

MINUTES

North Broward Hospital District Board Of Commissioners
1700 Northwest 49th Street, Suite #150, Ft. Lauderdale, 33309

GOVERNANCE COMMITTEE November 26, 2018

CALL TO ORDER 12:17 pm

COMMITTEE MEMBERS

- ✓ Commissioner Klein/Chair,
- ✓ Commissioner Gregoire
- ✗ Commissioner Wellins (absent)

ADDITIONALLY PRESENT Commissioner Ray T. Berry, Commissioner Stacy L. Angier, Commissioner Christopher T. Ure, Gino Santorio/Acting President/CEO, Alan Goldsmith/CFO, Jerry Del Amo/Senior Associate General Counsel, Lee Ghezzi/SVP of Quality and Case Management, Nigel Crooks/Chief Internal Auditor

PUBLIC COMMENTS None

TOPIC OF DISCUSSION

1. Retainer Agreements as Contracts - Commissioner Chris Ure

Commissioner Ure opened the discussion by stating his resolution proposal would clarify aspects of contracts, engagement letters with law firms and retainer agreements to meet compliance standards going forward Chair Klein echoed Commissioner Ure's concerns and stated that there was lack of compliance with certain engagement agreements with law firms legal contracts that had not been entered into Compliance 360 system or put through the typical process. The Chair stated that he envisioned the revisions would be incorporated into the bylaws for future reference. Commissioner Angier requested legal guidance from Senior Associate Attorney, Jerry Del Amo, regarding how the proposal would affect the Corporate Integrity Agreement. Discussion continued among the Commissioners related to bylaw language for billing.

MOTION: It was *moved* by Commissioner Gregoire, *seconded* by Commissioner Klein, that:

THE BOARD OF COMMISSIONERS OF THE NORTH BROWARD HOSPITAL DISTRICT CONSIDER THE PROPOSAL FOR RESOLUTION RELEVANT TO ENGAGEMENT AGREEMENTS AS CONTRACTS FOR CONSIDERATION TO INCORPORATE RELEVANT TERMS OF BYLAWS INTO EFFECT AS REVISED, INCLUDE THE FOURTH LINE IN THE SECOND PARAGRAPH TO READ, "AND PROVIDED THAT THE CONTRACT HAS BEEN FULLY PROCESSED THROUGH BROWARD HEALTH'S VENDOR REGISTRATION AND CONTRACTING SYSTEMS", INCLUDE THE FIRST SENTENCE OF ITEM #1 TO READ, "ALL RETAINER

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AGREEMENTS THAT OBLIGATE BROWARD HEALTH TO PAY FOR TIME AND COSTS FOR ANY SERVICES CONSIDERED CONTRACTS WITH RESPECT TO BROWARD HEALTH POLICIES AND MUST BE EXECUTED BY THE BOARD'S SECRETARY/TREASURER AND THE CEO", INCLUDE ITEM #2 TO READ, "ALL RETAINER AGREEMENTS MUST INCLUDE THE SCOPE OF LEGAL SERVICES TO BE PROVIDED AND A FISCAL YEAR MAXIMUM CONTRACT AUTHORIZATION AMOUNT" AND INCLUDE ITEM #5 TO READ, "THE CEO IS DIRECTED TO IDENTIFY ALL CURRENT RETAINER AGREEMENTS NOT EXECUTED BY AN AUTHORIZED BOARD MEMBER OR THE CEO. THE CEO IS HEREBY PERMITTED TO TERMINATE, AMEND AND RE-AUTHORIZE SUCH RETAINER AGREEMENTS IF THE CONTRACT IS OTHERWISE CONSISTENT WITH THE RESOLUTION AND POLICY".

Motion *carried* unanimously

2. Administrative Oversight of Board Reports - Commissioner Chris Ure

Chairman Klein opened the discussion by stating the purpose of the proposal was to revise rules and procedures for oversight of Board Reports that would include administrative reporting to the CEO. Commissioner Ure opined that the Chief Compliance Officer (CCO) reporting requirement needed to be clarified in the bylaws. Discussion ensued regarding the current policy in place. The Committee clarified the definition of who qualified as a Board Report and listed General Counsel, CEO, Board Liaison and Chief Internal Auditor.

