

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

REGULAR BOARD MEETING 4:00 p.m., Wednesday, February 23, 2022

The Board of Commissioners Regular Board Meeting of the North Broward Hospital District was held at 4:00 p.m., on February 23, 2022, at the Broward Health Corporate Spectrum Location, 1700 NW 49th Street, Suite 150, Fort Lauderdale, Florida 33309.

1. NOTICE

Notice and Agenda, titled EXHIBIT I and EXHIBIT II, are attached to the official meeting book archived at the Board of Commissioners' Office. Supporting documents, if applicable, are attached to these minutes, titled EXHIBIT III. Exhibits are presented for consideration of the Board.

2. CALL TO ORDER

There being a quorum present, the meeting was called to order by Chair Stacy L. Angier at 4:18 p.m.

3. ROLL CALL

Present:

Commissioner Levi G. Williams, Jr.
Commissioner Ray T. Berry
Commissioner Nancy W. Stamper
Commissioner Marie C. Waugh, Vice Chair
Commissioner Stacy L. Angier, Chair

Not Present:

Commissioner Jonathan K. Hage
Commissioner Christopher J. Pernicano, Secretary/Treasurer

Senior Leadership

Additionally Present:

Shane Strum, President, Chief Executive Officer
Ken Hetlage, Interim Chief Financial Officer
Alex Fernandez, SVP, Chief Financial Officer
Linda Epstein, Corporate General Counsel

MINUTES

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

4. **THE PLEDGE OF ALLEGIANCE**

The Pledge of Allegiance was led by Commissioner Ray T. Berry.

5. **PUBLIC COMMENTS**

Chair Angier opened the floor for public comments, in which there were none.

6. **APPROVAL OF MINUTES**

6.1. Approve Regular Board Meeting Minutes dated January 26, 2022.

Without objection, Chair Angier approved the minutes, dated January 26, 2022.

Motion *carried* without dissent.

*Chair Angier yielded the floor to President/CEO, Mr. Shane Strum, who introduced Dr. Jason A. Walters, Orthopaedic Surgery. It was mentioned that Dr. Walter's father was also a highly respected physician in the community. Dr. Walters provided the Board with an overview of his passion of helping people and the scope of his orthopaedic practice.

A WSVN Channel 7 news brief was shared featuring Dr. Walters.

*Chair Angier allowed item 8, *Distinguished Physician Award*, to be heard prior to item 7, *Reading of Form 8B*.

8. **DISTINGUISHED PHYSICIAN AWARD, DR. MOJTABA GOSHTI** (Presenter - Dr. Gary Lehr)

Dr. Lehr, Chief of Medical Staff for Broward Health North, presented Dr. Mojtaba Goshti, Vascular Surgery with the Distinguished Physician Award and shared a brief overview of Dr. Goshti's personal and professional achievements.

Dr. Goshti thanked the Board and expressed that it was an honor to be recognized as a Distinguished Physician for the system.

7. **READING OF FORM 8B** (Presenter - Patricia Alfaro, Board of Commissioners Support Services Manager)

For the record, Ms. Patricia Alfaro, Board Liaison and Support Services Manager, read the January 26, 2022 Form 8B Memorandum of Voting Conflict for County, Municipal, and Other Local Public Officers (a copy of which is attached to these minutes and incorporated by reference) statements for Commissioner Ray T. Berry as he disclosed a potential conflict of interest and abstained from voting on item 11.6 titled, *Ratification of the Alvarez & Marsal Global Cyber Risk Services, LLC Agreement*, because his nephew is employed by Alvarez & Marsal. Alvarez & Marsal is a very large company in which his nephew works in the mergers and acquisitions division. It was noted that Commissioner Berry's nephew was not involved with the subject Agreement.

MINUTES

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

9. **MEDICAL STAFF CREDENTIALING** (Presenter - Dr. Joshua Lenchus, Interim System Chief Medical Officer)

- 9.1.) Broward Health North
- 9.2.) Broward Health Imperial Point
- 9.3.) Broward Health Coral Springs
- 9.4.) Broward Health Medical Center
- 9.5) Core Privilege Forms for Approval

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

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

Motion confirmed by roll-call vote:

- YES** Commissioner Levi G. Williams, Jr.
- YES** Commissioner Ray T. Berry
- YES** Commissioner Nancy W. Stamper
- YES** Commissioner Marie C. Waugh, Vice Chair
- YES** Commissioner Stacy L. Angier, Chair

Motion *carried* 5/0.

10. **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.

