

# MINUTES

**BOARD OF COMMISSIONERS REGULAR BOARD MEETING  
10:00 A.M., OCTOBER 31, 2018**

**CALL TO ORDER** 10:04 a.m.

**MEETING ADJOURNED** 4:37 p.m.

**PRESENT**

\_\_\_\_\_ Commissioner Andrew Klein, Chairman  
\_\_\_\_\_ Commissioner Christopher Ure, Vice Chairman  
\_\_\_\_\_ Commissioner Ray Berry, Secretary/Treasurer  
\_\_\_\_\_ Commissioner Steven Wellins  
\_\_\_\_\_ Commissioner Nancy Gregoire

**OATH OF OFFICE OF COMMISSIONER STACY ANGIER**

Commissioner Angier was sworn in by Latoya Dean, Elementary School Supervisor at Abundant Life Christian Academy.

**THE PLEDGE OF ALLEGIANCE** Commissioner Angier

**PUBLIC COMMENTS ON NON-AGENDA ITEMS**

The Chair announced that in addition to hearing Public Comments at the beginning of the Board meeting, he would allow Public Comments to take place on agenda items as they come up for discussion.

- Pastor George Rich spoke to the reasons why he supported the termination of General Counsel.
- Vicente Thrower spoke to the reasons why he supported the termination of General Counsel.
- Reverend Gary McCleod spoke to the reasons why he supported the termination of General Counsel.
- Pastor Allen Jackson spoke to the reasons why he supported the termination of General Counsel.
- Senator Perry Thurston spoke to the reasons why he supported the termination of General Counsel. In addition, he expressed that he would like to see the Board more reflective of the Broward County community by appointing representatives that included African Americans and Hispanics.
- Dr. Clayton Berger shared his discontent with leadership and listed issues he experienced during his tenure.

# MINUTES

- Former Commissioner Joe Cobo spoke to the reasons why he supported the termination of General Counsel.
- Dr. Ron Fauer, former Chief of Staff at Broward Health, spoke to the reasons why he supported the termination of General Counsel.
- Dr. Louis Yogel spoke to the reasons why he supported the termination of General Counsel. He also asked that the Board give Mr. Santorio strong consideration as permanent CEO.
- Dr. Gary Lehr spoke to the reasons why he supported the termination of General Counsel.
- Rabbi Mendy Gutnick spoke to the character of Chairman Klein.
- Dr. Sunil Kumar spoke to the character of Mr. Santorio and asked that the Board consider him as permanent CEO.
- Florida State Representative, Patricia Williams, asked the Board join her in supporting the interests of the community they share.
- Florida State Representative, Jared Moskowitz, expressed concern and opined that the issue at hand would be the last opportunity to save the North Broward Hospital District, as the Broward Delegation could force Broward Health to fold into the South Broward District, as planned a year before.
- Commissioner Michael Udine, listed his affiliations as a Broward County Commissioner for several organizations. He is also a frequent customer of Broward Health and highly praised the District's hospitals and staff. Mr. Udine stated that the constant turmoil, lack of transparency and accountability by Management and Board should be corrected immediately and opined that it was far past time to do the right thing.
- Former Commissioner Michael Maskowitz has been serving on the Advisory Board at Coral Springs for the past ten years. He noted he felt disturbed in seeing what has been happening at the District in the past several years. Mr. Maskowitz asked the Board to please take a step forward, and make the tough decisions.

Commissioner Wellins distributed prior agendas and minutes from 2012-2017 in an effort to illustrate that the Elections of Officers had always taken place at the beginning of the October Board meeting.

Commissioner Wellins announced as a point of order, to move the last item, Election of Officers, to the beginning of the agenda.

Chairman Klein requested Commissioner Wellins cite the specific rule being violated.

Commissioner Wellins cited Article 2-3; the elections of officers of the Board should be held at the Regular Board meeting in October of each year. The officers of the Board should be elected at this meeting each year.

# MINUTES

Chainman Klein announced that the point of order was overruled, as there was no violation of law demonstrated. The annual elections would occur as it's been placed on the agenda.

Point of Order *failed*.

- Chairman Doug Harrison of Memorial's South Broward Health System spoke to the Board as a citizen of the community. He expressed full support to the District and mentioned that the South District would gladly provide anything that the North District needed. Chairman Harrison urged the Board to take care of business, get it done and move on.

