

**NORTH BROWARD HOSPITAL DISTRICT
BOARD OF COMMISSIONERS'
REGULAR MEETING
Imperial Point Medical Center
Auditoriums
August 27, 2008 – 9:00 a.m.**

MINUTES

The Regular meeting of the Board of Commissioners of the North Broward Hospital District was held on Wednesday, August 27, 2008 at 9:00 a.m. in the auditoriums at Imperial Point Medical Center, 6401 North Federal Highway, 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. Original registration sheets listing attendees, as well as those who wished to address the Board, are attached to the official Minutes on file in the Board of Commissioners' office.

Chair Fernandez called the meeting to order at 9:02 a.m.

ROLL CALL

Commissioners:

Present: Commissioner Miguel Fernandez, Chair
Commissioner Rhonda Calhoun, Vice Chair
Commissioner Rebecca Stoll, Secretary
Commissioner Joseph M. Cobo, Treasurer*
Commissioner Daniel E. Gordon, Assistant Secretary
Commissioner Robert Bernstein, Board Member
Commissioner Maureen Jaeger, Board Member

*arrived 9:15 a.m.

The invocation was given by Chaplain Rick Braswell, Broward Sheriff's Office.

Chairman Fernandez asked for a Silent Prayer in memory of Nathan (Nat) Goren. Chairman Fernandez said that some of the things that he had heard about Mr. Goren was that he was a class act; a mentor, professional, very talented, a gentleman and a very decent human being. Mr. Goren will be missed.

The Pledge of Allegiance was led by Calvin Glidewell, CEO, Imperial Point Medical Center.

RECOGNITION OF SHINING STARS: The following employees were recognized as Shining Stars and received a certificate of appreciate from the Board of Commissioners: Carol Delzatto, Physician Office Specialist, Physician Timeshare, Weston; Sharon Pitters, Financial Counselor/Patient Access, IPMC; Rafael Rivera, Facilities Services, BGMC; Christa Gold, Emergency Room Secretary, NBMC; Eileen Danielson, Graphic Designer, District; Liza Hinds, School Health Department, Community Health Services; Kathy Byrne, Auxiliary Liaison, CSMC.

COMMENTS FROM AUDIENCE: There were no comments from the audience.

APPROVAL OF MINUTES

1. Request approval of the Minutes of a Regular Meeting of the Board of Commissioners held July 23, 2008.

It was moved by Commissioner Bernstein, seconded by Commissioner Calhoun:

THAT THE MINUTES OF THE REGULAR MEETING OF THE BOARD OF COMMISSIONERS HELD ON JULY 23, 2008 BE APPROVED AS PRESENTED.

Motion carried unanimously.

MEDICAL COUNCIL AGENDA

2. **IMPERIAL POINT MEDICAL CENTER**

Dr. William Jensen, Chief of Staff of Imperial Point Medical Center, reported that the Medical Council had reviewed and recommended for approval by the Board of Commissioners all exhibited Medical Staff Changes and Additions; Medical Staff Reappointments; Allied Health Changes and Additions; and Allied Health Reappointments.

It was moved by Commissioner Cobo, seconded by Commissioner Stoll:

THAT THE BOARD OF COMMISSIONERS APPROVE THE RECOMMENDATIONS OF IMPERIAL POINT MEDICAL CENTER'S MEDICAL COUNCIL OF ITEMS 3 A-D:

- A. Medical Staff Changes and Additions
- B. Medical Staff Reappointments
- C. Allied Health Changes and Additions
- D. Allied Health Reappointments

Motion carried unanimously.

Dr. Jensen updated the Commissioners on the following:

- Dr. Jensen congratulated all the quarterly shining stars.
- Dr. Michael Estep from the emergency department was the Most Valuable Physician for the summer quarter.
- Grand Rounds was held to announce the new Interventional Radiology program with Dr Hughes.
- The daVinci robot is in-house and through the medical council the delineation of privileges was being done to show who had privileges to use the daVinci; September 8th, begins the OR team training on the daVinci robot; September 15th, daVinci robot will go live--3 cases are already scheduled.

