

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

**REGULAR BOARD MEETING
4:00 p.m., Wednesday, November 18, 2020**

The Regular Meeting of the Board of Commissioners of the North Broward Hospital District was held at 4:00 p.m., on November 18, 2020, at Broward Health Corporate Spectrum Location, 1700 Northwest 49th Street, Suite 150, Fort Lauderdale, Florida, 33309.

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. TO ORDER

There being a quorum present, the meeting was called to order by Chair Nancy W. Gregoire at 4:02 p.m.

3. BOARD MEMBERS

Commissioners Present:

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

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. THE PLEDGE OF ALLEGIANCE

The Pledge of Allegiance was led by Commissioner Christopher T. Ure.

*Item 6, Approval of Minutes and Item 7, Medical Staff Credentialing, were heard prior to Item 5, Public Comments, as referenced below.

6. APPROVAL OF MINUTES

6.1. Approval of the October 28, 2020 Regular Board Meeting Minutes.

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Without objection, Chair Gregoire approved the Regular Board Meeting Minutes for October 28, 2020.

Motion *carried* without dissent.

7. MEDICAL STAFF CREDENTIALING – Dr. Andrew Ta, Chief Medical Officer

- 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 Waugh, that:

The Board of Commissioners of the North Broward Hospital District approve Medical Staff Credentialing Reports, as presented.

Motion confirmed by roll-call vote:

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

Motion *carried* 5/0.

5. PUBLIC COMMENTS

Chair Gregoire opened the floor for public comments, in which the following speakers came forward.

- Ms. Beverly Langley Stevens, former employee, spoke to the “Rule of 80” and retiree concerns regarding the insurance plans and premiums.

The following retirees relinquished their speaking time to Ms. Langley Stevens, who spoke on their behalf.

- | | | |
|-------------------|----------------------|----------------------|
| ○ Anita Marcado | ○ Gloria Ladenthin | ○ Robit Petit |
| ○ Helen Kenchip | ○ Jo Rizzutto | ○ Kathleen Monroe |
| ○ Emiliana Perez | ○ Cynthia Cachola | ○ Maryanne Hernandez |
| ○ Don Douglas | ○ Jean Paisley | ○ Sally Mason |
| ○ Peter Barakat | ○ Esmi Godson | ○ Darlene McEwan |
| ○ Betsey Bennet | ○ Marge Bryer | ○ Catherine Stuart |
| ○ Mary Molina | ○ Sue Smith | ○ Susan Zembal |
| ○ Mary Graziano | ○ Linda Helm-Hibbits | ○ Janice Thomas |
| ○ Carro Frederick | ○ Irene Konieczny | ○ Helen Okinchits |
| ○ Patty Duffy | ○ Nancy Shutt | ○ Mary Ellen Fiarman |
| | ○ Anita Roberts | |

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- Joyce Rivard
- Pamela Sutton
- Diana Glasser
- Linda Meisburger
- Judy Robbins
- Danielle Orr
- Alanna Yomar
- Bonnie Ray
- Joan Markensteyn
- Joanne Dudak
- Patricia Patridge
- Keith Patridge
- Daisy Montero
- Joyce Stone
- Marlo Proctor
- Claudia Diaz
- Pow Sang
- Martha Walsh
- Janet Shanley
- Wanda Molina
- Gary Ault
- Honorata Figueroa
- Dasa Pesel

- Mr. Steve Palmer, former employee, echoed Ms. Langley Steven's concerns regarding the "Rule of 80".
- Speakers regarding the pending hospitalist program at Broward Health North:

Broward Health North internist, Dr. Nada Boskovic, spoke to her concerns regarding hospitalists brought in during the pandemic and how it has affected the physicians on staff. It was agreed a discussion between physicians, leadership, and Commissioner Berry would be held offline.

