otherwise intervene in any political campaign on behalf of any candidate for public office.

1.3. Mission

Transforming healthcare delivery for the communities we serve.

1.4. Vision

To be a regional and national leader in:

Improving the patient and family experience

Improving the quality and outcomes of population health

Improving access to care

1.5. Values

Trust – We take pride in providing services with the highest level of integrity.

Mutual Respect – We honor the idea, belief, and diversity of others.

Excellence – We strive to exceed expectations by establishing high standards of performance.

Integrity – We commit to demonstrating honesty and strong moral principles in all our actions both within the workplace and with the public.

Accountability – We value the importance of keeping our promises and taking responsibility for our actions.

Teamwork – We achieve our goals and objectives by working together.

II. Governance – Board of Managers

2.1. Number

The Board of Managers shall consist of at least seven (7) but no more than fifteen (15) voting Members.

2.2. Selection, Appointment and Oath of Office

The Commissioners' Court of Tarrant County, Texas, appoints members of the Board of Managers ("Members"). Members may periodically communicate to the Commissioners' Court the desired professional backgrounds and experiences needed by candidates to be considered for appointment to the Board of Managers to represent the community and provide for the needs of the TCHD. The President of the Medical Staff shall attend regular meetings of the Board of Managers and shall have voice, but shall not vote and shall not be a Member unless otherwise appointed as a Member by the Commissioners' Court of Tarrant County, Texas. After appointment, but prior to the first meeting attended by each Member, the new Member shall file a Statement of Officer and take an oath of office as required by the State law to be administered by a person authorized to administer the oath. All Members serve without compensation.

2.3. Term

The Members serve a term of two (2) years and thereafter until their successor is appointed and qualified.

2.4. Resignation or Removal

Any Member may resign by delivering a letter of resignation to the Commissioners' Court of Tarrant County, Texas. Such resignation shall be effective upon receipt or at the time specified in the letter. A Member may be removed by the Commissioners' Court upon expiration of his/her term or as otherwise required or permitted by law.

2.5. Duties and Responsibilities

The management and control of the TCHD is vested in the Board of Managers. The Board of Managers has the power to do all things necessary and expedient in the management of the TCHD except those things reserved to the Commissioners' Court of Tarrant County, Texas, by law or these Bylaws or policies approved by the Commissioners' Court that apply to the TCHD; provided however that these Bylaws are not intended to limit the authority of the Board of Managers to manage the TCHD. The Board of Managers may pass Codes of Conduct and policies and procedures to effectuate and support the performance of its responsibilities.

2.5.1. Medical Staff and Quality Improvement

The Board of Managers shall be ultimately responsible for the medical staff at TCHD Medical facilities ("Medical Staff") credentialing, Medical Staff interaction on matters relating to activities of TCHD and the evaluation and active monitoring of the continuous quality improvement process, including patient safety. The appointment and privileging of the Medical Staff will be based upon Medical Staff bylaws and rules and regulations as approved by the Board of Managers that assesses the licensure, background, training, experiences, outcomes and physical and mental health of all practitioners at TCHD medical facilities. The Board of Managers shall provide adequate resources for the development of programs to support these functions. The Board of Managers shall have ultimate power and authority to create and prescribe Medical Staff bylaws and rules and regulations regarding the practice of medicine in TCHD facilities and a Fair Hearing Plan for the Medical Staff. The Board of Managers has the power to appoint, suspend or remove any practitioner from the Medical Staff in accordance with the Board of Managers approved Medical Staff bylaws, applicable rules and regulations and Fair Hearing Plan.

2.5.2. Chief Executive Officer Performance Evaluation

The Board of Managers has the power to hire and to terminate the employment of the TCHD President and CEO. The Board of Managers shall review the performance of the President and CEO annually. The Human Resources Committee will develop the President and CEO evaluation tool, the evaluation process and comparative data to be used by

the Board of Managers in its evaluation of the annual performance of the President and CEO and recommend such performance evaluation tools and information to the Board of Managers for its usage. The President and CEO of TCHD shall be the Assistant Secretary of the Board of Managers. The Assistant Secretary shall cause all Members to be notified of all regular, special and emergency meetings of the Board of Managers by written, electronic or telephonic communication as required by law. The Assistant Secretary shall set out the date, time, place and specific purpose for all meetings. The Board of Managers approves the process for performance evaluation, based on written job descriptions, for employees and contract laborers of TCHD.