- Mr. Glidewell met with the capital task force and they have set the 2009 capital budget which will be submitted to Corporate for approval.
- IPMC received final County planning approval for the ED construction which will begin Oct 2008.
- Patient Satisfaction surveys showed that ICU and PT departments had the most positive patient satisfaction results.
- Dr. Jensen also informed the Board that patients were also getting surveyed regarding physician care. Letters were sent out to physicians either rewarding them for providing excellent care or letting them know of some deficiencies and the need to work on avenues of communication to correct them. Dr. Jensen commented that the feedback from the physicians have been very positive. They are very eager to know how they can improve their care giving.
- IPMC passed their annual fire inspection by the City of Ft. Lauderdale.
- Admitted first patient using the new hyperthermia protocol for acute MI.
- Phlebotomists on the floor are using hand held units to scan the patient IDs.
- Outstanding cash collections for July.
- No deficiencies cited at IPMC for the MSP (Medicare Secondary Payor) audit.
- January Board of Commissioners retreat will provide time for the Chiefs of Staff to meet with the Board members. He said that the Chiefs will meet with department chairs and arrive at an agenda for the Commissioners regarding what the physicians think should be the direction of Broward Health.

3. **CORAL SPRINGS MEDICAL CENTER**

Dr. Kutty Chandran, Chief of Staff of Coral Springs Medical Center, reported that the Medical Council had reviewed and recommended for approval by the Board of Commissioners all exhibited Medical Staff Changes and Additions; Medical Staff Reappointments; Allied Health Changes; and Allied Health Reappointments.

It was moved by Commissioner Jaeger, seconded by Commissioner Stoll:

THAT THE BOARD OF COMMISSIONERS APPROVE THE RECOMMENDATIONS OF CORAL SPRINGS MEDICAL CENTER'S MEDICAL COUNCIL OF ITEMS 4 A-D:

- A. Medical Staff Changes and Additions
- B. Medical Staff Reappointments
- C. Allied Health Changes
- D. Allied Health Reappointments

Motion carried unanimously.

4. **BROWARD GENERAL MEDICAL CENTER**

Dr. Wilfred McKenzie, Chief of Staff of Broward General Medical Center, reported that the Medical Council had reviewed and recommended for approval by the Board of Commissioners all exhibited Medical Staff Changes and Additions; Allied Health Changes and Additions; Community Health Changes and Additions; Medical Staff

Reappointments; Allied Health Reappointments; and Community Health Services Reappointments.

It was moved by Commissioner Cobo, seconded by Commissioner Calhoun:

THAT THE BOARD OF COMMISSIONERS APPROVE THE RECOMMENDATIONS AS AMENDED OF THE BROWARD GENERAL MEDICAL CENTER'S MEDICAL COUNCIL OF ITEMS 5 A – F:

- A. Medical Staff Changes and Additions
- B. Allied Health Changes and Additions
- C. Community Health Services Changes and Additions
- D. Medical Staff Reappointments
- E. Allied Health Reappointments
- F. Community Health Services Reappointments

Motion carried unanimously.

5. NORTH BROWARD MEDICAL CENTER

Dr. Joel Silverman, Chief of Staff of North Broward Medical Center, reported that the Medical Council had reviewed and recommended for approval by the Board of Commissioners all exhibited Medical Staff Additions, Changes and Resignations; Allied Health Additions, Changes and Resignations; Community Health Services Reappointments and Resignations; Medical Staff Reappointments; Allied Health Reappointments.

It was moved by Commissioner Stoll, seconded by Commissioner Cobo:

THAT THE BOARD OF COMMISSIONERS APPROVE THE RECOMMENDATIONS OF NORTH BROWARD MEDICAL CENTER'S MEDICAL COUNCIL OF ITEMS 2 A-E:

- A. Medical Staff Additions, Changes and Resignations
- B. Allied Health Additions, Changes and Resignations
- C. Community Health Services Reappointments and Resignations
- D. Medical Staff Reappointments
- E. Allied Health Reappointments

Motion carried unanimously.

CEO REPORT: Mr. Nask provided the following update:

- Mr. Nask commented on the magazine that was placed at the Commissioners' seats (10 People to Watch). He informed them that it contained a story on Brian Bravo, Director of Purchasing who has done a great job since being with Broward Health.
- Received the annual pension report and Broward Health is 96 ½ % funded.
- Proton Beam—in their cold mass certification the magnet needs to be energized to 2,000 amps at super conductive temperatures. They reached 1100 and are expecting to reach

2000 amps by mid-September at which point they can begin manufacturing and shipping the equipment.