## **APPROVAL OF MINUTES**

1. Approve Regular Board meeting minutes, September 12, 2018

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

***APPROVE THE REGULAR BOARD MEETING MINUTES DATED SEPTEMBER 12, 2018***

Motion *carried* unanimously.

2. Approve First Tax Hearing minutes, September 12, 2018

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

***APPROVE THE FIRST TAX HEARING MINUTES DATED SEPTEMBER 12, 2018***

Motion *carried* unanimously.

3. Approve Regular Board meeting minutes, dated September 26, 2018

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

***APPROVE THE REGULAR BOARD MEETING MINUTES DATED SEPTEMBER 26, 2018***

Motion *carried* unanimously.

4. Approve Second and Final Tax Hearing minutes, dated September 26, 2018

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

***APPROVE THE SECOND AND FINAL TAX HEARING MINUTES DATED SEPTEMBER 26, 2018.***

Motion *carried* unanimously.

# MINUTES

5. **MEDICAL STAFF CREDENTIALING**: Dr. Andrew Ta
- |                                   |                                   |
|-----------------------------------|-----------------------------------|
| 5a) Broward Health North          | 5c) Broward Health Coral Springs  |
| 5b) Broward Health Imperial Point | 5d) Broward Health Medical Center |

Dr. Andrew Ta ensured the Board that the trauma centers at Broward Health Medical Center and Broward Health North were well positioned to provide higher standard of care to patients. The aforementioned irregularity of the DOP of only one physician had been rectified and corrective action had been put in place.

Dr. Ta proceeded to update the Board with the Medical Credentialing report for the month of September 2018.

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

***APPROVE THE MEDICAL STAFF CREDENTIALING AS PRESENTED, AS ITEMS (5A) THROUGH (5D) IN THE BOARD BOOK.***

Motion *carried* unanimously.

**DISTINGUISHED PHYSICIAN AWARD**: Wilson Dumornay, MD (Otolaryngologist)

Dr. Morrison gave a brief history of Dr. Wilson Dumornay's education, intensive medical trainings, distinguished military service and several contributions to Broward Health. Mr. Dumornay was presented the Distinguished Physician Award.

## **MEDICAL STAFF UPDATES**

Broward Health Medical Center: Dr. Morrison gave his report.

Broward Health North: Dr. Maheshwari gave his report.

Broward Health Imperial Point: Dr. Jensen gave his report.

Broward Health Coral Springs: Dr. Zingaro gave his report.

Chairman Klein circulated two physician's letters addressed to the Board in support of agenda item, Consideration of Termination of Employment of General Counsel. Chairman Klein read out loud the letters of Dr. Nicholas Tranakas and Dr. Linda Groene.

# MINUTES

**PRESIDENT/CEO UPDATE:** Beverly Capasso

Ms. Capasso spoke to the progress and many accomplishments made at Broward Health during her tenure. In addition, she spoke to her resignation and several issues she experienced related to investigations conducted while she was President/CEO.

**CONSENT AGENDA:**

Chairman Klein announced that he was not comfortable deliberating on items (7) through (11) on the Consent Agenda and recommended moving them to the bottom of the Discussion Agenda.

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

***TABLE ITEMS (7) THROUGH (11) TO THE NEXT BOARD MEETING.***

Mr. Goldsmith asked that item (10), Market Adjustments, not be tabled.

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

***TABLE ITEMS (7), (8), (9) AND (11) TO THE NEXT MEETING OF THE BOARD OF COMMISSIONERS AND TO MOVE ITEM (10) TO THE DISCUSSION AGENDA.***

Commissioner Wellins noted item (10) had been previously approved by the Board and already budgeted.

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

***TABLE ITEMS (7), (8), (9) TO THE NEXT MEETING OF THE BOARD OF COMMISSIONERS AND MOVE ITEMS (10) AND (11) TO THE DISCUSSION AGENDA.***

Motion *carried* unanimously.

6. Acceptance of Interim Financial Statement(s)
  - a) Month of July 2018
  - b) Month of August 2018
  - c) Month of September 2018
7. Personal Leave Policy for Board Reports - **Tabled**
8. Review new job title, job description and salary for Board Liaison - **Tabled**
9. Office of the Board of Commissioners' Budget - **Tabled**

# MINUTES

10. Market Adjustment Staff – Melanie Hatcher – **Moved to Discussion Agenda**
11. Tier II Proposal – Melanie Hatcher – **Moved to Discussion Agenda**
12. Presentation, review and acceptance of Audited Financial Statements from external auditors

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

***APPROVE ITEMS (6) AND (12) ON THE CONSENT AGENDA.***

Motion *carried* unanimously.

