

MINUTES

NORTH BROWARD HOSPITAL DISTRICT

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

REGULAR BOARD MEETING 4:00 pm, March 27th, 2019

The Regular meeting of the Board of Commissioners of the North Broward Hospital District was held at 4:00 p.m. on March 27th, 2019 at the Broward Health Corporate Spectrum location, 1700 Northwest 49 Street, Fort Lauderdale, Florida.

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.

CALL TO ORDER

There being a quorum present, the meeting was called to order by Chairman Klein at 4:19 pm

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
Commissioner Marie C. Waugh

Senior Leadership:

Additionally Present: Gino Santorio/President/CEO, Alan Goldsmith/CAO, Alex Fernandez/CFO, Gabe Imperato/Interim General Counsel, Nigel Crooks/Chief Internal Auditor, Melanie Hatcher/VP CHRO, David Clark/Sr. VP of Operations, Dr. Andrew Ta/EVP CMO, Steve Forman/Interim Chief Compliance Officer.

THE PLEDGE OF ALLEGIANCE – Chairman Klein

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A moment of silence was held for the two lost members of the Marjory Stoneman Douglas family and community.

PUBLIC COMMENTS None

INTERVIEWS

Interview Candidates for position of Corporate General Counsel – Melanie Hatcher

Ms. Hatcher gave detail to who on the panels interviewed the final five candidates earlier that day and presented their rankings. Discussion ensued on whether the Board should narrow the field further by holding interviews. It was decided that each candidate be given the opportunity to introduce themselves to the full Board.

While the candidates were being brought to meet the Board, several items on the agenda were heard, including Approval of Minutes, Medical Credentialing, Medical Chief of Staff Updates and Consent Agenda.

APPROVAL OF MINUTES

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

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

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

Motion *carried* unanimously.

2. Approve January 30, 2019 Regular Board meeting minutes.

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

APPROVE THE REGULAR BOARD MEETING MINUTES, DATED JANUARY 30, 2019.

Motion *carried* unanimously.

MEDICAL STAFF CREDENTIALING – Dr. Andrew Ta

- | | |
|-----------------------------------|-----------------------------------|
| 3a) Broward Health North | 3c) Broward Health Coral Springs |
| 3b) Broward Health Imperial Point | 3d) Broward Health Medical Center |

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Dr. Ta, CMO, gave his monthly medical credentialing report for the month of March, 2019.

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

APPROVE ITEMS (#3A) THROUGH (#3D) MEDICAL STAFF CREDENTIALING.

Motion *carried* unanimously.

CHIEF MEDICAL STAFF UPDATES

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.

CONSENT AGENDA

4. Acceptance of the Interim Financial Statement for the month of February, 2019
5. Broward Health System-wide, Transportation Services, MCT Express
6. Community Health Services, Health Care for the Homeless Grant, Appoint Project Director Portia Anderson
7. Community Health Services, HIV/AIDS, Accept Ryan White Funds
8. Community Health Services, Health Care for the Homeless Program, Change In Scope
9. Broward Health North, Emergency Department, Psychiatry On-Call
10. Broward Health System-wide, Physiological Monitoring, Nihon Kohden
11. Broward Health Imperial Point/Broward Health Medical Center, Emergency Department, Neurology/Stroke On-Call Services
12. Call Coverage Policy (GA-004-500)
13. Consideration of Board Liaison's position and supervision

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

THE BOARD OF COMMISSIONERS OF THE NORTH BROWARD HOSPITAL DISTRICT APPROVE ITEMS (4) THROUGH (13) ON THE CONSENT AGENDA.

Motion *carried* unanimously.

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The Board proceeded to individually meet the final General Counsel Candidates, who spoke to their qualifications and work experiences.

It was agreed that each Board Member announce their top three candidates, in no certain order.

Commissioner Berry: Linda Epstein, Paul Demuro, Shari McCartney

Commissioner Gregoire: Andre Boyarshinov, Linda Epstein, Shari McCartney

Chairman Klein: Linda Epstein, Shari McCartney, Paul Reisner

Commissioner Ure: Linda Epstein, Shari McCartney, Paul Reisner

Commissioner Angier: Andre Boyarshinov, Linda Epstein, Shari McCartney

Commissioner Waugh: Linda Epstein, Shari McCartney, Paul Reisner

Mr. Santorio tallied the votes aloud for the record:

Andre Boyarshinov:	2 votes
Paul Demuro:	1 vote
Paul Reisner:	3 votes
Shari McCartney:	6 votes
Linda Epstein:	6 votes

Ms. Hatcher reported that the candidate's criminal background and licenses had already been cleared and that only one disclosure was pending.

The five candidates were further reduced to two, who ranked the highest and were equal in score. After comparisons and preferences were shared, it became clear that the Board Members were split 3 to 3 on who the permanent General Counsel for Broward Health should be. See results below.

Commissioner Ure - Sharon McCartney
Commissioner Waugh - Linda Epstein
Commissioner Berry - Linda Epstein
Commissioner Gregoire - Sharon McCartney
Commissioner Angier - Linda Epstein
Commissioner Klein - Sharon McCartney

It was decided that Ms. Epstein and Ms. McCarthy would be invited back the following month for an informal small gathering, in which the Board could interact with each candidate for further consideration.

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

NARROW THE FIELD TO MS. LINDA EPSTEIN AND SHARON MCCARTNEY

Motion *carried* unanimously.

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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 honoring Doctor's Day was also shared.

DISCUSSION AGENDA

14. Committee and Board minutes – Ray Berry

Secretary Berry shared that in the past, meeting minutes were extensive and often scrutinized by several individuals. He preferred they be brief and to the point. Mr. Santorio further listed how Broward Health enhanced transparency through several methods including transcription services, live streaming of every committee and board meeting, and the recording and archiving of meetings that could be reviewed on the organization's website. Mr. Santorio further shared that Broward Health's bylaws are governed by Robert's Rules of Order who prescribes minutes should be transactional in nature. Chairman Klein agreed that the last minutes that were approved were appropriate. Commissioner Angier requested that transcriptions be kept separate and not necessarily become part of the meeting books. Commissioner Gregoire shared that the strength of the new format is that one could always look back to see what was accomplished and what actions were taken that become policy or procedure.

COMMENTS BY COMMISSIONERS

Closing comments were given by the Board.

ADJOURNMENT 6:47 pm

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

THE BOARD MEETING BE ADJOURNED.

Motion *carried* unanimously.

Respectfully submitted,
Commissioner Ray T. Berry
Secretary/Treasurer