

**NORTH BROWARD HOSPITAL DISTRICT
BOARD OF COMMISSIONERS'
REGULAR MEETING
Broward Health Coral Springs Medical Center
February 29, 2012 – 10:00 a.m.
1st floor conference room – Medical Office Complex**

MINUTES

The Regular meeting of the Board of Commissioners of the North Broward Hospital District was held on Wednesday, February 29, 2012 at 10:00 a.m. in the Medical Office Complex, 1st floor conference room, Coral Springs Medical Center, 3100 Coral Hills Drive, Coral Springs, 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 Gustafson called the meeting to order at 10:05 a.m.

ROLL CALL

Commissioners:

Present: Commissioner Joel Gustafson, Chair
 Commissioner Jennifer O'Flannery Anderson, Vice Chair
 Commissioner Richard Paul-Hus- Secretary/Treasurer
 Commissioner David Di Pietro-Board member
 Commissioner Miguel Fernandez, Board member

Excused absence: Commissioner Rhonda Calhoun- Board member
 Commissioner Clarence McKee- Board member

The invocation was given by Rabbi Y. Denberg, from Chabad Lubavitch of Coral Springs, followed by the Pledge of Allegiance led by, Drew Grossman, CEO Coral Springs Medical Center.

COMMENTS FROM AUDIENCE:

Mr. Eugene Massage commented on an editorial in the Sun Sentinel that was written by a Broward County Commissioner. The person who wrote the article has been involved in Broward County government as well as the State Legislature for many years. She wrote that it is important to have full transparency when approving major items. Mr. Massage commented that some of Broward Health's Commissioners do not sit on all committees so it would be good policy to bring all major items before the full board for discussion and approval.

He also said that Broward Health represents 8,000 employees who are assisted by community physicians that have earned accreditations and awards for their hospitals. He commented that a

few people want to take away these identities with a single vote of the Board. He also stated that BH Chiefs of Staff have done a good job in diversifying their staff.

Mr. Massage said that each of the Broward Health hospitals have very specialized services and it would be of great concern if all of a sudden all of the hospitals had the same name.

Vincente Thrower invited the Board to attend an event in Deerfield Beach, this coming Saturday, March 3rd, recognizing the Black Women Heritage Month. Mr. Thrower said that Ms. Pauline Grant will be recognized at this event.

Mr. Thrower suggested that when the Commissioners go through the budgetary cycle, they should consider having community focus meetings to allow the communities to identify their needs before programs are eliminated. For example, in his community, diabetes and Alzheimer's are important programs and he would like to have a focus group to help the Board understand the importance of keeping these programs. He asked that the Board consider his request.

APPROVAL OF MINUTES

1. Request approval of the Minutes of the Regular Meeting of the Board of Commissioners held on January 30, 2012.

It was moved by Commissioner O'Flannery Anderson, seconded by Commissioner Fernandez:

THAT THE MINUTES OF THE REGULAR MEETING OF THE BOARD OF COMMISSIONERS HELD ON JANUARY 30, 2012 BE APPROVED.

Motion carried unanimously.

MEDICAL COUNCIL AGENDA

2. **BROWARD HEALTH CORAL SPRINGS MEDICAL CENTER ("BHCSMC")**

Dr. Greenspan provided the following update:

- BHCSMC's Annual Women's 5 K Walk/Run scheduled for Saturday, March 31st, 2012 that will benefit the Lisa Boccard Breast Cancer Fund. The event starts at 8 a.m. and is dedicated to Carol Kohn RN who worked at BHCSMC since its inception. Ms. Kohn helped run the Women's Center and was a huge advocate for women's healthcare. Ms. Kohn retired at the end of 2010 and passed away suddenly a year later.

In addition, Dr. Greenspan said that BHCSMC will be partnering with the City of Coral Springs and there will also be a half marathon included in this event.

- BHCSMC is prepared and waiting for Joint Commission to visit very soon.

- BHCSMC has undertaken its new MRI project which started with the removal of the old CT scan from the radiology outpatient unit. Hopefully by May or June the MRI will be up and running.

