

**NORTH BROWARD HOSPITAL DISTRICT
BOARD OF COMMISSIONERS'
REGULAR MEETING
Wednesday, October 31, 2012 – 4:00 p.m.
BH Coral Springs- Medical Office Complex – First Floor Conference Room**

MINUTES

The Regular meeting of the Board of Commissioners of the North Broward Hospital District was held on Wednesday, October 31, 2012, at 4:00 p.m. in the Medical Office Complex – First Floor Conference Room at Broward Health Coral Springs, 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 4:00 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 –via phone
Commissioner Clarence McKee – Board Member
Commissioner Debbie L. Kohl – Board Member

The invocation was given by Pastor Ken McLymont of Faith Chapel of Coral Springs, followed by the Pledge of Allegiance led by Drew Grossman, CEO Broward Health Coral Springs.

ELECTION OF OFFICERS: Mr. Goren stated as a requirement of the North Broward Hospital District the Election of Officers is to be held at the Annual meeting in October. Mr. Goren then opened the nominations for Chair.

Commissioner Fernandez moved that the slate of Officers remain the same. It was seconded by Commissioner McKee. There being no other nominations, the motion was approved unanimously.

Mr. Goren informed the Commissioners that the board secretary will send out a list of the Board Committees for their review and asked the Commissioners to select which Committee they would like to serve on for the upcoming year. After reviewing that information, the Chair will then announce the appointments at the November Board meeting.

RECOGNITION OF SHINING STARS: The following employees were recognized as the 2nd quarter Shining Stars: Beatrix Guerra, Imaging Librarian Women's Center Broward Health Weston; Gianna Morales, Social Services Worker, Case management, Broward Health Coral Springs Renita Loussaint, PCA and Martine Mathieu RN, 3 SE Surgical oncology Floor, Broward Health North; Denise Marks, RN Nursery, Broward Health Medical Center; Katherine London, Clinical Social Worker, Children's Diagnostic and Treatment Center; Malene JeanMarie RN Healthcare for the Homeless, Community Health Services and; Bonnie Petrie, Geriatric Assessment Coordinator, Broward Health Imperial Point.

COMMENTS FROM AUDIENCE: Drew Grossman reported that last year during the Mammoploozza event Broward Health Coral Springs did 600 mammograms, this year they did 1200 mammograms for the month. He said that the most amazing part of the month was that Dr. Guilbaud, the mammographer from the Radiology Group, has not only read BHCS's mammograms but she has also helped out with BHN and BHIP. Dr. Guilbaud has read 2450 mammograms this month.

Mr. Grossman then introduced Lisa Boccard, who spoke about the accomplishments over the last year of the Lisa Boccard Breast Cancer Fund. Ms. Boccard informed the Commissioners that the fund which was created in 2003, after she was diagnosed for a second time with breast cancer, provides free mammograms to women who are either underinsured or uninsured. She and her family have always felt that they need to give back to the community even before cancer came into their lives. Ms. Boccard said that when they approached BHCoral Springs with a partnership, the hospital agreed. BHCS does great work and since the Boccard family lives in the community, it made great sense.

Ms. Boccard said when the fund began they were only able to help women in Coral Springs but through everyone's efforts and hard work, they are now able to serve women in five cities (Parkland, Margate, Tamarac and Coconut Creek as well as Coral Springs). They are now screening women throughout the entire Broward Health district. She said that they have screened over a 1000 women-- 54 tested positive and they are still alive and doing well.

Ms. Boccard commented that recently they received a donation of \$50,000 from a company called Sun Capital Investments located in Boca. She said that the company reaches out every year to different types of charities and they were selected this year. With the continued support of Glam-O-thon and Sun Capital, they have raised \$375,000. Ms. Boccard thanked everyone for the support that BH has given to the Lisa Boccard Breast Cancer fund.

Mr. Nask said that last night, Lisa Boccard attended the check presentation for Glam-O-Thon and BH was presented with a check for \$92,000-- that is the support that Ms. Boccard is speaking about.

APPROVAL OF MINUTES

1. Request approval of the Minutes of a Regular Meeting of the Board of Commissioners held September 24, 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 SEPTEMBER 24, 2012 BE APPROVED AS PRESENTED.

Motion carried unanimously.

2. Request approval of the Minutes of the Special Board of Commissioners Second and Final Tax Hearing held on September 24, 2012.

