

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

### REGULAR BOARD MEETING 4:00 pm, November 20, 2019

The Regular meeting of the Board of Commissioners of the North Broward Hospital District was held at 4:00 p.m. on November 20, 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 Berry at 4:05 p.m.

#### 3. BOARD MEMBERS

##### *Commissioners*

##### *Present:*

Commissioner Ray T. Berry, Chair  
Commissioner Nancy W. Gregoire, Vice Chair  
Commissioner Stacy L. Angier, Secretary/Treasurer  
Commissioner Christopher T. Ure  
Commissioner Marie C. Waugh (via WebEx)

##### *Not Present:*

##### *Senior Leadership*

*Additionally Present:* Gino Santorio/President/Chief Executive Officer, Alan Goldsmith/Chief Administrative Officer, Alex Fernandez/Chief Financial Officer, Linda Epstein/Corporate General Counsel, Brett Bauman/Sr. Associate General Counsel, Jerry Del Amo/Deputy General Counsel

#### 4. **THE PLEDGE OF ALLEGIANCE**

Christopher Ure led in the Pledge of Allegiance.

#### 5. **PUBLIC COMMENTS**

- Mr. Vicente Thrower spoke to the Board about increasing communication on current issues and events between the constituents and management.
- Former Commissioner Andrew Klein spoke to the details of his resignation, which had been made effective as of September 6, 2019 by Governor DeSantis. He also shared personal recommendations related to operations, management structure, incentives and compensation.

#### 6. **APPROVAL OF MINUTES**

6.1. Approve October 30, 2019 Regular Board Meeting Minutes

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

**Approve the October 30, 2019 Regular Board Meeting minutes, as proposed.**

Motion *carried* unanimously.

#### 7. **MEDICAL STAFF CREDENTIALING**, Dr. Andrew Ta

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

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

**Adopt proposed Medical Staff Credentialing items 7.1 through 7.4.**

Motion *carried* unanimously.

#### 8. **DISTINGUISHED PHYSICIAN AWARD**

Dr. Morrison awarded Dr. Jon Guben, MD with the Distinguished Physician Award. Brief highlights were shared on Dr. Guben experience and contributions to Broward Health. Dr. Guben thanked the Board and attributed his successes to the support received over many years from radiologists, nurses and administration alike.

### 9. CHIEF MEDICAL STAFF UPDATES

Medical staff updates were given by Dr. Lehr for Broward Health North, Dr. Jensen for Broward Health Imperial Point, Dr. Penate for Broward Health Coral Springs and Dr. Morrison for Broward Health Medical Center. Said reports highlighted each of the facilities' objectives, events and awards received over the past month.

- |                                     |                                     |
|-------------------------------------|-------------------------------------|
| 9.1.) Broward Health North          | 9.3.) Broward Health Coral Springs  |
| 9.2.) Broward Health Imperial Point | 9.4.) Broward Health Medical Center |

### 10. PRESENTATIONS

- 10.1. 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.

Mr. Santorio introduced Ms. Peta-Gaye Bowen, the new Corporate Director of Neurosciences. He also introduced Mr. Bill Diggs, the new President of the Broward Health Foundation.

A short video was shared highlighting the partnership between the Florida Panthers and Broward Health in support of the pediatric program at the Salah Foundation Children's Hospital.

\* Commissioner Waugh left the meeting at 5:00 pm, in which a quorum remained.

\* The meeting went into recess at 5:02 pm and reconvened at 5:20 pm.

### 11. CONSENT AGENDA

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

**Items 11.1 through 11.11 on the Consent Agenda be approved.**

Motion *carried* unanimously.

### 12. DISCUSSION AGENDA

Ms. Hatcher introduced Mr. Les Luithle, the new AVP, Total Rewards. A brief description was given on Mr. Luithle's past work experience and expertise.

- 12.1. Board Acceptance of Board Report evaluation and salary adjustment at the 50th percentile for Linda Epstein, Corporate General Counsel

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

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**The Board of Commissioners of the North Broward Hospital District adopt the recommendation for the Acceptance of Board Report evaluation and salary adjustment at the 50<sup>th</sup> percentile market median for Linda Epstein, Corporate General Counsel.**

Motion *carried*, 3 to 1.

### 12.2. Systemwide, DRG Validation, Revint Solutions

Item *pulled* from agenda. No discussion or action taken.

### 12.3. Amendment to Bylaws

Mr. Santorio spoke to the item as to why the amendment was being proposed. He also confirmed the item had been scheduled for consideration at the next Regular Board Meeting.

*No action* taken.

### 12.4. Resolution FY20-11, Appointment of Committee Members to Fulfill Quorums of Committees

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

**The Board of Commissioners of the North Broward Hospital District adopt Resolution FY20-11 to Appoint Substitute Committee Members, with amendment to section two (2).**

Motion *carried* unanimously.