2.5.3. Fiscal Responsibility

The Board of Managers is ultimately responsible for the fiscal activities of the TCHD.

2.5.3.1. Budget

The TCHD annual capital and operating budgets will be approved by the Board of Managers and forwarded to the Commissioners' Court of Tarrant County, Texas.

2.5.3.2. Gifts and Donations

All Gifts and Donations possessed or received by TCHD shall be property of TCHD to be utilized consistent with donor directives, capital fundraising goals or utilized to benefit the TCHD or community for lawful purposes at the discretion of the Board of Managers.

2.5.3.3. External Auditors and Depository

The Board of Managers shall obtain an annual audit of the TCHD from external auditors chosen through a process delineated by TCHD policy. The Board of Managers shall select the banking depository of TCHD funds through a competitive bidding process in accordance with applicable law.

2.5.3.4. Senior Vice President of Enterprise Risk Management and Chief Compliance Officer and Chief Audit Executive

The Board of Managers and the President and CEO shall appoint the Senior Vice President of Enterprise Risk Management and Chief Compliance Officer. The Senior Vice President of Enterprise Risk Management and Chief Compliance Officer shall report to the Board of Managers and the President and CEO functionally and administratively including the evaluation.

The Board of Managers shall appoint the Chief Audit Executive. The Chief Audit Executive shall report to the Board of Managers functionally and to the Senior Vice President of Enterprise Risk Management and Chief Compliance Officer administratively including the evaluation.

The Human Resources Committee will develop performance evaluation tools, the evaluation process and comparative data for such positions and recommend such performance evaluation tools and information to the Board of Managers and the President and CEO.

2.5.4. Compliance with Applicable Laws and Regulations

The Board of Managers shall govern the TCHD in compliance with all State and Federal laws and regulations, including but not limited to the Medicare Conditions of Participation and regulatory guidelines regarding the care and safety of patients receiving care at TCHD. The Board of Managers shall support and maintain an active Corporate Compliance Program and the TCHD Code of Conduct and Business Ethics.

2.5.5. Organizational Chart

The Board of Managers and the President and CEO shall ensure that an organizational chart(s) reflecting all operations and functions of TCHD is current and complete.

2.5.6. Board of Managers' Self-Evaluation and Education

The Board of Managers shall conduct a self-evaluation based on the performance of the Board of Managers each fiscal year. The evaluation will review but not be limited to the Board of Managers' effectiveness in the Planning, Operational, Quality Improvement and Financial Management of the TCHD. The Board of Managers has a responsibility to continually educate itself in matters related to hospital operations and policy. Each Member shall participate in an orientation program that shall include, but not be limited to TCHD operations, Board of Managers operations, public records, ethics, Corporate Compliance and the responsibility of the Board of Managers for quality care. All Members shall participate in annual compliance training as well as the Board of Managers' continuing education program.

2.5.7. Conflict Resolution

The Board of Managers is responsible for establishing mechanisms for resolving conflicts among TCHD leaders, staff, Medical Staff, patients, vendors and residents of the community when such conflict arises as a result of TCHD services or operations.

2.5.8. Privacy; Confidentiality

The Members respect privacy of information by not requesting or seeking to obtain information that is not authorized or necessary for conducting the business of the Board of Managers. Members respect confidentiality by not revealing information to others who are not legally authorized to have it or that may be prejudicial to the good of the TCHD.

2.5.9. Strategic Planning

Annually, the Chair facilitates the Board of Managers' participation and approval of TCHD's rolling Three-Year Strategic Plan. In addition to Members, the strategic planning process includes Medical Staff, the Senior Executive Leadership and those community members and all other stakeholders called upon by the Board of Managers. The President and CEO is empowered with the authority of the Board of Managers to implement the strategic plans of the organization.

2.6 Meetings

All Board of Managers' meetings and agendas must be posted and conducted in compliance with the Texas Open Meetings Act (Chapter 551, Texas Government Code).

2.6.1. Annual Meeting

The Annual Meeting of the Board of Managers shall be the regularly scheduled January meeting of the Board of Managers. The agenda shall include the swearing in of new officers elected in the fourth quarter of the prior calendar year, a report on the status of TCHD's interaction with the community it serves for the prior year, and such other matters as are agendaized.