It was moved by Commissioner Paul-Hus, seconded by Commissioner Fernandez:

THAT THE MINUTES OF THE SPECIAL BOARD OF COMMISSIONERS SECOND AND FINAL TAX HEARING HELD ON SEPTEMBER 24, 2012 BE APPROVED AS PRESENTED.

Motion carried unanimously.

MEDICAL COUNCIL AGENDA

3. **BROWARD HEALTH CORAL SPRINGS**

Mr. Grossman updated the Commissioners on the Hospitalist program. He stated that everything was going very well and they have received positive feedback from nurses and various specialists. Mr. Grossman said that with one month down they are looking for more improvements. He also mentioned that 25% of the patients from the hospital were being discharged before noon.

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; and Allied Health Reappointments.

It was moved by Commissioner Fernandez, seconded by Commissioner Kohl:

THAT THE BOARD OF COMMISSIONERS APPROVE THE RECOMMENDATIONS OF BROWARD HEALTH CORAL SPRINGS MEDICAL'S MEDICAL COUNCIL OF ITEMS 3 (A-C):

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

Motion carried unanimously.

4. **BROWARD HEALTH MEDICAL CENTER**

Dr. Chokshi provided the following update:

- Moved patients from 4ST to a beautiful newly renovated 6NT. This is an enabling project in order to begin the postpartum renovations on 3St/4St.
- Value Based purchasing scores are trending upwards. Had zero core measure fallouts for September.
- Held kickoff for renovation of the adult infusion center. This \$2.5 million was funded entirely by philanthropy.

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

Dr. Chokshi advised the Board that he would like to pull the Medical Executive Committee Recommendation for Seigo Nishida, MD at this time.

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

THAT THE BOARD OF COMMISSIONERS APPROVE THE RECOMMENDATIONS OF THE BROWARD HEALTH MEDICAL CENTER’S MEDICAL COUNCIL OF ITEMS 4 (A – F) WITH THE EXCEPTION OF THE MEDICAL EXECUTIVE COMMITTEE RECOMMENDATION FOR SIEGO NISHIDA MD WHICH WAS PULLED.

- 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.

5. **BROWARD HEALTH IMPERIAL POINT**

Alice Taylor, CEO of BHIP reported that the 40th Celebration for BHIP was been rescheduled to November 10, from 11 a.m. to 4:00 p.m. on the grounds of Imperial Point.

She provided an update on the Hospitalist program and their recruitment efforts. Ms. Taylor said that they plan to meet their December 1 start date.

Ms. Taylor also announced that two of the psychiatrist hospitalist as part of the FIU agreement began working on October 10, 2012 and another one will join BHIP on November 14, 2012.

In the absence of Dr. Linda Groene, Chief of Staff of Broward Health Imperial Point, Alice Taylor, CEO 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 Paul-Hus, seconded by Commissioner McKee:

THAT THE BOARD OF COMMISSIONERS APPROVE THE RECOMMENDATIONS OF BROWARD HEALTH IMPERIAL POINT'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.

6. **BROWARD HEALTH NORTH**

Dr. Ford provided the following update:

- Annual Medical Staff Beach Bash was with over 100 attendees.
- BHN saw a 10% increase in mammograms during the Mammopalooza program.
- Luncheon for patient and past patients of the Joint Replacement Program was held and many of the former patients attended from all of the country.
- Dr. Lynn, Interventional Radiologist spoke at a conference in the Bahamas.

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; Medical Staff Reappointments; Allied Health Staff Changes; and Rules and Regulations for the Department of Radiology.

It was moved by Commissioner Fernandez, seconded by Commissioner Paul-Hus:

THAT THE BOARD OF COMMISSIONERS APPROVE THE RECOMMENDATIONS OF BROWARD HEALTH NORTH'S MEDICAL COUNCIL OF ITEMS 6 (A-D):

- A. Medical Staff Additions, Changes and Resignations
- B. Medical Staff Reappointments
- C. Allied Health Staff Changes
- D. Rules and Regulations for the Department of Radiology.