- Broward Health North internist, Dr. Amit Upadihiaya, echoed the comments given by Dr. Boskovic.
- Amal Hanna, Broward Health North internal medicine physician echoed the comments given by Dr. Boskovic.
- Narendra Maheshwari, Broward Health North Chief of Staff, echoed the comments given by Dr. Boskovic.
- Ajit Singh, Broward Health North internal medicine physician, echoed the comments given by Dr. Boskovic.
- Viraj Tirmal, Broward Health North internal medicine physician, echoed the comments given by Dr. Boskovic.
- Speakers regarding Commissioner Christopher T. Ure's departure from the Board of Commissioners:
 - Ms. Sheila Cheriflus-McCormic and Mr. Edwin Cheriflus-McCormic from the Haitian-American Chamber of Commerce spoke to the departure of Commissioner Ure from the Board of Commissioners, thanking him for all that he had done for the organization and community. Commissioner Ure was presented with a gift.
 - Ms. Samantha Verner also spoke on behalf of Representative Chip LaMarca regarding the departure of Commissioner Ure. Ms. Verner noted that Commissioner Ure along with the Board of Commissioners, had positioned Broward Health for long-term

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success. It was announced that Representative LaMarca recognized Commissioner Ure by naming November 18 *Chris Ure Day* in Broward County. Photos were taken.

- Ms. Maria Brainin-Moore spoke on behalf of Representative Chevron Jones regarding the departure of Commissioner Ure, thanking him for his service.
- Pastor George Rich and constituent Vincente Thrower spoke on behalf of the Pompano Christian Clergy Council regarding Commissioner Ure's departure. The speakers thanked him for his hard work and his support in giving them a voice in the community. Commissioner Ure was presented with a plaque for his contributions to the organization and the community.
- Mr. Santorio, CEO/President, thanked Commissioner Ure on behalf of Broward Health. On behalf of the executive team and the Board, Mr. Santorio presented Commissioner Ure with a plaque commemorating his years of service.
- Joe Cobo, former Commissioner for the District, spoke to the departure of Commissioner Ure, in addition to the resignation of Mr. Santorio. Compliments were given regarding accomplishments during their tenure.

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

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. President/CEO Update – presented by Gino Santorio, President/Chief Executive Officer

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.

Mr. Santorio shared a COVID-19 update that included testing, admissions, and discharge rates.

Mr. Santorio congratulated Mr. Alan Goldsmith, Chief Administrative Officer of the District, for being promoted to Chief Operating Officer (COO).

A video was shared highlighting the Graduate Medical Education program.

The video featured:

- Giovanni Charles, M.D., Transitional Year Resident
- Patricia Rowe-King, M.D., FAAP, Designated Institutional Official

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- Anisha Mohandas, M.D., Pediatric Chief Resident
- Ivan Puente, M.D., FACS, General Surgery Program Director
- Claudia Monge, D.O., Cardiology Fellow
- Jusong Choi, M.D., Internal Medicine Chief Resident
- Joel Rush, D.O., FAOAO, Orthopedic Surgery Program Director
- Timothy Niedzielak, D.O., Orthopedic Resident
- Glenn Singer, M.D., FACP, FCCP, FAASM, Internal Medicine Associate Program Director

10. CONSENT AGENDA

- 10.1. Resolution FY21-08: Resolution of the Board of Commissioners of North Broward Hospital District Approving Payment of Private Counsel for Certain Named Defendants in Pending Litigation; Delegating Authority to the General Counsel
- 10.2. District's Payment for Private Outside Counsel for Commissioner Berry in the Pending Barrett Litigation.
- 10.3. Resolution FY21-09: Resolution to Amend Certain Provision of the Amended and Restated Bylaws of Broward Health ACO Services, Inc.
- 10.4. Approval of the Interim Financial Statement for the Month of October 2020
- 10.5. Brian Kozik
 - 10.5.1. Accept the evaluation scorecard and goals on the self-assessment for the SVP/Chief Compliance and Privacy Officer, Brian Kozik.
 - 10.5.2. Approve a 2% increase in salary for the SVP/Chief Compliance Officer, Brian Kozik.
- 10.6. Linda Epstein, Corporate General Counsel
 - 10.6.1. Accept the evaluation scorecard and goals on the self-assessment for the Corporate General Counsel, Linda Epstein.
 - 10.6.2. Approve a 2% increase in salary for the Corporate General Counsel, Linda Epstein.
- 10.7. Gino Santorio, President/Chief Executive Officer
 - 10.7.1. Accept the evaluation scorecard and goals on the self-assessment for the President/Chief Executive Officer, Gino Santorio.
 - 10.7.2. Approve amended motion to adjust Commissioner Ure's score on the Financial Management Merit from a score of 3 to a score of 5, increasing the final average performance evaluation score to 45 for the President/Chief Executive Officer, Gino Santorio.
 - 10.7.3. Approve a 3% increase in salary for the President/Chief Executive Officer, Gino Santorio.
- 10.8. Compensation
 - 10.8.1. Approve to move current compensation structure from 50% of market to 65% of market for Board Reports, as a goal.
 - 10.8.2. Approve retroactive increase of 20% for the SVP/Chief Compliance and Privacy Officer, Brian Kozik, who is the acting Interim Chief Internal Audit Officer until the position is filled.

