

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

REGULAR BOARD MEETING 4:00 P.M., WEDNESDAY, JULY 29, 2020

The Regular Meeting of the Board of Commissioners of the North Broward Hospital District was held at 4:00 p.m., on July 29, 2020, via WebEx video conference.

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.

2. CALL TO ORDER

There being a quorum present, the meeting was called to order by Chairman Berry at 4:00 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

Senior Leadership

Additionally Present:

Gino Santorio/President/Chief Executive Officer, Alan
Goldsmith/Chief Administrative Officer, Alex
Fernandez/Chief Financial Officer, Linda
Epstein/Corporate General Counsel, Jerry Del Amo/Deputy
General Counsel

4. GOVERNOR'S EXECUTIVE ORDER ANNOUNCEMENT

“This public board meeting is being conducted through communications media technology in accordance with the Governor’s Executive Order No. 20-69, as extended by the Governor’s Executive Order No. 20-150 and Section §120.54(5)(b)2 of the Florida Statutes. This meeting is open to the public, and the public may attend this meeting via telephone conference call. The conference call information is currently posted on Broward Health’s website. All the requirements of Florida’s Sunshine Law are still in effect including the memorialization of minutes. While not a requirement under Florida law, we will attempt to record this meeting and post it on Broward Health’s website for the public and for those who may not be able to attend this live telephone conference.”

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

5. THE PLEDGE OF ALLEGIANCE

The Pledge of Allegiance was led by Commissioner Stacy L. Angier.

Chair Berry asked everyone in attendance to join him in a moment of silence to honor the frontline caregivers and all lives that were lost that week.

6. PUBLIC COMMENTS

Sarahnell Murphy, Assistant State Attorney introduced herself and thanked organization, the Board, and Chair Berry on behalf of the United States Attorney's Office for their herculean efforts in battling the pandemic and keeping everyone safe. Ms. Murphy shared her background briefly as an assistant State Attorney and announced her candidacy for State Attorney, which was endorsed by Michael J. Satz, the current State Attorney.

7. APPROVAL OF MINUTES

Staff Recommendation: That the Board of Commissioners of the North Broward Hospital District approve the minutes from June 24, 2020.

Staff recommendation *carried* without dissent.

8. MEDICAL STAFF CREDENTIALING – Dr. Andrew Ta

8.1.) Broward Health North

8.3.) Broward Health Coral Springs

8.2.) Broward Health Imperial Point

8.4.) Broward Health Medical Center

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

Staff Recommendation: That the Board of Commissioners of the North Broward Hospital District approve medical staff credentialing reports, as presented.

Motional confirmed by roll call vote:

YES Commissioner Nancy W. Gregoire, Vice Chair

YES Commissioner Stacy L. Angier, Secretary/Treasurer

YES Commissioner Christopher T. Ure

YES Commissioner Marie C. Waugh

YES Commissioner Ray T. Berry, Chair

Motion *carried* 5/0.

9. CHIEF MEDICAL STAFF UPDATES

Medical staff updates were given by Dr. Lehr for Broward Health North, Dr. Jensen for Broward Health Imperial Point, Dr. Penate for Broward Health Coral Springs, and Dr. Kumar for Broward

MINUTES

NORTH BROWARD HOSPITAL DISTRICT

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

Health Medical Center. Said reports highlighted each of the facilities' objectives, events, and awards received over the past month.

- | | |
|-------------------------------------|-------------------------------------|
| 9.1.) Broward Health North | 9.3.) Broward Health Coral Springs |
| 9.2.) Broward Health Imperial Point | 9.4.) Broward Health Medical Center |

10. PRESENTATIONS

President/CEO Update, Gino Santorio:

Mr. Santorio presented his full monthly report, highlighting the five pillars (Quality, Service, People, Growth, and Finance) of the organization and the progress at each of the facilities.

WSVN Channel 7/Channel 6 news segment videos were shared, courtesy of FOX/NBC. The video featured Dr. Sunil Kumar, Chief of Staff, BHMC, discussing COVID-19.

