

MINUTES

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

LEGAL AFFAIRS AND GOVERNMENTAL RELATIONS COMMITTEE MEETING FOR NOVEMBER 26, 2018

CALL TO ORDER 4:00 PM

MEETING ADJOURNED 5:30 PM

COMMITTEE MEMBERS ✓ Chairperson Gregoire, ✓ Commissioner Klein, ✓ Commissioner Ure
✓ Commissioner Berry, ✓ Commissioner Angier

PRESENT: Gino Santorio/Acting President/CEO, Alan Goldsmith/CFO, Gabriel Imperato/Interim General Counsel, Steve Foreman/Interim Chief Compliance Officer, Nigel Crooks/Chief Internal Auditor

PUBLIC COMMENTS None.

APPROVAL OF MINUTES

1. Approval of Legal Affairs and Governmental Relations meeting minutes, dated September 26, 2018

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

TABLE THE LEGAL AFFAIRS AND GOVERNMENTAL RELATIONS MEETING MINUTES, DATED SEPTEMBER 26, 2018.

Motion *carried* unanimously

2. Approval of Legal Affairs and Governmental Relations meeting minutes, dated October 30, 2018

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

TABLE THE LEGAL AFFAIRS AND GOVERNMENTAL RELATIONS MEETING MINUTES, DATED OCTOBER 30, 2018.

Motion *carried* unanimously

TOPIC OF DISCUSSION

Before the discussion commenced, Commissioner Klein announced the resignation of Commissioner Steven Wellins and thanked him for his service.

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Note: Chair Gregoire moved Item nine (9), Introduction of the Legal Team, to the top of the discussion agenda

3. (Originally item #9) **Introduction of Broward Health legal team – Commissioner Gregoire**

- a. Cathy Lebeau, Senior Associate, spoke to her background and experience.
- b. Tammy Dawkins, Legal Assistant, spoke about her responsibilities. She supports the caseload of 6 attorneys.
- c. Christina Guzman, Associate Attorney, spoke to her background and experience. The majority of her work involves negotiating contracts. Additionally, she acts as the liaison between General Counsel and the Risk Department.
- d. Tracy Bruns, Associate Attorney, spoke to her background and experience. Attorney Bruns is the designated counsel for the Medical center and handles all physician contracts.
- e. Frances Impellizzeri, Senior Associate Attorney, spoke to her background and experience. Attorney Impellizzeri handles commercial contracts and large expenditures.
- f. Brett Bauman, Associate Attorney, spoke to his background and experience. Mr. Bauman stated he is the designated attorney for Broward Health Imperial Point and assists with Attorney Guzman on contracts.

4. (Originally item #11) **Discussion of Chapter 119 requirements – Brett Baumann, Asst. General Counsel**

Mr. Bauman led the conversation outlining Chapter 119 requirements. The policy is currently in effect after ratification by the Board on September 26, 2018. The statute details the procedures the District is required to follow including fees imposed on the requester. The discussion continued in further detail regarding the responsibilities of the Records Custodian. Mr. Bauman detailed strict guidelines that must be followed outlined in the bylaws.

5. (Originally item #12) **Discussion of Interim Legal Counsel**

Acting CEO, Gino Santorio, opined that an Interim General Counsel needed to be appointed in order to effectively execute policies. He recommended Gabriel Imperato or Jerry Del Amo, as both were very strong attorneys with impressive reputations and legal backgrounds in healthcare. During the discussion Mr. Del Amo stepped down from consideration as General Counsel. The Committee moved to appoint Gabriel Imperato.

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

APPROVE THE APPOINTMENT OF GABRIEL IMPERATO AS INTERIM GENERAL COUNSEL

Motion *carried* unanimously

Mr. Imperato spoke to his education and extensive legal background.

6. (Originally item #3) **BHMC – Orthopedic Trauma Contractual Agreement Exhibit - Beth Cherry, Senior Vice President, Physician Services.**

Mr. Santorio discussed the recommendation of a 2 year agreement up to 80% with Dr. Brian Cross for Orthopedic services as Director of the Orthopedic Residency. He noted it was a fixed 2 year agreement.

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

AUTHORIZE THE ACTING CEO TO ENTER INTO A 2 YEAR AGREEMENT WITH DR. BRIAN CROSS FOR THE ORTHOPEDIC TRAUMA SERVICE AND PROGRAM DIRECTOR OF THE ORTHOPEDIC RESIDENCY PROGRAM.

Motion *carried* unanimously

7. (Originally item #4) **BHRF – Primary Pharmacy Medication Distributor Contractual Agreement, RFP Exhibit - Dave Lauknauth, Director, Pharmacy Services**

Mr. Lauknauth advised the contract with McKesson for all medications and pharmacy distribution would save the District approximately \$8 million over the next three years or \$2.6 per year in direct cost of goods and annual rebates.