2.6.2. Quorum and Vote

A majority of duly appointed, qualified and sworn Members shall constitute a quorum for the transaction of business at all meetings, but a lesser number may recess a meeting until a later specified date when a quorum shall be present. Approval of matters coming before the Board of Managers shall require a majority vote of those Members present unless the Board by resolution or policy requires a vote greater than a majority vote of the Members present and voting at any meeting. If the Board of Managers imposes a resolution or policy requiring a vote of greater than a majority vote of the Members present and voting at any meeting for approval of any matter, such resolution or policy can be rescinded only by the greatest voting requirement imposed in the subject resolution or policy.

2.6.3. Attendance

If any Member shall fail to attend three (3) consecutive Board of Managers or committee meetings without being properly excused by the Board of Managers, the matter shall be resolved in accordance with the Board of Managers' Code of Conduct.

2.6.4. Meeting Proceedings

The Chair, or if absent the Vice-Chair, shall preside at all meetings of the Board of Managers and shall utilize Robert's Rules of Order Revised to govern the proceedings of the meetings.

2.6.5. Emergency Notifications

In the event of an emergency requiring immediate response or action, the President and CEO may satisfy his duty to the Board of Managers for providing notice of such emergency and any response or action thereto by providing notice thereof to the Chair, Vice-Chair and Secretary for further dissemination to the other Members.

III. Officers

3.1. Term of Limitations

All Board of Managers Officers shall hold a term of no greater than four (4) years in the same Officer Position.

3.2. Chair

At a meeting held in the fourth quarter of the calendar year the Members shall elect a chairperson of the Board of Managers ("Chair") from among their number who shall preside at all meetings of the Board of Managers. The Chair shall appoint the chairpersons and members of all standing and special committees, and shall oversee all committee performance, ensure periodic assessment of governing body performance, ensure the orientation and development of all Members, provide advice and support to the President and CEO and manage the affairs of the Board of Managers. The term of office for the Chair shall be for two (2) years and may be extended for successive one (1) year terms. When necessary for purposes of a quorum, Chair, Vice-Chair, Secretary or Immediate Past Chair may serve as an ex-officio member with vote at any standing committee.

3.3. Vice-Chair

At a meeting held in the fourth quarter of the calendar year the Members shall elect a vice-chairperson of the Board of Managers (“Vice-Chair”) from among their number who shall act as Chair in that person’s absence, incapacity or resignation from the Board of Managers with all necessary powers and authority in such intervals. The term of office for the Vice- Chair shall be for two (2) years and may be extended for successive one (1) year terms. In the event the Chair’s seat is vacated, either by its term or otherwise, the Vice-Chair shall immediately become the Chair and will serve a term of office consistent with Section 3.2 unless the Board of Managers through a majority vote refers the selection of a new Chair to the Nominating Committee.

3.4. Secretary

At a meeting held in the fourth quarter of the calendar year the Members shall elect a secretary of the Board of Managers (“Secretary”) from among their number. The term of office for the Secretary shall be for two (2) years and may be extended for successive one (1) year terms. The Secretary shall keep a complete and accurate record of the meetings of the Board of Managers and, under the direction of the Members, shall act as custodian of all valuable papers, records and reports of TCHD. In the event the Vice Chair’s seat is vacated, either by its term or otherwise, the Secretary shall immediately become the Vice-Chair and will serve a term of office consistent with Section 3.3 unless the Board of Managers through a majority vote refers the selection of a new Vice-Chair to the Nominating Committee. In the event the Secretary’s seat is vacated, either by its term or otherwise, the Board of Managers shall refer the selection of a new Secretary to the Nominating Committee.

3.5. Immediate Past Chair

The Immediate Past Chair shall serve as an ex-officio officer and will offer advice and counsel to the Board of Managers of Officers as requested.

3.6. Chair Pro-Tem

A Chair Pro-Tem may be approved and called upon at any time to act as Chair Pro-Tem by the Chair of the Board of Managers for the sole purpose of serving as Chair during the election of officers.

3.7. TCHD Officers

The Board of Managers shall provide resources for at least the following TCHD positions to lead, plan, integrate, control and continuously improve TCHD services and operations: President and CEO, Chief Operating Officer, Chief

Financial Officer, Chief Nursing Officer, Chief Quality Officer, Chief Information Officer, Chief Technology Officer, Senior Vice President of Enterprise Risk Management and Chief Compliance Officer and Senior Vice-President of Quality. The President and CEO is responsible for the oversight and employment of all TCHD officers listed in this section and other officers as may be required to manage the business of the TCHD.