## **DISCUSSION AGENDA:**

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

***ITEMS (15) AND (24) BE MOVED TO THE TOP OF THE DISCUSSION AGENDA.***

Motion *carried* unanimously.

13. Oversight of Legal Affairs and Consideration of Termination of Employment of General Counsel

## **PUBLIC COMMENTS**

- Former Commissioner Joe Cobo spoke to the reasons why he supported the termination of General Counsel. He reminded the Board of a deliberation made in 2016, requiring outside legal counsel representing the District to introduce themselves.

Chairman Klein asked that all outside counsel representing Broward Health announce their attendance and whether they were being paid to attend the meeting.

- Richard Westling from Epstein, Becker & Green introduced himself, confirming he was not being compensated for his attendance.
- Myla Reisen from Foley Lardner introduced herself, confirming she was not being compensated for her attendance.
- Jesse Diner from Buchanan Ingersoll & Rooney introduced himself, confirming he was not being compensated for his attendance.
- Bob Butterworth from Buchanan Ingersoll & Rooney introduced himself, confirming he was not being compensated for his attendance.

# MINUTES

## Continuation of Public Comments

- Pastor George Rich spoke to the issue of not having a Board member that represented the community being served. Mr. Rich also spoke to the reasons why he supported the termination of General Counsel.
- Pastor Gary McLamore spoke to the reasons why he supported the termination of General Counsel.
- Vicente Thrower spoke again to the reasons why he supported the termination of General Counsel.
- Pastor Miguel Cruz spoke to the reasons why he supported the termination of General Counsel.
- Pastor Evander Derrico also spoke to the issue of not having a member on the Board that resembled the community being served.

Commissioner Angier stated that she would work with the Governor to have the last seat appointed to minority representation. Commissioner Angier stated that she because she was new to the Board, she would be voting on the basis of her moral incline.

Commissioner Berry reported that Broward County is the only taxing authority that has no local input regarding the Governor appointing members to the Southern or Northern Districts. He encouraged the community to ask the legislative body to change the Charter, so that the process on how Board Members are appointed allow some local input.

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

### ***THE BOARD TERMINATE MS. BARRETT UNDER ARTICLE 3 OF HER CONTRACT WITHOUT CAUSE.***

- Commissioner Wellins asked that Commissioner Berry read the portion of Ms. Barrett's termination clause so that there were no miscommunication or question after the fact.
- Commissioner Berry noted that in Section 3.5 of the employment agreement, as a precondition to the payment for any severance, Ms. Barrett would need to deliver an executed signed release agreement in a form that is reasonable to the District, being the Board.
- Chairman Klein read out loud Section 2.4 of Ms. Barrett's agreement.

## **ROLL CALL**

Yes Commissioner Andrew Klein, Chairman

Yes Commissioner Christopher Ure, Vice Chairman

Yes Commissioner Ray Berry, Secretary/Treasurer

No Commissioner Steven Wellins, Member

Yes Commissioner Nancy Gregoire, Member

# MINUTES

No Commissioner Stacy Angier, Member

Motion *carried* 4 to 2.

NOTE: Chairman Klein called for a fifteen minute recess.

Chairman Klein introduced Managing Senior Associate, General Counsel, Jerry Del Amo, who would be sitting in for the remainder of the meeting.

### **Continuation of item (13), Oversight of Legal Affairs**

Commissioner Berry noted that he had asked for legal contracts several times but had not received them because they were engagement letters. He opined the Board should consider creating a core template contract for legal engagements. He recommended the Board cancel all legal letters of intent and renegotiate them back to a core agreement.

Commissioner Gregoire expressed concern in not having representation with ongoing litigation, however she agreed the remaining could certainly be renegotiated.

Commissioner Ure reported he placed item (23), Review and discussion of Board of Commissioners Governance policies and responsibilities/oversight of Board reports, on the agenda to discuss how staff administratively report to the organization. He suggested his items be combined with Oversight of Legal Affairs item.

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

***COMBINE ITEM (23) REVIEW AND DISCUSSION OF BOARD OF COMMISSIONERS GOVERNANCE POLICIES AND RESPONSIBILITIES/OVERSIGHT OF BOARD REPORTS WITH ITEM (13) OVERSIGHT OF LEGAL AFFAIRS ITEM.***

Commissioner Berry suggested after further review, the Board bring back Commissioner Ure's item to the next meeting.