Commissioner O’Flannery Anderson asked if the Board was voting separately on the Rules and Regulations for the Department of Radiology. She was informed that they did not need to take a separate vote. Commissioner McKee asked if all the medical centers have Rules and Regulations for their Departments of Radiology and if they are all the same. It was explained that some differ depending on the services provided by the medical center. Commissioner O’Flannery Anderson asked other than the number of meetings was there any other significant changes made to the Rules and Regulations. Ms. Grant, CEO of BHN stated that the only thing that was changed was the number of meetings.

Motion carried unanimously.

CEO REPORT:

Mr. Nask gave a summary on the Mammopalooza program system-wide. He said that the program was launched at BHN 3 years ago. The first year BH did 2890 mammograms; last year they did 3311; and this year the number was 4200 system-wide. Also, the Broward Health Foundation received a check in the amount of \$92,000 from Glam-o-Thon that will fund patients who are uninsured.

Mr. Nask asked Dr. Widmayer, Administrator of CDTC to address the Board and speak about the CDTC Annual Thanksgiving Basket Brigade.

Dr. Widmayer said that this is the 20th year for this program. The cost per family is \$25.00. They have 600 volunteers who deliver to 1200 families the Sunday before Thanksgiving. She then told a story of a woman who was without funds to buy food and how this basket of food helped her feed her children for 5 to 6 days.

Mr. Nask commented on the information that was sent to the Commissioner about the coming together of the Osteopathic Education and ACGME programs to form a single program by 2015. He said that this will be very positive and helpful for BH to march toward its goal of a statutory teaching hospital and will make it a lot easier for BH to recruit students.

Mr. Nask explained to the Commissioners that BH sends in IGT money to governmental transfers and it then gets matched for Medicaid funds and then BH gets the money back. BH sends in the money (\$40 million) the first week of the month with the anticipation that they will receive it back by the last week of month so it doesn’t impact the cash or balance sheet. Mr. Nask said that it looks like BH will close out October short about \$50 million. When he called ACHA about this, he was told that they were busy working on other projects. Mr. Nask said that this also happened in June and it a challenge for them.

CFO REPORT

Mr. Martin provided the following financial update for September:

- Overall volume below budget with mixed results; patient bed volume was over budget while outpatient and surgical volumes were well below budget mainly in PT, Lab and Radiology.

- System-wide admissions were down by 87 admissions; short stay cases up 187 cases. There continues to be a flip in trend in decreasing inpatient admissions and an increase in short stay cases. Surgeries were down by 200, through October 30th; BH was up by 30 surgeries so most of that has come back; outpatient visits were down by 3500 visits. Some could be due to 3 different holidays in the month of September; ED visits up 400 cases for the month.
- Financially net operating revenue is about \$3.5 million short of budget but BH management has done a great job all across the system in controlling costs and flexing staffing down to the soft volumes.
- Operating expenses for the month were favorable to budget by \$3.9 million; overall net loss from operations was favorable to budget by \$300,000.
- YTD admissions are down 2%; short stay cases up 11% and that is compared to county wide admissions are down 1% throughout the countywide and short stay cases are up 8%. BH is right in line with the rest of the hospitals within Broward County. Surgeries are down 1%; outpatient visits down 5% when you factor out the impact of 21st Century; ED volumes up 1%.
- Financially net revenue is down \$6.5 million but operating expenses are favorable to budget by \$7.7 million, for the first three months, net loss from operations were favorable to budget by \$1.1 million.
- Balance sheet remains strong; Cash on hand 135 days up 2 days from year end; Days in AR were 61 days up 7 days from year end-2 days were due to booking BH year to date buy back receivables in the month of September but BH should be collecting that back from Medicaid; 3 days was due to revenues being down \$122,000 a day due to soft outpatient volumes but we have captured a lot of that back so that should automatically decrease days in AR during the month of October and then there was a soft month of cash collections of about \$66 million during the month which is \$4 to 5 million less than normally seen through the rest of 2012.

Mr. Martin commented on the question posed at the Finance Committee regarding the difference in reimbursement between an inpatient admission and a short stay case. Mr. Martin said that he tried to keep it as simple as he could by looking at one, two or three days of cases of both inpatient and short stay cases with similar principle diagnoses. By looking at that, Mr. Martin stated that BH gets a little more than \$1800 reduction in reimbursement for a short stay case then BH would have received as an admission. Through the first three months, BH is just shy of 500 short stay cases. Assuming that those cases would have been inpatient admissions in the past, it is about a \$900,000 negative impact to the bottom line or about \$3.6 million annually if that trend were to continue. Mr. Martin said for the month of October, BH is down about 190 admissions but up 255 short stay cases-- so that trend is continuing month to month.