- The IGRT and the Cyberknife were delivered to NBMC and now all the radiology oncology equipment is in place. The schedules for the calibration are finalized and in the last week in October, BGMC will go live and the first week in November, NBMC will go live.
- The Building Committee had selected an architect for the Children's Hospital. The Committee, along with Commissioners Stoll, Gordon, Calhoun and Jaeger, spent the entire day reviewing firms who all presented great ideas. The decision was quite difficult; however, the committee picked a local firm ACAI Associates, who has a national firm backing them. Mr. Nask said that the contract hopefully will be done in the next 30 days and a proforma will be put together along with a model and a workshop or a strategic session to further discuss the project will be scheduled.
- With regard to the Incentive program, Mr. Nask informed the Board of Commissioners that beginning July 1, Broward Health will begin the HCAPS program, which means that we have moved away from 2 measures of patient satisfaction and have now adopted the complete 10 HCAPS questions which have been rolled into the incentive plan for next year. Mr. Nask said that the facilities have now gone from two indicators to 10 which began July 1 through NRC Picker. He also advised the Board that Administration will be reporting on the results and also they are targeting the Florida standards. Patient Safety program has been extended and qualitative measures have been included making sure that when patient safety programs are implemented they have a benefit.

COMMITTEE REPORTS:

Building Committee/Architectural Selection Committee	August 13, 2008
Audit Committee	August 13, 2008
Finance Committee	August 20, 2008
Legal Review Committee	August 20, 2008

It was moved by Commissioner Cobo, seconded by Commissioner Jaeger:

THAT THE BOARD OF COMMISSIONERS APPROVE THE MINUTES AS PRESENTED BY THE COMMITTEES AS LISTED.

Motion carried unanimously.

CONSENT AGENDA

(Items listed below were previously reviewed and recommended for approval by the Finance Committee and Building Committee)

Chairman Fernandez entertained a motion to approve Item 6 through and including 13 as listed on the Consent Agenda. **Commissioner Gordon asked that Item 12 be removed from the Consent Agenda and placed on the Discussion agenda.**

6. Acceptance of the Interim Financial Statement for the month of June, 2008.

7. Acceptance of the Interim Financial Statement for the month of July, 2008.
8. Approval of the Regular Board of Commissioners' Meetings and Finance Committee Meetings for September 2008 through August 2009.
9. Approval to authorize the President/CEO to purchase one (1) Siemens Somatom Definition AS+128 slice CT scanner and one (1) Siemens Emotion 16 slice CT scanner through our Group Purchasing Organization in accordance with Section 24 (1) (d) of the North Broward Hospital District Charter, for North Broward Medical Center, Radiology CT Department at a cost of \$1,593,394 including construction.
10. Approval to authorize the President/CEO to execute a contract between Broward County and the North Broward Hospital District for the Continuation of Primary Care Services for the period October 1, 2008 through September 30, 2009 in the amount of \$9,171,839 with the option to renew for two additional one-year terms in accordance with the agreement, subject to General Counsel's review and approval as to legal form and conditioned on no material changes in the approved business terms.
11. Approval to authorize the President/CEO to execute a contract with the State of Florida Department of Health for Primary Health Funding, in the amount of \$534,672 from October 1, 2008 to September 30, 2009, subject to General Counsel's review and approval as to legal form and conditioned on no material changes in the approved business terms.

It was moved by Commissioner Cobo, seconded by Commissioner Bernstein:

THAT THE BOARD OF COMMISSIONERS APPROVE ITEMS 6 THROUGH AND INCLUDING 11 AS LISTED ON THE CONSENT AGENDA.

Motion carried unanimously.

Chairman Fernandez entertained a motion to approved Item 13 as submitted by the Building Committee.

13. Approval to authorize the President/CEO to execute a contract with Associated Craftsmen of America for the renovation of 3,150 sq. ft. for a Pediatric Oncology Clinic at Broward General Medical Center for an amount not to exceed \$1,132,834 for the total cost of the project, subject to General Counsel's review and approval as to legal form and conditioned on no material changes in the approved business terms.

It was moved by Commissioner Bernstein, seconded by Commissioner Calhoun:

THAT THE BOARD OF COMMISSIONERS APPROVE ITEM 13 AS SUBMITTED BY THE BUILDING COMMITTEE.

Motion carried unanimously.

DISCUSSION AGENDA

12. Consideration for approval of a 15-year agreement with the Museum of Discovery and Science, Inc., for Broward Health as an exclusive sponsor of the exhibition in the amount of \$2,000,000.00 over a 15 year period, subject to General Counsel's review and approval as to legal form and conditioned on no material changes in the approved business terms.

Chairman Fernandez opened the floor up for discussion.

Commissioner Gordon stated that his concern was whether Broward Health should be in the business to support a Museum. He said that being a hospital district, the monies generated, some of which are through taxes, should not be used in this manner. Commissioner Gordon said he had no problem with supporting events but giving the amount being requested was a concern to him.

