

**NORTH BROWARD HOSPITAL DISTRICT
BOARD OF COMMISSIONERS'
REGULAR MEETING
Wednesday, November 14, 2012- 4:00 p.m.
Broward Health Weston, 1st floor conference room**

MINUTES

The Regular meeting of the Board of Commissioners of the North Broward Hospital District was held on Wednesday, November 14, 2012 at 4:00 p.m. at Broward Health Weston, 1st Floor conference room, 2300 North Commerce Parkway, Weston, 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 4:02 p.m.

ROLL CALL

Commissioners:

Present: Commissioner Joel Gustafson – Chair
Commissioner Jennifer O’Flannery Anderson – Vice Chair
Commissioner Richard Paul-Hus - Treasurer/Secretary
Commissioner Miguel Fernandez - Board Member
Commissioner David Di Pietro - Board Member
Commissioner Clarence McKee – Board Member
Commissioner Debbie L. Kohl – Board Member

The invocation was given by Father Martin of Holy Trinity Old Catholic Church, followed by the Pledge of Allegiance led by Chris Wing, Administration, Broward Health Weston.

COMMENTS FROM AUDIENCE:

Mr. John deGroot introduced Karla Bowsher, reporter for Broward Bulldog. Mr. deGroot said that she would be attending the Board’s meetings on a regular basis. He then went on to discuss the presentation made by Dr. Chizner at the October Finance Committee meeting to create a new marketing campaign to re-band/rename the Heart Center of Excellence to a Heart Hospital. He questioned the amount of marketing dollars that has already been spent by the District.

APPROVAL OF MINUTES

1. Request approval of the Minutes of a Regular Meeting of the Board of Commissioners held October 31, 2012 Board of Commissioners meeting.

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

THAT THE MINUTES OF THE REGULAR MEETING OF THE BOARD OF COMMISSIONERS HELD ON OCTOBER 31st, 2012 BE APPROVED AS PRESENTED.

Motion carried unanimously.

MEDICAL COUNCIL AGENDA

2. BROWARD HEALTH CORAL SPRINGS

In the absence of Dr. Carrie Greenspan, Chief of Staff of Broward Health Coral Springs, Drew Grossman, CEO, reported that the Medical Council had reviewed and recommended for approval by the Board of Commissioners all exhibited Medical Staff Appointments; Medical Staff Reappointments; Allied Health Appointments and Allied Health Reappointments.

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

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

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

Motion carried unanimously.

3. BROWARD HEALTH MEDICAL CENTER

Dr. Chokshi provided the following update:

- Mammopalooza at BHMC did 1,426 mammograms compared to 1,200 mammograms last year.
- Start date for Cruise line crew members to come to the clinic on weekdays will begin Friday with a schedule of Monday and Fridays.
- Cancer Center Research Team completed RTOG audit with zero deficiencies.
- BHMC preparing for obtaining Cardiac Surgery Disease Specific certification from the Joint Commission is underway. Started multidisciplinary rounding on isolated CABG patient.

Dr. Chokshi asked for approval of the Medical Counsel’s request.

Mr. Goren said that he would like to make one additional modification to the BHMC Medical Council report with regard to Dr. Nishida. He reminded the Board that last month this item was deferred regarding a potential change in the bylaws by the Board specifically assigned for Dr. Nishida, an organ transplantation surgeon. The issue was taken back to the Medical Council. The Medical Council decided to give temporary privileges for nine (9) months or until the bylaws could create a new category of exceptional or qualified physicians that would be appropriate for the appointment of Dr. Nishida to the Medical Staff. This would be an exception to the rule and the exception would be based upon the request to approve the recommendation by the medical council and the medical counsel deputy committee to allow Dr. Nishida to practice and be given temporary privileges for up to nine (9) months or until the bylaws can be changed.

Mr. Goren stated that the Board has this authority and Dr. Nishida's credentials have been reviewed by the medical committee. Dr. Nishida meets the qualifications. The request is based upon the urgent need of this specialty in order to continue and expand operations of the Transplant services---especially with the received approval of its CON for kidney transplant.

Ms. Panyi asked if this will cover everyone or is the change to the bylaws going to be just for this exception or other physicians. Mr. Goren said that this is essentially for this one physician; however, the bylaws would be changed to embrace this particular concept for any number of physicians.

Mr. Nask said that the bylaws change would be more global but this needs to get on the agenda for the Bylaws Committee.

Dr. Chokshi said that the C&Q committee asked that the application for medical staff membership be accepted for abdominal transplant surgeons on a case-by-case basis if the following criteria was met: certification by the Board of Surgery in the country of surgical training; completion of a ASTS (American Society of Transplant Surgery) approved Fellowship Program; minimum of two year experience in abdominal transplant surgery which is a very specific limited criteria.

