

MINUTES

North Broward Hospital District Board of Commissioners
1600 South Andrews Avenue, Fort Lauderdale, 33316

RE: BOARD OF COMMISSIONERS REGULAR MEETING

DATE: September 12, 2018 TIME: 3:00 p.m.

MEETING CALLED TO ORDER: 3:57 p.m.

There being a quorum present, the meeting was called to order by Chairman Klein.

MEETING ADJOURNED: 7:29 p.m.

PRESENT: ✓ Chairman Klein-Chair, ✓ Commissioner Ure, ✓ Commissioner Wellins, ✓ Commissioner Gregoire, ✓ Commissioner Berry

THE PLEGE OF ALLEGIANCE: Commissioner Ure

PUBLIC COMMENTS:

- Former Commissioner Cobo:

Mr. Cobo congratulated the Board on being focused and doing a good job. Discussion ensued regarding the Charter's legislative change in 2006 related to Board Member's involvement in interviewing potential employees.

RATIFICATION: Jonathan Turton

1. Ratification of Chief Executive Officer of Broward Health Medical Center

MOTION: It was moved by Commissioner Wellins, seconded by Commissioner Gregoire, to:

RATIFY MR. JONATHAN TURTON AS CHIEF EXECUTIVE OFFICER OF BROWARD HEALTH MEDICAL CENTER VIA ADOPTION OF RESOLUTION 18-09-12-01.

Motion *carried* unanimously.

JOINT CONFERENCE COMMITTEE MEDICAL STAFF CHAIR APPOINTMENT:

Dr. Ta reported that at the next Joint Conference Committee meeting a Chair will be elected by the Medical Staff.

APPROVAL OF MINUTES:

MOTION: It was moved by Commissioner Ure, seconded by Commissioner Berry, to:

North Broward Hospital District Board of Commissioners
1600 South Andrews Avenue, Fort Lauderdale, 33316

Broward Health North: Dr. Maheshwari was absent. No report given.

Broward Health Imperial Point: Dr. Jensen was absent. No report given.

Broward Health Coral Springs: Facility report was given by Dr. Zingaro.

Broward Health Medical Center: Facility report was given by Dr. Morrison.

MEDICAL STAFF / CREDENTIALING UPDATE:

Dr. Andrew Ta, 6a-6d

6a) Broward Health North

6c) Broward Health Coral Springs

6b) Broward Health Imperial

6d) Broward Health Medical Center

Dr. Ta requested that the prior Core Privileges Form be reinstated, as he feels the new form has errors and would need improvement before re-implementing again. Dr. Ta predicts it would take six to eight months to have the forms ready.

MOTION: It was moved by Commissioner Berry, seconded by Commissioner Ure, to:

APPROVE THAT MEDICAL STAFF GO BACK TO IMPLEMENTING THE OLD CORE PRIVILIGES FORM PENDING APPROVAL OF NEW FORM.

Motion *carried* unanimously.

Dr. Ta reported that the credentialing reports approved for the last seven (7) months would require a retrospective review to correct any errors that were made.

MOTION: It was moved by Commissioner Ure, seconded by Commissioner Berry, to:

APPROVE ITEMS 6a THROUGH 6d, MEDICAL STAFF CREDENTIALING, FOR THE MONTH OF AUGUST 2016.

Motion *carried* unanimously.

PRESIDENT/CEO UPDATE: Beverly Capasso

Ms. Capasso provided an update on Broward Health's events and achievements for the month of August 2018.

CONSENT AGENDA:

7(a). **WALK-ON ITEM:**

MOTION: It was moved by Commissioner Wellins, seconded by Commissioner Berry, to:

North Broward Hospital District Board of Commissioners
1600 South Andrews Avenue, Fort Lauderdale, 33316

WALK ON THE RECOMMENDED ITEM TO THE AGENDA THAT PATRICIA ALFARO, A BOARD REPORT, BE ELEVATED TO AN EXEMPT POSITION WITH A NEW JOB DESCRIPTION, A BUDGET AND THE ABILITY TO HIRE AN ASSISTANT.

Motion carried unanimously.

MOTION: It was moved by Commissioner Gregoire, seconded by Commissioner Berry, to:

APPROVE WALKED ON ITEM NUMBER 7(a) ON THE CONSENT AGENDA.

Motion *carried* unanimously.

