

REGULAR BOARD MEETING

4:00 pm, April 24th, 2019

The Regular meeting of the Board of Commissioners of the North Broward Hospital District was held at 4:00 p.m. on April 24th, 2019 at the Broward Health Corporate Spectrum location, 1700 Northwest 49 Street, Fort Lauderdale, Florida.

1. NOTICE

Notice of this meeting is attached to the official Minutes as EXHIBIT I. The official Agenda for this meeting, as presented for the consideration of the Board, is attached to the official Minutes as EXHIBIT II.

This meeting was live streamed and is also available for viewing on the Broward Health website.

2. CALL TO ORDER

There being a quorum present, the meeting was called to order by Chairman Klein at 4:15 pm

3. BOARD MEMBERS

Commissioners:

Present: Commissioner Andrew M. Klein, Chair
Commissioner Christopher T. Ure, Vice Chair
Commissioner Ray T. Berry, Secretary/Treasurer
Commissioner Nancy W. Gregoire
Commissioner Stacy L. Angier

Not Present: Commissioner Marie C. Waugh (absent)

Senior Leadership:

Additionally Present: Gino Santorio/President/CEO, Alan Goldsmith/CAO, Alex Fernandez/
CFO, Gabe Imperato/Interim General Counsel, Jerry Del Amo/Managing
Sr. Associate, General Counsel, Nigel Crooks/Chief Internal Auditor

4. THE PLEDGE OF ALLEGIANCE Ray T. Berry

5. PUBLIC COMMENTS

- John DeGroot, who described himself as a prized winning journalist, spoke to the Board about how journalist could easily misinterpret the financial snapshot of the healthcare industry which in turn could cause problems for the organization. He circulated a financial document from the Agency for Healthcare Administration that was given to him by the editorial writer for the Sun-sentinel.
- Former Commissioner Joe Cobo suggested the Board consider hiring both candidates, one as chief legal officer and the other as general counsel.

6. APPROVAL OF MINUTES

1. Approve March 27, 2019 Regular Board meeting minutes.

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

APPROVE THE REGULAR BOARD MEETING MINUTES, DATED MARCH 27, 2019.

Motion *carried* unanimously.

7. MEDICAL STAFF CREDENTIALING – Dr. Andrew Ta

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|-------------------------------------|-------------------------------------|
| 7.1.) Broward Health North | 7.3.) Broward Health Coral Springs |
| 7.2.) Broward Health Imperial Point | 7.4.) Broward Health Medical Center |

Dr. Ta, CMO, gave his monthly medical credentialing report for the month of April, 2019. He also reported on the elections that took place at Broward Health Coral Springs and Broward Health North and listed the new appointments. Broward Health Imperial Point did not hold elections, therefore the officers remained the same. Broward Health Medical Center did not hold elections, however they have new appointments that were listed.

- Dr. Ta recognized Dr. Zingaro, the outgoing Chief of Staff at Broward Health Coral Springs, for his thirty-three years of service.
- Dr. Ta recognized Dr. Maheshwari, the outgoing Chief of Staff at Broward Health North, for his years of service.

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

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

APPROVE ITEMS (#7.1.) THROUGH (#7.4.) MEDICAL STAFF CREDENTIALING.

Motion *carried* unanimously.

Chairman Klein noted that Dr. Kingsberg who was President of the Broward Medical Association, for being approved as a new member of Broward Health's medical staff.

8. DISTINGUISHED PHYSICIAN AWARD

Dr. Maheshwari presented the Distinguished Physician Award to Dr. Richard Foltz and highlighted his achievements. Dr. Maheshwari read a letter aloud that was received by the family of one of Dr. Foltz's patients. Dr. Foltz addressed the Board.

9. CHIEF MEDICAL STAFF UPDATES (items 9.1.-9.4.)

Medical staff updates were given by Dr. Maheshwari, Broward Health North, Dr. Jensen, Broward Health Imperial Point, Dr. Zingaro, Broward Health Coral Springs and Dr. Morrison, Broward Health Medical Center. Said reports highlighted each of the facilities' objectives, events and awards received over the past month since the Chiefs last reported.

Chairman Klein gave an update on the meeting that took place in Washington, DC, the day before. Those in attendance were Federal Monitor, Laura Ellis, her supervisors, Broward Health's Gino Santorio/District CEO, Brian Kozik/Chief Compliance Officer, Steve Forman/former Interim Chief Compliance Officer, Gabe Imperato/Interim General Counsel and Chairman Klein. He further shared that discussions were very productive and he anticipated more communication with the monitor and her supervisors going forward. Chairman Klein described the progress in the last six months as more of an enthusiasm that Broward Health's mission was being carried out. He welcomed Mr. Kozik in his new role as Chief Compliance Officer and Privacy Officer.

10. PRESENTATIONS

- President/CEO Update, Gino Santorio

Mr. Santorio presented his full monthly report highlighting the five pillars of the organization and progress at each of the facilities. A video of Broward Health Coral Springs' children's initiative was shared.

