

REGULAR BOARD MEETING
4:00 pm, July 31, 2019

The Regular meeting of the Board of Commissioners of the North Broward Hospital District was held at 4:00 p.m. on July 31, 2019 at the Broward Health Corporate Spectrum location, 1700 Northwest 49 Street, Fort Lauderdale, Florida.

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 Klein at 4:11 pm

3. **BOARD MEMBERS**

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
Commissioner Marie C. Waugh

Senior Leadership:

Additionally Present:

Gino Santorio, President/CEO, 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. **THE PLEDGE OF ALLEGIANCE** Nancy W. Gregoire

5. **PUBLIC COMMENTS**

- Gabriella Justamante, volunteer at Broward Health North
- Dr. Karlton Johnson, representative of Shaquille O'Neale
- Gwendolyn Clark Reed, former State Representative
- Joe Cobo, former commissioner of NBHD

6. **APPROVAL OF MINUTES**

6.1. Approve June 28, 2019 Special Emergency Board Meeting minutes

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

APPROVE THE JUNE 28, 2019 SPECIAL EMERGENCY BOARD MEETING MINUTES.

Motion *carried* unanimously.

6.2. Approve July 9, 2019 Rescheduled June 2019 Regular Board Meeting minutes

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

APPROVE THE JULY 9, 2019 RESCHEDULED JUNE BOARD MEETING MINUTES.

Motion *carried* unanimously.

7. **MEDICAL STAFF CREDENTIALING** – Dr. William Jensen

7.1.) Broward Health North

7.3.) Broward Health Coral Springs

7.2.) Broward Health Imperial Point

7.4.) Broward Health Medical Center

In the absence of CMO, Dr. Andrew Ta, Dr. William Jensen gave the monthly medical credentialing report for the month of July, 2019.

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

ADOPT PROPOSED MEDICAL STAFF CREDENTIALING ITEMS (#7.1.) THROUGH (#7.4.).

Motion *carried* unanimously.

8. **CHIEF MEDICAL STAFF UPDATES** (8.1.-8.4.)

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

9. **PRESENTATIONS**

Dr. Osmond from Broward Health Medical Center presented on the system wide success within the cardiology departments, specifically on the results of ongoing studies and state of the art devices.

President/CEO Update, Gino Santorio

Mr. Santorio presented his full monthly report highlighting the five pillars of the organization and progress at each of the facilities. In closing, Mr. Santorio recognized David Clark for his leadership and preparedness during the emergency water shutdown that occurred in Broward County two weeks prior, affecting the organization.

Chairman Klein asked the regional CEOs to stand for applause in recognition of the work they do day in and day out.

A moment of silence was had for Deputy Benjamin Nimtz of Broward County, who had recently been killed in a car crash while on duty.

10. **CONSENT AGENDA**

Chairman Klein announced that item (10.2.) would be moved from the consent agenda to the discussion agenda and re-numbered as (11.7.)

10.1. Approval of Policy: GA-004-012 Gifts Gratuities and Business Courtesies

~~10.2. Approval of Policy: Gifts and Gratuities Matrix~~

10.3. Approval of Lease acquisition for 10 years at 1801 Sample Road

10.4. Approval of Lease acquisition for 5 years at 8320 West Sunrise

10.5. Approval of Community Health Needs Assessment Advisory Council Prioritization

10.6. SystemWide, Hematology Lab Services Lease, Sysmex of America

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

**ITEMS 10.1., 10.3., 10.4., 10.5, AND 10.6. ON THE CONSENT AGENDA
BE APPROVED.**

Motion *carried* unanimously.

11. **DISCUSSION AGENDA**

11.1. Approval of Policy: GA-001-015 Conflict of Interest

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

THE GA-001-015 CONFLICT OF INTEREST POLICY BE APPROVED.

Motion *carried* unanimously.

11.2. Approval of the Proposed Changes to the Board's Bylaws

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

PASS BYLAWS AS WRITTEN SUBJECT TO REINSERTION OF CODE OF CONDUCT CLAUSE UNDER ARTICLE II, GOVERNING BOARD, ITEM 7.

Motion's first and second *withdrawn*.

* Further discussion on item 11.2. was postponed until remaining items on discussion agenda were heard.

* Ms. Hatcher recognized Brightest Star, Derejre Vazquez, Corporate IT.

11.3. Discussion of 2020 Balanced Scorecard

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

APPROVE STAFF'S RECOMMENDATIONS ON THE BALANCE SCORECARD FOR FY20.