- 10.1.) Broward Health North
- 10.3.) Broward Health Coral Springs
- 10.2.) Broward Health Imperial Point
- 10.4.) Broward Health Medical Center

11. **PRESENTATIONS**

- 11.1. CEO Update (Presenter - Shane Strum, President, Chief Executive Officer)

Mr. Strum 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.

The following videos were shared:

- Broward Health Physician Group featured on Channel 10 News
 - Heart Failure Specialist, Dr. Yordanka Reyna raised awareness on pregnancy-induced hypertension among women. According to the American College of

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

Obstetrics and Gynecology, cardiovascular disease is now the leading cause of death in pregnant women in the U.S., however many women are unaware of their risk factors. Noted that African American women are at higher risk of developing pregnancy-induced hypertension, due to genetics, sensitivity to salt, weight, and diabetes, which is more prevalent in the Black community.

- The Broward Health Rewind
 - A bi-weekly video series that covers the latest news and events occurring throughout the District's healthcare system. This first installment featured Black History Month celebrations, which included weekly heart health screenings at Broward Health Medical Center, promoting the importance of maintaining a healthy lifestyle.
- Black History Month: Dr. Patricia Rowe-King Empowers, Inspires Those Around Her featured on Channel 4
 - Video highlighted Dr. Patricia Rowe-King, Pediatric Specialist, who shared that early on in her career she struggled to find African American mentors and physicians like her. Dr. Rowe-King has helped develop a program where they pair minority students in high schools with physicians of all ethnicities and backgrounds and offer one-on-one mentoring.

12. CONSENT AGENDA

12.1. Approve a commitment of up to \$10 million in Private Equity in the Unrestricted Fund for calendar year 2022.

12.2. Approve the hiring of State Street Global Advisors ("SSgA") to manage the new U.S. Treasury Inflation Protected Securities (TIPS) Index Strategy for the Pension Fund as recommended by Segal Marco.

12.3. Approve (i) the termination of Columbia Threadneedle Large Cap Value Equity Fund in the Pension Fund, (ii) the reallocation of \$14.0 million from the Columbia Threadneedle fund to the Pension Fund's SSgA U.S. TIPS Index Strategy, and (iii) the reallocation of the balance of the Columbia Threadneedle fund to the Pension's Baird Core Fixed Income Fund.

12.4. Approve the termination of Brown Advisory Large Cap Growth Strategy fund in the Pension Fund and the reallocation of that entire portfolio into the Pension's SSgA S&P 500 (ex-Tobacco) Index Fund as recommended by Segal Marco.

12.5. Approve (i) the termination of the Pension Fund assets of the Vanguard Developed Markets Index, (ii) the reallocation of \$14.0 million of those assets to the Pension Fund's Wellington International, and (iii) the reallocation of the balance of Vanguard Developed Market Index funds assets to the Pension's Baird Core Fixed Income Fund as recommended by Segal Marco.

MINUTES

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

12.6. Approve the reduction of the Pension Fund assets of the Westfield Capital Management fund by \$7.0 million and reallocation of those assets to the Pension's Blackstone Partners Offshore Fund as recommended by Segal Marco.

12.7. Approve the reduction of the Pension Fund assets of the Vanguard Extended Market Index Fund by \$7.0 million and the reallocation of those assets equally among the Pension's Vanguard Star fund and Vanguard Global Wellington fund as recommended by Segal Marco.

12.8. Approve the termination of Columbia Threadneedle Large Cap Value Equity Fund in the Unrestricted fund and the reallocation of that portfolio to the Unrestricted Fund's SSgA S&P 500 (ex-Tobacco) Index Fund as recommended by Segal Marco.

12.9. Approve the termination of Brown Advisory Large Cap Growth Strategy in the Unrestricted Fund and the reallocation of that entire portfolio to the Unrestricted Fund's SSgA S&P 500 (ex-Tobacco) Index Fund as recommended by Segal Marco.

12.10. Approve the termination of Vanguard Developed Markets Index Fund in the Unrestricted Fund and the reallocation of that entire portfolio to the Unrestricted Fund's Wellington Trust Company International Opportunities fund as recommended by Segal Marco.

12.11. Approve the amendments presented in the February 24, 2021 Amended and Restated Investment Policy Statement of the North Broward Hospital District dba Broward Health Employees' Pension Plan.

12.12. Approve the February 24, 2021 Amended and Restated Investment Policy Statement of the North Broward Hospital District dba Broward Health Unrestricted Funds as presented to the Pension and Investment Committee in its February 2022 committee meeting.

