

NOTICE OF MEETING

NORTH BROWARD HOSPITAL DISTRICT

BOARD OF COMMISSIONERS

A Legal Affairs and Governmental Relations Committee meeting will be held on Wednesday, October 21, 2020, at 10:00 a.m., via WebEx. The purpose of this committee meeting is to review and consider any matters within the committee's jurisdiction.

NOTE: This public Committee meeting shall be conducted only through communications media technology in accordance with the Governor's Executive Order No. 20-69, as extended by the Governor's Executive Order No. 20-246, and Section 120.54 (5)(b)2, Florida Statutes.

This meeting shall be open to the public who may attend by using the call-in toll number provided below:

Call-In Toll Number: (650) 479-3208

Meeting Access Code: 172 647 1978

Meeting Password: jWjHxKyh493

For the most updated information, please check our website as schedules may change for reasons beyond our control <https://www.browardhealth.org/pages/board-calendar>

Any person who decides to appeal any decision of the District's Board with respect to any matter considered at these meetings will need a record of the proceedings, and for such purpose, may need to ensure that a verbatim record of the proceedings is made which record includes testimony and evidence upon which the appeal is to be based.

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

LEGAL AFFAIRS AND GOVERNMENTAL RELATIONS COMMITTEE MEETING Immediately Following the Quality Assessment & Oversight Committee Meeting September 8, 2020

The Legal Affairs and Governmental Relations Committee of the North Broward Hospital District was held on September 8, 2020, immediately following the Quality Assessment & Oversight Committee meeting, 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 Committee.

2. CALL TO ORDER

There being a quorum present, the meeting was called to order by Chair Nancy W. Gregoire at 8:45 a.m.

3. COMMITTEE MEMBERS

Present:

Commissioner Nancy W. Gregoire, Chair
Commissioner Stacy L. Angier, Vice Chair
Commissioner Ray. T. Berry
Commissioner Marie C. Waugh

Not Present:

Commissioner Christopher T. Ure

*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

General Counsel delivered the Governor's Executive Order for the record.

"This public committee 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. 20-193, Section §120.545(b)2 of the Florida Statutes. This meeting is open to the public who are able to attend this meeting via telephone conference call.

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The conference call information is currently posted on Broward Health's website. All 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."

5. PUBLIC COMMENTS

None.

6. APPROVAL OF MINUTES

The Legal Affairs and Governmental Relations Committee of the North Broward Hospital District approve the minutes from June 17, 2020.

Motion *carried* without dissent.

7. TOPIC OF DISCUSSION

7.1. General Legal Department Updates – presented by Linda Epstein, Corporate General Counsel

Ms. Epstein shared the following Legal Department updates with the committee, as seen below.

- Staff Updates
 - Broward Health attorney, Wendy Pike, resigned due to a move to Maine.
 - Broward Health attorney, Christina Guzman, resigned due to a move to Omaha, Nebraska.
 - Regional Compliance Manager, BMHC, Adlin Tuya, transferred from the Compliance Department to the Legal Department. Ms. Tuya is an attorney.
 - Ms. Tuya introduced herself and shared her background. She started at Broward Health in February of 2018. She noted that she was a defense attorney for Americans for Immigrant Justice in Miami-Dade County.
 - A second new-hire from a Miami law firm will start in late September.
 - Interviews pending for a remaining open position.
- Legal Engagement
 - Ms. Epstein reported that there were no new legal engagements contracted since the last report.
- FY20 Actual/Incurred Costs through June 30, 2020 (for more detail, see slides 1-2 of the Legal Department's Budget Review Fiscal Year 2020 PowerPoint presentation)

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- Ms. Epstein complimented her legal team for controlling the legal expenses. She further reported that all categories came under budget with the exception of Fair Market Value (FMV) category.
 - Fiscal Year 19/20 Approved Budget: \$6,645,738.00.
 - Fiscal Year 19/20 Actual Spend through June 2020: \$3,571,422.92.
 - Fiscal Year 19/20 Actual Savings through June 2020: \$3,074,315.08
- CounselLink, legal billing software, was implemented August 2019.
 - All outside counsel are required to submit invoices and receipts electronically through this program.
 - The Legal Department no longer accepts paper bills.
 - Software rejects bills for fees above contracted rates.
 - Individual budgets are created for each legal matter.
- Fair Market Value (FMV) – presented by Jerry Del Amo, Deputy General Counsel (for more detail, go to slides 3 of the Legal Department’s Budget Review Fiscal Year 2020 PowerPoint presentation)
 - Mr. Del Amo first shared positive improvements that were made with respect to the FMV spend.
 - He further reported that the monthly spend was decreased from \$130k per month to \$75-\$80k. This implementation resulted in a cost savings.
 - FMV Budget: \$1,185,738.00.
 - FMV Actual Spend: \$1,240,225,29.
 - A third-party consulting company (HCA) was credited for the cost savings, as their charges were based on a flat monthly fee of \$40k per month versus case-by-case charges.
 - It was confirmed that the Legal Department would continue to work with FTI and PYA on more complex arrangements.

Ms. Epstein introduced a walk-on matter related to the “Pauline Grant Self-Disclosure Reportable Event” with the Civil Branch of the Department of Justice (DOJ). Ms. Epstein further reported that the DOJ reached out to outside counsel on September 7, 2020 with a settlement offer for Broward Health’s consideration.

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

The Board of Commissioners of the North Broward Hospital District Authorize the District By and Through Its General Counsel and Outside Counsel to Enter Into Settlement Negotiations With the Department of Justice (DOJ) Civil for a Settlement Amount of Up To \$450,000 or Less and To Negotiate and To Enter Into a Settlement Agreement with the Department of Justice (DOJ) in the “Pauline Grant Self-Disclosure Reportable Event Matter”.

Motion confirmed by roll call vote:

MINUTES

NORTH BROWARD HOSPITAL DISTRICT

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

Motion carried 4/0.

8. **26:19 ADJOURNMENT**

There being no further business on the agenda, the Chair adjourned the meeting at 9:11 a.m.

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

DRAFT

Resolution FY21-06

Resolution of the Board of Commissioners of North Broward Hospital District Approving Payment of Reasonable Attorney's Fees for Litigation

WHEREAS, North Broward Hospital District (the "District"), is a special district as defined pursuant to § 189.012(6), Florida Statutes, and 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 Board of Commissioners of North Broward Hospital District (the "Board") governs itself and its meetings in a transparent manner according to the Board's Amended and Restated Bylaws of the North Broward Hospital District (the "Bylaws") and the its accompanying Codified Resolutions of the Board of Commissioners of the North Broward Hospital District ("Codified Resolutions");

WHEREAS, from time to time, Board members, officers, employees, and agents (collectively, "Public Officials") may be subjected to a lawsuit when protecting the public's interests and fulfilling the mission and purpose of the District;

WHEREAS, recognizing these circumstances, 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;

WHEREAS, Article VII.(c) of 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 Codified Resolutions.

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

1. To the extent permitted under applicable law and the District's Bylaws, the District shall expend fees and costs to defend the District and the named Public Officials 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.
2. The District shall pay reasonable attorneys' fees and costs to defend the District and the named Public Officials 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.

3. The Board hereby makes a finding and concludes that, in the Pending Litigation, “reasonable attorneys’ fees” are attorneys’ fees of up to and including Four Hundred Dollars (\$400.00) per billable hour.
4. This resolution hereby supersedes, amends, replaces and repeals any conflicting resolution or conflicting policy previously adopted by the Board.

DULY ADOPTED this ____ day of October, 2020.

Time Adopted _____ PM