

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

### REGULAR BOARD MEETING 4:00 pm, October 30, 2019

The Regular meeting of the Board of Commissioners of the North Broward Hospital District was held at 4:00 p.m. on October 30, 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.

Due to technical difficulties it was announced that live streaming would not be available, however the video would be broadcasted on Broward Health's website once the meeting adjourned.

#### 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

##### *Not Present:*

Commissioner Andrew M. Klein

##### *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, Jerry Del Amo/Deputy General Counsel

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

Dr. Gary Lehr, General Surgeon, and Dr. Tracey Stokes, Plastic Surgeon, introduced Ms. Cassie Green, a breast cancer survivor, and her three year old daughter Jade. Ms. Green expressed her gratitude to the physicians and to the entire Broward Health system.

Mother and daughter led in the Pledge of Allegiance. Ms. Green was presented with flowers and balloons and wished well. Applause and photos were had.

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

Pastor George Rich expressed his appreciation to Broward Health for honoring pastors and clergy during Spiritual Appreciation Week.

Chaplain Emily Jazombek, Broward Health's Palliative Care employee, reported on the organization's volunteer program and its success.

\*Please note, item 7 on the agenda was heard prior to item 6.

#### 7. **SPIRITUAL APPRECIATION**

Commissioner Ure shared a touching story of a Vietnam Congressional Medal of Honor winner and asked members of the clergy who were in attendance to stand for recognition as spiritual leaders of the community. Photos were taken.

Chairman Berry acknowledged Mr. Dale Holness, Vice Mayor of Broward County, District 9, who was seated in the audience. Vice Mayor Holness spoke to his diversity and community inclusion experience.

#### 6. **BROWARD HEALTH FOUNDATION'S PRESENTATION OF CHECK TO RED CROSS, HURRICANE DORIAN RELIEF**

Ms. Diana Arteaga, SVP, Governmental Relations & Community Affairs, introduced Mr. Kevin Moran, Regional Philanthropy Officer for Miami Red Cross. Mr. Moran shared a few words related to the ongoing relief efforts in support of the Bahamas Islands. A Broward Health Foundation check was presented in the amount of \$28,143. Applause and photos were had.

#### 8. **APPROVAL OF MINUTES**

8.1. Approve September 25, 2019 Regular Board Meeting Minutes

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

**Approve the September 25, 2019 Regular Board Meeting minutes, as proposed**

# MINUTES

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Motion *carried* unanimously.

8.2. Approve September 25, 2019 Final Tax Hearing Minutes

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

**Approve the September 25, 2019 Final Tax Hearing minutes, as proposed.**

Motion *carried* unanimously.

9. **MEDICAL STAFF CREDENTIALING** – Dr. Andrew Ta

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

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

**The Board of Commissioners of the North Broward Hospital District approve the Medical Staff Credentialing recommendations provided by Broward Health’s Medical Councils for items 9.1 through 9.4, as proposed.**

Motion *carried* unanimously.

10. **CHIEF MEDICAL STAFF UPDATES** 10.1. - 10.4.

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

- |                                      |                                      |
|--------------------------------------|--------------------------------------|
| 10.1.) Broward Health North          | 10.3.) Broward Health Coral Springs  |
| 10.2.) Broward Health Imperial Point | 10.4.) Broward Health Medical Center |

11. **PRESENTATIONS**

11.1. 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 Mr. Vince Johnson, Director of Strategic Operations and Community Outreach. Mr. Johnson briefed the board on a new grant funded program titled, The Every Woman Matters Program. The program is funded by the Susan G. Komen Foundation.

\* Please note, meeting recessed at 5:36 p.m. and reconvened at 5:51 p.m.

11.2. Centers of Excellence Overview, Linda Quick

Ms. Quick presented the first of six educational sessions related to how an organization is designated as a Center of Excellence. The presentation included items listed below.

- Internal Determination
- External Affirmation
- Branding

12. **CONSENT AGENDA**

12.1. Approval of Financial Statements

12.1.1. Approval of the Interim Financial Statement for the month of July, 2019

12.1.2. Approval of the Interim Financial Statement for the month of August, 2019

12.1.3. Approval of the Interim Financial Statement for the month of September, 2019

12.2. External Auditor's FY-2019 Audited Financial Statement, Presentation, Review and Acceptance

12.3. Systemwide, Approval of Apheresis services agreement with Fresenius

12.4. Approval of Proposed Procurement Code

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

**Approve Consent Agenda items 12.1 through 12.4.**

Motion *carried* unanimously.

13. **DISCUSSION AGENDA**

13.1. BH Chief Internal Auditor, Investigation and Resolution

Item *postponed*.

13.2. Resolution Certifying Implementation of an Effective Compliance Program, Fourth Reporting Period of CIA

Compliments were given by the board recognizing the hard work provided by the compliance department's staff and subcommittees, in providing an effective compliance program for the first

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time in four years and since the initiation of the corporate integrity agreement. A standing ovation was had.

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

**The Board of Commissioners of the North Broward Hospital District approve the Resolution Certifying Implementation of an Effective Compliance Program, Fourth Reporting Period of the Corporate Integrity Agreement. The Board has made a reasonable inquiry into the operations of the District's Compliance Program, including the performance of the Chief Compliance Officer and the Compliance Committee. Based upon its inquiry and review, the Board has concluded that to the best of its knowledge, the District has implemented an Effective Compliance Program to meet federal healthcare program requirements and all of the obligations of the Corporate Integrity Agreement.**

Motion *carried* unanimously.

