

MINUTES

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

**LEGAL AFFAIRS AND GOVERNMENTAL COMMITTEE
Immediately Following Governance Committee Meeting
April 17, 2019**

CALL TO ORDER 10:39 am

COMMITTEE MEMBERS

- √ Commissioner Andrew M. Klein /Chair
- √ Commissioner Christopher T. Ure
- √ Commissioner Ray T. Berry
- √ Commissioner Nancy W. Gregoire
- √ Commissioner Stacy L. Angier (WebEx phone conference)
- ✕ Commissioner Marie C. Waugh (absent)

ADDITIONALLY PRESENT Gino Santorio/President/CEO, Alan Goldsmith/CAO, Alex Fernandez/CFO, Gabe Imperato/Interim General Counsel (WebEx), Jerry Del Amo/Managing Senior Associate, Brett Bauman/Associate General Counsel, Nigel Crooks/Chief Internal Auditor

PUBLIC COMMENTS None

APPROVAL OF MINUTES

5. Approval of Legal Affairs & Governmental Relations Committee meeting minutes, dated March 21, 2019.

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

**APPROVE THE LEGAL AFFAIRS & GOVERNMENTAL RELATIONS
COMMITTEE MEETING MINUTES, DATED MARCH 21, 2019.**

Motion *carried* unanimously.

TOPIC OF DISCUSSION

Chairman Klein announced that items 6.1 through 6.3 would be discussed together as they all related to activities within the legal department.

- 6.1 Update on Legal Department spending
- 6.2 Update on new law firm engagement
- 6.3 General Legal Department updates

MINUTES

NORTH BROWARD HOSPITAL DISTRICT

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

Chairman Klein reported that he requested six months of legal spending for committee review. The request was to include legal department expenses, compliance department expenses and risk department expenses.

An update was given on Foley & Lardner's outstanding charges. Chairman Klein reported that after several discussions related to questionable entries of legal charges and the designated Foley & Lardner representative disclosing he had not reviewed the invoices that were being discussed, negotiations were made between Mr. Imperato, one of his colleagues, Chairman Klein and Foley and Lardner. There was an agreement that a 15% reduction would be allotted towards the \$1.4 million dollar balance that was under discussion. The credit equaled to approximately \$210k. Mr. Imperato added that several legal matters had been migrated from Foley & Lardner to other firms, at more reasonable rates.

Moving forward, senior management would be reporting month-to-month invoices being received, as well as the spending going out. Commissioner Gregoire requested that the current legal expense tracking chart include where the organization stood month-to-month towards the annual budget. She also asked that a column be added noting when legal matters were resolved versus just falling off the chart. Chairman Klein requested staff be more critical of the invoices. Commissioner Ure suggested the identity of the designated staff member overseeing each engagement be added to the chart. Commissioner Angier suggested Mr. Imperato train legal staff how to properly review and negotiate legal billing. Mr. Imperato confirmed the department had already tightened up their processes and could further improve if necessary.

Discussion ensued regarding Broward Health's payment review process and how it would be affected once the system migrated to electronic billing. Mr. Goldsmith stated that from a finance perspective it was not the finance department's responsibility to audit billable invoices, as they rely on legal staff to review, approve and attest the hours are billable and should be paid. The finance department ensures there is a PO, a contract in place and that rates are correct.

Mr. Del Amo introduced Wendy Pike, a healthcare attorney who rejoined Broward Health's legal department. Ms. Pike briefly shared her work history and legal experience.

Mr. Crooks, confirmed that audits are regularly made delineating high cost departments, in addition to ensuring best practices and Board policies are being adhered to.

6.4 Governmental Affairs Update

Ms. Arteaga reported on current legislature activities, in particular on Critical Care funding.

MINUTES

ADJOURNMENT 11:17 am

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

**ADJOURN THE LEGAL AFFAIRS AND GOVERNMENTAL RELATIONS
COMMITTEE MEETING.**

Motion *carried* unanimously.

Respectfully submitted,
Commissioner Ray T. Berry
Secretary / Treasurer

APPROVED