Mr. Nask said that the analysis is the difference in the rate for the same number but the incremental volume is paid at the rate. So as long as BH sees volume growing, BH needs to get the volume in short stay almost doubling the drop in admissions to really be budget neutral.

GENERAL COUNSEL REPORT

Mr. Goren informed the Commissioners that the Shade Sessions (Vega and O'Neill) that were scheduled for this afternoon have been extended by the Court. Hearing dates have been set for either November, December or January 2013. However, there are two other cases that are coming up for a trial docket in the month of December (Kelley and Ramsay). Mr. Goren then requested a Shade Session under Chapter 286 for those two cases which are both in the Broward Circuit Court. Mr. Goren asked for a motion to hold this Shade Session following the November 14th Board of Commissioners meeting.

It was moved by Commissioner O'Flannery Anderson, seconded by Commissioner McKee that the Board approve a Shade Session following the November 14th Regular Board of Commissioners meeting to address the Kelley and Ramsay cases. Motion carried unanimously.

Mr. Goren informed the Commissioners that he has sent to them today a memorandum regarding the issue of the Smoking Policy for their review and information. Legal has been working on this document along with staff assistance for months. He said that it is not for today's discussion but asked the Commissioners to review the document. He suggested that it could be discussed at an upcoming Governance Committee or Legal Affairs Committee meeting.

Mr. Goren also sent a memorandum which was distributed today clarifying the point made by a speaker at the October Legal Affairs Committee regarding the issues of the Inspector General's jurisdiction in connection with the issue of contracts with Broward County. The memorandum provides the Board with some legal analysis which suggests that there is a very limited window under the County Charter with the Inspector General showing that there is some limited jurisdiction that the IG has over contracts that BH has with Broward County, but only, as to those contracts.

Mr. Goren said that there is an item on the agenda regarding the issue of exploring in-house Deputy Counsel which Mr. Goren will address when the matter comes up for discussion.

COMMITTEE REPORTS—

Human Resource Committee – October 10, 2012, Commissioner Richard Paul-Hus stated the Committee was attended by Committee members Commissioners' Paul-Hus, Fernandez and Gustafson. Also in attendance were Commissioners Kohl, Di Pietro, and Dionne Wong. Sr VP/CHRO, Frank Nask. CEO and Robert Martin CFO and Sam Goren, General Counsel. There were only two items on the agenda—Mr. Nask's PFP and the Management Incentive Program. With regard to Mr. Nask's evaluation, Commissioner Paul-Hus reported that the results of the Board evaluation of Mr. Nask were generally outstanding. There was a huge vote of confidence for Mr. Nask in leading the BH organization.

With regard to the BH Management Incentive Plan presented by Dionne Wong who discussed the core measures and the allocation of the plan; 30% Financial; 20% Patient Satisfaction of the HCAP scores and 30% on Quality. Questions were answered on how the plan was implemented and paid out. The approval of the plan and payout goes through the

Audit Committee, external auditors and the Board of Commissioners at their regular meeting.

It was moved by Commissioner Fernandez, seconded Commissioner O’Flannery Anderson that the Minutes of the October 10, 2012 HR Committee be approved as presented. Motion carried unanimously.

Finance Committee- October 24, 2012 – Commissioner Richard Paul-Hus said that Mr. Martin has conveyed on the germane points from the Finance Committee. The only items that were not reported by Mr. Martin were the items that are currently on the Consent Agenda for final approval Items 8 and 9; a Report by Debbie Rey on Quality and how BH is moving in the right direction was also presented. Commissioner Paul-Hus complimented BH North for the wonderful numbers they have had on both sides. There was also an update by Calvin Glidewell, CEO on the efforts to rebrand/change the name of the Heart Center of Excellence to a Heart Hospital. Dr. Chizner also gave a very passionate address on that subject. This item is also on the Discussion Agenda for approval.

Commissioner Paul-Hus said that the Heart Hospital concept is one of the larger strategies since it is BH’s single biggest product line and BH’s biggest driver of profit in the entire system. Mr. Glidewell will be coming back to the Board with a more comprehensive plan and budget for this project.

