



TETAF Board of Directors Meeting
Wednesday, October 18, 2017, at 3:00 p.m. CDT
Conference Call
Meeting Minutes

1. Welcome and Call to Order

The meeting was called to order at 3:07 p.m. by Dr. Brian Eastridge.

2. Board Member Roll Call – Dinah Welsh

Present:

Scott Christopher
Brian Eastridge
Courtney Edwards
Lisa Hutchison
Jim Parisi
Ricky Reeves
Craig Rhyne
Robert Saunders
Dudley Wait

Absent:

Raj Gandhi
Robin Garza
Kathy Rodgers
Lori Vinson

Ms. Dinah Welsh, Ms. Brenda Putz, Ms. Courtney DeBower, Mr. Jim Rice, Ms. Kelly Prchal and Mr. Kevin Reed were present on the conference call.

3. Final TETAF Governance Report by IHS

Ms. Dinah Welsh reviewed the processes performed to date regarding a change in governance restructure. She explained that significant data collection was performed, which was then followed with soliciting additional feedback from each RAC. She commented that there were many comments for the report being quality work and a great effort toward moving the organization forward.

Mr. Jim Rice commented that he hopes that the TETAF Board is comfortable with the report, and he hopes that action on the report can be taken today. He stated he was pleased that Corporate Counsel has been selected, and is also hopeful that Mr. Kevin Reed can help TETAF implement and manage the components of the report. Ms. Kelly Prchal reminded the Board members that additional feedback was requested during the August TETAF and GETAC meetings. She further added that an open-ended survey was sent out to get stakeholder feedback. Ms. Prchal noted that they received 9 survey responses. She informed the Board members that IHS received many positive responses. She stated the only concerns shared were regarding the proposed size of the General Assembly. IHS continues to feel that 2 members per RAC is appropriate. Ms. Prchal said that the other concerns were questions about the future processes in adopting a new governance model. Mr. Rice commented that suggestions have been included in their report on strategies to improve TETAF. He also noted that key attributes of a quality Board member

have been included in the report. Mr. Rice stresses that the processes moving forward must remain open and transparent.

- TETAF Board member comments:
 - Dr. Craig Rhyne, Dudley Wait, Ricky Reeves and Lisa Hutchison expressed that they all want to move the IHS proposal forward.
 - Scott Christopher commented that any feedback we have received from stakeholders needs to be addressed. Mr. Rice recommends that the General Assembly needs allow the Governance Council to lead the TETAF Board member nomination processes. Mr. Rice commented that the Board nominees should have a statewide EMS/Trauma perspective; be strategic; be business oriented; carry a positive reputation; and function as a catalyst for positive progression.

4. TETAF Governance Next Steps and Timelines

Ms. Welsh reviewed a proposed timeline for moving forward with the governance model change. She stated that it was initially thought that a re-write of the bylaws would suffice, but now the best option will be a re-creation of the TETAF bylaws. Ms. Welsh stated that the hope is to ‘vote’ on the new proposed bylaws on November 19th at the TETAF Board meeting in Fort Worth. Mr. Rice recommends sharing information with RACs as the Bylaw committee moves forward. Ms. Welsh stated that initially the General Assembly would have to nominate and elect the first Board membership. Mr. Jim Parisi questions the benefit of a TETAF Board retreat, possibility in February 2018. Dr. Brian Eastridge and Ms. Welsh will communicate the planned timeline to GETAC and DSHS representatives.