Discussion ensued regarding current legal resources. There was also discussion regarding the Chief Compliance Officer not being a subordinate to General Counsel.

Mr. Westling confirmed that an important element under the CIA, is separation of the Chief Compliance Officer not being a subordinate to the General Counsel. He further reported that although not always does the CCO report directly to the CEO, there should at least be a dotted line in reporting administratively. Mr. Westling encouraged the Board to invite the Monitor in on these types of conversations.

# MINUTES

Commissioner Berry suggested inviting Ms. Ellis to meet with the Board. Commissioner Ure suggested Commissioner Gregoire communicate with the Monitor.

Commissioner Gregoire reported that she openly discussed decisions made by the Board earlier that day with the Mr. Westling and Mr. Newton regarding the termination. She ensured it had nothing to do with the investigations, as the decision was made after hearing the voices of the community and physicians.

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

***COMMISSIONER GREGOIRE CONTACT THE OIG MONIOR, LAURA ELLIS, TO HAVE A CONVERSATION ABOUT TODAYS ACTIONS AND INSTILL THE LEVEL OF CONFIDENCE MS. ELLIS SHOULD HAVE IN THIS BOARD AND IN THE ORGANIZATION.***

Motion *carried* unanimously

#### 14. CEO Resignation Exit Interview Process

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

***IMMEDIATELY ACCEPT MS. CAPASSO'S RESIGNATION AND APPOINT MR. SANTORIO AS INTERIM CEO WITH MS. CAPASSO BEING A RESOURCE TO HIM FOR THE NEXT 60 DAYS.***

Discussion ensued regarding concern in Mr. Santorio having to act as Interim CEO and COO simultaneously.

Commissioner Berry *withdrew* his motion.

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

***THE NORTH BROWARD HOSPITAL DISTRICT ACCEPT THE RESIGNATION OF BEVERLY CAPASSO AS CEO THAT WAS PRESENTED OCTOBER 3<sup>RD</sup>, 2018 ACCORDING TO THE CONTRACT SHE SPECIFIES IN THE LETTER.***

Motion *carried* unanimously.

**MOTION**: It was moved by Commissioner Wellins, seconded by Commissioner Gregoire, to:

# MINUTES

***GRANT THE CHIEF OPERATING OFFICER FULL AUTHORITY THAT THE CEO CURRENTLY HAS TO MANAGE THE NORTH BROWARD HOSPITAL DISTRICT, MAKE DECISIONS AND OPERATE THE BUSINESS THAT'S CURRENTLY UNDER THE AUTHORITY OF THE CEO UNTIL JANUARY 3<sup>RD</sup>, 2018 AND THAT THE CURRENT CEO BE RELIEVED OF THE DAY TO DAY RESPONSIBILITES BUT BE ON CALL UNTIL JANUARY 3<sup>RD</sup>, 2019 TO ASSIST MR. SANTORIO.***

Mr. Santorio reported that he did not believe he could execute contracts with Medicare or execute applications with Medicaid without at least having the title of Interim CEO.

Commissioner Wellins *withdrew* his motion.

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

***MR. SANTORIO BE NAMED ACTING CHIEF EXECUTIVE OFFICER***

Motion *carried* unanimously.

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

***APPOINT MR. SANTORIO AS THE ACTING MEMBER OF COMMUNITY CARE PLAN ON BEHALF OF THE NORTH BROWARD HOSPITAL DISTRICT AND THAT HE BE EMPOWERED WITH ALL THE AUTHORITY NECESSARY TO TAKE ON THE ROLE.***

Motion *carried* unanimously.

## 15. Board and Management Instability, Bearing on Credit Rating, and Resultant Impacts

Mr. Sergio Masvidal and Mr. Pierre Bogacz, with PFM Financial Advisors, reported on the District's credit history, as well as its current credit status.

## 16. BHN – Contractual agreement for Trauma Services

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

***THE BOARD OF COMMISSIONERS OF THE NORTH BROWARD HOSPITAL DISTRICT AUTHORIZE THE PRESIDENT/CEO TO ENTER INTO A NEW CONTRACTUAL AGREEMENT FOR TRAUMA SERVICES AT BROWARD HEALTH NORTH.***

# MINUTES

Motion *carried* unanimously.

