

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

### REGULAR BOARD MEETING

**3:30 pm, December 11, 2019**

The Regular meeting of the Board of Commissioners of the North Broward Hospital District was held at 3:30 p.m. on December 11, 2019 at the Broward Health Corporate Spectrum location, 1700 Northwest 49 Street, Fort Lauderdale, Florida.

#### 1. NOTICE

Official notice and agenda of this meeting is attached to the Minutes, as EXHIBIT I and EXHIBIT II, as presented for consideration of the Board.

This meeting was live streamed and is also available for viewing on the Broward Health website.

#### 2. CALL TO ORDER

There being a quorum present, the meeting was called to order by Chairman Berry at 3:29 p.m.

#### 3. BOARD MEMBERS

##### *Commissioners*

##### *Present:*

Commissioner Ray T. Berry, Chair  
Commissioner Nancy W. Gregoire, Vice Chair  
Commissioner Stacy L. Angier, Secretary/Treasurer  
Commissioner Christopher T. Ure  
Commissioner Marie C. Waugh (via WebEx)

##### *Senior Leadership*

*Additionally Present:* Alan Goldsmith/Chief Administrative Officer, Alex Fernandez/Chief Financial Officer, Linda Epstein/Corporate General Counsel, Jerry Del Amo/Deputy General Counsel

#### 4. THE PLEDGE OF ALLEGIANCE

Ms. Heidi O'Sheehan, Red Cross Director, Service to the Armed Forces, led in the Pledge of Allegiance and shared history on the founder of the Red Cross, Nurse Clara Barton. Holiday cards from the Commissioners and Senior Executives were given to Ms. Osheehan thanking veterans for their service.

#### 5. PUBLIC COMMENTS

Former Commissioner Joe Cobo acknowledged the Board and Organization for a wonderful year.

# MINUTES

## NORTH BROWARD HOSPITAL DISTRICT

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### 6. APPROVAL OF MINUTES

6.1. Approve November 20, 2019 Regular Board Meeting Minutes

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

**Approve the November 20, 2019 Regular Board Meeting minutes, as proposed.**

Motion *carried* unanimously.

### 7. MEDICAL STAFF CREDENTIALING – Dr. Andrew Ta

7.1.) Broward Health North

7.3.) Broward Health Coral Springs

7.2.) Broward Health Imperial Point

7.4.) Broward Health Medical Center

**MOTION** It was *moved* by Commissioner Angier, *seconded* by Commissioner Ure, to:

**Adopt proposed Medical Staff Credentialing items 7.1 through 7.4, as amended.**

Motion *carried* unanimously.

### 8. CHIEF MEDICAL STAFF UPDATES 8.1. - 8.4.

Medical staff updates were given by Dr. Lehr for Broward Health North, Dr. Jensen for Broward Health Imperial Point and Dr. Morrison for Broward Health Medical Center. Said reports highlighted each of the facilities' objectives, events and awards received over the past month. No report was given for Broward Health Coral Springs as Dr. Penate was not present.

8.1.) Broward Health North

8.3.) Broward Health Coral Springs

8.2.) Broward Health Imperial Point

8.4.) Broward Health Medical Center

### 9. PRESENTATIONS

9.1. CAO Update, Presented by Alan Goldsmith

In the absence of Mr. Santorio, Mr. Goldsmith presented the CEO monthly report, highlighting the five pillars of the organization and progress at each of the facilities

### 10. CONSENT AGENDA

10.1. Compliance Work Plan: Fiscal Year 2020

10.2. Healthcare for the Homeless Board Update

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

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**The Board of Commissioners of the North Broward Hospital District approve the Consent Agenda, items 10.1 through 10.2, as presented.**

Motion *carried* unanimously.

### 11. **DISCUSSION AGENDA**

11.1. Discussion of Job Description for Permanent Chief Internal Auditor – Melanie Hatcher

Ms. Hatcher detailed modifications made to the job description as requested by the Audit Committee.

**MOTION** It was *moved* by Commissioner Ure, *seconded* by Commissioner Waugh, that:

**The Board of Commissioners of the North Broward Hospital District move to approve the job description and proposed social media posting.**

Motion *carried* unanimously.

11.2. Resolution FY20-12, Amend the Bylaws of the Board of Commissioners of North Broward Hospital District to Address Substitute Committee Members and an Expedited Process for Appointments and Re-appointments

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

**The Board of Commissioners of the North Broward Hospital District adopt the Resolution FY20-12, to amend the Bylaws of the Board of Commissioners of North Broward Hospital District to Address Substitute Committee Members and an Expedited Process for Appointments and Re-appointments.**

Motion *carried* unanimously.

### **WALK – ON ITEMS**

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

The Board call and convene a shade session as provided under section 395.3035(4), Florida Statutes, to discuss the strategic plans of Broward Health at the close of the January 29, 2020 board meeting.

Motion *carried* unanimously.

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### 12. COMMENTS BY COMMISSIONERS

Closing comments were given by the Board Members.

### 13. NEXT REGULAR BOARD MEETING

Next regularly scheduled Board of Commissioner's meeting will be held on January 29, 2020 at 4:00 p.m. at the Broward Health Corporate Office, Spectrum site, Suite 150, 1700 Northwest 49th Street, Ft. Lauderdale, Florida, 33309.