Dr. Carrie Greenspan, Chief of Staff of BHCSMC, reported that the Medical Council had reviewed and recommended for approval by the Board of Commissioners all exhibited Medical Staff Appointments and Changes; Medical Staff Reappointments; and Allied Health Reappointments.

It was moved by Commissioner Di Pietro, seconded by Commissioner O’Flannery Anderson:

THAT THE BOARD OF COMMISSIONERS APPROVE THE RECOMMENDATIONS OF CORAL SPRINGS MEDICAL CENTER’S MEDICAL COUNCIL OF ITEMS 2 (A-C):

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

Motion carried unanimously.

Commissioner Di Pietro asked when the BHCSMC ER renovation was completed. He was informed that the final phase was completed this past July. Commissioner Di Pietro then asked if there is a capacity issue with getting patients into beds. Mr. Grossman said that especially during this time of the year when it is extremely busy it does get backed up; however, Mr. Grossman said that they were trying their best to correct the issue. He stated that bed discharges are done every day and they try to get as many patients discharged before noon which helps. Commissioner Di Pietro asked how many more beds would BHCSMC like to have. Mr. Grossman said that currently BHCSMC is a 200 bed facility. But speaking for the future, if they were to expand, it would be nice to have another 50 to 100 beds to accommodate the anticipated growth. Mr. Grossman said that the City of Parkland is still growing and there is an expectation of another 16,000 people with 7 to 10,000 homes being built over the next three to five years. Mr. Grossman said that he has had conversations with Mr. Nask about doing this in the future.

Commissioner Di Pietro asked if the Agency for Health Care Administration would allow Broward Health to move their beds within its system. Commissioner O’Flannery Anderson commented that they can move within a mile without having to reapply. Commissioner Di Pietro said that if people are coming, BH should expand.

Mr. Nask commented that BHCSMC has looked at an initiative to shrink length of stay which would move the patients through faster. This is an issue that occurs 3 months during the season. Mr. Nask also informed the Commissioners that they had looked at the cost for adding another floor; however, most of the industry is shifting to outpatient so it is important to be mindful about what is done at BHCSMC.

Commissioner O’Flannery Anderson said that at the Quality Awards Expo BHCSMC’s project was about patient flow and how to get patients checked out by noon and moving other patients into rooms.

Commissioner Paul-Hus asked what the average census was in July for BHCSMC. Mr. Grossman responded 141 to 150.

Mr. Nask said that the average census in January was 148 and the average census for year to date is 137. He said that they have challenges on certain days but it is important to look at opportunities to manage the patient better and get more of an outpatient setting before investing in an infrastructure.

Mr. Grossman said that there are no plans in place currently to expand; however, he is putting an exhibit together showing different scenarios to expand the hospital. This will take time—it is not an overnight strategy.

3. **BROWARD HEALTH NORTH BROWARD MEDICAL CENTER (“BHNBMCM”)**

Dr. Ford provided the following update:

- On Saturday, February 11th, BHNBMCM held its annual employee picnic. More than 300 employees and their families attended. It was a fun day with dancing, pony rides, games and BBQ were enjoyed by all.
- The Black History Month Committee hosted a community health fair on Saturday, February 25, 2012, at the E. Pat Larkins Center. BHNBMCM provided free health screenings including cholesterol and sugar tests, blood pressure checks, carotid artery ultrasounds and stroke assessments. Dr. Ridwan Lin, interventional neurologist, gave a stroke update about risk factors and stroke prevention; Dr. Mayuri Gupta, gastroenterologist, spoke about common gastrointestinal disorders and treatments; and Dr. Asha Gupta, Family Practice was also on hand to answer questions about general health topics and distribute free Colorectal Cancer Screening kits with instructions.

Dr. Douglas Ford, Chief of Staff of BHNBMCM, 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; Medical Staff Reappointments; Allied Health Reappointments and Community Health Reappointments.