Mr. Santorio gave a personal thank-you to Mark Sprada, Interim Director of Human Resources, for his leadership and incredible efforts in ensuring that the organization be adequately staffed during the pandemic.

11. CONSENT AGENDA

- 11.1. BHCS, Contractual Agreement for OB-GYN On-Call Services
- 11.2. BHMC, Contractual Agreement for Orthopedic Surgery On-Call Services
- 11.3. BHMC, Contractual Agreement for Psychiatry On-Call Services
- 11.4. BHC, Authorize to Execute a Lease Agreement with Welltower OM Group, LLC
- 11.5. BHC, Authorize to Execute a Food and Nutrition Management Services Agreement with Aramark Healthcare Support Management Services, LLC
- 11.6. FY 21 Balanced Scorecard
- 11.7. Schroders Multi-Asset, Split Proceeds Between Vanguard Star and Vanguard Wellington
- 11.8. Resolution FY21-01: Resolution to Create a Retiree Health Reimbursement Arrangement

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

Staff Recommendation: That the Board of Commissioners of the North Broward Hospital District approve items 11.1 through 11.8, on the Consent Agenda.

Motional confirmed by roll call vote:

- YES** Commissioner Nancy W. Gregoire, Vice Chair
- YES** Commissioner Stacy L. Angier, Secretary/Treasurer
- YES** Commissioner Christopher T. Ure

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

YES Commissioner Marie C. Waugh
YES Commissioner Ray T. Berry, Chair

Motion *carried* 5/0.

12. **DISCUSSION AGENDA**

12.1. Discussion of 2020-2021 Board and Committee Meeting Schedule

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

That the Board of Commissioners of the North Broward Hospital District accept the 2020-2021 Board and Committee Meeting Schedule as presented.

Motional confirmed by roll call vote:

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

Motion *carried* 5/0.

12.2. Board Officer Elections

12.2.1. Board of Commissioners' Nomination of Chair

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

That the Board of Commissioners nominate Nancy W. Gregoire as Chair of the North Broward Hospital District.

Motional confirmed by roll call vote:

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

Motion *carried* 5/0.

12.2.2. Board of Commissioners' Nomination of Vice Chair

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

MINUTES

NORTH BROWARD HOSPITAL DISTRICT

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

That the Board of Commissioners of the North Broward Hospital District nominate Stacy L. Angier as Vice Chair of the North Broward Hospital District.

Motional confirmed by roll call vote:

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

Motion *carried* 5/0.

12.2.3. Board of Commissioners' Nomination of Secretary/Treasurer

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

That the Board of Commissioners of the North Broward Hospital District nominate Marie C. Waugh as Secretary/Treasurer of the North Broward Hospital District.

Motional confirmed by roll call vote:

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

Motion *carried* 5/0.

13. **COMMENTS BY COMMISSIONERS**

Closing comments were given by the Commissioners.

14. **NEXT REGULAR BOARD MEETING**

The next Regular Board of Commissioner's Meeting will be held on Wednesday, August 26, 2020 at 4:00 pm. Location to be determined.

15. **ADJOURNMENT**

There being no further business on the agenda, the Chair Berry adjourned the meeting at 5:10 p.m.

Respectfully submitted,
Commissioner Marie C. Waugh, Secretary/Treasurer

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

Resolution FY21-01

RESOLUTION TO CREATE A RETIREE HEALTH REIMBURSEMENT ARRANGEMENT

WHEREAS, North Broward Hospital District (the “District”) is a special taxing district of the State of Florida, and is authorized and empowered to maintain hospitals and supportive facilities for the care and treatment of the people of said District;

WHEREAS, Section 19 of Section of the District’s enabling legislation, ch. 2006-347, Laws of Florida, as amended, and § 112.0801, Florida Statutes, authorize the District’s Board of Commissioners (“Board”) to establish benefit plans, employee pension funds and to provide for the life, disability, and medical insurance for all or any of the District’s employees or officers on a group insurance or other plan acceptable to the Board;

WHEREAS, the Board has previously established benefit plans, pension plans, and self-insurance health plans (collectively, the “Plans”) for the District’s employees and certain qualifying retired employees of the District (“Retirees”);