DISCUSSION AGENDA:

7(b). **WALK-ON ITEM:**

MOTION: It was moved by Commissioner Gregoire, seconded by Commissioner Wellins, to:

WALK-ON TO THE AGENDA CONSIDERATION OF REMOVING THE WORD INTERIM FROM NIGEL CROOK'S TITLE AS CHIEF INTERNAL AUDITOR.

Motion carried unanimously.

Discussion ensued.

MOTION: It was moved by Commissioner Gregoire, seconded by Commissioner Berry, to:

APPROVE WALKED ON ITEM NUMBER 7(b) ON THE DISCUSSION AGENDA TO APPOINT NIGEL CROOK'S AS PERMANENT CHIEF INTERNAL AUDITOR.

Motion *carried* 4 to 1.

Mr. Crooks gave the Board a brief summary of his educational background and audit experience.

ROLL CALL:

yes Commissioner Klein
no Commissioner Ure
yes Commissioner Wellins
yes Commissioner Gregoire
yes Commissioner Berry

MOTION: It was moved by Commissioner Wellins, seconded by Commissioner Gregoire, that:

BROWARD HEALTH MAY ENTER INTO CONTRACTS WITH PHYSICIAN SERVICES WHERE THE COMPENSATION IS EQUAL TO OR ABOVE THE 75TH PERCENTILE WITHOUT PRIOR BOARD APPROVAL, SO LONG AS THERE ARE EXIGENT CIRCUMSTANCES AFFECTING THE DELIVERY OF PATIENT CARE, THE ARRANGEMENT HAS GONE PROPERLY THROUGH THE ENTIRE COMPLIANCE 360 PROCESS, HAS RECEIVED ALL APPROVALS AND A MEMO WAS PREPARED AND SIGNED BY THE CEO, THE GENERAL COUNSEL AND THE CHIEF COMPLIANCE OFFICER SUPPORTING THE APPROVAL AND THAT THE CONTRACT IS IMMEDIATELY BROUGHT TO THE NEXT BOARD MEETING.

Motion ***carried*** unanimously.

8. Broward Health Coral Springs OB/GYN ER Call

STAFF RECOMMENDATION: It is requested that the Board of Commissioners of the North Broward Hospital District authorize the President/CEO to approve the obstetrics and gynecology emergency room call coverage rate at or above the 90th percentile rate.

MOTION: It was moved by Commissioner Berry, seconded by Commissioner Gregoire, that:

THE BOARD APPROVE THE OBSTETRICS AND GYNECOLOGY EMERGENCY ROOM CALL COVERAGE RATE AT OR ABOVE THE 90TH PERCENTILE RATE.

Motion ***carried*** unanimously.

9. Broward Health North Neurological Surgery and Orthopedic Surgery On Call

STAFF RECOMMENDATION: It is requested that the Board of Commissioners of the North Broward Hospital District authorize the President/CEO to enter into contractual agreements for neurological surgery on-call services at the 90th percentile and orthopedic surgery on-call services at the 88th percentile.

MOTION: It was moved by Commissioner Gregoire, seconded by Commissioner Ure, that:

THE BOARD APPROVE THE PRESIDENT/CEO ENTER INTO CONTRACTUAL AGREEMENTS FOR NEUROLOGICAL SURGERY ON-CALL SERVICES AT THE 90TH, AND ORTHOPEDIC SURGERY ON-CALL SERVICES AT THE 88TH PERCENTILE.

Motion ***carried*** unanimously.

Discussion ensued regarding the mitigation of risks.

North Broward Hospital District Board of Commissioners
1600 South Andrews Avenue, Fort Lauderdale, 33316

10. Broward Health Physician Group Pediatric Gastroenterology 2-year agreement

STAFF RECOMMENDATION: It is requested that the Board of Commissioners of the North Broward Hospital District authorize the President/CEO to enter into a new two year agreement with Dr. Deborah Duro for pediatric gastroenterology services at the 90th national and regional percentile.

MOTION: It was moved by Commissioner Gregoire, seconded by Commissioner Wellins, that:

THE BOARD APPROVE THE PRESIDENT/CEO ENTER INTO A NEW TWO YEAR AGREEMENT WITH DR. DEBRA DURO FOR PEDIATRIC GASTROENTEROLOGY SERVICES AT THE 90TH NATIONAL AND REGIONAL PERCENTILE.