### 14. ADJOURNMENT 4:16 p.m.

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

**The Regular Board Meeting of the North Broward Hospital District be adjourned.**

Motion *carried* unanimously.

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

APPROVED

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### Resolution FY20-12

#### **Resolution to Amend the Bylaws of the Board of Commissioners of North Broward Hospital District to Address Substitute Committee Members and an Expedited Process for Appointments and Reappointments**

WHEREAS, the Board of Commissioners (the “Board”) of the North Broward Hospital District (the “District”) has established Board committees (“Committees”) to properly exercise its Charter oversight duties;

WHEREAS, the Committees meet on a regular basis to further the purposes, goals, and objectives of the Committees;

WHEREAS, from time to time, the Committees are unable to establish a quorum necessary to conduct business falling within the jurisdiction of the Committees;

WHEREAS, the Board is responsible for the appointment and reappointment of members to the Medical Staff;

WHEREAS, the Board has established the Amended and Restated Bylaws of the North Broward Hospital District (the “Bylaws”) and its accompanying Codified Resolutions of the Board of Commissioners of the North Broward Hospital District (“Codified Resolutions”), both as amended from time to time;

WHEREAS, Art. III, s. 12(c)-(e) of the Bylaws and Section 3.12 of the Codified Resolutions establish and govern the composition, duties, and procedures of such Committees and the appointment and participation of members to the Committees;

WHEREAS, Art. V, s. 2(b) of the Bylaws governs the appointment and reappointment of members to the Medical Staff;

WHEREAS, the Board, consistent with its governance authority as established under the Bylaws, wishes to amend Art. III, s. 12(d)-(e) and Art. V, s. 2(b) of the Bylaws to clarify the procedure for appointing substitute Committee members to establish a quorum and facilitate District business when a Committee member is not or is incapable of participating and to delegate authority to a two (2) member Board for expedited credentialing and recredentialing;

WHEREAS, Art. VII(a) governs the amendment procedures of the Bylaws and the Board has followed such procedures in amending the Bylaws; and

WHEREAS, unless context otherwise requires, capitalized terms used but not defined herein have the meanings ascribed to such terms in the Bylaws and Codified Resolutions.

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners of the North Broward Hospital District, that:

1. The Bylaws are hereby amended as provided below. Words stricken are deletions; words underlined are additions.

2. The Board hereby amends Art. III, s. 12(d) of the Bylaws to read as follows:

#### **(d) Attendance and Participation by Commissioners**

All Commissioners may attend any Board committee meeting and may participate in the discussions and deliberations of such committee, but shall not be entitled to vote on matters or be used to establish a quorum unless the Commissioner is a member or a Substitute Committee Member (as defined below) of such committee.

3. Present subsection (e) of Art. III, s. 12 of the Bylaws is redesignated as “Committee Appointments and Substitute Committee Members,” and is amended to add a second paragraph that reads as follows:

#### **(e) Committee Appointments and Substitute Committee Members**

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All committee members serve at the pleasure of the Board and, unless otherwise provided for in these Bylaws, Florida Law, applicable federal laws, rules and regulations, or applicable accreditation standards, the members of all committees of the Board shall be appointed or reappointed by the Board at the next Board meeting following the Annual Meeting and shall serve for a one (1) year term or the remainder of the then-current term. Only Commissioners may serve as officers of Board committees. Vacancies may be filled for the remainder of the then-current term by the Board at any regular or special Board meeting. In the absence of a committee member, the committee chair or, in the absence of the committee chair, the committee vice-chair, may temporarily appoint one or more Commissioners as substitute committee members to serve at the pleasure of the respective committee as deemed necessary to conduct committee business and to establish a quorum ("Substitute Committee Member"). In the absence of a committee officer, any present Commissioner(s) may temporarily serve as a Substitute Committee Member with the consent of the present then-sitting committee members.

4. The Board hereby amends Art. V, s. 2(b) of the Bylaws to read as follows:

**(b) Appointment to the Medical Staff**

The Medical Staff Bylaws shall establish procedures to examine the credentials of all eligible candidates for Medical Staff membership in accordance with federal laws and regulations, Florida Law, and applicable accreditation standards. The Medical Staff shall be responsible for making recommendations to the Board concerning initial staff appointments, reappointments, the assignment or curtailment of privileges, and the evaluation of clinical competence of each member of the Medical Staff. All appointments and reappointments to the Medical Staff shall only be effective if ratified approved by the Board, except in the case of an expedited process consistent with federal laws, rules and regulations, Florida Law, and applicable accreditation standards by which a committee of at least two (2) Commissioners delegated authority by the Board pursuant to an expedited process established in the Medical Staff Bylaws approves appointments and reappointments. Membership to the Medical Staff and/or clinical privileges shall not be denied in an arbitrary, unreasonable or capricious manner, or on the basis of race, color, religion, sex, pregnancy, national origin, age, disability, sexual orientation, or marital status. All members of the Medical Staff shall conduct themselves in a manner that ensures that the welfare and health of the District's patients and the best interest of the public at all times be served.

5. This resolution hereby supersedes, amends, replaces and repeals any conflicting resolution or conflicting policy previously adopted by the Board.

**DULY ADOPTED** this 11 day of December, 2019. Time Adopted 4:03 PM