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

AUTHORIZE THE ACTING CEO TO ENTER INTO A CONTRACTUAL AGREEMENT FOR THREE YEARS, WITH MCKESSON, THE VENDOR AWARDED PER THE FORMAL REQUEST FOR PROPOSAL (RFP) PROCESS, AND WHO IS THE CURRENT AND PRIMARY WHOLESALER FOR THE SYSTEM.

Motion *carried* unanimously

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8. (Originally item #5) **BHS - Contractual Agreement for Marketing of Hospital Services, Education and Community Awareness, RFP Exhibit - Denise Moore, Vice President, Corporate Communications and Marketing.**

Ms. Moore gave detail to the benefits of to StayWell's Educational and Community Awareness Systems and asked the Committee to consider the roll out of the program by approving the request for \$200,000 for a 3 year term.

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

AUTHORIZE THE ACTING CEO TO ENTER INTO A CONTRACTUAL AGREEMENT FOR THREE YEARS, WITH STAYWELL, THE VENDOR AWARDED PER THE FORMAL RFP PROCESS, WITH THE ANNUAL PLANNED SYSTEM SPEND NOT TO EXCEED \$200,000 PER YEAR.

Motion *carried* unanimously

9. (Originally item #6) **BHS - Contractual Agreement for Marketing of Hospital Services, Education and Community Awareness, Sole Source Exhibit (1) - Denise Moore, Vice President, Corporate Communications and Marketing.**

Ms. Moore spoke to the placement of advertising boards and its budget.

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

APPROVE THE ACTING CEO TO ENTER INTO A CONTRACTUAL AGREEMENT FOR TWO YEARS, WITH OUTFRONNT MEDIA A MARKET LEADER FOR OUTDOOR MEDIA. OUTFRONNT IS THE VENDOR OF CHOICE DUE TO THE PHYSICAL INVENTORY OF BILLBOARDS, AND THE ANNUAL PLANNED SYSTEM SPEND WOULD NOT EXCEED \$350,000 PER YEAR

Motion *carried* unanimously

10. (Originally item #7) **BHS - Contractual Agreement for Marketing of Hospital Services, Education and Community Awareness, Sole Source Exhibit (2) - Denise Moore, Vice President, Corporate Communications and Marketing.**

Ms. Moore spoke to advertising through digital and printed media outlets. Commissioner Angier requested that data be collected to measure the effectiveness of ad placements in the Sun-Sentinel.

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

APPROVE THE ACTING CEO TO ENTER INTO A THREE YEAR CONTRACTUAL AGREEMENT WITH SUN-SENTINEL COMPANY, LLC FOR UP TO \$400,000 PER YEAR OR \$1.2 MILLION OVER A THREE-YEAR PERIOD.

Motion *carried* unanimously

11. (Originally item #8) **BH – Graduate Medical Education Program – Consulting Contractual Agreement, RFP Exhibit - Dr. Andrew Ta, Executive Vice President, Chief Medical Officer.**

Mr. Santorio, explained the need to bring in a consultant to restructure and rebuild the Graduate Program. He further explained the program has struggled in the past and although there has been improvement, the program could use further development. Commissioner Klein inquired as to the criteria in selection of Germane Solutions. Mr. Santorio confirmed that Germane Solutions stood apart from the other candidates due to the implementation plan provided in their proposal.

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

APPROVE THE ACTING CEO TO ENTER INTO CONTRACTUAL AGREEMENT FOR SIX MONTHS, WITH GERMANE SOLUTIONS, INC., THE VENDOR AWARDED PER THE FORMAL REQUEST FOR PROPOSAL (RFP) PROCESS, TO PROVIDE CONSULTING SERVICES TO BROWARD HEALTH'S GRADUATE MEDICAL EDUCATION.

Motion *carried* unanimously

12. (Originally item #10) **Discussion of current litigation, legal expenses – Jerry Del Amo, Managing Sr. Associate General Counsel.**

Mr. Del Amo reported that there were 40-50 legal firms engaged with Broward Health, however at that time it was unclear whether they were still acting on Broward Health's behalf. He requested the issue be deferred to a later time to allow further analysis to report to the Committee.

Commissioner Klein requested that Mr. Del Amo provide a synopsis of open litigated cases for the Board review on November 28, 2018.

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MEETING ADJOURNED 5:30 PM

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

THE LEGAL AFFAIRS AND GOVERNMENTAL RELATIONS COMMITTEE MEETING ADJOURN.

Motion *carried* unanimously

AUTHENTICATION OF MINUTES Patricia Alfaro, Special Assistant to the Board of Commissioners.

*Audiotape available upon request.

Respectfully submitted,

Commissioner Ray T. Berry
Secretary / Treasurer