Motion *carried unanimously.*

11. Broward Health Community Health Services Primary Health Care Services contractual approval

STAFF RECOMMENDATION: It is requested that the Board of Commissioners of the North Broward Hospital District authorize the President/CEO to execute a contract between Broward County and Broward health for the continuation of primary healthcare services for the period of October 1, 2018 through September 30th, 2019.

MOTION: It was moved by Commissioner Gregoire, seconded by Commissioner Wellins, that:

THE BOARD APPROVE THE PRESIDENT/CEO EXECUTE A CONTRACT BETWEEN BROWARD COUNTY AND BROWARD HEALTH FOR THE CONTINUATION OF PRIMARY HEALTHCARE SERVICES FOR THE PERIOD OF OCTOBER 1, 2018 THROUGH SEPTEMBER 30TH, 2019.

Motion *carried unanimously.*

Discussion ensued.

12. Broward Health System Marketing Advertising Vendor contractual approval

STAFF RECOMMENDATION: It is requested that the Board of Commissioners of the North Broward Hospital District authorize the President/CEO execute a contract between Broward County and Broward health for the continuation of primary healthcare services for the period of October 1, 2018 through September 30th, 2019.

MOTION: It was moved by Commissioner Gregoire, seconded by Commissioner Wellins, that:

THE BOARD APPROVE THE PRESIDENT/CEO EXECUTE A CONTRACT BETWEEN BROWARD COUNTY AND BROWARD HEALTH FOR THE CONTINUATION OF PRIMARY HEALTHCARE SERVICES FOR THE PERIOD OF OCTOBER 1, 2018 THROUGH SEPTEMBER 30TH, 2019.

Motion *carried unanimously*.

Commissioner Wellins opined that individual briefings would be appropriate before the Board vote or approve marketing item number 12 on the Discussion Agenda.

Discussion ensued regarding the lack of a digital media presence within Broward Health's marketing campaigns.

Chairman Klein asked that the item be brought back to the Board two weeks later, at the September 26th Board meeting, and after individual briefings were given.

RECESS: Meeting recessed at 5:29 p.m.

MOTION: It was moved by Commissioner Wellins, seconded by Commissioner Ure, that:

THE BOARD MEETING RECESS AND BE RESUMED AT THE CONCLUSION OF THE TAX HEARING.

Motion *carried unanimously*.

RECALL MEETING TO ORDER:

13. Clarification on Board Interference

Ms. Barrett reported that the Legal department was in the process of preparing guidance related to clarification on interference versus operations and that it would be brought to a future Board meeting.

14. Community Care Plan Committee Discussion

- a. Approval by the Commissioners (North and South District) and their member representatives of the revised Interlocal agreement and operating agreements
- b. Approval by the Members to sign the CMS southeast Cluster special needs children contract, if awarded after protests
- c. Approval to seek a Health Maintenance Organization (HMO) license, assuming operating and Interlocal agreements allow

North Broward Hospital District Board of Commissioners
1600 South Andrews Avenue, Fort Lauderdale, 33316

- d. Initial declaration of support to move forth with JHS for the CMS line of business, if awarded, and other possible administrative services (primary care center, employees, and sponsored programs)
- e. Florida Healthy Kids Contract

The relationship with CCP, in Commissioner Berry's view, is a profitable business arrangement, in which the North Broward Hospital District is a shareholder and the District's CEO is a Board Member of. He reported that there are several pending decisions the District needs to resolve or consider alternatives to.

Mr. Santorio advised that the Board vote on the pending five items (three being critical) by the following Board meeting scheduled on September 26, 2018. He also suggested individual briefings be scheduled to bring each Board Member up to speed.

Discussion ensued regarding the CCP Special Committee Members bringing a fully vetted recommendation to the Board from a strategic standpoint prior to the next Board meeting. Mr. Santorio clarified that the pending time sensitive issues that need to be answered by September 26 are items (b), (d), and (e).

Mr. John Benz, CEO of CCP, addressed the Board's concerns.

15. Board Operations:

- a. Operational manual for new board members and board liaison
- b. Agenda policy
- c. Minutes policy

Commissioner Berry proposed policy modifications related to the agenda and minutes. He also reported the need of a Board Handbook, designed to inform and educate staff and members about their roles and responsibilities. This handbook would include the Sunshine Law, Charter, Bylaws and all Board deliberations to ensure the Board properly conduct meetings. It was agreed among the Board Members that the suggestions would be reviewed prior to the next board meeting so that any questions or concerns would be discussed on September 26th, followed by approval.