### 13.3. Discussion of Community Affairs & Philanthropy Committee, Christopher Ure, Commissioner

Discussion ensued regarding the differences between a Community Affairs & Philanthropy Committee and the Broward Health Foundation Program. Ms. Kathryn Salerno, Director of Community Affairs, walked the board through the process of sponsorship.

As requested, Mr. Bauman addressed legal hurdles and compliance issues the board could face related to the creation of a philanthropy committee.

Public comments were had, in which Mr. Vicente Thrower, a resident of Broward County, spoke on what he believed were the processes and challenges of attaining sponsorship.

Mr. Santorio, clarified the differences between the processes of sponsorship and community outreach.

It was requested that the legal and compliance teams bring their recommendation to the governance committee in consideration of having the board more directly engaged with decisions pertaining to a funds that are available for sponsorships and community outreach, while complying with all laws and regulations.

No action *taken*.

### 13.4. Discussion of Investment Relationship with Fisher Investments

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

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**The Board of Commissioners of the North Broward Hospital District refer the Pension and Investment Committee to work with their advisor to swiftly identify a replacement manager for Fisher Investment in both the Pension and Unrestricted funds.**

Motion *carried* unanimously.

### 13.5. Changing and/or Removing Non-participating Board Members from Committees

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

**The Board of Commissioners of the North Broward Hospital District Motion to grant authority to the chair the ability to unilaterally replace committee members for lack of participation.**

Motion *withdrawn* by Commissioner Ure and Commissioner Gregoire

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

**The Board of Commissioners of the North Broward Hospital District grant the Chair the flexibility to appoint an alternative member to a committee if a Board Member or one reason or another had issues participating on any committee(s) that Board Member is on.**

Motion *carried* unanimously.

It was requested that the legal department prepare a policy in the form a possible bylaw amendment to address temporary appointment of committee members.

### 13.6. Discussion on Board Member Cooling Off Period

It was requested that a resolution to the bylaws be brought to the governance committee preventing a board member of doing business with Broward Health during and for a period of time after their appointment has ended.

No action *taken*.

### 13.7. Amended and Restated Bylaws of the North Broward Hospital District Health Care for the Homeless Advisory Board

Mr. Bauman reviewed proposed Bylaws for the Health care for the Homeless Grant.

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

**The Board of Commissioners of the North Broward Hospital District approve the Healthcare for the Homeless Advisory Board's Bylaws, as presented.**

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Motion *carried* unanimously.

13.8. Community Health Services, Approve Helen Matos-Alvarez as the Quality Assurance Specialist Hire for the HCH Program

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

**The Board of Commissioners of the North Broward Hospital District approve staff's recommendation to hire Helen Matos-Alvarez to fill the position of Quality Assurance Specialist for HRSA grant number H80CS00019.**

Motion *carried* unanimously.

#### 14. **COMMENTS BY COMMISSIONERS**

Closing comments were given by the Board.

#### 15. **NEXT REGULAR BOARD MEETING**

Next regularly scheduled Board of Commissioner's meeting will be held on November 20, 2019 at 4:00 p.m. at the Broward Health Corporate Office, Spectrum site, Suite 150, 1700 Northwest 49th Street, Ft. Lauderdale, Florida, 33309.

#### 16. **ADJOURNMENT** 7:22 p.m.

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

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

Motion *carried* unanimously.

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

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RESOLUTION FY20-08

BOARD RESOLUTION CERTIFYING IMPLEMENTATION OF AN EFFECTIVE COMPLIANCE PROGRAM TO MEET FEDERAL HEALTH CARE PROGRAM REQUIREMENTS AND THE DISTRICT'S OBLIGATIONS UNDER ITS CORPORATE INTEGRITY AGREEMENT FOR THE FOURTH REPORTING PERIOD

WHEREAS, the North Broward Hospital District (the "District") is a special tax district of the State of Florida originally established and created in 1951 by chapter 27438, Laws of Florida, to serve the public health needs of the people of said District regardless of ability to pay;

WHEREAS, the District is overseen by a Board of Commissioners (the "Board") appointed by the Governor of the State of Florida;

WHEREAS, the District entered into a five-year Corporate Integrity Agreement with the Office of Inspector General, U.S. Department of Health & Human Services on August 31, 2015 ("CIA");

WHEREAS, Section III.A.3 of the CIA requires the Board adopt a resolution signed by each member of the Board each Reporting Period of the CIA which summarizes the Board's review and oversight of the District's compliance with Federal health care program requirements and the obligations of the CIA; and

WHEREAS, the Board desires to adopt this Resolution in accordance with Section III.A.3 of the CIA for the CIA's Fourth Reporting Period running from August 31, 2018 to and through August 30, 2019 to document the Board's oversight and conclusions pertaining to the District's Compliance Program and the District's obligations under its CIA.

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

- 1. The Board has made a reasonable inquiry into the operations of the District's Compliance Program including the performance of the Chief Compliance Officer and the Compliance Committee. Based upon its inquiry and review, the Board has concluded that, to the best of its knowledge, the District has implemented an effective Compliance Program to meet Federal health care program requirements and the obligations of the CIA.

DULY ADOPTED this 30th day of October, 2019.

Time Adopted \_\_\_\_ PM

Ray Berry, Chairman

Date 10/30/2019

Nancy W. Gregoire, Vice Chair

Date 10/30/2019

Stacy Angier, Secretary-Treasurer

Date 10/30/2019

Andrew M. Klein, Commissioner

Date

Marie C. Waugh, Commissioner

Date 10/30/2019

Christopher T. Ure, Commissioner

Date 10/30/2019