Chairman Klein moved to *amend* main motion to:

INCLUDE TWO ADDITIONAL METRICS TO THE BALANCE SCORECARD, OUTPATIENT WAIT TIME AND NO SHOW RATE IN THE AMBULATORY DIVISION, EACH REPRESENTING 5% OF THE TOTAL VALUE SCORE FOR GROWTH CATEGORY.

Amendment to motion *failed* for lack of second.

Original motion to, **Approve Staff's Recommendations on the Balance Scorecard for Fiscal Year 2020**, *carried* 5 to 1.

* Meeting recessed at 6:52 pm and reconvened at 7:17 pm.

11.4. Discussion of 2019-2020 Board and Committee Meeting Schedule

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

THE PROPOSED BOARD MEETING SCHEDULE FOR FISCAL YEAR 2019/2020 BE APPROVED.

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

MODIFY THE NOVEMBER COMMITTEE MEETING DATE FROM NOVEMBER 13, 2019 TO NOVEMBER 12, 2019.

First and second *withdrawn*.

Original motion that, **The Proposed Board Meeting Schedule for Fiscal Year 2019/2020 be approved, carried** 6 to 0.

11.5. Discussion and Approval of the Settlement Offer in the Pauline Grant Lawsuits

Outside counsel, Ed Pozzouli spoke to the matter.

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

APPROVE THE RECOMMENDATION OF COUNSEL FOR SETTLEMENT.

Motion *carried* unanimously.

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

AUTHORIZE THE PRESIDENT/CEO TO EXECUTE SETTLEMENT AGREEMENT WITH PAULINE GRANT, SUBJECT TO GENERAL COUNSEL REVIEW.

Motion *carried* unanimously.

11.6. Consideration of Legal Undertaking Arrangements in the Sunshine Matter

* Ms. Epstein advised Commissioner Ure to remove himself from the room before discussion initiated.

* Commissioner Ure took a leave of absence for the remaining portion of the item.

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

TO BOARD OF COMMISSIONERS AUTHORIZE THE PRESIDENT/CEO OF THE NORTH BROWARD DISTRICT TO MAKE A REASONABLE PAYMENT FOR OUTSTANDING LEGAL FEES AND EXPENSES RELATED TO THE CRIMINAL SUNSHINE CASE BY EXECUTING UNDERTAKING ARRANGEMENTS WITH THE PARTIES, SUBJECT TO FINAL JUDGEMENT.

Motion *carried* unanimously.

* Commissioner Ure rejoined the meeting.

11.7 Approval of Policy: Gifts and Gratuities Matrix (formerly 10.2. on consent agenda)

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

APPROVE THE GIFTS AND GRATUITIES POLICY GA-004-012, SUBJECT TO CLARIFICATION THAT LANGUAGE WITHIN C1 BE CONSISTENT WITH OTHER LANGUAGE IN THE POLICY, TO *READ PATIENT'S FAMILY MEMBERS*, SO IT IS CLEAR THAT'S WITHIN THE SCOPE OF THE PROHIBITED CLASS.

Motion *carried* unanimously.

11.8 Approval of the Proposed Changes to the Board's Bylaws (continued, formerly 11.2.)

- * For the Board's convenience, Ms. Epstein circulated hardcopies of redlined revisions.
- * Discussion continued on revisions of bylaws and resolutions.
- * Commissioner Waugh left the meeting at 8:31 pm, and joined the meeting telephonically.
- * Commissioner Ure left the meeting at 8:36 pm, and joined the meeting telephonically.

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

ADOPT THE NEW BYLAWS AND COMPANION RESOLUTIONS TO BYLAWS.

Motion's first and second *withdrawn*.

Resolution read on record by outside counsel, Russell Marcus, as seen below;

The board hereby adopts the bylaws and codified resolutions with the additions, deletions, and modifications approved by the board. The CEO or his designee and the general counsel or her designee, each such person and authorized officer are hereby authorized and empowered to remove any comments and brackets in the bylaws, and the codified resolutions, and correct any scriveners errors and make any other immaterial changes, including without limitation correcting misspellings, punctuation, and grammatical errors, and making numbering and formatting changes to the bylaws and the codified resolutions as they or any one of them shall deem necessary, desirable, advisable, or appropriate to carry out the full intent and purposes of this resolution. The authorized officers being each

of them hereby is authorized and empowered to take all such further action and to execute, deliver, and file all such further certificates, instruments, and documents in the name and on behalf of the District, and if request or required under Corporate Seal dually attested by the Secretary/Treasurer of the District to pay to be paid all expenses to take such other as they or any one of them shall deem necessary, desirable, advisable, or appropriate to carry out the full intent and purposes of this resolution.