5. Introduction of TETAF Corporate Council

Mr. Kevin Reed was introduced as the new TETAF Corporate Counsel. He is a partner of the Reed, Claymon, Meeker & Hargett law firm. Mr. Reed has functioned as TORCH General Council for 20 years. Ms. Welsh stated that she knows Mr. Reed from his years of work with TORCH. Mr. Reed commented that he has reviewed the IHS report and been educated to the historical perspective of the TETAF reorganization. Mr. Reed reviewed his experience as an Attorney. He states that almost all his background has been healthcare related. He reports much experience with bylaw creation / change processes. Mr. Reed noted that the timeline in this example is very aggressive. He commented that there are many details in the IHS report that need to be incorporated into the TETAF bylaws. He recommends a complete revision of the TETAF bylaws. The TETAF Board members were informed that this will require that a bylaw draft document be made public before November 9, 2017, i.e. TETAF has one week to put the draft bylaws document together. Mr. Reed stated that he is not comfortable with doing the bylaw re-creation solo and he requests establishing a committee/workgroup. Mr. Reed clarified that the TETAF Bylaws can be changed if current version has elements that do not work. Scott Christopher, Ricky Reeves, Brian Eastridge, and Craig Rhyne volunteered and will serve as Bylaw workgroup. Jim Parisi stated he will make himself available as necessary. Ms. Welsh will send Mr. Reed contact information for these individuals. Ms. Welsh will plan to update the entire board as the Bylaw workgroup moves forward. Mr. Christopher suggested inviting stakeholders who are not current TETAF Board members to participate on the Bylaw workgroup. Mr. Reed replied that there will be transparency and significant opportunity for stakeholder input into the new TETAF Bylaws. Mr. Christopher questioned the Corporate Counsel’s role for TETAF, i.e. call when needed, an observer vs active participant? Mr. Reed replied that he will serve TETAF as desired by TETAF Board members. Mr. Rice recommends active Corporate Counsel participation during 2018.

Dr. Eastridge had to go perform emergency surgery. Jim Parisi is leading the meeting now.

Mr. Ricky Reeves provided a motion for final TETAF Board approval and acceptance of the IHS Governance Enhancement Plan for TETAF. This motion was provided a second from Dr. Craig Rhyne. There was no further discussion. There was no opposition voiced for the motion. Motion passed.

Dr. Craig Rhyne provided a motion for Mr. Kevin Reed to be utilized as the TETAF Corporate Counsel. This motion was provided a second from Mr. Ricky Reeves. There was no further discussion. There was no opposition voiced for the motion. Motion passed.

Mr. Robert Saunders provided a motion for the proposed governance restructure timeline as provided by Ms. Welsh be approved and accepted. This motion was provided a second by Mr. Ricky Reeves. The major activities of getting the draft Bylaws publicly published before November 10, 2017; reviewing and adopting the new Bylaws during the November 19, 2017 TETAF Board meeting and then immediately accepting new Board member nominations; and finally assembling the General Assembly and selecting a new TETAF Board on December 14, 2017. There was no further discussion. There was no opposition voiced for the motion. Motion passed.

6. Interim Appointments to TETAF Board

Ms. Welsh informed the Board that Ms. Hilary Watt resigned her position as RAC Division Chair in August, and that Ms. Lisa Price resigned her position as Trauma Division Chair in August also. She commented that there have been several nominations to replace these chair positions received. Ms. Welsh announced that Dr. Eastridge has made the TETAF Board Chair recommendation that Mr. Danny Updike be appointed to the RAC Division Chair position and that Ms. Jennifer Carr be appointed as the Trauma Division Chair. Ms. Welsh noted that neither Mr. Updike nor Ms. Carr have been contacted for their willingness to fill these positions. Mr. Rice suggested that the nominees personally be contacted to confirm their willingness to serve, and then send out a electronic process notifying all of their addition to the TETAF Board if they accept.

7. Treasurers Report

Financial Report – Ms. Welsh and Mr. Parisi requested that this report be deferred to the November 19, 2017 Board meeting. There was no Board opposition for deferral.

Financial Review Report – Ms. Welsh and Mr. Parisi requested that this report be deferred to the November 19, 2017 Board meeting. There was no Board opposition for deferral.

8. TETAF Secretary's Report

Ms. Welsh and Mr. Christopher requested that the approval of the August Board meeting minutes be deferred to the November 19, 2017 Board meeting so that the TETAF General Assembly members can review how stakeholder comments recorded regarding the proposed governance model. There was no Board opposition for deferral.

9. Open Discussion

There was no additional information or announcements provided.

10. Adjournment

The meeting was adjourned by Jim Parisi at 4:23 p.m.

Scott Christopher, Secretary