Commissioner McKee said that he had an amendment to the finance minutes which he provided to the Secretary. Commissioner McKee said that even though he opposed the rebranding of hospitals but was not opposed to the rebranding of the Heart Center of Excellence to a Heart Hospital. He also said that the Commissioners said they would be endorsing the concept of a Heart Hospital.

Commissioner Paul-Hus referred to the motion made at the Finance Committee. The motion was not dealing with the concept but with the name of the hospital.

It was moved by Commissioner Paul-Hus, seconded by Commissioner Fernandez that the minutes be approved as amended. Motion carried. Opposed by Commissioner O’Flannery Anderson.

Legal Affairs Committee – October 24, 2012 – Commissioner David Di Pietro asked Mr. Goren to review the items that were discussed at the Legal Affairs Committee. Mr. Goren reported: a memorandum to potentially engage the Inspector General of Broward County as an adjunct member of the organization to review and perform additional functions. The subject matter was discussed but no action was taken; Issue on Live Video Webcasting/ and taping of meetings was deferred; Pro-Forma-General Counsel’s office which was an analysis of in-house vs. an outside GC. There was a motion by Commissioner McKee which did not pass and then a substantive motion by Chair Gustafson which passed and authorized exploring the hiring of a board certified deputy general counsel with certain conditions and stipulations which is on the agenda for discussion. Arent Fox September invoices and summary of 1st Quarter Legal Expenses were moved to the Discussion Agenda at the Regular Board meeting due to time. Lastly, there was the item of setting a workshop to discuss Signing Authority, Physician Contracting and aspects of Procurement, which was deferred by non-action.

It was moved by Commissioner Paul-Hus, seconded by Commissioner Fernandez to accept the October 24, 2012 minutes of the Legal Affairs Committee as presented. Motion carried unanimously.

AGENDA CHANGES—there were none

.CONSENT AGENDA

(Items listed below were previously recommended for approval by the Human Resource, Finance and Legal Affairs Committees)

Commissioner O’Flannery Anderson asked that item 12 be pulled from the Consent Agenda.

Chair Gustafson asked for a motion to approve Items 7 through and including 11.

7. Acceptance of the Interim Financial Statements for the Month of September 2012.
8. Consideration for authorization to execute a renewal option and contract between Broward County and Broward Health for the continuation of Primary Health Care Services for the period October 1, 2012 through September 30, 2013 at level funding.
9. Consideration for approval to enter into a lease agreement with Gator Investments to renovate approximately 2,400 square feet at Jacaranda Square in Plantation. Lease agreement will also authorize Gator Investments to build-out space, according to Broward Health (BH) specifications. This request authorizes BH to purchase signage and necessary equipment to operate an Urgent Care Center and also allow space for a BH-employed physician practice.
10. Approval of Management Incentive Compensation Plan for Fiscal Year 2013.
11. Approval of Performance Evaluation for President/CEO (Mr. Frank Nask).
12. Approval to rebrand/rename the Heart Center of Excellence as a Heart Hospital. **(PULLED)**

It was moved by Commissioner O’Flannery Anderson, seconded by Commissioner Fernandez that the Board of Commissioners approve Items 7 through and including 11 as listed on the Consent Agenda.

Discussion on the motion:

Commissioner Di Pietro commented that with regard to Item 10 and for clarification that in September of next year, the Incentive Plan will come back before the Board as an Action item and the approval of the actual funds would be included on the agenda.

Mr. Nask said that next year, for approval the actual will be put up against the plan so there is a trail and the dollars will be connected to that plan.

Motion carried unanimously.

Item 12: Approval to rebrand/rename the Heart Center of Excellence as a Heart Hospital.

Mr. Nask said that in terms of a name, the Heart Center of Excellence will change to a Heart Hospital. Heart Hospital would not be the name. Commissioner Paul-Hus said that the actual motion was that the name would be Heart Hospital of Broward Health.

Commissioner O'Flannery Anderson said that the idea is excellent and she is not opposed to it; however, part of her issue is procedural that this was a walk on item. She said that has been discussed at the Building Committee and then it was walked on to Finance. Commissioner O'Flannery Anderson felt that the Board should not be approving the name of something; the Board should be approving a concept. Commissioner O'Flannery Anderson also said that when a presentation is made to the Board for final approval that there was involvement from the Medical Staff at the hospital, as well as the entire cardiology team and we are clear on how this is going to affect quality levels. She said that the name is in material; it is the substance and the care of the patients that matters. Commissioner O'Flannery Anderson said that she hopes what comes back to them for approval is a comprehensive plan. She said that she is not in any position to approve a name; she only wants to approve something that is going to provide better care for BH's patients. This is something that needs to have physician input and should be embraced by the entire system not driven by one area.