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

The Board of Commissioners of the North Broward Hospital District approve items 10.1 through 10.8.2 on the Consent Agenda.

Motion confirmed by roll-call vote:

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

Motion *carried* 5/0.

11. **DISCUSSION AGENDA**

11.1. Resignation of Gino Santorio, President/CEO; Leadership Transition

A discussion was held regarding Mr. Santorio's resignation. He confirmed he would be exiting from his role at Broward Health on February 11, 2021.

Commissioners Ure, Angier, Berry, and Gregoire individually congratulated Mr. Santorio on his new position as President/CEO for Mount Sinai Medical Center in Miami-Dade. Commissioner Waugh noted that she would reserve her comments for a later date.

*Commissioner Waugh departed the meeting at 5:45 p.m.

11.2. Chief Internal Auditor Position

A discussion was held regarding the Chief Internal Auditor position and whether the role should be filled or remain combined with the role of the SVP/Chief Compliance and Privacy Officer. Mr. Kozik took on the additional role as Acting Chief Internal Auditor on March 3rd, 2020.

Mr. Santorio recommended that Mr. Steve Forman, Compliance Consultant to the Board present the pros, cons, and best practices of combining or separating the two roles at the January 2021 meeting.

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11.3. Discussion of Pending Committee Assignments

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

The Board of Commissioners of the North Broward Hospital District approve the following committee assignments, due to Commissioner Ure’s departure from the Board of Commissioners.

| Committee | Officers and Members |
|---|--|
| Audit | Chair Angier, Vice Chair Gregoire, Comm. Berry, Mr. Petkas, and Mr. Porter |
| Building | Chair Angier, Vice Chair Waugh, Comm. Berry |
| Compliance and Ethics | Chair Gregoire, Vice Chair Berry, Comm. Angier, Comm. Waugh |
| Finance | Chair Angier, Vice Chair Waugh, Comm. Gregoire, Comm. Berry |
| Governance | Chair Berry, Vice Chair Gregoire, Commissioner Angier |
| Human Resources | Chair Waugh, Vice Chair Berry, Commissioner Angier |
| Joint Conference | Chair Jensen, Comm. Waugh, Comm. Gregoire, Ray T. Berry |
| Legal | Chair Gregoire, Vice Chair Angier, Comm. Berry, Comm. Waugh |
| Pension and Investment | Chair Angier, Vice Chair Waugh, Comm. Berry |
| Quality Assessment and Oversight (QAOC) | Chair Gregoire, Vice Chair Angier, Comm. Berry |
| Risk | Chair Gregoire, Vice Chair Angier, Comm. Berry |
| Broward Health Foundation | Comm. Angier |
| CDTC | Comm. Angier |
| Community Relations Council – BHIP | Comm. Angier |
| Community Relations Council – BHCS | Comm. Gregoire |
| Community Relations Council – BHN | Comm. Waugh |
| Community Relations Council – BHMC | Comm. Berry |
| Community Relations Council – Senior Services | Comm. Angier |
| Community Relations Council – Primary Care | Comm Angier |

Motion *carried* unanimously (4/0)

12. COMMENTS BY COMMISSIONERS

Closing comments were given by the Commissioners.

13. NEXT REGULAR BOARD MEETING

The next regularly scheduled Board of Commissioner's Meeting will be held on Wednesday, December 16, 2020 at 4:00 p.m. at the Broward Health Corporate Spectrum location, 1700 Northwest 49th Street, Suite 150, Fort Lauderdale, Florida 33309.

14. ADJOURNMENT

There being no further business on the agenda, the Chair adjourned the meeting at 6:09 p.m.