Mr. Imperato, suggested the CCO report directly to the CEO, but still answer to the Board. The Committee agreed the CEO would have administrative oversight of Board Reports, for the exception of employing or terminating, which would remain with the Board.

MOTION: It was *moved* by Commissioner Gregoire, *seconded* by Commissioner Klein, that:

THE BOARD OF COMMISSIONERS OF THE NORTH BROWARD HOSPITAL DISTRICT CONSIDER THE PROPOSED RESOLUTION AS REVISED AND AMENDED TO REMOVE LINE ITEM #3 IN ITS ENTIRETY.

Motion *carried* unanimously

3. Uniform Policy for Conducting Investigations - Commissioner Chris Ure

Commissioner Ure stated the purpose of the proposal was to set a clear understanding to the boundaries in regards to conducting investigations. Discussion ensued and the Committee modified the proposal.

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MOTION: It was *moved* by Commissioner Gregoire, *seconded* by Commissioner Klein, that:

THE BOARD OF COMMISSIONERS OF THE NORTH BROWARD HOSPITAL DISTRICT CONSIDER THE PROPOSED POLICY FOR CONDUCTING INVESTIGATIONS, AS AMENDED TO REMOVE ALL WORDS AFTER THE CIA IN FIRST PARAGRAPH, THE WORD, WHEREAS, FROM SECOND PARAGRAPH, REMOVE SECOND LINE AND REPLACE IT WITH, “THE BROWARD HEALTH COMPLIANCE PROGRAM”, DELETE FOURTH PARAGRAPH IN ITS ENTIRETY, REPLACE THE WORDS IN FIFTH PARAGRAPH, “COMPLIANCE DEPARTMENT” FOR, “COMPLIANCE PROGRAM”AND REMOVE THE WORDS, “ESTABLISHED AND”, DELETE ITEM #4 IN ITS ENTIRETY.

Motion *carried* unanimously

4. Description and Membership of QAOC in Bylaws - Barry Gallison

Mr. Gallison provided the committee a handout of current roles and positions of the QAOC Committee outlined in the bylaws. Mr. Santorio requested the Committee table the item to allow additional time for review. Chairman Klein agreed to take this item under consideration and moved to the next item for discussion.

Item *tabled*.

5. Risk Management Committee Addition to Bylaws - Lee Ghezzi

Mr. Ghezzi reported the Risk Management Committee was established by the Board, but had no guidelines as to scope of duties or the process of reporting to the Board. The Risk Management Committee consists of a single member and could not be conducted in the Sunshine. Mr. Ghezzi stated he was not comfortable with the current operation of the committee and requested guidelines to be added to the bylaws. Mr. Santorio advised he would be attending a conference with several other hospital executives and recommended he receive feedback as to how they handle Risk Management. The Committee agreed.

Item *tabled*.

6. Board and Committee Agenda Policy and Procedure - Commissioner Ray Berry

Commissioner Berry requested the topic be tabled to allow additional time for review.

Commissioner Berry also requested that the Board Liaison, the CEO and CFO review and condense the agenda policy and procedure, as this would impact the bylaws. Chairman Klein requested that the committee meetings be taken into consideration when reviewing.

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MOTION It was *moved* by Commissioner Gregoire, *seconded* by Commissioner Klein, to:

TABLE THE BOARD AND COMMITTEE AGENDA POLICY AND PROCEDURE PROPOSAL.

Motion *carried* unanimously

MEETING ADJOURNED 2:17 pm

MOTION It was *moved* by Commissioner Gregoire, *seconded* by Commissioner Klein, that:

THE GOVERNANCE COMMITTEE MEETING ADJOURN.

Motion *carried* unanimously

Respectfully submitted
Commissioner Ray T. Berry
Secretary / Treasurer

APPROVED