She said that when reading the KCI naming study, the Board is in conflict of what they recommended.

Commissioner Paul-Hus explained that this has been discussed at a previous Building Committee meeting and it would be coming to Finance. Mr. Glidewell was invited by Mr. Nask to bring it to Finance for discussion purposes. Procedurally, it looks like a walk on item but it was supposed to be on the agenda.

Mr. Nask said that he wanted to provide an update as to where BH was with this project with the understanding that an exhibit would be submitted to the Board with a comprehensive plan including a budget in the near future for final approval by the Board. Commissioner O'Flannery Anderson agreed with that being the proper way.

Commissioner Paul-Hus said that process is in play and Mr. Glidewell will come back to the Board with a plan. The Finance Committee addressed the KCI study and what they were made aware of was that the Heart Center of Excellence was already called "Heart Institute" in the past. Although the study says that "Institute" is a trend nationally, it was recommended in the presentation that we use Hospital instead. The motion was made and it was a unanimous decision based on the presentation.

Commissioner McKee commented that Dr. Chizner gave a 25 minute presentation which really laid out nationally what had been done at various hospitals in terms of names and what it meant. He said he raised the issue with no disrespect to KCI of how many people

were studied, who they were and how they were chosen and what they knew about hospitals or heart centers.

Dr. Chokshi addressed the Board and said that Mr. Nask started a transparency program and has always communicated with the physicians/chiefs. He has always involved the medical staff in the decision making; however, this Heart Hospital has never been discussed with the Medical Counsel. The medical staff has some issues with credentialing and quality. A Heart Hospital—when someone hears about it they think of a separate hospital. Is it going to have a separate credentialing process, director or chief of staff or administration? This message needs to go back to BHMC Medical Counsel.

Commissioner Di Pietro said that at the Finance Committee the Commissioners felt that if BH was going to move forward, we wanted to have a presentation on what a heart hospital is and the reason he made the motion was so that we could get a clear direction on the presentation as to what BH was looking for—we were never looking for an institute or a center. Commissioner Di Pietro agreed that he does not like walk on items but conceptually he feels that the board could either agree moving toward one way or the other but this is not the final decision, it is more of a vote in spirit.

Mr. Nask said he understood this to be a vote of confidence to move ahead. The missing piece on the agenda was not meant to be a walk on, Mr. Nask said that he just forgot to put it on the agenda—this was to be a 10 minute update from Mr. Glidewell.

Mr. Nask said that Mr. Glidewell, Dr. Chizner and Dr. Chokshi along with himself met to discuss a roll out plan. Dr. Chizner was more than happy to discuss this with the medical community and everyone was informed.

Commissioner McKee read the motion made by Commissioner Di Pietro at the Finance Committee.

Commissioner O'Flannery Anderson asked if she could move to table.

Mr. Goren said yes, but based on the evidence heard today, it may be tabled to a time certain.

Commissioner O'Flannery Anderson moved to table the Item 12 until the CEO can provide the Board with a comprehensive plan—a time uncertain--seconded by Commissioner Fernandez

Discussion

Commissioner Di Pietro said he was confused as to whether we were going to move forward to a heart hospital or not or is the Board interested in moving to a Heart Institute. He asked for clarification, he said it was not a definitive decision.

Commissioner Paul-Hus said that at the Finance Committee there was a robust discussion about this and it was resolved by a 5 to zero vote in terms of just the name not in terms of the planning/implementation—we just settled on the name—Heart Hospital. There was a lot of discussion by Mr. Glidewell and Dr. Chizner as to whether BH goes back to a Heart Institute; the same way that every other hospital in the community that has a Heart program has named themselves or do we want to differentiate BH and go the route of a

Heart Hospital. He said that all the Committee did was settled on a simple name direction and nothing else beyond that. Commissioner Paul-Hus said that he did not approve undoing the 5 to zero vote taken at the Finance Committee meeting.

Commissioner McKee moved that we adopted the Finance Committee action.

Mr. Goren said that the motion to table takes precedence over Commissioner McKee's motion.