It was moved by Commissioner Fernandez, seconded by Commissioner O’Flannery Anderson:

THAT THE BOARD OF COMMISSIONERS APPROVE THE RECOMMENDATIONS OF NORTH BROWARD MEDICAL CENTER’S MEDICAL COUNCIL OF ITEMS 3 (A-E):

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

Motion carried unanimously.

4. **BROWARD HEALTH BROWARD GENERAL MEDICAL CENTER**
(“BHBGMC”)

Dr. Yogel provided the following update:

- BHBGMC received a cancer program accreditation, with commendation, for three years from the American College of Surgeons on the Commission on Cancer.
- Received the Gold Plus Achievement Award for 2011 from the American Stroke Association for Best Practices in Stroke Care.
- BHBGMC completed its first two da Vinci cases last week. The procedures were performed by Dr. Ronald Moore.

In the absence of Dr. Rajiv Chokshi, Chief of Staff of BHBGMC, Dr. Louis Yogel, Vice Chief, 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 Services Changes and Additions; Medical Staff Reappointments; Allied Health Reappointments; and Community Health Services and Weston Urgent Care Center Reappointments

It was moved by Commissioner O’Flannery Anderson, seconded by Commissioner Paul-Hus:

THAT THE BOARD OF COMMISSIONERS APPROVE THE RECOMMENDATIONS OF THE BROWARD GENERAL MEDICAL CENTER’S MEDICAL COUNCIL OF ITEMS 4 (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 and Weston Urgent Care Center Reappointments

Discussion:

Commissioner O’Flannery Anderson questioned the “no change in status” for Yira De La Paz M.D., as listed on the Medical Council exhibit. She said that Dr. De La Paz was her doctor and she believes that the doctor left in August. It was reported that Dr. De La Paz is still on staff but is no longer employed by BH. She now has her own practice.

Motion carried unanimously.

5. **BROWARD HEALTH IMPERIAL POINT MEDICAL CENTER (“BHIPMC”)**

Dr. Groene provided the following update:

- BHIPMC’s CEO met with Medical Staff leadership on February 15, 2012 to brainstorm on strategic initiatives for the future
- Dr. Starasoler was named most valuable physician for the 4th quarter
- Core Measures in December – IPMC was at 100% for SCIP measures

- The search for a new CNO/COO underway – we have identified three candidates to come in for onsite visits within the next two weeks
- FIU psychiatric hospitalist contract is still in negotiations
- Hospitalist program – narrowed down to two companies and a final selection will be made within the next two weeks
- A CME presentation on transfusions was given at the Department of Medicine and Surgery meeting

Dr. Linda Groene, Chief of Staff of BHBGMC, 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 O’Flannery Anderson, seconded by Commissioner Paul-Hus:

THAT THE BOARD OF COMMISSIONERS APPROVE THE RECOMMENDATIONS OF IMPERIAL POINT MEDICAL CENTER’S MEDICAL COUNCIL OF ITEMS 5 (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.

CEO REPORT:

Mr. Nask reported that there were some marketing advertisements during the Oscars. He said that there will also be some advertising spots during the Final Four Basketball Championship games.

Commissioner Fernandez commented that he has received many positive comments about the advertising.

- Mr. Nask said that Susie Elmore gave a testimonial regarding the care that her daughter received in the neonatal unit at BHBGMC. She credits the staff on the neonatal unit for saving her daughter’s life. BH included the testimonial on its website. Ms. Elmore and her daughter went to Tallahassee to testify against proposed budget cuts for pediatric programs. Mr. Nask said the Florida legislature maintained the rates for free-standing pediatric hospitals (i.e. Miami Children’s and All Children’s Children on the west coast), but not the pediatric hospitals that are within a hospital. Ms. Elmore testified for all pediatric patients everywhere. She was a great speaker and made a great presentation. Mr. Nask said that he sent out the link of her presentation to all of the Commissioners.
- Mr. Nask congratulated Broward Health (BH) Emerald Team, Pat O’Rourke, Corporate Safety Coordinator and team members. There will be a presentation on

March 10 at Tree Tops Park in Davie, Florida. He said that this is the 3rd or 4th year in a row that Broward Health has won this award. BH is the recipient of the “For Environmental Stewardship” for its commitment to going green.