WHEREAS, the Plans for the Retirees are subject to Broward Health’s Post Retiree Benefits Policy, HR-005-043, and Broward Health’s Guide to Employee Benefits, both in effect and as amended from time to time (collectively, the “Plan Policies”);

WHEREAS, the Plan Policies permit the District to supersede, modify, or terminate the Plans at any time; and

WHEREAS, unless context otherwise requires, capitalized terms used but not defined herein have the meanings ascribed to such terms in the Amended and Restated Bylaws of the North Broward Hospital District and its accompanying Codified Resolutions of the Board of Commissioners of the North Broward Hospital District.

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

- 1.** The benefits of the Plans are hereby modified and Retirees eligible for Medicare shall be offered a “Choice Model” under the Plans whereby Medicare-eligible Retirees may either (a) receive a predetermined annual subsidy through a health reimbursement arrangement to purchase health and prescription coverage through a retiree health exchange; or (b) without a subsidy, enroll in the group health plans currently offered to Broward Health’s employees and pay the full cost thereof in accordance with § 112.0801, Florida Statutes.
- 2.** Those Retirees who are ineligible for Medicare shall be entitled to enroll in the group health plans currently offered to Broward Health’s employees subject to payments of monthly premiums with contribution levels to be determined annually.

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

- 3.** The President and Chief Executive Officer (the “CEO”), or those individuals who have been designated by the CEO in writing (collectively, “Designated Officer”), is hereby authorized and empowered in the name of, and on behalf of, the District to administer the Plans and execute any document or submit any application, as well as to represent the District and perform any and all acts related to the above-mentioned alterations to the Plans, including, without limitation, making modifications and consulting with experts and third-party administrators to fulfill the CEO’s fiduciary duties to the Plans; provided, however, no substantive changes to the Plans may be approved without an affirmative vote of the board and all such administration of said Plans shall at all times be in accordance with § 112.0801, Florida Statutes, and any other applicable state or federal laws.
- 4.** The Board hereby makes a finding that the Retiree contribution amount for participation in the Plans or subsidy provided to Medicare-eligible Retirees is not a substantive change that requires further Board approval.
- 5.** The CEO and each of the Designated Officers are hereby authorized and empowered, in the name of, and on behalf of, the District to apply for, obtain, and maintain other related services to fulfill their fiduciary duties to the Plans.
- 6.** The CEO and each of the Designated Officers are authorized to prepare, execute, deliver and file, as appropriate, any and all documents, in such form as the CEO or such Designated Officer shall approve, the execution, delivery or filing by the CEO and such Designated Officer to be conclusive evidence of such approval, and to take all such further action as the CEO or such Designated Officer considers necessary or desirable, to carry out the purposes and intent of the this Resolution.
- 7.** The CEO and each of the Designated Officers are responsible for the administration of the Plans, the terms and conditions of the Retirees participation in the Plans, and the benefits provided in the Plans.
- 8.** This Resolution hereby supersedes, replaces, and repeals any previous resolution or provisions thereof that otherwise conflict with or frustrate the purposes of this Resolution.
- 9.** This Resolution shall become effective immediately upon adoption.
- 10.** In addition to and without limiting the foregoing, the CEO and the Designated Officers, and each of them hereby is, for and in the name and on behalf of the District, authorized to take, or cause to be taken, such further action, to pay such fees and expenses, to make such filings or certifications, and to execute and deliver, or cause to be delivered, all such agreements, notices, instruments and documents, in each case, as he or she may deem necessary or appropriate in order to effect the purpose and to carry out the intent of the this resolution (as conclusively evidenced by the taking of such action or the execution and delivery of such instruments, as the case may be), and any and all actions heretofore taken by the CEO and the Designated Officers in

MINUTES

NORTH BROWARD HOSPITAL DISTRICT

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

connection with the subject of the foregoing recitals and resolutions be, and each of them hereby is, ratified, confirmed and approved in all respects as the act and deed of the District.

DULY ADOPTED this 29th day of July, 2020.
Time Adopted 4:43 PM

APPROVE