Commissioner Jaeger said at first she also had a concern. However, after revisiting the request, she said that she now feels that this is a public service. She commented that tax dollars are not being used they are marketing dollars. In addition, she felt that it was an avenue to educate the public and provide a health-related service to the community. Commissioner Jaeger said that in looking at how the exhibit was going to be displayed and how it was going to be paid for over the 15 years, that it was a good investment in the community as well as Broward Health.

Commissioner Calhoun said she had several questions that she would like to follow up on. She said that after meeting with Charlotte Mather she felt more comfortable with regard to Broward Health's mission and outreach to the community. She said that part of Broward Health's mission is to go out into the community and educate. However, she did have some questions with regard to payout--10 year vs 15 year program. She asked if there was a plan for regular reporting as to the expenditure of the \$2 million to show what dollars went to what particular exhibit, infrastructure and the interactive.

Mr. Nask said that Broward Health wants to make sure that the project starts in a timely manner so they are not paying for a project that does not get started. In addition, Mr. Nask commented that they also want to get some accounting of the cost of it. However, administration was very comfortable knowing that all of the monies would be spent on the development of the project. He said that there are some schedules that need to be built into the contract as well as regular reports as to what is being expended and what has been done.

Commissioner Calhoun also asked when does the payout begin. Mr. Nask said that at the signing of the contract, which has not been finalized, there would be a \$200,000 payment and then starting in January, there would be a \$16,666 payment per month for 9 years. However, the \$2 million will be expensed over a 15 year period.

Commissioner Calhoun asked when was the anticipated date for the beginning of construction and completion of construction. Mr. Nask commented that they will

begin immediately and the 15 years runs from the day that construction was complete—the time that they are in construction was not part of the 15 year exhibit.

Commissioner Calhoun said her concern was that she did not want to be paying if they had not begun construction. Mr. Nask said that the construction is due to be completed in a two to three year timeframe and a construction plan could be built into the agreement.

Commissioner Calhoun asked if there were any similar partnerships between the Museum and any other public or private person and how often are the current exhibits in the Museum changed out.

Kim Cavendish, President of the Museum, said that there is another partnership that has to do with a foundation gift of about \$1 ½ million to expand the aviation exhibit which is currently being worked on. She also commented that in their current capital campaign, the other corporate partners are AutoNation (renovated the IMAX Theatre \$3 million) and Bank of America. As far as updating, Ms. Cavendish said that they periodically update the modules. She said that an exhibit for health prevention and education is always necessary so there is a need for an exhibit like that and a need to keep it updated. Ms. Cavendish said that it will be the responsibility of the Museum to update the exhibit.

Commissioner Cobo said that he was very excited about this project. He said that he feels that part of Broward Health's mission is to provide community service and education which is an important ingredient of preventing healthcare issues in the community. Commission Cobo feels that this is a very worth-while project.

Commissioner Gordon asked if there were any tax-supported partnerships. Ms. Cavendish commented that they have \$4 1/2 million of public education capital outlay matching dollars, which links the Museum very closely to the school system. Broward County Commission in July voted to invest \$1 million in the Museum's project.

Commissioner Bernstein said that he had one issue pertaining to contracting. He said that he wants to make sure that written into the contract monies are to be set aside so Broward Health can be sure that funds would be available to update the exhibit. He said if it is not stated in the contract, Broward Health has no way of enforcing it and if there was no money available because it has been used essentially for the build out, it would be embarrassing for Broward Health to have an outdated exhibit. He said that there needs to be some type of budget set aside to update the exhibit. He said that his second concern was the message and who was going to be responsible for the message that comes out of the display

Ms. Cavendish commented that the Museum is charged with updating the exhibit. But she also said that in the contract it will state that the Museum will work with a committee of people that the District selects to make the sure the message is correct.

Commissioner Jaeger confirmed that the Board was just approving moving forward with the exhibit; however, the contract will be coming back to the Board for final approval.

Commissioner Bernstein suggested that part of the \$2 million that was being put up for this project needs to be placed in a reserve account and not a contingency account, so there are dollars available when changing the message. In addition, he suggested that it would be important for Broward Health to engage a lawyer who had experience in this field and could assist in preparing the contract.

Commissioner Cobo said that through technology today to change a message or an exhibit would not be that expensive. He also commented that at the Finance Committee, it was noted that Broward Health would have direct decision-making with regard to the exhibit and the message.