12.13. Approval of the Interim Financial Statement for the month of January 2022

12.14. Authorization for the District to enter into a 5-year contract with Kone, Inc. in the amount of \$3,169,153 for the inspection, maintenance, and repair of the District's elevator systems.

12.15. Authorization for the District to purchase a new Nuclear Medicine SPECT Camera for the newly constructed Nuclear Medicine Department project at Broward Health Medical Center for \$569,100.

12.16. Authorization for the District to purchase a new Shimadzu Radiographic Fluoroscopy unit at Broward Health Coral Springs for \$495,657.

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

The Board of Commissioners of the North Broward Hospital District approve items 12.1 through 12.16 on the Consent Agenda.

Motion confirmed by roll-call vote:

YES Commissioner Levi G. Williams, Jr.

YES Commissioner Ray T. Berry

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

YES Commissioner Nancy W. Stamper
YES Commissioner Marie C. Waugh, Vice Chair
YES Commissioner Stacy L. Angier, Chair

Motion *carried* 5/0.

13. **DISCUSSION AGENDA**

- 13.1. Purchase and Sale Agreement for two (2) parcels of real property in the central area of Broward County (Presenter: Shane Strum, President, Chief Executive Officer).

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

The Board of Commissioners of the North Broward Hospital District authorize the District to execute two (2) separate Purchase and Sales Agreements for two (2) separate parcels of land in the central area of Broward County, contingent upon any findings discovered during due diligence.

Motion confirmed by roll-call vote:

YES Commissioner Levi G. Williams, Jr.
YES Commissioner Ray T. Berry
YES Commissioner Nancy W. Stamper
YES Commissioner Marie C. Waugh, Vice Chair
YES Commissioner Stacy L. Angier, Chair

Motion *carried* 5/0.

- 13.2. Introduction of Cerner and Epic Representatives (Presenter – Stacy L. Angier, Chair)

Chair Angier welcomed Cerner representatives Mr. Dick Flanigan, Senior Vice President, and Mr. Jimmy Thompson, Senior Director & Client Partner.

Cerner is a healthcare information technology company delivering integrated products and solutions that enable their clients to deliver high quality patient care and health management services for their community.

Mr. Flanigan provided a high-level overview of the 30+ year partnership between Cerner and the District, as seen below.

- Departmental Automation
 - 1992:
 - Cerner (Classic)
 - Siemens (Invision)
 - 1992-2005:
 - Rev Cycle

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

- Radiology
- Lab
- Pharmacy
- ED Surgery
- Enterprise Electronic Medical Records (EMR) and Computerized Provider Order Entry (CPOE) System
 - 2006:
 - Cerner Millennium EMR deployed
 - 2009:
 - Transition Millennium EMR to Remote Hosting
- Device Connectivity
 - 2010:
 - Vendor agnostic device connectivity (CareAware)
 - 2012:
 - Increase electronic capture of clinical data, Meaningful Use Stage 1
- Meaningful Use, HIMSS Level 6
 - 2014:
 - Promoting care coordination and data exchange, Meaningful Use Stage 2
 - 2015:
 - Healthcare Information and Management Systems Society (HIMSS) Level 6
- Advancing Interoperability
 - 2017:
 - CommonWell Health Alliance connection
 - 2019:
 - Carequality connection (includes Memorial)
 - HealtheIntent Optimization
- Population Health & Consumer
 - 2020:
 - Care Management, Gaps in Care automated, Data sources onboarded (3)
 - 2021:
 - Population Health Optimization Data sources onboarded (4)
 - 2022:
 - eSignature/eConsent
 - Vitals devices connected
 - Anesthesia automation
 - ACO Quality Metrics

Mr. Flanigan further shared Cerner's EMR-Centric view of the healthcare world.

- Cerner's core commitment is to improve caregiver experience and to stay patient-centered, in a responsible manner.
- Moving information in context is Cerner's #1 job.
- Provided an overview of Broward Health's *CommonWell* to *CareEquality* (health data exchange platforms) that help improve care coordination and health outcomes nationwide.

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

Mr. Flanigan confirmed that the Oracle Corporation, an American multinational computer technology company, was in the process of acquiring Cerner. He further confirmed that healthcare was (1) of the (18) vertical industries within Oracle, as it was primarily known as a major software and hardware company with a presence in healthcare.