Mr. Glidewell informed the Commissioners that Dr. Nishida is a transplant surgeon who is on staff at the University of Miami and is currently performing transplants. He was trained and board certified in Japan; therefore, he is ineligible for board certification in the U.S., because he completed his residency in Japan. The District bylaws require board certification and since he did not complete a general surgery residency in the U.S., the Board will not allow him to sit for the examination. Also, since there are no ACGME or AOA accredited transplant programs, there are no corresponding boards for him to sit for. Dr. Nishida met the requirements to enter the Jackson ASTS accredited transplant fellowship program. He was not required to re-do a general surgery residency here. The ASTS is the recognized body for accrediting transplant programs, which his fellowship was accredited by.

Commissioner Di Pietro asked Mr. Glidewell if he recommended that the Board approve this exception. Mr. Glidewell said he did.

Dr. Rajiv Chokshi, Chief of Staff of Broward Health 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 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 Fernandez, seconded by Commissioner O’Flannery Anderson:

THAT THE BOARD OF COMMISSIONERS APPROVE THE RECOMMENDATIONS OF THE BROWARD HEALTH MEDICAL CENTER’S MEDICAL COUNCIL OF ITEMS 3 (A – F) AND APPROVAL GIVING TEMPORARY PRIVILEGES FOR NINE (9) MONTHS OR UNTIL SUCH TIME THAT THE BYLAWS COMMITTEE CREATES A NEW CATEGORY OF EXCEPTIONAL/QUALIFIED PHYSICIANS THAT WOULD BE APPROPRIATE FOR THE APPOINTMENT OF SEGIO NISHIDA, MD TO THE MEDICAL STAFF AT BHMC.

- 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

Motion carried unanimously.

4. **BROWARD HEALTH IMPERIAL POINT**

Dr. Groene provided the following update:

- BHIP celebrated its 40th Birthday on November 10.
- Interviewing Hospitalist and using Locum Tenens largely from the group that is working at BHCS
- Beginning the Internal Medicine Hospitalist program for the assigned and uninsured on December 1st, still searching for permanent employees.
- Barry Galdstone has accepted the position of Regional Manager of Quality and will begin in mid-December.

Dr. Groene said there has been an addition to the Medical Counsel requests. There needs to be approval for a medical leave of absence for Dr. Scheck.

Dr. Linda Groene, Chief of Staff of Broward Health Imperial Point, 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 Kohl:

THAT THE BOARD OF COMMISSIONERS APPROVE THE RECOMMENDATIONS OF BROWARD HEALTH IMPERIAL POINT’S MEDICAL COUNCIL OF ITEMS 4 (A-D) AS WELL AS A MEDICAL LEAVE OF ABSENCE FOR DR. SCHECK.

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

Motion carried unanimously.

5. **BROWARD HEALTH NORTH**

Dr. Ford provided the following update:

- On November 10, BHN participated in a Volleyball tournament fundraiser for the Lance Jones Foundation. Mr. Jones was a paramedic who at the age of 32 years old suffered a stroke. The event raised \$20,000 which will be directed to help stroke awareness at BHN.
- American College of Surgeons for Cancer will be conducting a survey at BHN on November 30.
- Joint Commission will be doing a survey for Spine Program on December 20th.

Dr. Douglas Ford Chief of Staff of Broward Health North, 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 O’Flannery Anderson, seconded by Commissioner Fernandez:

THAT THE BOARD OF COMMISSIONERS APPROVE THE RECOMMENDATIONS OF BROWARD HEALTH NORTH’S MEDICAL COUNCIL OF ITEMS 5 (A-E):

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

Motion carried unanimously.

CEO REPORT:

Mr. Nask commented that there was a great turn out last week for the 16th annual Supplier Diversity Expo which took place at the Signature Grand in Davie. About 30 people attended to learn more about how to do business with Broward Health. It was an opportunity to network and meet local business owners. Special thanks to Commissioner Clarence McKee who attended and welcomed the crowd.

Broward Health recently wrapped up its Employee United Way campaign. System-wide BH raised over \$132,000. Mr. Nask thanked all BH employees for their generosity.

He also informed the Commissioners that the Foundation placed full-page ads in today's Sun-Sentinel Society Scene to thank all of the members of the President's Council—the Council is made up of physicians, employees, companies, and organizations who contributed \$1,000 or more during last fiscal year to the Broward Health Foundation. Mr. Nask thanked all of the donors and the Physician Giving Steering Committee for their generosity.