- ECI award, an independent non-profit that researches the best approaches for improving patient care selected Broward Health as one of the 5 winners in its Annual Healthcare Supply Chain Achievement award. Mr. Nask said that this is noteworthy because of who the other top five were: University of California; San Francisco Medical Center; Vanderbilt University; Wheaton Franciscan Healthcare and Yale New Haven Hospital.
- March 12, Broward Health Foundation is kicking off the Employee Giving Award. He said that they went from \$180,000 to \$210,000 last year with a goal this year of \$250,000 which will be used toward a matching gift grant for the infusion center. Mr. Nask complimented Broward Health’s employees who are extremely generous. They not only give to Broward Health but they also give to United Way and other causes.
- BH Coral Springs has been given notice that Joint Commission will be coming at anytime to do their survey. Mr. Nask said that this means that the rest of the facilities are within a two-month window for their surveys. Joint Commission arrives unannounced and Broward Health is getting ready for the surveys.

Commissioner O’Flannery Anderson asked for an update on the legislative session/budget.

Mr. Nask said that he could not give a full update but the House and Senate have backed off of their reductions which would have been up in the \$30 million figure. He said that both the House and Senate are looking at an across the board percentage reduction. Mr. Nask said that he has no idea what the percentage could be. The worse number from the House was 7%; however, there is some discussion that the number could go down. Mr. Nask said that 7% could be a \$12 to \$14 million reduction minus the buyback opportunity. Commissioner O’Flannery Anderson asked what happened to the funding for Early Steps. Mr. Nask reported that it was funded.

Commissioner Di Pietro asked if we could safely absorb a \$12 to \$14 million reduction. Mr. Nask said not safely. Mr. Nask commented that Broward Health will also be dealing with the ad valorem tax as well; however, there are some income opportunities that will go against the reduction.

Commissioner Paul-Hus asked what some of the income opportunities were. Mr. Nask said that they are a few weeks away from completing the Meaningful Use from Medicare and Broward Health will receive a check that could amount to \$6 or \$7 million. There is also the expectation that the International program will grow.

Commissioner Paul-Hus asked if Charlotte Mather has looked at how PIP reform will affect the Emergency Rooms. Mr. Nask said that he did not know if that was passing. Mr. Nask said that once the bills are passed, he will ask Ms. Mather to give an update to the Board in the next two weeks.

Mr. Nask commented on Senator Gaetz's Bill which is not a bad bill. Mr. Nask said that at the next meeting, he will need to get approval to do an evaluation of the system. Once that is done, Broward Health will have to share that evaluation with the public. It still remains the Board's decision whether to proceed with a sale or lease. Mr. Nask reported that the Safety Net has included in the Bill an amendment that Senator Gaetz went along with that literally says that if a sale ever occurred, the tax authority sunsets. This is something that the "for profits" are not happy about. Mr. Nask said it is an interesting dynamic in the sense that the "for profits" do not want the public hospitals taxes but they do not want the tax to go away if they were to own the public hospitals. HCA is okay with the tax going away; HMA is still protesting. Mr. Nask said that the Bill really does not change much from 155.40 other than doing the evaluation. Mr. Nask then explained in detail the evaluation, lease and sale process.

GENERAL COUNSEL REPORT

Mr. Goren reminded the Commissioners that at the end of today's public session, a Shade Session will be held regarding the case Managed Care Solutions vs. Broward Health. Outside Counsel, Mr. Levi Williams, will be in attendance. He then explained the process for holding a Shade Session in detail.

Mr. Goren reported that with regard to the Phoenix Agreement a signed confidentially document and fair market value analysis (FMV) is underway which was part of the overall public motion—subject to FMV, CEO and Legal Review. Mr. Goren stated that as recently as today that is moving forward and, hopefully, the FMV results will yield a conclusion that can be taken back to the Board for confirmation.

