



TETAF General Meeting
Sunday, November 19, 2017, at 7:00 a.m. CDT
Omni Hotel – Fort Worth, TX
Meeting Minutes

1. Welcome and Call to Order

The meeting was called to order by Dr. Raj Gandhi at 7:06 a.m.

2. Board Member Roll Call – Dinah Welsh

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|----------|-------------------|---------|-----------------|
| Present: | Jennifer Carr | Absent: | Brian Eastridge |
| | Scott Christopher | | Jim Parisi |
| | Courtney Edwards | | Lori Vinson |
| | Raj Gandhi | | |
| | Robin Garza | | |
| | Lisa Hutchison | | |
| | Ricky Reeves | | |
| | Craig Rhyne | | |
| | Kathy Rodgers | | |
| | Robert Saunders | | |
| | Danny Updike | | |
| | Dudley Wait | | |

A Quorum is established at the opening of the meeting.

Dinah Welsh, Brenda Putz, Courtney DeBower, Carla Rider, Kathy Clayton and Kevin Reed were in attendance.

Representatives from the Department of State Health Services were present.

Around-the-room introductions by name and RAC were performed.

3. TETAF Corporate Counsel

Ms. Dinah Welsh introduced Mr. Kevin Reed as the newly selected TETAF Corporate Counsel. Ms. Welsh commented that Mr. Reed has a lot of experience with healthcare and association legal dealings. Mr. Reed was recognized as being extremely helpful creating the draft TETAF Bylaws that will be reviewed later this meeting. The TETAF Board expressed that they look forward to having him be a part of the team as TETAF grows.

4. TETAF Legislative Update

- Ms. Welsh announced that there have been many legislative hearings looking at the responses to Hurricane Harvey. She stated that these meetings may create opportunities for RACs and emergency preparedness to be recognized and better funded.
- Ms. Welsh announced that there is a planned Senate Finance Committee meeting January 30, 2018 to look at future funding and the Drivers' Responsibility Program (DRP). She stated that replacement funding from the DRP is critical for the system. TETAF is already planning to devote many resources to focus, prepare and attend that Committee meeting.
- Ms. Welsh reminded those in attendance that the Legislative Interim session is good time to bring representatives in to their agency and RAC meetings to educate them on what we do.

5. TETAF Survey Services Update

Ms. Brenda Putz reported that TETAF has 65 trauma surveys scheduled through May 2018. She announced that TETAF held additional surveyor training recently, and has been fortunate to add another surgeon surveyor. She stated that there are 69 NICU surveys currently scheduled through May 2018. Ms. Putz stated that there were two additional NICU surveyor trainings this fall. The Board members were informed by Ms. Putz that TETAF has submitted a proposal to the Department of State Health Services to be an approved Maternal Child Health surveying entity. Ms. Putz concluded her update by informing everyone that a Hospital Data Management course is scheduled for March 2018.

6. Treasurer's Report

Ms. Welsh announced that financial reports for July, August and September 2017 were sent previously to the TETAF Board members for review before the meeting. Ms. Welsh reviewed overhead presentations of the Finance Executive summary for July 2017, August 2017 and September 2017. Ms. Welsh explained that the financial report approvals were postponed by the TETAF Board until this TETAF face to face meeting. Year-to-date net income was \$141,000 over budget. Costs associated with surveys was over budget expectations and other operating expenses came in \$351,000 under budget. Ms. Welsh noted that this is the first year for NICU survey revenue and expenses. The Board was informed that initially Ms. Putz performed all the NICU survey process coordination, but TETAF has since hired Ms. Carla Rider as the NICU Survey Manager. Similar cash flow, revenue and expense patterns are seen in the initial month (September) of the current fiscal year. Mr. Scott Christopher provided a motion to accept and approve the Treasurer's Report. Dr. Craig Rhyne provided a second to the motion. There was no additional discussion. The motion passed without any opposition and no members abstaining.

7. TETAF Secretary's Report

Mr. Scott Christopher stated that the draft minutes for the August 15, 2017 TETAF Board meeting have been made available for review. Dr. Raj Gandhi noted a typographical error where likely auto-correct changed IHS to HIS. Dr. Gandhi provided a motion to approve the minutes with this correction. Ms. Robin Garza provided a second to the motion. There was no further discussion and no opposition voiced.