The Senior Vice President of Enterprise Risk Management and Chief Compliance Officer shall report functionally and administratively including the evaluation to the Board of Managers and the President and CEO.

The Chief Audit Executive shall report functionally to the Board of Managers and administratively including the evaluation to the Senior Vice President of Enterprise Risk Management and Chief Compliance Officer.

The duties, responsibilities and qualifications for TCHD's chief executive and other senior executive staff members and Vice Presidents of TCHD ("Senior Executive Leadership") positions/roles shall be described in written job descriptions.

IV. Board of Managers Committees

4.1. Standing Committees

All Members who are members of committees, as well as other Members in attendance are voting members of those committees and count toward a Quorum. A majority of all voting members is required for a quorum for all committees unless otherwise noted in their specific charters. Each standing committee shall consist of Members who are appointed by the Chair, other attending Members and two (2) physician voting members appointed annually by the President of the Medical Staff with the President of the Medical Staff appointing an alternate physician voting member on an annual basis (with the exception of the Nominating Committee which shall have no non-Members). With respect to each of the standing committees, the President and CEO will designate appropriate members of the Senior Executive Leadership to attend all standing committee meetings as non-voting members. Minutes shall be kept of all meetings in accordance with the requirements of the Open Meetings Act. Standing committee meetings are, from time to time, noticed as a joint committee meeting and a meeting of the Board of Managers for the purpose of compliance with the Open Meetings Act. Notwithstanding, any action taken at a standing committee meeting that also qualifies as a Board of Managers meeting based on the attendance of a Quorum of the Board of Managers is still only a recommendation to the full Board of Managers and does not constitute Board action. As set forth in §4.4.2, no committee is authorized to act on behalf of the entire Board of Managers.

4.1.1. Quality and Patient Safety Committee

The primary function of the Quality and Patient Safety Committee is to ensure the effectiveness of the organizational performance improvement process, to oversee the quality of medical care provided to the patients at TCHD. The Quality and Patient Safety Committee shall have additional membership consisting of three (3) individuals who are TCHD patients, former TCHD patients, or family members of TCHD patients and approved by the Chair of the Board of Managers as ex-officio non-voting patient and family advisors and one (1) senior TCHD resident physician approved by the Chair of the Board of Managers as the ex-officio non-voting resident representative. The Quality and Patient Safety Committee shall adopt a nomination process and recommend suitable candidates for any open patient and family advisor positions and resident representative positions for approval by the Chair of the Board of Managers. The Quality and Patient Safety Committee will meet at least quarterly. The Committee will:

1. Monitor the quality of medical care provided at TCHD and patient satisfaction surveys while also ensuring the effectiveness and results of the continuous quality improvement process, utilization review program, risk management program and safety management program.
2. Review and advise the Board of Managers regarding actions on disciplinary matters as a Medical Peer Review Committee/Professional Review Body brought to the Board of Managers or the Committee for consideration in accordance with the established hearing and appeals procedures of the Medical Staff.
3. Monitor the process for ensuring that all individuals who provide patient care services are competent to provide those services and those services are reviewed as part of the quality management program.
4. Provide a forum for discussion, consideration and resolution of medical/administrative matters of joint concern. This includes compliance with Joint Commission standards, ethical matters and other issues of concern.
5. Review, comment and make recommendations to the Board of Managers regarding amendments to Medical Staff bylaws, applicable rules and regulations, manuals and Fair Hearing Plans.
6. Perform other duties concerning professional staff or medical/administrative matters as assigned by the Board of Managers.

7. The duties of the Committee may require that the Committee serve as a Medical Peer Review Committee/Professional Review Body pursuant to the Texas Medical Practice Act and Committee pursuant to the Texas Medical Practice Act and the Health Care Quality Improvement Act, a Medical Committee pursuant to Section 161.031, et seq., Texas Health & Safety Code, a Nursing Peer Review Committee pursuant to the Texas Practice Act, or in some other peer review or committee function to which privilege may apply.