### 12.5. Performance Evaluation Salary Adjustment for President/Chief Executive Officer

Ms. Hatcher presented on key factors relevant to Broward Health's evaluation of the Chief Executive Officer compensation versus the market and peer companies. She confirmed that the market median was at \$895,731.00.

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

**The Board of Commissioners of the North Broward Hospital District approve the Performance Evaluation Salary Adjustment at the market median for President/Chief Executive Officer.**

Motion *carried* unanimously.

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### 13. COMMENTS BY COMMISSIONERS

Closing comments were given by the Board Members.

### 14. NEXT REGULAR BOARD MEETING

Next regularly scheduled Board of Commissioner's meeting will be held on December 11, 2019 at 3:30 p.m. at the Broward Health Corporate Office, Spectrum site, Suite 150, 1700 Northwest 49th Street, Ft. Lauderdale, Florida, 33309.

### 15. ADJOURNMENT 5:57 p.m.

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

**The Regular Board Meeting of the North Broward Hospital District be adjourned.**

Motion *carried* unanimously.

Respectfully submitted,  
Commissioner Stacy L. Angier, Secretary/Treasurer

APPROVED

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### **Resolution FY20-09**

#### **Resolution of the Board of Commissioners of North Broward Hospital District Pertaining to Travel Reimbursements of Commissioners**

WHEREAS, Commissioners of the Board of Commissioners (the “Board”) of North Broward Hospital District (the “District”), from time to time, must travel both interstate and intrastate on behalf of the District to conduct District business;

WHEREAS, Florida Law and Broward Health’s Policies & Procedures regulates the reimbursement of travel expenses of all public officers, employees, and authorized persons in the District establishing standard travel reimbursement rates, procedures, and limitations;

WHEREAS, Commissioners of the District are public officers and, as such, are subject to the requirements of Florida Law and Broward Health’s Policies & Procedures pertaining to reimbursement of travel expenditures;

WHEREAS, the Board desires to establish a uniform policy pertaining to Commissioners incurring travel expenditures to be reimbursed by the District; and

WHEREAS, unless context otherwise requires, capitalized terms used but not defined herein have the meanings ascribed to such terms in the Amended and Restated Bylaws of the North Broward Hospital District, as amended from time to time (the “Bylaws”).

NOW, THEREFORE, BE IT RESOLVED, by the Board, that:

- 1.** All travel by Commissioners on behalf of the District and all reimbursements of travel, lodging, and subsistence expenses (collectively, “Expenses”) shall always be consistent with Florida Law including, but not limited to, § 112.061, Florida Statutes, as amended from time to time or any successor statute thereof, as well as Broward Health’s Policies & Procedures.
- 2.** Any and all reimbursements of Expenses shall only be approved if travel was undertaken in order to conduct bona fide District business, which serves a direct and lawful public purpose with relation to the District by the Commissioner attending such meeting or conducting such business.
- 3.** Any claim for reimbursement of Expenses shall contain a statement that the expenses were actually incurred by the Commissioner as necessary travel expenses in the performance of official duties and shall be verified by a written declaration that it is true and correct as to every material matter.
- 4.** When a Commissioner’s travel will be or is within Broward, Miami-Dade, and Palm Beach Counties (“Tri-County Area”) and travel expenditures are expected to be or is at or below Two Hundred Dollars (\$200.00), reimbursement of Expenses may be paid if approved by the President/CEO or his or her designee (“Senior Management”).

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5. When a Commissioner's travel will be outside of the Tri-County Area and/or travel expenditures are expected to be above Two Hundred Dollars (\$200.00), reimbursement of Expenses may only be paid if such Commissioner obtains approval by (1) Senior Management and (2) prior approval by the Board of Commissioners.
6. Notwithstanding, if a Commissioner's travel will be or is outside of the Tri-County Area and/or travel expenditures are expected to be or is above Two Hundred Dollars (\$200.00), reimbursement of Expenses may be made in the event of a bona fide emergency preventing prior approval by the Board of Commissioners; provided, however, such Commissioner's reimbursement of Expenses shall only be paid if ratified by the Board of Commissioners at a subsequent Board meeting.
7. This resolution hereby supersedes, amends, replaces and repeals any conflicting resolution or conflicting policy previously adopted by the Board.