CFO REPORT

Mr. Martin commented that financial October was a very good month. He then gave the following update:

- Overall volume was strong—Admissions 350 which were down 156 from budget but short stay cases were up 218 cases. The trend continues to show admissions are down but short stay cases are up more than admissions are down.
- Surgeries were 5% over budget for the month; Outpatient volume up 3% for the month; ER visits were up 1% for the month.
- Financially; net loss from operations –budgeted for a loss of \$11.4 million came in a loss of \$9.7 million, \$1.7 million favorable variance. YTD, BH budgeted \$47 million -- lost \$44 million from operations—3 million favorable for the first four months of the year.
- Cash Collections for the month \$78 million-as compared to \$66 million from last month.

Mr. Martin said that October was a very good month and hopes that it continues.

Commissioner Di Pietro said that he did not see any back up material on the finances. Mr. Nask said that it will be sent out to them when it is completed.

Mr. Nask said that he emailed to all of the Commissioners a summary of the State's proposal to go to a DRG system starting July 1, 2013. Mr. Nask said that he will have a hard copy of that proposal sent to them along with the financial power point. Mr. Nask explained that basically the state is going to a DRG system and one of the things that they reported today, which is disturbing, is that there will not be a transition period. He commented that when Medicare did this in 1983 there was a four year transition period for operating –he said that it took Medicare almost 20 years to set up a perspective payment system. AHCA is doing it effective July 1st, 2013 with no transition. Mr. Nask said that the preliminary transition numbers for BH are

favorable because for its lost cost structure. Mr. Nask said that this is for all hospitals statewide not just safety net hospitals.

Mr. Nask said it is an aggressive timetable and hopefully there are no payment glitches. He informed the Commissioners that BH had another event this month where in October BH sent in its IBT money of \$40 million and AHCA was unable to reimburse BH before the end of the month—BH just received the check on November 14—so it was another month where cash was undervalued by \$40 million. Mr. Nask commented that as long AHCA cash flow the systems, BH will be okay.

Mr. Nask asked the Commissioners that when they received the DRG power point should they have any questions to call him.

GENERAL COUNSEL REPORT

Mr. Goren reminded the Commissioners that following the public meeting today, there will be two shade sessions dealing with the Kelly case and the Ramsay case. Legal Counsel for both cases will be present to obtain advice from the Board as well as a Court Reporter.

Mr. Goren informed the Commissioners that the public meeting to address House Bill 711 will be held on December 19, at 5:00 p.m. at the Weston Cypress Creek in Fort Lauderdale. The statute requires advertising in both local and statewide newspaper. At the Legal Affair Committee, Commissioner Di Pietro asked that the Broward League of Cities and the Broward Delegation also be advised of that public hearing so that they could notify their members. The actual ads have not been published but will be published 15 days prior to the meeting – December 4, 2012. Mr. Goren said that the Deloitte report has not been completed but when completed it will be distributed to the Commissioners in advance of the meeting.

Mr. Nask said that one of the issues for the Deloitte report not being completed was one of the calculations of the five-year forecast income methodology. Now that the presidential election is over they will be able to make some assumptions on those parameters.

Mr. Goren reminded the Commissioners that they authorized his firm to intervene in a petition that was filed by Broward County regarding the Medicaid reimbursement issue and payment obligation regarding an AHCA presentation. Mr. Goren said they have petitioned the administrative law judge and as of yesterday 11/14, the Judge granted BH's petition to intervene.

Mr. Goren and staff are working with Administrative HR staff to prepare a job description for the Deputy General Counsel /Sr. Associate as directed by the Legal Affairs Committee. As soon as the ad is formalized, it will be presented to the Commissioners for approval.

He then advised the Board of Commissioners that the Bylaws require that the Committee assignments must be formalized at the November meeting.

Chair Gustafson asked that the matrix be distributed to the Commissioners for their review. He said that he attempted to respect the requests of the Commissioners. He asked that the Commissioners review the list and he would address it again at the end of the meeting.

COMMITTEE REPORTS—

Building Committee – November 7, 2012 – Commissioner Jennifer O’Flannery Anderson stated that the following Commissioners attended: Commissioner Gustafson, Commissioner Di Pietro, Commissioner Kohl and Commissioner-Paul-Hus. The committee reviewed the ADA project with a presentation by Pirtle who are the contractors; update on projects specifically the Children’s Hospital and the Medical Office Building which is moving along very well; and the Building Committee should be getting the final numbers on the renovation at BH North sometime in January.

Commissioner O’Flannery Anderson said that she would like an update on Lillian Wells and any changes to the Children’s Hospital.

Commissioner O’Flannery Anderson also mentioned that the Committee looked at some land for expansion in the western area of Broward and also land expansion around Broward Health Medical Center. Those two items have been placed on the Consent agenda for approval: Approval for a LOI (Letter of Intent) for property in the western area of Broward County and Approval to acquire property around BHMC. Mr. Martin said there was a correction on the property around BHMC; it should read properties 5-7 and 11.