4.1.2. Finance and Investment Committee

The primary purpose of the Finance and Investment Committee is to ensure that appropriate policies exist and are being used to safeguard and preserve the assets of TCHD in the near and long term. The Committee is responsible for monitoring and reviewing the financial condition and investment performance of all entities within TCHD for which the Board of Managers has fiduciary responsibility. The Committee will serve as the external audit and investment committee of the Board of Managers. The Finance and Investment Committee will meet at least ten (10) times per year. The Committee will:

1. Review and monitor the fiscal year operating and capital budgets of all affiliate programs and entities controlled by TCHD and make recommendations to the Board of Managers thereon. Such budgets shall include regular updates of capital plans and the operating budget showing expected patient volumes, revenues, income, expenses, and capital expenditures;
2. Review policies and financial outcomes for investment portfolios, trusts, debt structure, venture financing, TCHD depository and banking operations, and make recommendations to the Board of Managers thereon;
3. Review the annual audit report and advise the Board thereon;
4. Make recommendations to the Board of Managers for the engagement of the external auditor and advise the Board of Managers thereon;
5. Accept the reports of the External Auditors and Investment Advisor and make recommendations to the Board of Managers;
6. Review and recommend to the Board of Managers all financial aspects of business plans for developing or expanding initiatives;
7. Review and recommend to the Board of Managers all proposals for the TCHD to incur debt.

4.1.3. Planning Committee

The primary purpose of the Planning Committee shall be to make recommendations to the Board of Managers relating to overall business policy and plans, long-range strategic plans and urgent strategic issues. The Planning Committee will meet at least four (4) times per year. The Committee will:

1. Develop consensus and recommend approval of the mission, vision and general strategy for TCHD;
2. Participate in the annual re-fresh of the Three-Year Strategic Plan;
3. Recommend action on administration's recommendations to evaluate or update the goals and objectives of the TCHD;
4. Monitor and report to the Board of Managers progress toward the TCHD's strategic goals and objectives;
5. Develop or review and revise the TCHD's Strategic Initiatives, Marketing, Community Affairs, Media, Master Facility and Information Technology plans;
6. Monitor environmental/market changes affecting TCHD;
7. Recommend specific actions relating to business expansion, strategic partnerships, network development, information systems infrastructure plans and technology and the TCHD scope of services.

4.1.4. Nominating Committee

The Nominating Committee shall recommend proposed officers at any Board of Managers meeting held in the fourth quarter of the calendar year. The Committee shall also be called as necessary to fill vacancies in officer positions and to fulfill such other functions as may be delegated to it by the Chair. The Nominating Committee shall meet at least one (1) time annually.

4.1.5. Human Resources Committee

The purpose of the Human Resources Committee is to assist the Board of Managers in fulfilling its oversight responsibilities through the implementation of compensation, benefits, and personnel policies to ensure competitiveness to attract, motivate and retain highly qualified employees. The committee is to make recommendations to the Board of Managers relating to its responsibility to ensure there is sufficient number of qualified employees to achieve the TCHD's mission, policies, goals and objectives. The committee will meet at least quarterly or as necessary for

issues related to Human Resources that require committee deliberation. The Committee will:

1. Annually facilitate the performance evaluations of the President and CEO, Senior Vice President of Enterprise Risk Management and Chief Compliance Officer and Chief Audit Executive by the Board of Managers as provided above in Sections 2.5.2 and 2.5.3.4;
2. Make recommendations to the Board of Managers on compensation, incentives, benefits philosophy and evaluation tools and obtain appropriate data to fulfill its responsibilities;
3. Develop and monitor succession plans for the President and CEO and Senior Executive Leadership, as the Board of Managers deems appropriate and necessary;
4. Periodically review human resources strategies, programs, and composition of the workforce in terms of diversity and equal opportunity;
5. Periodically review and develop recommendations concerning the Human Resources policies of TCHD that require Board of Managers approval;
6. Annually facilitate a self-evaluation of the effectiveness of the Board of Managers. The committee will report and discuss the results of the evaluation with the full Board of Managers to identify strengths and areas for improvement to enhance Board of Managers effectiveness;
7. Assess the educational needs of Members to identify learning opportunities that bring value to the membership. The needs assessment will be used to design the annual continuing education program;
8. Facilitate the recruitment and selection of the President and CEO;
9. Review and analyze surveys of satisfaction and engagement with respect to employees and physicians and develop a report with recommendations to the Board of Managers.