**DULY ADOPTED** this 20 day of November, 2019.

Time Adopted 5:20 PM

APPROVED

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### **Resolution FY20-10**

#### **Prohibition of Current and Former Commissioners from Lobbying and Conducting Business with the District**

WHEREAS, the Board of Commissioners (the “Board”) of the North Broward Hospital District (the “District”), pursuant to the District’s Charter, has established and adopted a code of conduct and ethics that governs the Board (the “Code of Conduct and Ethics”);

WHEREAS, the Code of Conduct and Ethics is codified in Section 2.7 of the Codified Resolutions of the Board of Commissioners of the North Broward Hospital District (the “Codified Resolutions”);

WHEREAS, the Board’s Commissioners are subject to Part III of chapter 112, Florida Statutes;

WHEREAS, section 112.313(13), Florida Statutes, permits the Board to pass a resolution governing lobbying by former officers of the District;

WHEREAS, section 112.326, Florida Statutes, permits the Board to impose additional or more stringent rules on the District’s officers so long as they do not conflict with Part III of chapter 112, Florida Statutes;

WHEREAS, the Board, pursuant to its authority under Florida Law, wishes to set a policy regarding lobbying by former Commissioners of the Board; and

WHEREAS, unless context otherwise requires, capitalized terms used but not defined herein have the meanings ascribed to such terms in the Amended and Restated Bylaws of the North Broward Hospital District, as amended from time to time (the “Bylaws”).

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners of the North Broward Hospital District, that:

**1.** The Board hereby establishes the following rules governing Commissioners pursuant to its authority under sections 112.313(13) and 112.326, Florida Statutes.

**2.** No current Commissioner, and no former Commissioner for a period of two (2) years following vacation of office as a Commissioner of the Board, may personally solicit or personally represent another person or entity for compensation before the District or any of its Subsidiaries except for the purposes of collective bargaining; provided, however, the Board may waive such a prohibition for good cause in the Board’s discretion so long as such waiver does not violate Florida Law.

**3.** No current Commissioner, and no former Commissioner for a period of two (2) years following vacation of office as a Commissioner of the Board, may personally or on behalf of another person or entity solicit business from or conduct business with the District or any of its Subsidiaries; provided, however, the Board may waive such a prohibition for good cause in the Board’s discretion so long as such waiver does not violate Florida Law.

**4.** The two above rules shall be codified within the Board’s Code of Conduct and Ethics section of the Codified Resolutions.

**5.** This resolution hereby supersedes, amends, replaces and repeals any conflicting resolution or conflicting policy previously adopted by the Board.

**DULY ADOPTED** this 20 day of November, 2019.

Time Adopted 5:20 PM



### **Resolution FY20-11**

#### **Resolution to Appoint Substitute Committee Members**

WHEREAS, the Board of Commissioners (the “Board”) of the North Broward Hospital District (the “District”) has established Board committees (“Committees”) to properly exercise its Charter oversight duties;

WHEREAS, the Committees meet on a regular basis to further the purposes, goals, and objectives of the Committees;

WHEREAS, from time to time, the Committees are unable to establish a quorum necessary to conduct business falling within the jurisdiction of the Committees;

WHEREAS, the Board has established the Amended and Restated Bylaws of the North Broward Hospital District (the “Bylaws”) and its accompanying Codified Resolutions of the Board of Commissioners of the North Broward Hospital District (“Codified Resolutions”), both as amended from time to time;

WHEREAS, Art. III, s. 12(c) of the Bylaws and Section 3.12 of the Codified Resolutions establish and govern the composition, duties, and procedures of such Committees;

WHEREAS, the Board, consistent with its governance authority as established under the Bylaws, wishes to set a policy regarding substitute Committee members during the absence of Committee members necessary to establish a quorum; and

WHEREAS, unless context otherwise requires, capitalized terms used but not defined herein have the meanings ascribed to such terms in the Bylaws and Codified Resolutions.

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners of the North Broward Hospital District, that:

1. The Board hereby establishes the following procedures when a Committee is unable to establish a quorum in the absence of a Committee member.

2. In the absence of a Committee member, the Committee chair or, in the absence of the Committee chair, the Committee vice-chair may temporarily appoint one or more Commissioners as Substitute Committee Members to serve at the pleasure of the respective Committee as deemed necessary to conduct Committee business and to establish a quorum. In the absence of a Committee Officer, any present Commissioner(s) may temporarily serve as a Substitute Committee Member with the consent of the present then-sitting Committee members. In no event may a Committee meeting be held in the absence of any of the then-sitting Committee members. Substitute Committee Member(s) shall be bestowed all the powers and duties granted to and imposed on that position by the Bylaws and Codified Resolutions. Said

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appointment and participation of the Substitute Committee Member shall continue until such time as the absent Commissioner returns or it is determined by the Board or Committee that the appointment is no longer necessary to conduct business of the Committee. Substitute Committee Members may only be made permanent Committee members through the Committee Appointments process as established in Art. III, s. 12(e) of the Bylaws.

3. The above rule shall be codified in Section 3.12(1)E. of the Codified Resolutions.

4. This resolution hereby supersedes, amends, replaces and repeals any conflicting resolution or conflicting policy previously adopted by the Board.

DULY ADOPTED this 20 day of November, 2019.

Time Adopted 5:37 PM

APPROVED