Mr. Nask said that they are looking at a timeframe of March 14 and 15th for Sullivan Cotter to go on site (Phoenix) to perform the FMV.

Commissioner Di Pietro asked that the Board receive a course on FMVs. He said that he does not understand the process and what data is required to complete an FMV.

Commissioner Di Pietro asked if it would be beneficial to have a process in place with regard to FMVs. He said that if Broward Health is going to require the books to be opened for a lot of its subcontracting physicians, it might be wise to have a policy/procedure in place. This would show that there is some level of a system in place that has multiple checks and balances. He also suggested that maybe Broward Health's Chief Internal Auditor could be responsible for choosing the FMV appraiser. Commissioner Di Pietro feels that this would show that Broward Health is following a procedure that is transparent and, secondly, Broward Health can go back to the physicians and tell them it is a board policy and it applies to everyone.

Mr. Goren said because there is an attorney client privilege which makes the relationship privilege as a matter of law until it is exposed publicly, the FMV needs to be signed by General Counsel. Mr. Goren said there are only a certain number of FMV appraisers nationally that do the work that they do and having the contract between General Counsel and the appraiser gives the Board the support that it is kept confidential. This option should be retained.

Mr. Nask said he would ask Mary Heymans, from IHS to come to a meeting in the next couple of weeks and walk the Board through what needs to happen to satisfy Broward Health and whatever policy is put in place is consistent with what has to be done to complete the FMV. Mr. Nask said that it is a Stark requirement to have the FMV; however, it does not dictate how it is done.

Mr. Martin said that they are currently working on the NB Radiologist contract renewal and IHS is currently working on completing the FMV. This item will be coming to the Board for approval next month.

Maria Panyi said that from the risk perspective having a process in place would demonstrate that the Board of Commissioners is not shopping around for FMV opinions. If the process is documented in a policy and a procedure, it protects the Board and the organization.

Chair Gustafson suggested that this meeting with Mary Heymans be held at the Legal Affairs Committee meeting.

Mr. Goren commented on the 21st Century Agreement. This agreement was approved at the last meeting of the Board and the document is in the final stage of drafting. It did meet FMV standards—reports were given on both the Medicare and Medicaid issues as well as the lease information. All of the data prepared and provided was concluded to be satisfactory. Mr. Goren said that in the next couple of days the document should be completed.

Commissioner Di Pietro felt that the Board should review the 21st Century FMV document. Mr. Nask said that Broward Health would be receiving a letter certifying the information. A copy will be shared with the Commissioners.

Mr. Goren informed the Commissioners that Commissioner Di Pietro, Chair of the Legal Affairs Committee is reviewing some data that was requested from Linda Bauman. This will be coming up at the next Legal Affairs Committee on how best to respond to Ms. Bauman's proposal.

Mr. Goren stated that currently the General Counsel's office is in budget talks and that component is an item that needs to be considered in the overall budgeting/planning. Mr. Goren said that he will be conferring with Commissioner Di Pietro and hopefully will be able to report back to the Board next month on a recommendation which may include having Legal Affairs do monthly reviews of Arent Fox's billings.

Commissioner Di Pietro said that it is going to be his recommendation that the Committee look at the Arent Fox billings/invoices every month so it is open and transparent.

COMMITTEE REPORTS—

Audit Committee Revised— December 12, 2011 – Commissioner Rhonda Calhoun . In the absence of Commissioner Calhoun,

It was moved by Commissioner O’Flannery Anderson, seconded by Commissioner Paul-Hus that the minutes of the revised Audit Committee meeting be approved as presented. Motion carried unanimously.

Building Committee- February 8, 2012 – Commissioner Jennifer O’Flannery Anderson provided the following highlights: NBMC is in the short list for program managers to oversee the project. They are down to four, presentations will be held and the Building Committee will be voting on who to select as the program managers in March; there is also a consultant who is analyzing the cost to make sure that the preliminary estimates of \$70 million are on track and they will work with the program managers; IPMC will be painted and waterproofed; the Committee will continue to look at properties owned by the District to determine if there is a purpose or need for those properties. There has been some property identified that Broward Health hopes to sell.