17. BHCHS – HRSA funding award and acceptance of funds – FTE request

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

***THE BOARD OF COMMISSIONERS OF THE NORTH BROWARD HOSPITAL DISTRICT AUTHORIZE THE PRESIDENT/CEO TO APPROVE THE 9/13/18 HRSA NOTICE OF AWARD FOR THE HEALTHCARE FOR THE HOMELESS PROGRAM.***

Motion *carried* unanimously.

18. BHCHS – HRSA funding award and acceptance of funds - Repairs/renovation projects

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

***THE BOARD OF COMMISSIONERS OF THE NORTH BROWARD HOSPITAL DISTRICT AUTHORIZE THE PRESIDENT/CEO TO APPROVE THE 7/31/18 HRSA NOTICE OF AWARD FOR \$337,400 TO COMPLETE 2 RENOVATION PROJECTS; ONE AT CORA E. BRAYNON FAMILY HEALTH CENTER AND ANOTHER AT BERNARD P. ALICKI HEALTH CENTER.***

Motion *carried* unanimously.

19. BHCHS – Approval to change in scope for Healthcare of the Homeless Program

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

***THE BOARD OF COMMISSIONERS OF THE NORTH BROWARD HOSPITAL DISTRICT AUTHORIZE THE PRESIDENT/CEO TO APPROVE THE HCH PROGRAM'S SUBMISSION TO HRSA FOR A CHANGE IN SCOPE REQUEST TO DEACTIVATE THE HOUSE OF HOPE AND STEPPING STONES FROM HCH PROGRAM'S APPROVED SCOPE OF SERVICE SITES.***

Motion *carried* unanimously.

20. BHMC – Contractual agreement for Elevator Refurbishment

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

# MINUTES

***THE BOARD OF COMMISSIONERS OF THE NORTH BROWARD HOSPITAL DISTRICT AUTHORIZE THE PRESIDENT/CEO TO ENTER INTO A CONTRACTUAL AGREEMENT WITH PREMIER ELEVATOR COMPANY INC, THE LOWEST RESPONSIVE AND RESPONSIBLE BIDDER, SELECTED PER THE FORMAL RFP PROCESS, IN THE AMOUNT OF \$872,859.40.***

Motion *carried* unanimously.

## 21. Compliance Matters and Corporate Integrity Agreement

### a. Annual Report

Chairman Klein reported that as a result of the IRO not submitting the report on time, the Monitor granted Broward Health a 30 day extension from receiving the IRO report to file the Annual Report.

Mr. Goldsmith reported the Chief Compliance Officer conveyed he would not be at the Board meeting to speak to the item.

Discussion ensued regarding the Compliance department not having an obvious second and the tight timeframe for submission of the Annual Report.

Ms. Hatcher confirmed that the, “no call, no show for (3) days”, policy at Broward Health’s is consistent with the unemployment policy and practice for Florida.

The Board asked that Ms. Hatcher request the Chief Compliance Officer update the Board on the status of the Annual Report.

### b. Consideration of Retention of Compliance Expert Strategic Management Services, LLC

Commissioner Berry recommended giving Mr. Santorio the authority to decide how to best use the services of Strategic Management Services.

Commissioner Wellins reported he could not vote on item (26), Wells Fargo Property, due to conflict.

In the interest of time, Commissioner Wellins requested the two Human Resource items that were moved from the Consent Agenda be reviewed.

# MINUTES

Commissioner Berry requested that item (26) Wells Fargo Property, and the second half of item (27) Shade for Property Discussion, be tabled to a future meeting.

## 22. Market Adjustment

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

**THE BOARD OF COMMISISONERS OF THE NORTH BROWARD HOSPITAL DISTRICT APPROVE THE PROPOSAL FOR THE ASSESSMENT INCLUDED IN FISCAL YEAR 2019 FOR AN APPROXIMATE COST OF \$2.74 MILLION FOR THE MARKET ADJUSTMENT ON HOT JOBS.**

Motion *carried* unanimously.

## 23. Tier-Two Incentive Compensation Plan

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

**THE BOARD OF COMMISISONERS OF THE NORTH BROWARD HOSPITAL DISTRICT APPROVE 50% PAYMENT UNDER THE TIER-TWO MANAGEMENT INCENTIVE PLAN FOR FISCAL YEAR 2017-2018 WITH THE REMAINING 50% BALANCE PAID WHEN THE ANNUAL REPORT IS FILED ASSUMING IT IS FILED ON TIME AND COMPLIES WITH THE CAVEATS APPROVED MAY 30<sup>th</sup>, 2018.**

Motion *carried* unanimously.