16. Supervision, Direction and Evaluation of Board Reports

North Broward Hospital District Board of Commissioners
1600 South Andrews Avenue, Fort Lauderdale, 33316

Commissioner Berry suggested that Board Reports be paired to one Board Member for their annual review, time off and daily communication between Board meetings. The Chief Compliance Officer would directly report to the Chair of Compliance, General Counsel to the Chair of the Legal Affairs and Governmental Relations, the Internal Auditor would report to the Chair of the Audit Committee, the CEO to the Chair of the Board, and the Board Liaison would report to the Secretary/Treasurer.

Commissioner Wellins suggested the Board gather and review processes used in the past, agree on a process going forward, and set the calendar to review the three board reports that are due for evaluation before the end of the year and then repeat evaluations on a yearly basis.

Ms. Capasso suggested a 360 review be considered.

17. Follow up on IRO Report

- a. Actions Taken
- b. Actions Needed
- c. Outstanding Issues to be Resolved

18. Federal Monitor Correspondence, Status Report

Commissioner Berry opined that the responses to the IRO and OIG should be done in one unified voice. He also stated that the communications should flow through the Chair of Compliance as the matter deals with compliance. Commissioner Gregoire agreed.

19. Organization Email Policy

Ms. Barrett reported that the investigative email policy prior to Pauline Grant was that General Counsel and the Chief Compliance Officer had the authority to pull employee emails to perform investigations.

Commissioner Berry requested that the Chief Information Officer review the policy and opine if it is sufficient enough for the organization or if it should be modified.

MOTION: It was moved by Commissioner Gregoire, seconded by Commissioner Berry, that:

NEITHER THE CHIEF COMPLIANCE OFFICER NOR GENERAL COUNSEL BE REQUIRED TO SEEK PERMISSION TO DO EMAIL INVESTIGATIONS THAT THEY DEEM NECESSARY TO DO THEIR JOBS.

MOTION: It was moved by Chairman Klein, seconded by Commissioner Ure, that:

THE MOTION BE TABLED UNTIL THERE IS ADDITIONAL SUPPORTING DOCUMENTATION.

Motion ***failed*** 3 to 2.

ROLL CALL:

yes Commissioner Klein

yes Commissioner Ure

no Commissioner Wellins

no Commissioner Gregoire

no Commissioner Berry

Motion was ***withdrawn*** by Commissioner Gregoire.

MOTION: It was moved by Commissioner Ure, seconded by Commissioner Berry, to:

WALK ON THE TOPIC OF SCHEDULING TWO SHADE SESSIONS ON THE DISCUSSION AGENDA ITEM NUMBER 20.

Motion ***carried*** unanimously.

20. Shade Meetings

Discussion ensued regarding the Board Member's availability to attend a Special Board Strategic Planning Shade meeting on September 26, 2018 from 12:30 p.m. to 3:00 p.m., related to an LOI for the acquisition of land, potentially expanding services, partnerships with other organizations, and a three year plan for the District. It was decided that a meeting would be scheduled.

Discussion ensued regarding Board Member's availability to attend a Special Board Shade meeting on September 26, 2018 from 11:00 a.m. to 12:30 p.m., related to legal matters and guidance. It was decided that a meeting would be scheduled assuming outside counsel is available.

Ms. Barrett confirmed that the Legal department would need to review any documents prepared for the shade meeting prior to circulation. She also reported that the Agenda items would not be published on the Broward Health website, as it is strategic and closed.

COMMENTS BY COMMISSIONERS: None.

MINUTES

North Broward Hospital District Board of Commissioners
1600 South Andrews Avenue, Fort Lauderdale, 33316

NEXT REGULAR BOARD MEETING: The next regularly scheduled Board of Commissioners' meeting will be held on September 26, 2018 at 3:00 p.m. at Broward Health North, 201 East Sample Road, Conference Room, Ft. Lauderdale, Florida.

MEETING ADJOURNMENT: Meeting was adjourned at 7:29 p.m.

MOTION: It was moved by Commissioner Berry, seconded by Commissioner Gregoire, to:

ADJOURN THE BOARD MEETING. Motion *carried* unanimously.

AUTHENTICATION OF MINUTES: Patricia Alfaro, Special Assistant to the Board of Commissioners.

*Audiotape available upon request.

Respectfully submitted,

Commissioner Ray T. Berry
Secretary / Treasurer