Commissioner Fernandez said that he views this request as a partnership, community service and an educational tool. He said that he would like to commend the management team for putting this together

Following further discussion, **it was moved by Commissioner Cobo, seconded by Commissioner Stoll:**

THAT THE BOARD OF COMMISSIONERS APPROVE A 15-YEAR AGREEMENT WITH THE MUSEUM OF DISCOVERY AND SCIENCE, INC., FOR BROWARD HEALTH AS AN EXCLUSIVE SPONSOR OF THE 5,000 SQ.FT. EXHIBITION IN THE AMOUNT OF \$2,000,000.00 OVER A 15 YEAR PERIOD, SUBJECT TO THE BOARD OF COMMISSIONERS' APPROVAL AS TO THE TERMS AND CONDITIONED ON NO MATERIAL CHANGES IN THE APPROVED BUSINESS TERMS.

Motion carried. One opposed (Commissioner Gordon)

14. Approval and Adoption of a Code of Conduct and Ethics by the North Broward Hospital District Board of Commissioners as required by Section 5 of Chapter 2007-299, Special Laws of Florida.

Chairman Fernandez stated that this was an item that was recommended for approval at the Legal Review Committee. He then asked for a motion.

It was moved by Commissioner Cobo, seconded by Commissioner Jaeger:

THAT THE BOARD OF COMMISSIONERS APPROVE AND ADOPT A CODE OF CONDUCT AND ETHICS AS REQUIRED BY SECTION 5 OF CHAPTER 2007-299, SPECIAL LAWS OF FLORIDA.

Discussion followed:

Commissioner Calhoun said that she was going to try and ask that the Commissioners review the Code one more time. She said as evidenced in recognizing the Shining Stars because they go above and beyond, she felt that the Board should also go above the minimum with regard to their Code of Conduct and Ethics. Commissioner Calhoun said that she expects more than the minimum from her children and her employer expects

more than just the minimum from her and she expects more than the minimum from everyone sitting in this room. She also commented that the community at large expects more than just the minimum and they all deserve more than just a minimum statement of a Code of Conduct and a Code of Ethics from this Board. She said that she hoped that the Board would re-review the proposed Code and approve more than a minimum Code.

Commissioner Cobo said that he did not think that the Governor of the State of Florida sets things at a minimum. He commented that the Governor sets high standards and has shown that in his tenure as Governor. Commissioner Cobo said that if the Governor for the State of Florida and his entire staff adopted this Code of Conduct and Ethics, then that more than exceeds what this Board should consider for their Code. In addition, Commissioner Cobo stated that there was a 5 member vote to approve this Code at the Legal Review Committee.

Commissioner Jaeger said that there is an Ethics Commission in place and creating another document would just create ambiguity. She said that she did not believe that the standards being proposed are at a minimum—they are high and people need to abide by them.

Commissioner Bernstein said that whatever standard is adopted, he just hopes that they are enforced.

Commissioner Gordon said that he really enjoyed when the Board adopted a higher standard when developing the Charter and other entities were applauding us for doing that.

Commissioner Fernandez said that he did not believe that they would be adopting minimum standards. He said that when read they cover everything and he agreed with Commissioner Bernstein that they just need to be enforced.

Commissioner Bernstein expressed appreciation to Commissioner Calhoun with regard to bringing the District's Charter to a higher level than it had been in the past.

Commissioner Stoll said that someone may have good intentions in developing a new law or stricter Code of Conduct, but the way that the former proposed Code was worded, systems were not even in place to implement or control it which could have lead to bigger problems. Commissioner Stoll also commented that it would only create more problems and it creates ambiguity.

Chairman Fernandez asked for a roll call vote:

Chairman Fernandez – Yes
Commissioner Calhoun – No
Commissioner Stoll – Yes
Commissioner Cobo – Yes
Commissioner Gordon – Yes
Commissioner Jaeger – Yes
Commissioner Bernstein – Yes

Motion carried.

COMMENTS FROM COMMISSIONERS: Chairman Fernandez wished Happy Birthday to Commissioner Calhoun on behalf of the Board of Commissioners.

Commissioner Cobo expressed sympathy to the family of Mr. Nathan Goren. He was a very dedicated employee to the Broward Health system and to the community.

Commissioner Stoll stated that she would like to see the Museum contract come back to the Board for approval in September.

NEXT REGULAR BOARD MEETING:

The next regularly scheduled Board of Commissioners' meeting will be held on September 24, 2008 at 4:00 p.m. in the Conference Center at North Broward Medical Center.

There being no further business, the meeting was adjourned at 10:13 a.m.

**Respectfully submitted,
Rebecca L. Stoll, Secretary**

BY: Maryanne Wing

A FULL RECORDING OF THIS MEETING IS AVAILABLE ON TAPE