4.1.6. Governance Committee

The Governance Committee is named to facilitate on an as needed basis a bylaw review, proactively review governance-related policies of the Board of Managers, to assure the Board of Managers fulfills its responsibilities related to internal audit, compliance and risk assessment programs, and to provide functional oversight of the Senior Vice President of Enterprise Risk Management and Chief Compliance Officer and Chief Audit Executive.

4.2. The Medical Horizon Committee

The purpose of the Medical Horizon Committee shall be to evaluate and make recommendations to the Board of Managers related to the GME (Graduate Medical Education) program, medical research and publications, physician engagement and the continual support of Medical Staff and resident programs at JPS. The Medical Horizon Committee shall meet at least four (4) times a year.

4.3. Special Committees

The Chair may appoint Members to Special Committees as needed to consider specific concerns/needs/services and make recommendations to the Board of Managers. The Chair of a Special Committee may be appointed by the Chair or selected by the participating Special Committee members.

4.4. Committee Meetings

4.4.1. Duties and Responsibilities

The Board of Managers shall approve committee responsibilities and duties annually.

4.4.2. Purposes

Committee meetings are held for the sole purposes of evaluating information and making recommendations to the Board of Managers. No committee is authorized to act on behalf of the entire Board of Managers.

4.4.3. Open Meetings Act

All Board of Managers Committee meetings shall be conducted in compliance with the Texas Open Meetings Act (Chapter 551, Texas Government Code).

V. Medical Staff

5.1. Composition

The Board of Managers shall appoint a Medical Staff composed of physicians, dentists and podiatrists and all other licensed, independent practitioners requiring privileging through the Medical Staff who 1) are currently licensed by the State

of Texas; 2) have graduated from an accredited medical or podiatric resident training program, if a physician or podiatrist; and 3) have been certified in writing by the Medical Executive Committee as to their appropriate qualifications and delineated privileges. The Board of Managers shall require that these physicians, dentists, podiatrists and allied health personnel be organized into responsible administrative unit(s) and shall approve such Medical Staff Bylaws, Rules and Regulations and Policies for governance of their practice at TCHD as the Board of Managers deem to be of the greatest benefit to the care of patients within TCHD facilities. Such Medical Staff Bylaws, Rules and Regulations and Policies shall include due process protection of the rights of members of the Medical Staff, as well as compliance with all laws and regulations governing the practice of medicine and the business of medicine, including but not limited to all regulatory standards, including all regulations pertaining to accurate billing for services to government payers. Such Medical Staff Bylaws shall also adopt ethical standards of conduct in the care of patients and ethical business practices that, at a minimum, include the standards of TCHD's Code of Conduct and Ethics. The President of the Medical Staff or his/her delegate shall present all recommendations from the Medical Staff through the Medical Staff Executive Committee to the Board of Managers or appropriate Board of Managers Committee. Every person provided care at TCHD shall be the responsibility of a member of the Active, Consulting, Courtesy or Associate Categories of the Medical Staff, excluding residents. In the care of each patient, the Medical Staff member responsible for that patient shall have full authority and responsibility for the patients medical care within the scope of privileges granted to the Medical Staff member, subject to such limitations as the Board of Managers may impose and in accordance with the Medical Staff bylaws and applicable rules and regulations. In the event of conflict between Bylaws of TCHD's Board of Managers and the Medical Staff bylaws, those of TCHD shall prevail.

5.2. Appointment

All applications for appointment to the Medical Staff shall be in writing and addressed to the chairperson of the Medical Staff credentialing committee. Members of the Medical Staff shall normally be reappointed for two (2) years. The Board of Managers may appoint and/or remove Medical Staff members from purely administrative roles necessary or advisable to fulfill administrative duties of the medical staff, excepting the elected officers of the Medical Staff. Such administrative appointments and/or removals shall not affect the clinical privileges of providers.

5.3. Staff President

The duly elected President of the Medical Staff shall be accountable to the Board of Managers for the general conduct of the Staff and shall serve as a channel of communication for Members, Administration and the Medical Staff. The President of the Medical Staff or his/her delegate shall be present at all regular

meetings of the Board of Managers to report on staff activities and patient care to the Quality and Patient Safety Committee of the Board of Managers.