It was moved by Commissioner Di Pietro, seconded by Commissioner Paul-Hus that the minutes of the Building Committee meeting be approved as presented. Motion carried unanimously.

Finance Committee – February 22, 2012 – Commissioner Richard Paul-Hus reported that Mr. Martin did a good job in presenting the financial reports. Overall volume was below budget; reclassify some compensated vs. uncompensated numbers to the tune of 600 accounts in January. BHNBMCM continues to have really good months. Commissioner Paul-Hus congratulated Ms. Grant on doing a good job with the new cardiac cath lab and the joint replacement programs; BHCSMC doing a great job with inpatient volume; Alice Taylor gave feedback on why there are low admissions reported at IPMC and provided insight on how they are planning to deal with that issue with EMTs; discussed CHS and why the numbers of home health were low; accepted \$173,000 from the State Department of Health for Emergency Preparedness; Sandy Johnson gave an update on Risk Management; Debbie Rey provide a report on Quality.

Commissioner Paul-Hus said that Broward Health owes Ms. Johnson an amazing debt of gratitude for the work that she does on Broward Health’s behalf. Debbie Rey provided a Quality report.

It was moved by Commissioner Fernandez, seconded by Commissioner O’Flannery Anderson that the minutes of the Finance Committee meeting be approved as presented. Motion carried unanimously.

Walk-On

Mr. Nask reported that yesterday through the Human Resource Committee there were two interviews for the position of Chief Operating Officer. There were two good candidates, Paul Echelard, who has been at Broward Health for the past 3 months, and Mike Marquez from PA. Commissioners’ Paul-Hus, Fernandez and Gustafson each sat on the interview panel. The recommendation from the panel was to selected Paul Echelard to continue in the role of COO

Mr. Goren said that the Board needs to ratify the recommendation to select Paul Echelard as COO.

It was moved by Commissioner Paul-Hus, seconded by Commissioner Fernandez to place the selection of the COO on the agenda.

Discussion:

Commissioner Di Pietro said he has not seen a contract or terms and moved to table the item. He felt that this is an important position and should not be walked on. Commissioner Di Pietro stated that this is the number two position in the organization and resumes should be provided to the Commissioners and moved to table this item. Motion to table carried with one objection.

Commissioner Paul-Hus said that he did not have a problem tabling this item; however, he felt that a procedure was in place to interview the candidates. It was sent to the HR Committee to vet candidates and make this decision on behalf of the Board so that is why it is coming to the Board in this manner. Commissioner Paul-Hus commented that it probably should have been placed on the agenda originally. He reiterated that he was okay with tabling but reminded the Commissioners that there was an agreed upon procedure for interviewing candidates.

Commissioner O'Flannery Anderson said that this should have been placed on the agenda with his resume and should not be walked on. She agreed with Commissioner Di Pietro that this position is second in command and their needs to be some transparency not that the Board is reacting at the last minute.

Commissioner Fernandez said he was confused. Did the Board want all the resumes of each of the candidates or just the candidate being recommended?

Commissioner Di Pietro said that a report from the Selection Committee as to why they choose the individual and why that person is more qualified should be submitted. It appears that only a fraction of the Board is making the decision to hire a COO and then the Board is moving to ratify a name with no information presented on the individual.

Chair Gustafson said that it needs to be placed on the agenda for the next meeting and needs to go before the HR Committee.

Mr. Goren said that procedurally, if it is to be put on the agenda for the next meeting, then the tabling motion should have a time certain rather than leaving it open.

Chair Gustafson stated that this needs to be sent back to the HR Committee and all members of the Board should be invited to attend that meeting.

Maria Panyi said that she was not informed about the HR Committee and she is an ex-officio member. She needs to be on the distribution list.