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

Resolution FY21-08

Resolution of the Board of Commissioners of North Broward Hospital District Approving Payment of Private Counsel for Certain Named Defendants in Pending Litigation; Delegating Authority to the General Counsel

WHEREAS, North Broward Hospital District (the “District”), a special district as defined under § 189.012(6), Florida Statutes, was established in 1951 by virtue of authority granted by the Florida Legislature under ch. 27438, Laws of Florida, which was recodified in ch. 2006-347, Laws of Florida, as amended;

WHEREAS, the District, as a special district of the State of Florida, is subject to certain Florida laws governing the conduct of public entities;

WHEREAS, from time to time, Board members, officers, employees, and agents (collectively, “Public Officials”) may be subjected to a lawsuit when such Public Officials, while acting in the scope of their public duties, were protecting the public’s interests and fulfilling the mission and purpose of the District;

WHEREAS, there exists a common law right in Florida, independent of statute, ordinance, or charter, to furnish or pay fees for counsel to defend Public Officials subjected to attack in civil proceedings where the conduct complained of arises out of or in connection with the performance of his or her official duties and while serving a public purpose;

WHEREAS, in addition to the common law requirement of defending Public Officials, Florida’s Legislature passed § 111.07, Florida Statutes, authorizing public entities to provide legal representation to such Public Officials to defend civil actions arising from an act or omission of the Public Officials’ job function unless such Public Official acted in bad faith, malicious purpose, or in a manner exhibiting wanton and willful disregard of human rights, safety, or property;

WHEREAS, Article VII.(c) of the Board’s Amended and Restated Bylaws of the North Broward Hospital District (the “Bylaws”) provides that the District shall indemnify, defend, and hold harmless Board members to the extent that such Board member is liable for an act or omission arising out of and in the course of the performance and scope of such Board member’s duties and responsibilities to the District provided such indemnification is consistent with Florida Law and the Bylaws;

WHEREAS, the former General Counsel of the District, Lynn Barrett, has filed a lawsuit against the District in Broward County naming the District and certain Public Officials in their individual capacities as parties to the lawsuit for certain acts they took during the course and scope of their employment or function with the District (the “Pending Litigation”); and

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

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

1. The Board makes a finding and concludes that the conduct complained of in the Pending Litigation against the Public Officials involves conduct that the Public Officials performed while fulfilling public duties and while serving a public purpose.

2. To the extent permitted under the District's Bylaws and section 111.07, Florida Statutes, common law, and other applicable law, and subject to the other provisions of this Resolution, following Board approval to pay for court costs and reasonable attorney's fees for a specific Public Official named in the Pending Litigation, the District may expend fees for court costs, reasonable attorney's fees, and other reasonable legal costs for the individual Public Official who was approved by the Board for such payment of court costs, reasonable attorney's fees and other reasonable legal costs to defend such Public Official in the Pending Litigation during the pendency of the Pending Litigation and continuing through any appeals until the Pending Litigation is dismissed with prejudice and/or a final judgement enters inclusive of, to the extent permissible under applicable law, any related post-judgement proceedings (the "Pendency of the Pending Litigation").
3. Notwithstanding any other District resolution, policy or procedure, the Board hereby delegates to the District's General Counsel the authority to negotiate rates and sign any contracts or engagement letters with outside private counsel for the purposes of defending each of the Public Officials during the Pendency of the Pending Litigation. Any contracts or engagement letters executed by the General Counsel pertaining to the defense of the Public Officials during the Pendency of the Pending Litigation shall be for and on the behalf of the District and shall be a binding obligation of the District.
4. Any contract or engagement letter entered into by the District to pay reasonable attorney's fees and reasonable legal costs for a Public Official during the Pendency of the Pending Litigation shall include language that (a) the District shall not pay for unreasonable fees and/or costs billed; (b) any disputes regarding the reasonableness or unreasonableness of fees or costs shall be resolved with the District and not with the particular Public Official; (c) any actions or litigation pertaining to disputes concerning the reasonableness or unreasonableness of fees or costs billed shall only be taken against the District and shall not be taken against any Public Official; (d) that the prevailing party of any action or litigation pertaining to disputed fees and/or costs shall be entitled to reimbursement of all court costs and reasonable attorneys' fees; and (e) that the law firm and/or attorney shall not attempt to collect from any Public Official any shortfall between the fees or costs paid by the District and what the law firm and/or attorney charged in any bills.
5. To the extent permissible under section 111.07, Florida Statutes, and other applicable law, if a Public Official retains his or her own private counsel and the Board does not approve, and the District does not pay the reasonable fees and costs of the Public Official's private counsel during the Pendency of the Pending Litigation, the District shall reimburse such reasonable attorney's fees and court costs to the Public Official if the Public Official prevails and successfully defends against the allegations made in the Pending Litigation, provided such Public Official did not act in bad faith, with a malicious purpose, or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.
6. This Resolution does not prohibit the District from recovering any and all attorney's fees from a Public Official to the extent the attorney's fees are paid from public funds and the Public Official is found to be personally liable by virtue of acting outside the scope of his or her employment, or was acting in bad faith, with malicious purpose, or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.
7. With the exception of Resolution FY21-06 (Resolution of the Board of Commissioners of North Broward Hospital District Approving Payment of Reasonable Attorney's Fees for Litigation), this resolution hereby supersedes, amends, replaces and repeals any conflicting resolution or conflicting policy previously adopted by the Board.