5.4. Graduate Medical Education

Education of clinical professionals is an integral part of the mission of the TCHD. The Board of Managers is responsible for providing adequate mechanisms and resources to support graduate medical education at TCHD and is ultimately responsible for institutional Accreditation Council for Graduate Medical Education (ACGME), American Osteopathic Association (AOA) and Council on Podiatric Medical Education (CPME) requirements for the maintenance of intern, resident, fellow and medical student education at TCHD. The Medical Staff shall supervise all interns, residents, fellows and medical students in accordance with appropriate standards of supervision as delineated by the ACGME, AOA and CMPE boards and other governmental supervision standards, including but not limited to the Medicare Conditions of Participation, as appropriate to the skill and experience of interns, residents and fellows practicing at TCHD in order to provide the highest quality of care to TCHD patients.

5.5. Hospital Contract Services

To assure medical coverage and clinical leadership of hospital services, the Board of Managers shall approve chairmen of the departments of the Medical Staff and residency program director after seeking Medical Staff and management recommendations. The Board of Managers shall approve medical directors, contract with physicians and contracts with medical groups after receiving management recommendations. TCHD shall contract in writing with all contract physicians and contracted medical groups. All physicians and groups of physicians functioning pursuant to such contract shall, during the term of the contract, obtain and maintain staff appointment and clinical privileges that shall be processed as described in the Medical Staff Bylaws and other Medical Staff documents. If a question arises concerning the clinical competence or clinical privileges during the term of the contract, that question shall be resolved in the same manner as would pertain to any other appointee to the Medical Staff using the due process procedures of the Medical Staff Bylaws and the TCHD Bylaws. If a modification of privileges or appointment results from such action, TCHD may terminate the contract. Any such contract shall also be terminable for other reasons as may be specified in the contract.

5.6. Insurance

Each applicant for appointment or reappointment to all categories of the Medical Staff (except Honorary Staff) not an employee of TCHD shall be required to provide to TCHD a certificate of insurance indicating that the applicant has professional liability insurance coverage equal to or greater than the limits

established by the Board of Managers and issued by an insurer having a rating by A.M. Best that is acceptable by the Board of Managers.

VI. General Provisions

6.1. Insurance for District Acts

TCHD shall purchase Directors and Officers Insurance for any present Member or Officer, that will, to the extent such insurance can be purchased in the insurance market, insure against actions, claims, liabilities, damages or expenses, including reasonable attorney's fees, which may be sustained or incurred in connection with any investigation or litigation arising out of his/her performance of official TCHD business, such as service as a committee member, officer or member, on behalf of TCHD and except in relation to matters as to which he/she shall finally be adjudicated to be liable for willful misconduct amounting to bad faith.

6.2. Duality and Conflict of Interest

Members of the Board of Managers shall comply with the Duality and Conflict of Interest requirements of Chapter 171 of the Texas Government Code and all IRS conflict of interest requirements. Members shall recuse themselves in accordance with these legal requirements and the TCHD's policies regarding conflicts of interest on any vote or discussions/deliberations in which they have a defined conflict or self-interest.

6.3. Non-Discrimination

TCHD shall in all respects be conducted without unlawful discrimination on the basis of race, color, creed, sex, age, physical or mental handicap, and economic status or otherwise:

- a) in the acceptance and care of patients;
- b) in the appointment and employment of qualified personnel; and
- c) in the selection of practitioners or officers and in the assignment of their duties and responsibilities.

6.4. Public Statements/Requests for Information

The Board of Managers' adopted policies shall govern the appropriate public representation of official positions of the Board of Managers. The President and CEO or his/her designee, in accordance with the provisions of Chapter 552 of the Texas Government Code, also known as the Texas Public Information Act, shall handle TCHD's response to requests for information.

6.5. Review and Revision of Bylaws

The Bylaws shall be reviewed on an as needed basis by the Board of Managers based upon the review and recommendation of the Governance Committee. Any and all revisions to the Bylaws must be approved by a majority of the Board of Managers at any regular Board of Managers meeting.


6.6. Adoption of Bylaws

These Bylaws become effective immediately upon their acceptance and adoption and supersede all previous Bylaws adopted by the Board of Managers of TCHD.

Adopted by the Tarrant County Hospital District Board of Managers this

10th day of March, 2016 at its regularly scheduled meeting.


Board of Managers Chair


Board of Managers Secretary