

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

ACO BOARD OF DIRECTORS MEETING July 24, 2019

The **ACO Board of Directors** meeting of the was held on July 24th, 2019, immediately following the Special Board meeting for the Board of Commissioners at the North Broward Hospital District at Broward Health Corporate Spectrum location, 1700 Northwest 49 Street, Suite 150, Fort Lauderdale, Florida, 33309.

1. **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 Board, is attached to the official Minutes as EXHIBIT II.

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 Andrew M. Klein at 10:34 a.m.

3. **ACO BOARD OF DIRECTORS**

Commissioners:

Present:

Commissioner Andrew M. Klein, Chair
Commissioner Christopher T. Ure, Vice Chair
Commissioner Ray T. Berry, Secretary/Treasurer
Commissioner Nancy W. Gregoire
Commissioner Stacy L. Angier
Gino Santorio/President/CEO
Jon Albee
Dr. Aldo Calvo (WebEx)

Not Present:

Commissioner Marie C. Waugh

Senior Leadership:

Additionally Present: Alan Goldsmith/CAO, Alex Fernandez/CFO, Linda Epstein/General Counsel, Jerry Del Amo/Managing Sr. Associate, General Counsel, Brett Bauman/Associate General Counsel, Nigel Crooks/Chief Internal Auditor.

4. **PUBLIC COMMENTS** None

5. TOPIC OF DISCUSSION

5.1. Board of Directors for Broward Health ACO Services, Inc. approval of Governing Documents

5.1.1. Approval of Amended and Restated Articles of Incorporation

Mr. Sprada presented the Board of Director's amended and restated Articles of Incorporation:

Mr. Sprada listed proposed revisions to the articles of incorporation in greater detail.

It was recommended that an additional correction be made to the proposed Articles of Incorporation, which were the following; grammatical error on page 3, article 9, replacing the word shall with may.

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

APPROVE THE RECOMMENDED CHANGES TO THE ARTICLES OF INCORPORATION OF BROWARD HEALTH ACO SERVICES, INC.

Motion *carried* unanimously.

5.1.2. Approval of Amended and Restated Bylaws

Mr. Sprada presented the Board of Director's amended and restated bylaws, detailing modifications to the language within certain sections.

Mr. Sprada confirmed that any conflicts between the Articles of Incorporation and the Bylaws were corrected through the revisions.

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

APPROVE THE RECOMMENDED REVISIONS AND RESTATED BYLAWS.

Motion *carried* unanimously.

5.1.3. Approval of appointments to Broward Health ACO Services, Inc. Board of Directors

Mr. Sprada presented the recommended appointment of officers:

- Gino Santorio President/CEO of Broward Health
- Dr. Aldo Calvo Physician Member
- Dr. Avinash Persad Physician Member
- Dr. Husman Khan Physician Member

MINUTES

NORTH BROWARD HOSPITAL DISTRICT

North Broward Hospital District Board Of Commissioners
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- Dr. Mohammed Allarahka Physician Member
- Dr. Joshua Lenchus Physician Member
- Dr. Keith Foster Physician Member
- Jon Albee Medicare Beneficiary Member
- Modesto Gato AVP Finance

MOTION It was *moved* by Mr. Santorio, *seconded* by Commissioner Angier that:

**THE APPOINTMENTS TO BROWARD HEALTH ACO SERVICES, INC.
BOARD OF DIRECTORS BE APPROVED.**

Motion *carried* unanimously.

Mr. Santorio noted that there was a conflict within the language stated on page 3, Article III, Board of Directors, Section 8 (b), *participation by these means constitutes presence in person at the meeting*, as it did not conform with Attorney General's guidance for Florida law, nor with outside counsel's recommendations related to Broward Health's Bylaws.

He further recommended that the last line that read, *participation by these means constitutes presence in person at the meeting*, be deleted from section 8 (b), within a motion.

POINT OF ORDER

Commissioner Angier suggested that the correction be done at the meeting of the newly created ACO Board of Directors that was just formed in the last vote.

6. **ADJOURNMENT** 10:48 am

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

ADJOURN THE ACO BOARD OF DIRECTORS MEETING.

Motion *carried* unanimously.

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