Mr. Thompson encouraged the Board to review the 2014 and 2019 Board Commissioned Survey that included recommendations by Cerner in which a majority of the recommendations were never acted upon. Chair Angier requested that Mr. Thompson forward the surveys to the Board Liaison, Ms. Patricia Alfaro, so that they could be distributed to the Commissioners.

Chair Angier welcomed Epic Systems representatives, Judy Faulkner, Founder/CEO and Rachel Brown, Customer Happiness Executive.

Epic is an American privately held healthcare software company with a focus on enhancing patient experience while improving efficiency using their top payment processing solution.

Ms. Faulkner presented the following information:

- Inception of Epic
- Supports an unconventional staff environment in which there are no shared spaces or cubicles to ensure less distractions, resulting in safe coding
- Epic is a private and employee owned company versus a publicly traded company
- Overview of Competitors Acquisition Healthcare Technology Consolidations
 - Allscripts > multiple companies
 - Cerner > multiple companies
 - Oracle > multiple companies
 - Epic > one company, no acquisitions
- Overview of Cerner, Meditech and Allscripts Hospital EHRs that moved to Epic (not including acquisitions or divestitures) > 1,699
- Overview of Epic Hospital EHRs that moved to Cerner, Meditech or Allscripts > 0
- 2020 US Acute Care Hospital Wins and Losses by Vendor
- Physician Experience based on Net Promoter Scores from over 53K physicians and Advanced Practice Providers across 200+ healthcare organizations
- Overview of Epic's Market share
- US News
 - 20 out of 20 of the Best Hospitals in 2021 use Epic
- Newsweek
 - 20 out of 20 top ranking Best Hospitals in the US use Epic
- Leapfrog and Healthgrades
- Best in KLAS Software and Services 2022
 - Named "Best Overall" for 12th Consecutive Year
- Ranked #1 in Revenue Cycle for 22 years
- Ranked #1 in Hospital Billing for 15 years
- Patient Accounting and Patient Management Grades
 - Comparison of Overall Performance Score to Cerner and Meditech
- Moody's Data:

MINUTES

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

- Improved Operating Margins
- Improved Operating Income
- Epic's Interoperability Platform > Care Everywhere

Discussion ensued on personalization. Ms. Faulkner clarified that Epic's approach from the past was to deploy proven customizations to Epic's foundation systems, however it was not always ideal to piecemeal unproven modules to the foundation as the result could be less optimal.

Discussion ensued on implementation timeline. Ms. Brown advised that implementation would take 13 months to execute.

The floor was open to physicians and guests for Cerner and Epic Q&A. Inquiries included, but were not limited to, implementation and operability.

14. **COMMENTS BY COMMISSIONERS**

Closing comments were given by the Commissioners.

15. **NEXT REGULAR BOARD MEETING**

The next regularly scheduled Board of Commissioner's Meeting will be held on Wednesday, March 30, 2022 at 4:00 p.m. at the Broward Health Corporate Spectrum location, 1700 Northwest 49th Street, Suite 150, Fort Lauderdale, Florida 33309.

16. **ADJOURNMENT**

There being no further business on the agenda, the Chair adjourned the meeting at 7:42 p.m.

Respectfully submitted,
Commissioner Christopher J. Pernicano, Secretary/Treasurer

FORM 8B MEMORANDUM OF VOTING CONFLICT FOR COUNTY, MUNICIPAL, AND OTHER LOCAL PUBLIC OFFICERS

LAST NAME—FIRST NAME—MIDDLE NAME Berry, Ray, T.	NAME OF BOARD, COUNCIL, COMMISSION, AUTHORITY, OR COMMITTEE North Broward Hospital District
MAILING ADDRESS 3606 Juniper Lane	THE BOARD, COUNCIL, COMMISSION, AUTHORITY OR COMMITTEE ON WHICH I SERVE IS A UNIT OF: <input type="checkbox"/> CITY <input type="checkbox"/> COUNTY <input checked="" type="checkbox"/> OTHER LOCAL AGENCY
CITY Davie, FL 33330	COUNTY Broward County
DATE ON WHICH VOTE OCCURRED January 26, 2022	NAME OF POLITICAL SUBDIVISION: MY POSITION IS: <input type="checkbox"/> ELECTIVE <input checked="" type="checkbox"/> APPOINTIVE

WHO MUST FILE FORM 8B

This form is for use by any person serving at the county, city, or other local level of government on an appointed or elected board, council, commission, authority, or committee. It applies equally to members of advisory and non-advisory bodies who are presented with a voting conflict of interest under Section 112.3143, Florida Statutes.