Chair Gustafson said there is a motion to table; He asked for a roll call vote:

Commissioner McKee	No
Commissioner O'Flannery Anderson	Yes
Commissioner Gustafson	No
Commissioner Paul-Hus	No
Commissioner Fernandez	Yes
Commissioner Kohl	Yes
Commissioner Di Pietro	No

Motion to table failed: 4 – 3

Commissioner McKee moved that the Board accept the Finance Committee's report and approve Item 12 as presented, seconded by Commissioner Paul-Hus.

Discussion:

Commissioner Kohl asked if the name was going to be The Heart Hospital. Commissioner McKee re-read the motion by Commissioner Di Pietro to rename the Heart Center of Excellence to a Heart Hospital.

Commissioner Fernandez said that he was okay with the concept but not ready to move on a name. **He then amended Commissioner McKee's motion by saying that by approving Item 12, the Board was voting on approving the concept of a Heart Hospital. Seconded by Commissioner Kohl.**

Discussion:

Commissioner Paul-Hus said that what Commissioner Di Pietro was doing by his motion was eliminating going to a Heart Institute or Center or something else. What we are approving is that in the name, we are defining it as a Hospital. Commissioner Paul-Hus said that the motion needs to reflect that it is to be a Hospital. He said that we are settling on the term of Hospital v Institute or some other name.

Following further discussion, Commissioner Fernandez withdrew his motion.

Commissioner McKee's original motion to approve Item 12 as presented. Seconded by Commissioner Paul-Hus.

Motion carries—Commissioner O'Flannery Anderson voted against the motion.

DISCUSSION AGENDA

13. Approval of Broward Health Foundation Nominations Committee 2013 Board of Directors

Item 13 was presented by Dennis Stefanacci. Following his presentation,

It was moved by Commissioner Kohl, seconded by Commissioner McKee

THAT THE BOARD OF COMMISSIONERS APPROVE THE BROWARD HEALTH FOUNDATIONS' 2013 BOARD OF DIRECTORS AS REQUESTED BY THE NOMINATING COMMITTEE.

Motion carried unanimously.

14. Approval for payment of the Arent Fox OIG Invoices for August 2012

Commissioner Di Pietro informed the Board that he had the opportunity to speak with Ms. Bauman and Mr. Smith regarding the August invoices. They provided a summary and most of the document review has concluded, there are some issues with producing HIPPA protected documents that counsel is working out to avoid additional cost and there should be one more bill next month that will be similar to this one. Commissioner Di Pietro also said that he had the Chief Internal Auditor (Maria Panyi) review the bills and found no issues.

It was moved by Commissioner O'Flannery Anderson, seconded by Commissioner Fernandez that the Board of Commissioners approve payment of the Arent Fox OIG invoices for August 2012.

Motion carried unanimously.

15. Approval of the Summary of Legal Expenses

Mr. Goren commented that this item is a transition from the Legal Affairs Committee which is simply to accept the quarterly report which is prepared at the Board's direction listing all of the legal expenses for both in-house and outside counsel.

It was moved by Commissioner O'Flannery Anderson, seconded by Commissioner Kohl that the Committee approve the Summary of Legal Expenses as presented.

Discussion:

Commissioner O'Flannery Anderson requested that Mr. Goren prepare a chart showing the amount of money spent by area i.e. employee or contractual issues. She felt that this would extremely helpful in showing where the majority of BH's legal fees are being spent. Mr. Goren said he would be happy to prepare such a chart.

Motion carried unanimously.

16. Approval to explore the hiring of a Deputy General Counsel who is Board Certified in Healthcare.

Mr. Goren said that this item was addressed at the Legal Affairs Committee. The objective for the pro forma which was prepared by Mr. Goren's firm references a potential transition to full time in-house general counsel or other alternatives. The motion made at the Legal Affairs Committee did not pass; however, the concept which evolved from the discussion was to direct Mr. Goren's firm to pursue engaging a deputy general counsel who is Florida Board Certified in Health Care to become part of BH and who would be under the jurisdiction of the General Counsel, The issue was to plant some of the outside counsel work in-house which includes some managed care contract work and some regulatory work as well as physician contracting when appropriate. The objective is that the cost savings gained by engaging the board certified attorney on an in-house basis under General Counsel's jurisdiction would save money.