8. Discussion of TETAF Bylaws & Vote

- Mr. Kevin Reed explained that there has been extensive governance review and this serves as the base for building these proposed Bylaws. He further explained that the decision was made to scrap the old bylaws for being out of date and missing large sections. Mr. Reed commented that the Governance report is written at high level and that the Bylaws get into more detail of the organization.

He announced that his firm took Bylaw revision advice from an ad-hoc Bylaw workgroup and stakeholders.

- Mr. Reed then briefly reviewed and explained the various sections of the proposed TETAF Bylaws.
 - Purpose is expected to reflect where TETAF is today. Changes to the Purpose will require an Articles of Incorporation (AOI) change. Mr. Reed suggests duplicating current Purposes, moving forward and change Purpose / AOI later.
 - Associate member category is a 'catch-all' that can be used later.
 - General Assembly meeting and composition reviewed/explained.
 - Board of Directors meeting and composition reviewed/explained.
 - Council meetings and composition reviewed/explained. Mr. Reed noted that only three of the Councils will have elected Chairs: the others will have appointed chairs by their TETAF Board of Director position.
 - Special procedures concerning meetings section explained as needed due to the need for allowable technology capabilities.
 - The Bylaw amendment provision much more stern in new Bylaws.
- The question was raised as to who is eligible to be nominated to Board of Directors. Mr. Reed replied that there is no provision disallowing a nominee who is not part of a RAC or General Assembly member.
- Several clarification questions were entertained.
 - Each of the two RAC members have a vote.
 - 4.1 (annual meeting) nothing noted that General assembly provides direction to the Board for future activities and strategies. Board vs. General Assembly disagreement? General Assembly has empowered the Board to manage the organization.
 - Why Board two terms and General Assembly Chair only one term? If there is a desire to change over and can return later to serve. Mr. Reed commented that everyone should understand that the Bylaws can be changed later if not working for the stakeholders/organization.
 - 7.1 / 7.3 Board may or shall? Inconsistent wording.
 - Will board and council meetings be 'open'? Best to be open and can move to executive session as/if needed.
 - Will meetings be made available for all members to attend? Notice should be given in advance and up to Board to determine how to make the meeting transparent.
- Mr. Reed thanked everyone for their input and comments.
- Mr. Darrell Pile requests that the voting process be explained further. Mr. Reed and Ms. Welsh replied that TETAF has to approve new Bylaws to move forward with the new governance and board structure. Ms. Welsh explained the process moving forward to elect and install the new Board of Directors. Mr. Reed acknowledged that there is a proxy provision to allow for voting access. The second RAC Representative is defined by the individual RAC.
- A paper-process vote from each RAC was performed for being in favor or opposed to adopting the proposed Bylaws. The vote tally demonstrated that 22 RAC voted in-favor and 0 RAC voted against. The proposed TETAF Bylaws are now adopted.

Prior to the paper Bylaws vote result ... Mr. Ricky Reeves made a motion to suspend the 60 rule of existing Bylaws. Dr. Craig Rhyne provided a second to this motion. There was no further discussion. There was no opposition.

9. Nomination for 2018 TETAF Board of Directors

Approval of the new Bylaws opens the nominations process for 2018 TETAF Board of Directors. Ms. Welsh stated that everyone should begin thinking of who they would like to nominate, both within our systems and outside as appropriate. It was noted that the Board composition should be comprised of those who can best represent the organization moving forward. Ms. Welsh stated that nominations should be submitted to Dr. Eastridge, Dr. Gandhi or the TETAF office. She added that nominations should be submitted before 12/12/17. The current TETAF Board should review the nominations submitted prior to the 12/14/17 meeting to help insure that appropriate representation is available for the selection of the new Board of Directors. Nominees should be aware that they have been nominated and are willing to serve.

10. Open Discussion

There was no additional information or announcements provided.

11. November Action Items

All items requiring action have already been completed.

12. Adjournment

The meeting was adjourned by Dr. Gandhi at 8:25 a.m.

Scott Christopher, Secretary