Commissioner O’Flannery Anderson said that she would like to amend the minutes to reflect that there was a discussion with regard to the property around BHMC.

It was moved by Commissioner O’Flannery Anderson, seconded Commissioner Di Pietro to approve the Building Committee minutes as amended.

Motion carried unanimously.

AGENDA CHANGES—There were none

CONSENT AGENDA

(Items 6 and 7 were previously reviewed and recommended for approval by the Building Committee)

Chair Gustafson asked if any items needed to be pulled from the Consent Agenda.

Commissioner Di Pietro asked that items 6 and 7 be pulled.

6. Approval to prepare a Letter of Intent (LOI) to purchase land in the west Broward area.

Commissioner Di Pietro wanted to put on the record that they were not approving any financial/purchase and that everything will be coming back to the Board with regard to Item 6. Mr. Martin said that the Letter of Intent (LOI) was just showing interest to the owner.

It was moved by Commissioner O’Flannery Anderson, seconded by Commissioner Kohl that Item 6 be approved.

Motion carried unanimously.

7. Approval to acquire properties, 5 -6-and 7 in the surrounding area of Broward Health Medical Center. Correction to properties should be 5 -7 and 11.

Commissioner O’Flannery Anderson asked that the wording be amended—it appears that this gives staff approval to purchase rather than giving staff ability to begin negotiations—this item will need to come back to the Board. Mr. Martin said that with regard to this item, administration was asking for approval to go ahead and purchase.

Commissioner O’Flannery Anderson, seconded by Commissioner Di Pietro to amend the request to read “give approval to make an offer to acquire properties 5 -7 and 11 in the surrounding area of Broward Health Medical Center subject to Board approval.

Motion carried unanimously.

DISCUSSION AGENDA

8. Approval of Arent Fox OIG October Invoice

Commissioner Di Pietro questioned if this was a full month of invoices. Mr. Goren replied that it was. Commissioner Di Pietro said he spoke with Ms. Baumann and Mr. Smith about the bill. He commented that since a lot of the document review was over, the majority of the charges are now dealing with legal time. He said that there is going to be another Advocacy Letter and after that letter and some remaining issues—it may go silent for a while. He said that this is in line with what they said to him back in June. Other than that, Commissioner Di Pietro had no issues.

It was moved by Commissioner Fernandez. Seconded by Commissioner O’Flannery Anderson:

THAT THE BOARD OF COMMISSIONERS APPROVE PAYMENT FOR THE ARENT FOX OIG OCTOBE INVOICE.

Motion carried unanimously.

Committee assignments:

At this time, Chair Gustafson asked for review of the Committee assignments. If there were no changes, he asked for a motion to approve the assignments.

It was moved by Commissioner O’Flannery Anderson, seconded by Commissioner Paul-Hus that the Committee Assignments be approved as submitted.

COMMENTS BY COMMISSIONERS

Commissioner McKee wished everyone a Happy Thanksgiving.

Commissioner Di Pietro wished everyone a Happy Thanksgiving and thanked Alice Taylor for a great 40th Celebration at BHIP. In attendance: Mr. Nask, Mr. Goren, Mayor of Fort Lauderdale. It was well attended.

Commissioner O’Flannery Anderson wished everyone a Happy Thanksgiving and was very happy to hear that the Deerfield Beach employee was at home and safe.

Commissioner Fernandez also wished everyone a Happy Thanksgiving.

Commissioner Kohl said she attend the BH Foundation seminar at BHCS. Dr. Todd spoke about memory loss and Alzheimer’s and there was a discussion on the new Medicare managed plan—it was very well attended by the senior community in Coral Springs.

The Public meeting recessed at 5:10 p.m. to move into two shade sessions:

Mr. Goren stated that the shade sessions would be attended by the Commissioners who were present for the Regular Board of Commissioners meeting as well as attorneys representing each case, Mr. Goren and Mr. Frank Nask. The cases to be addressed are: the Estate of Robert P. Kelly vs. NBH case No. 09-032966 (14) and Tristan Ramsay vs. BHMC Case no 09-19819 (13).

The Public meeting reconvened at 6:10 p.m.

NEXT REGULAR BOARD MEETING

The next regularly scheduled Board of Commissioners’ meeting will be held Wednesday, December 19, 2012 at 10:30 a.m. in the Private Dining Room at Broward Health Imperial Point, 6401 North Federal Highway, Fort Lauderdale, Florida.

Motion to adjourn made by Commissioner Kohl, seconded by Commissioner Fernandez.

Meeting adjourned at 6:20 p.m.

Respectfully submitted,
Richard Paul-Hus, Secretary/Treasurer

BY: Maryanne Wing

A FULL RECORDING OF THIS MEETING IS AVAILABLE ON TAPE