Your responsibilities under the law when faced with voting on a measure in which you have a conflict of interest will vary greatly depending on whether you hold an elective or appointive position. For this reason, please pay close attention to the instructions on this form before completing the reverse side and filing the form.

INSTRUCTIONS FOR COMPLIANCE WITH SECTION 112.3143, FLORIDA STATUTES

A person holding elective or appointive county, municipal, or other local public office **MUST ABSTAIN** from voting on a measure which inures to his or her special private gain or loss. Each elected or appointed local officer also is prohibited from knowingly voting on a measure which inures to the special gain or loss of a principal (other than a government agency) by whom he or she is retained (including the parent organization or subsidiary of a corporate principal by which he or she is retained); to the special private gain or loss of a relative; or to the special private gain or loss of a business associate. Commissioners of community redevelopment agencies under Sec. 163.356 or 163.357, F.S., and officers of independent special tax districts elected on a one-acre, one-vote basis are not prohibited from voting in that capacity.

For purposes of this law, a "relative" includes only the officer's father, mother, son, daughter, husband, wife, brother, sister, father-in-law, mother-in-law, son-in-law, and daughter-in-law. A "business associate" means any person or entity engaged in or carrying on a business enterprise with the officer as a partner, joint venturer, coowner of property, or corporate shareholder (where the shares of the corporation are not listed on any national or regional stock exchange).

* * * * *

ELECTED OFFICERS:

In addition to abstaining from voting in the situations described above, you must disclose the conflict:

PRIOR TO THE VOTE BEING TAKEN by publicly stating to the assembly the nature of your interest in the measure on which you are abstaining from voting; *and*

WITHIN 15 DAYS AFTER THE VOTE OCCURS by completing and filing this form with the person responsible for recording the minutes of the meeting, who should incorporate the form in the minutes.

* * * * *

APPOINTED OFFICERS:

Although you must abstain from voting in the situations described above, you otherwise may participate in these matters. However, you must disclose the nature of the conflict before making any attempt to influence the decision, whether orally or in writing and whether made by you or at your direction.

IF YOU INTEND TO MAKE ANY ATTEMPT TO INFLUENCE THE DECISION PRIOR TO THE MEETING AT WHICH THE VOTE WILL BE TAKEN:

- You must complete and file this form (before making any attempt to influence the decision) with the person responsible for recording the minutes of the meeting, who will incorporate the form in the minutes. (Continued on other side)

APPOINTED OFFICERS (continued)

- A copy of the form must be provided immediately to the other members of the agency.
- The form must be read publicly at the next meeting after the form is filed.

IF YOU MAKE NO ATTEMPT TO INFLUENCE THE DECISION EXCEPT BY DISCUSSION AT THE MEETING:

- You must disclose orally the nature of your conflict in the measure before participating.
- You must complete the form and file it within 15 days after the vote occurs with the person responsible for recording the minutes of the meeting, who must incorporate the form in the minutes. A copy of the form must be provided immediately to the other members of the agency, and the form must be read publicly at the next meeting after the form is filed.

DISCLOSURE OF LOCAL OFFICER'S INTEREST

I, Ray T. Berry, hereby disclose that on January 26, 20 22.

(a) A measure came or will come before my agency which (check one)

- inured to my special private gain or loss;
- inured to the special gain or loss of my business associate, _____;
- inured to the special gain or loss of my relative, Nephew _____;
- inured to the special gain or loss of _____, by whom I am retained; or
- inured to the special gain or loss of _____, which is the parent organization or subsidiary of a principal which has retained me.

(b) The measure before my agency and the nature of my conflicting interest in the measure is as follows:

Abstaining from voting on item titled, "Ratification of the Alvarez & Marsal Global Cyber Risk Services, LLC, Agreement," because my nephew works for Alvarez & Marsal.

Alvarez & Marsal is a very large company and my nephew works in the mergers and acquisitions division. My nephew was not involved with this agreement.

11/24/2022 January 24, 2022
Date Filed

[Signature]
Signature

NOTICE: UNDER PROVISIONS OF FLORIDA STATUTES §112.317, A FAILURE TO MAKE ANY REQUIRED DISCLOSURE CONSTITUTES GROUNDS FOR AND MAY BE PUNISHED BY ONE OR MORE OF THE FOLLOWING: IMPEACHMENT, REMOVAL OR SUSPENSION FROM OFFICE OR EMPLOYMENT, DEMOTION, REDUCTION IN SALARY, REPRIMAND, OR A CIVIL PENALTY NOT TO EXCEED \$10,000.