

LEGAL AFFAIRS AND GOVERNMENTAL RELATIONS COMMITTEE MEETING 12:00 p.m., October 30, 2018

NOTICE

Notice of this meeting is attached to the official Minutes as EXHIBIT I. The official Agenda for this meeting, as presented for the consideration of the Committee, is attached to the official Minutes as EXHIBIT II.

CALL TO ORDER 12:00 p.m.

COMMITTEE MEMBERS

Present: Commissioner Nancy W. Gregoire, Chair
Commissioner Andrew M. Klein
Commissioner Christopher T. Ure
Commissioner Steven A. Wellins
Commissioner Ray T. Berry

Senior Leadership

Additionally Present: Commissioner Stacy Angier (pending oath of office), Beverly Capasso/President/Chief Executive Officer, Gino Santorio/Chief Operations Officer, Alan Goldsmith/Chief Financial Officer, Lynn Barrett/Corporate General Counsel

PUBLIC COMMENTS

Former Commissioner, Joe Cobo, provided legal expense reports dated 2010-2015 in an effort to show the detail that was provided to the Board by the former General Counsel.

APPROVAL OF MINUTES

1. Approval of Legal Affairs and Governmental Relations Committee meeting minutes for September 26, 2018

No action taken, *tabled*.

TOPIC OF DISCUSSION

2. Board responsibilities

Ms. Barrett noted she was requested to report on board responsibilities, including Duty of Care and Duty of Loyalty, particularly in the context of the Corporate Integrity Agreement.

Ms. Barrett introduced Mr. Richard Westling from Epstein, Becker and Green, who gave a brief history of his work experience and expertise. Mr. Westling proceeded with a power point

presentation titled, Board Responsibilities, Health Care Governance and the Corporate Integrity Agreement.

MOTION It was *moved* by Commissioner Klein that Mr. Westling's presentation be tabled to the next Legal Affairs and Governmental Relations committee meeting.

Motion *failed* for lack of second.

* Continuation of item (2), Board responsibilities

Mr. Westling presented on the following:

- Board Duties
- Office of Inspector General (OIG)
- Recent Events
- Role of Independent Review (IRO)
- OIG Monitor
- Governance and the CIA

Mr. Westling gave his opinion on the following events:

July 23, 2018 - IRO Report on Consulting Arrangements
August 15, 2018 - Executive Management Action and Response
Memo: IRO Report on Consulting Arrangements
September 2018 – McGuire-Woods Hired to Conduct Investigation

3. Legal update – firms and expenses

Ms. Barrett provided an overview of the expertise and structure of Broward Health's legal department. She also provided biographies of several outside legal firms that represent Broward Health at the request of Commissioner Berry.

- Bradley Arant: Healthcare regulatory work
- Foley & Lardner: Implementation of the Corporate Integrity Agreement and Stark Law
- Buchanan Ingersoll: Money manager agreements
- Epstein Necker: Restructure of accountable care
- McGuire-Woods: IRO report investigation

4. Contract system

In regards to certifying the annual report, Ms. Barrett reported that exceptions were made for the past several years, due to issues with contract processes. Management made efforts to solve

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NORTH BROWARD HOSPITAL DISTRICT

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the issues by hiring outside individuals, however they were unsuccessful. She further reported that when the legal and compliance departments began drafting the annual report, a spreadsheet was provided by Mr. Santorio listing several hundred contracts that were deemed to be auto-renewing. In reviewing ten of said contracts, all ten were incorrectly categorized, which meant the existing data was not accurate.

As a result, the \$500k approved by the Board to resolve issues within the organization's database, it was proposed that Special Counsel, an employment company, be retained to provide experienced contract attorneys to individually review 2600 contracts. Mr. Santorio further reported it would take approximately 1500 hours to complete the work.

5. Chapter 119 requests – Item was deferred to the next meeting.

MEETING ADJOURNED 2:18 p.m.

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

**THE LEGAL AFFAIRS AND GOVERNEMENTAL RELATIONS COMMITTEE
MEETING BE ADJOURNED.**

Motion *carried* unanimously.

Respectfully submitted,
Commissioner Stacy L. Angier, Secretary/Treasurer