Commissioner Di Pietro asked if FMVs are done on administration level positions. Yes, it is all done through Mercer Consultants.

Legal Review Committee- February 22, 2012 – Commissioner David Di Pietro reported that the OIG issues were covered by Mr. Goren earlier and he is going to recommend that the

Legal Affairs committee review the OIG legal costs on a monthly basis just for informational purposes so that the Commissioners are aware of the costs and he and Mr. Goren can seek guidance from the Board; an update on the Phoenix contract was provided; the Sports Medicine physicians was discussed which is currently at a standstill. Commissioner Di Pietro said that Broward Health has invested 10 years with the sports medicine physicians and his personal opinion is that Broward Health should not lose these physicians. They are very well known in the community and he has been advised that the orthopedic program is great.

It was moved by Commissioner O’Flannery, seconded by Commissioner Fernandez that the minutes of the Legal Review Committee meeting be approved as presented. Motion carried unanimously.

AGENDA CHANGES—There were none

CONSENT AGENDA

Chair Gustafson entertained a motion to approve Items 6 through and including 9 as listed on the Consent Agenda.

6. Request acceptance of the Interim Financial Statement for the month of January 2012.
7. Request authorization for the President/CEO to execute the contracts identified as COP 2U, COP2Q, PO A4FD86, and PO A4FD8A with the State of Florida, Department of Health, allowing for the acceptance of \$173,412 on behalf of North Broward Hospital District medical centers for the purposes of purchasing equipment/supplies and meeting the objectives of and planning of a coordinated health and medical response to a terror attack and serve as a member of the Health and Medical Committee of the SERDSTF, as per the review and approval of General Counsel as to legal form and conditioned on no material change in the approved business terms.
8. Request final approval on the Bid Results for Imperial Point Medical Center Painting and Waterproofing using Tier I Contractors and enter into a contract with CAM Group, Inc., the lowest responsive and responsible bidder.
9. Request approval of the Quality Improvement Plan for FY 2012.

It was moved by Commissioner Fernandez, seconded by Commissioner O’Flannery Anderson:

THAT THE BOARD OF COMMISSIONERS APPROVE ITEMS 6 THROUGH AND INCLUDING 9 AS LISTED ON THE CONSENT AGENDA.

Motion carried unanimously.

DISCUSSION AGENDA

10. Request approval for the Second Amendment to Affiliation Agreement between North Broward Hospital District d/b/a Broward Health and Florida International University Board of Trustees.

Mr. Goren informed the Commissioners that there is back up material with regard to the affiliation agreement. This is a document that has been vetted and discussed with Staff and professionals and provides for the extension of Broward Health's business relationship with FIU.

It was moved by Commissioner Fernandez, seconded by Commissioner Di Pietro:

THAT THE BOARD OF COMMISSIONERS APPROVE THE SECOND AMENDMENT TO AFFILIATION AGREEMENT BETWEEN THE NORTH BROWARD HOSPITAL DISTRICT AND FLORIDA INTERNATIONAL UNIVERSITY BOARD OF TRUSTEES.

Motion carried unanimously

COMMENTS BY COMMISSIONERS

Commissioner Paul-Hus said that he was in the ER in the past three days with his sons. He complimented the staff in the ER and as a parent, he appreciates what they do.

As a follow up to Item 10, Commissioner Paul-Hus commented that the board collectively decided to move forward on the GME program for several different reasons and there are going to be more GME issues and programs coming before them. He asked Mr. Nask once we get to all of the programs Broward Health can get to with the number of students, what is the game plan from here on; how does it move forward, and how does BH institute new programs?

Mr. Nask said that there are several different issues embedded in the question. The first item was to accomplish a statutory teaching level which is 100 students and 7 programs which is unique to Florida. Mr. Nask said that Broward Health got some additional slots to allow them to do that. Currently, Broward Health is actively working on pediatrics and has expanded slots in internal medicine. Contained in the medical staff bylaws is the establishment of a GME Committee which now meets monthly and are the overseers of Broward Health getting the right programs with the right quality. He said that it is the intention of the medical staff to move some level of these programs to ACGME accreditation rather than DO, AOA. The process is currently going on and will take probably one to two years to make those transitions. In addition, Mr. Nask commented that in some of the discussions at the legislative level is the need to be able to grow and recruit physicians which is a lot easier to if they are in your own program.