MOTION Was *renewed* by Commissioner Berry, *seconded* by Commissioner Gregoire,

* Chairman Klein left the meeting at 9:14 pm. As a result of his absence, the board acknowledged that a quorum was no longer present. Commissioner Waugh indicated over the phone that she would return. The meeting recessed at 9:18 pm. Meeting reconvened at 9:46 p.m., in which a quorum was reestablished.

In house counsel clarified for the record that the board was adopting the resolution previously read by outside counsel. Commissioner Berry acknowledged that the motion was to adopt the resolution in its totality. Motion *carried* unanimously.

As a result of the ratification of the new amended and restated Bylaws of the Board of North Broward Hospital District, the annual meeting where officer elections takes place was changed to the first board meeting of the new fiscal year and as such the ratification of the bylaws triggered an immediate election of officers.

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

**NOMINATE COMMISSIONER RAY BERRY AS CHAIRMAN OF
BROWARD HEALTH'S BOARD.**

Motion *carried* unanimously.

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

**NOMINATE COMMISSIONER STACY ANGIER AS
SECRETARY/TREASURER AND COMMISSIONER NANCY GREGOIRE AS
VICE CHAIR.**

Motion *carried* unanimously.

12. COMMENTS BY COMMISSIONERS

Closing comments were given by the Board.

13. NEXT REGULAR BOARD MEETING

Next regularly scheduled Board of Commissioner's meeting will be held on August 28, 2019 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 10:02 pm

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

THE REGULAR BOARD MEETING BE ADJOURNED.

Motion *carried* unanimously.

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

APPROVED

FY20-01

**Resolutions of the Board of Commissioners
Adopting the Amended and Restated Bylaws and the Codified Resolutions**

WHEREAS, pursuant to Rule 59A-3.272 of the Florida Administrative Code, the Board of Commissioners (the "Board") of the North Broward Hospital District (the "District") is required to review its Bylaws, rules and regulations at least every two (2) years;

WHEREAS, the Bylaws of the District, which were adopted on November 17, 2011 (the "2011 Bylaws"), provides that the 2011 Bylaws may be amended from time to time by the Board upon an affirmative vote of a two-thirds majority of the members of the Board in any regular or special meeting of the Board; and

WHEREAS, the President and Chief Executive Officer (the "CEO") of the District, the General Counsel of the District (the "General Counsel"), and the Governance Committee of the Board (the "Governance Committee") have proposed that the Board adopts the Amended and Restated Bylaws (the "Bylaws"), which amends and restates the 2011 Bylaws in its entirety, and the Codified Resolutions of the Board of Commissioners of the North Broward Hospital District (the "Codified Resolutions") in the form presented to the Board.

WHEREAS, the Board has determined that it is in the best interest of the District to recommend that the Board approves the Bylaws and the Codified Resolutions recommended by the CEO, the General Counsel, and the Governance Committee with such changes thereto approved by the Board; and

NOW, THEREFORE, BE IT RESOLVED, by the Board, that:

1. The Board hereby adopts the Bylaws and the Codified Resolutions, with the following additions, deletions, and other modifications approved by the Board.
2. The CEO or his designee and the General Counsel or her designee (each such person, an "Authorized Officer") are hereby authorized and empowered to remove any comments and brackets in the Bylaws and the Codified Resolutions and correct any scrivener's errors and make any other immaterial changes, including, without limitation, correcting misspellings, punctuation and grammatical errors, and making numbering and formatting changes to the Bylaws and the Codified Resolutions as they or any one of them shall deem necessary, desirable, advisable, or appropriate to carry out the full intent and purposes of this resolution.
3. The Authorized Officers be, and each of them hereby is, authorized and empowered to take all such further action and to execute, deliver and file all such

further certificates, instruments and documents, in the name and on behalf of the District, and if requested or required, under its corporate seal duly attested by the Secretary-Treasurer of the District; to pay or cause to be paid all expenses; to take all such other actions as they or any one of them shall deem necessary, desirable, advisable or appropriate to carry out the full intent and purposes of this resolution.

APPROVED