## **CONTINUATION OF ITEM (21)**

### Compliance Matters and Corporate Integrity Agreement

#### a. Annual Report

Mr. Hartfield reported that most of the sections of the Annual Report were already completed, however the responses to the IRO Transactional Report and Systems Review Report were not completed due to the delay of the IRO's submission. He stated that the IRO would provide the reports by November 16<sup>th</sup>. Broward Health was granted an extension to submit the Annual Report by December 17<sup>th</sup>.

# MINUTES

Discussion ensued regarding the Board receiving the Annual Report in time to review before signing off on it and submitting the report on time.

Mr. Hartfield notified the Board that he would be submitting his letter of resignation effective by the end of that week. Mr. Hartfield confirmed that Ms. Pizano was capable of completing the Annual Report in his absence.

Mr. Hartfield exited the meeting.

Mr. Santorio recommended the Board accept Mr. Hartfield's resignation effective immediately. He further recommended he and Commissioner Gregoire contact the IRO and OIG to report recent events and ask for guidance.

Commissioner Ure expressed concern to the genuine independence of the Chief Compliance Officer and General Counsel.

Mr. Westling agreed with Mr. Santorio's recommendation in that direct communication with the Monitor was critical, as was building a relationship with the IRO.

Mr. Westling reported it would be a challenge to decide what type of support Strategic Management Services would be giving the Board, as they could not act as part of the operational Compliance program and be an expert to the Board.

**MOTION**: Commissioner Wellins, seconded by Commissioner Berry, that:

***THE BOARD ACCEPT CHIEF COMPLIANCE OFFICER, NICK HARTFIELD'S, RESIGNATION EFFECTIVE IMMEDIATELY.***

Commissioner Wellins *withdrew* his motion.

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

***THE BOARD ACCEPT NICK HARTFIELD'S RESIGNATION EFFECTIVE IMMEDIATELY ALLOWING MR. SANTORIO THE DISCRETION TO DECIDE IF HE SHOULD ASK MR. HARTFIELD NOT TO RETURN AT ANY MOMENT.***

# MINUTES

Motion *carried* unanimously.

\*Commissioner Wellins excused himself from the Board meeting at 4:20 p.m.

Chairman Klein asked that item, Consideration of Retention of Compliance Expert Strategic Management Services, LLC be put on the next Board meeting's agenda.

## 22. Board Meeting Policies and Requirements

### a. Clarification on Board Communications Concerning Setting Meetings and Agendas

Commissioner Berry requested the Board review the proposed policy to discuss at the next Board meeting. He further requested that an expert on Sunshine Law present to the Board at a future meeting.

### b. Standards for Qualification as Emergency Meeting

Chairman Klein suggested guidance be scheduled for a future meeting.

## 25. Bylaw Review and Revision

Commissioner Berry reported that the Bylaws need to be updated as they are not aligned with the Charter. Chairman Klein suggested the item be brought to the next Governance Committee meeting.

## 26. Wells Fargo Property - **Tabled**

## 27. Shade Meeting for Legal Review and Consideration of Pending Cases and Property Discussion

Mr. Del Amo suggested bringing the list of current litigation to the Board and at that time the Board could decide what case(s) to request the Shade meeting for.

## 28. Election of Officers

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

***COMMISSIONER KLEIN REMAIN CHAIR OF THE BOARD OF COMMISSIONERS.***

Motion *carried* unanimously.

# MINUTES

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

***COMMISSIONER BERRY REMAIN SECRETARY / TREASURER OF THE BOARD OF COMMISSIONERS.***

Motion *carried* unanimously.

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

***COMMISSIONER URE REMAIN VICE CHAIR OF THE BOARD OF COMMISSIONERS.***

Motion *carried* unanimously.

**COMMENTS BY COMMISSIONERS** There were none.

**ADJOURNMENT** 4: 37 p.m.

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

***THE BOARD OF COMMISSIONERS MEETING BE ADJOURNED.***

Motion *carried* unanimously.

**NEXT REGULAR BOARD MEETING**: The next regularly scheduled Board of Commissioners' meeting will be held on November 28, 2018 at 4:00 p.m. in Broward Health Corporate Office, Spectrum Site, 1700 NW 49 Street, Suite 150, Ft. Lauderdale, Florida.

**AUTHENTICATION OF MINUTES**:

Patricia Alfaro, Special Assistant to the Board of Commissioners.

\*Audiotape available upon request.