11. CONSENT AGENDA

- 11.1. Acceptance of the Interim Financial Statement for the month of March 2019
- 11.2. Broward Health North Security Install, Engle Construction
- 11.3. Broward Health Physician Group, Family Medicine Services, Dr. Asha Gupta
- 11.4. BHC/BHMC, Property Acquisition & Improvements, CEV Kirkiles, Inc.
- 11.5. Bylaw Amendment, Composition, QAOC Committee

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

THE BOARD OF COMMISSIONERS OF THE NORTH BROWARD HOSPITAL DISTRICT APPROVE ITEMS (11.1.) THROUGH (11.5.) ON THE CONSENT AGENDA.

Motion *carried* unanimously.

12. DISCUSSION AGENDA

- 12.1. A Resolution Regarding Internal Audit Department Access to Information
Discussion ensued on the last line of the resolution, “This policy hereby supersedes, amends, replaces and repeals any previous conflicting policy or policies.” The Board agreed that the line should be added to the end of every resolution moving forward.

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

THE BOARD PASS THE RESOLUTION REGARDING INTERNAL AUDIT DEPARTMENT’S ACCESS TO INFORMATION, AS PRESENTED.

Motion *carried* unanimously.

Discussion ensued on the best mechanism to preserve resolutions. Mr. Santorio distinguished policies by two categories, the first being administrative policies dictated down by the Board and the second group are related to how administration governs its processes, applicable to compliance. Board policies would be tracked independently from the rest of Broward Health’s policies moving forward.

- 12.2. A Resolution Establishing a Community Affairs and Philanthropy Committee

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

THE BOARD APPROVE THE RESOLUTION ESTABLISHING A COMMUNITY AFFAIRS OF PHILANTHROPY COMMITTEE, AS STATED IN THIS RESOLUTION.

Discussion ensued regarding three proposed revisions to the resolution.

Commissioner Ure moved to amend motion, amendment *accepted* by Commissioner Berry, that:

ITEM THREE WOULD BE MODIFIED TO INDICATE THAT ONE MEMBER OF THE COMMITTEE WOULD BE THE SECRETARY/TREASURER OF THE BOARD OF COMMISSIONERS. THE SECOND REVISION WOULD BE THAT ONE OF THE TWO INDEPENDENT AT LARGE MEMBERS FROM THE COMMUNITY BE APPOINTED BY THE CEO. ITEM FIVE WOULD BE AMENDED TO INDICATE THAT ALL RECOMMENDATIONS EXCEEDING \$15,000 WOULD REQUIRE THE APPROVAL OF THE BROWARD HEALTH BOARD.

Motion and amendment *carried* unanimously.

Mr. Santorio asked Ms. Courtney Berry, wife to Commissioner Berry, to stand up so that he and the committee could wish her a happy birthday.

12.3. General Counsel candidates for consideration

* Chairman Klein opened the floor to public comments on item number 12.3.

13. Mr. Vicente Thrower asked the Board to highly consider the candidate that was local and best suited to move the system forward.

Discussion ensued regarding the consideration of hiring two positions. One position would be a General Counsel hire and the second a Chief Legal Officer position. Further dialogue was shared related to the qualifications, strengths and weaknesses between the two candidates.

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

MINUTES

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

THE BOARD OF COMMISSIONERS HIRE SHARI MCCARTNEY AS GENERAL COUNSEL, SUBJECT TO ANY FURTHER MOTIONS THAT THE BOARD WISHED TO MAKE, WITH REGARD TO INITIAL HIRES.

ROLL CALL

COMMISSIONER ANDREW M. KLEINYES
COMMISSIONER CHRISTOPHER T. UREYES
COMMISSIONER RAY T. BERRY.....NO
COMMISSIONER NANCY W. GREGOIRENO
COMMISSIONER STACY L. ANGIERNO

Motion *failed* 3 to 2.

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

THE BOARD OF COMMISSIONERS HIRE LINDA EPSTEIN AS GENERAL COUNSEL.

ROLL CALL

COMMISSIONER ANDREW M. KLEINYES
COMMISSIONER CHRISTOPHER T. UREYES
COMMISSIONER RAY T. BERRY.....YES
COMMISSIONER NANCY W. GREGOIREYES
COMMISSIONER STACY L. ANGIERYES

Motion *carried* unanimously.

14. COMMENTS BY COMMISSIONERS

Closing comments were given by the Board.

MINUTES

NORTH BROWARD HOSPITAL DISTRICT

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Chairman Klein asked Executive Management to provide an update on the supplier diversity progress at the next Board meeting.

Mr. Imperato expressed that it had been an honor to serve in the Interim General Counsel role and that he was particularly proud to have been alongside Broward Health's Management Team, when the right -yet tough decisions were made, for the right reasons.

ADJOURNMENT 6:52 pm

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

Discussion ensued on who from the Board would be negotiating the General Counsel employment agreement. It was decided that the Secretary/Treasurer would take the lead and bring it to the following Legal Affairs and Governmental Relations Committee for consideration.

THE BOARD MEETING BE ADJOURNED.

Motion *carried* unanimously.

Respectfully submitted,
Commissioner Ray T. Berry, Secretary/Treasurer