Mr. Goren said that for the record, he has done some preliminary work in advance of today's meeting. He reported that there are 121 board certified healthcare attorneys in the state of Florida. They could be anywhere in the US but that is their status of their current certification in the state of Florida. Mr. Goren asked if the Board would want them to prepare an RFP packet to describe the position and put it out for responses. Mr. Goren said that they would be happy to do it and the concept is compatible with the terms of their contract with BH.

Commissioner O'Flannery Anderson commented that this was discussed when the Board did General Counsel's evaluation. She said that it doesn't matter to her if they were an employee of the District or an employee of Mr. Goren's firm. She said that this was a gap in an area where the organization would benefit. Commissioner O'Flannery Anderson said how Mr. Goren's carries that out is in material but it appears that it would enhance BH's legal abilities.

Commissioner Di Pietro said he went on the Florida Bar website and looked at board certification for healthcare which was 5 years as a lawyer and a certain amount of experience. He said that it not just being board certified but having lots of experience is really important.

Mr. Nask said that if Broward Health broadens a search and someone comes from another state and he/she doesn't have the certification because it doesn't exist in that state, it limits BH to those who only have healthcare in Florida because we really want to get the best person with the most healthcare experience.

Chair Gustafson said certification is nice but it doesn't speak to the experience.

Mr. Goren said that he would coordinate with Administration and HR on the specifications for the position.

Commissioner O'Flannery Anderson asked if they could make a motion directing Mr. Goren to begin exploring/hiring a staff attorney who has extensive healthcare experience.

Commissioner McKee asked if the Board was directing Mr. Goren to explore hiring a Deputy General Counsel who is a certified health attorney or just a lawyer.

Mr. Goren said that the position can be called a Deputy General Counsel or Associate Counsel but he believes that the Board is more focused on the expertise and background rather than the title. The RFP would need to be crafted to make that decision and it would also be brought back to the board before being put out for responses.

Commissioner O’Flannery Anderson moved that the Board direct General Counsel to explore hiring a Broward Health staff attorney who has extensive healthcare experience. The motion was seconded by Commissioner Fernandez.

Motion carried unanimously.

COMMENTS BY COMMISSIONERS

Commissioner McKee gave a brief report on the Primary Care Meeting: congratulations to the Broward Community Family Health Center that has achieved the first national committee for quality assurance recognition in Broward County; Sept. 12, Gold Coast Home Health and Hospice celebrated the official opening of the refurbished BH Hospice unit 2nd BHMC-WW; BHCHS received a LIP funding in the amount of \$2.3 million for the opening of two new sites to enhance access; and Seventh Avenue Comprehensive Care Center Broward House HIV will change from 2 to 5 days; and the Seventh Avenue Urgent Care Center is going more into primary care services. Also attending was Rep. Gwendolyn Clarke-Reed.

Commissioner O’Flannery Anderson recognized Drew Grossman for his work at BH Coral Springs. She said that over the past couple of years there have been some issues that have come up and Mr. Grossman has really stepped up and addressed those issues. The Hospitalists program is doing great. She thanked everyone for letting her be part of the Glam Doll Dress, it was a terrific event. Commissioner O’Flannery Anderson also thanked Dr. El Sanadi for helping her with her bee sting.

Commissioner Di Pietro wished everyone a Happy Halloween as well as thanked all those who helped in taking care of Larry Day. The Family had nothing but praise to say about BH’s medical team.

Commissioner Gustafson thanked his fellow Commissioner for electing Chair again. He said it is a pleasure working with them.

Commissioner Fernandez complimented that staff who provided excellent care to a friend of his who was transferred to BHMC He especially thanked Dr. ElSanadi for helping with that transfer; Mark Sprada and Calvin Glidewell the family was raving about the treatment and care and just the sensitivity that was shown to them.

NEXT REGULAR BOARD MEETING

The next regularly scheduled Board of Commissioners' meeting will be held on Wednesday, November 14, 2012 at 4:00 p.m. in the 1st Floor Conference Center at Broward Health Weston, 2300 North Commerce Parkway, Weston, Florida.

Meeting adjourned at 6.35 p.m.

Respectfully submitted,
Richard Paul-Hus, Secretary/Treasurer

BY: Maryanne Wing

A FULL RECORDING OF THIS MEETING IS AVAILABLE ON TAPE