DULY ADOPTED this 18 day of November, 2020.

Time Adopted 4:35 PM

Resolution FY21-09

Resolution to Amend Certain Provisions of the Amended and Restated Bylaws of Broward Health ACO Services, Inc.

WHEREAS, North Broward Hospital District (the “District”) is a special taxing district of the State of Florida established for the health care needs of the residents of the District and is authorized and empowered to maintain hospitals and supportive facilities for the care and treatment of the people of said District, as well as establish subsidiary and affiliate organizations which foster the administration of such services;

WHEREAS, the District established Broward Health ACO Services, Inc. (“ACO”) as a Florida not-for-profit corporation duly organized pursuant to the Florida Not For Profit Corporation Act, § 617.01011, *et seq.*, Florida Statutes;

WHEREAS, the Amended and Restated Articles of Incorporation of Broward Health ACO Services, Inc. (“Articles of Incorporation”), the ACO’s corporate charter, establishes the ACO and provides that the District is the sole member of the ACO;

WHEREAS, Art. VII of the Articles of Incorporation and Art. IX of the Amended and Restated Bylaws of Broward Health ACO Services, Inc., effective as of September 25, 2019 (the “Bylaws”), reserve the sole power to the District to make any alterations or amendments to the Bylaws;

WHEREAS, the District wishes to amend certain provisions of the Bylaws as set forth herein; 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 North Broward Hospital District, that:

1. The Bylaws are hereby amended as provided below. Words ~~stricken~~ are deletions; words underlined are additions.
2. Art. III, s. 6. of the Bylaws is hereby amended to read as follows:

Section 6. Quorum and Voting. A majority of the number of Directors fixed by or in accordance with these Bylaws shall constitute a quorum for the transaction of business at any meeting of Directors. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Directors present shall be the act of the Board of Directors. In addition to physical presence, for the purposes of these Bylaws, “present” shall also mean a presence via electronic communications technology, provided that all Directors are able to simultaneously hear each other during the meeting and such meetings otherwise comply with the requirements of § 286.011, Florida Statutes.

3. Art. III, s. 8. of the Bylaws is hereby amended to read as follows:

Section 8. Meetings.

(a) Regular and special meetings of the Board of Directors shall be held at the principal place of business of the Corporation or at any other place and/or via any electronic means

appropriate for the Board of Directors to conduct its business, within or without the State of Florida, designated by the President. Meetings of the Board of Directors may be called by any member of the Board of Directors or by the President. A majority of the Directors present, regardless whether a quorum exists, may adjourn any meeting of the Board of Directors to another time and place. Notice of an adjourned meeting shall be given to the Directors who were not present at the time of the adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the Directors who were present.

(b) Members of the Board of Directors may participate in a meeting of the Board by means of a telephone conference or similar communications equipment through which all persons participating may simultaneously hear each other during the meeting, provided a ~~physical~~ quorum is established.

4. This resolution is effective immediately upon its ratification by the Board of Commissioners of North Broward Hospital District (the "Board").
5. This resolution hereby supersedes, amends, replaces and repeals any conflicting resolution or conflicting policy previously adopted by the Board.

DULY ADOPTED this 18 day of November, 2020.

Time Adopted 4:35 PM

APPROVED