Commissioner Di Pietro asked if Broward Health has thought of marketing FIU, FAU NOVA and the community aspect making this like a real training zone. Mr. Nask said that the graduate programs are with NOVA, undergraduate are with FIU, NOVA and none with FAU.

Commissioner Paul-Hus asked if the Board could get a report on a regular basis as to where Broward Health is with regard to the GME program. Mr. Nask said that he would get a report from the GME Committee and provide it to the Board.

Dr. Boutin said that there is a meeting this week with FIU to collaborate and find a Program Director of Internal Medicine. Next week, there is a meeting on the surgical side to find a program director. Dr. Boutin said that we are moving along pretty quick in setting up this affiliation with FIU.

Commissioner Paul-Hus would like to put this item on the table for the Commissioners to think about: “we meet as a board monthly and require staff to attend which represents millions of dollars in salaries.” His thinking is to have board meetings on a bi-monthly basis and committee meetings would take place on the off-setting monthly meetings. He said it probably is a Charter / Bylaw issue; however, maybe it could be looked into and explored if we want to go down that path.

Mr. Nask said as a practical matter it is necessary to approve the medical staff changes monthly. Commissioner Paul-Hus asked if it could be done at a Finance Meeting. Mr. Goren said that option can be looked at but credentialing is an absolutely statutorily driven issue that must to be decided on monthly.

Mr. Nask said that he has been asked by the Chiefs of Staff to consider having all of Broward Health’s campuses go SMOKE FREE which would probably need to go through Governance Committee. In addition to that item, Mr. Nask suggested adding Board and committee meetings on the Governance Agenda as well.

Commissioner Di Pietro also asked if we could meet closer to the end of the day.

Commissioner O’Flannery Anderson apologized to staff and fellow commissioners for not being active in all of the meetings. She is still trying to balance her new job and appreciates their patience.

Commissioner Di Pietro said that his thoughts and prayers are with Jacob Horowitz and his wife on the loss of their son.

Mr. Goren, Broward Health’s General Counsel, announced that this is still a public session of the meeting of the Board of Commissions of the North Broward Hospital District better known as Broward Health. He requested permission to recess the public portion of the meeting to allow the Board to convene in a “shade” session, in accordance with Chapter 286 of the Florida Statutes, so that the Board may discuss a pending litigation item in the matter of Managed Care Solutions Inc, vs. The North Broward Hospital District, case No. 0862202. Mr. Goren stated that the following individuals will be present in the room during the “shade” session: the Commissioners who attended today’s Board meeting, Levi Williams, Esq., Broward Health’s outside counsel, Sandra Suarez, the Court Reporter and Sam Goren, BH General Counsel. At this point having set the proper legal tone to allow for a “shade” session, Mr. Goren asked the Chair to recess the public meeting.

A motion to recess the public meeting was made by Commissioner Paul-Hus, seconded by Commissioner Di Pietro. Motion carried

The public meeting recessed at 11:20 a.m.

The public meeting reconvened at 12:15 p.m.

A motion to adjourn the public meeting was made by Commissioner Di Pietro, seconded by Commissioner O'Flannery Anderson. Motion carried.

Meeting adjourned at 12:17 p.m.

NEXT REGULAR BOARD MEETING

The next regularly scheduled Board of Commissioners' meeting will be held on March 28, 2012 at 10:00 a.m. in the Conference Center at North Broward Medical Center, 201 East Sample Road, Deerfield Beach, Florida.

Meeting adjourned at

Respectfully submitted,
Commissioner Richard Paul-Hus,
Secretary/Treasurer

BY: Maryanne Wing

A FULL RECORDING OF THIS MEETING IS AVAILABLE ON TAPE