The Regular meeting of the Board of Commissioners of the North Broward Hospital District was held on Wednesday, January 30, 2013 at 4:00 p.m. in the auditoriums at Broward Health Medical Center, 1600 South Andrews Avenue, Fort Lauderdale, Florida.

Notice of this meeting is attached to the official Minutes as EXHIBIT I. The official Agenda for this meeting, as presented for the consideration of the Board, is attached to the official Minutes as EXHIBIT II. Original registration sheets listing attendees, as well as those who wished to address the Board, are attached to the official Minutes and are 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 arr: 4:10 p.m.
Commissioner Miguel Fernandez - Board Member
Commissioner David Di Pietro - Board Member –
Commissioner Clarence McKee – Board Member
Commissioner Debbie L. Kohl – Board Member

Excused Absence: Commissioner Richard Paul-Hus, Secretary/Treasurer

The invocation was given by Captain Dan Williams, Chaplain US Air Force, Minister for the 7th Day Adventist followed by the Pledge of Allegiance led by Calvin Glidewell, CEO Broward Health Medical Center.

COMMENTS FROM AUDIENCE:

Ms. Bonnie Parrish who was a volunteer at BHN and then became Chairperson for the North Broward Hospice Adopt-a-Room project, which was a five year project starting in 2003 with a final dedication in May of 2008. She said that in 2002 her daughter Kelly passed away. She was 40 years old and a special needs teacher for 17 years. She set up the Kelly Welsh Fund in memory of her daughter with donations from the community and friends to be designated for the Hospice Unit. She said that both her father and daughter both died in a sterile white hospital room at BHN. In March 2003, she met with the nursing staff of Hospice to see what was needed and it was decided that there was a need for a ‘family room’. It was important for Ms. Parrish that this room be warm and friendly. A small Meditation Garden was also created next to the Family Room because the Chapel was downstairs and too far for grieving families to go to. Monies from the Kelly Welsh fund and donations from businesses and the community created
the Kelly Welsh Family Room and Meditation Garden. She then became the Chair for the
Adopt-a-Room project for BHN’s Hospice unit. There were nine patient rooms, a nurses’ station,
and hallways to make pleasant and relaxing for the patients and families. Since both her father
and daughter died in a sterile white hospital room, she wanted these rooms to be beautiful.
Fundraisers were held to make these rooms beautiful and peaceful for these patients and all
monies for the Adopt-a-Room project were raised by the community, businesses and other family
members who gave donations in memory of their loved ones.

The reason Ms. Parrish was here today was to inform the Board of Commissioners that the
Hospice Adopt-a-Room project at BHN no longer exists. She was told by administration when
Vitas took over that nothing would change and the unit would remain the same. She said that
last week she became aware of changes to the Hospice rooms at BHN. She went to visit the unit
and saw that a project that took 5 years was completely gone and the memory of her daughter
was nowhere to be found. She said it was hard for her to understand why administration would
make a decision to destroy all the efforts of the community involvement and to look to a more
commercial feeling.

Ms. Parrish would like to know why these rooms have been eliminated. She said that as of this
day, she has not received a phone call, a letter or any communications from anyone from
administration at BH North or the District. She feels that this is an ultimate insult with no
consideration or respect for the project, families or the community involvement.

Chair Gustafson said that he and the Board members would get an answer and quickly to Ms.
Parrish.

Patty Reynolds said that her mom passed away in 2006 in the hospice unit at BHN. Everyone
was wonderful and the staff made a difficult time much easier for the family. When she was
approached to get involved in the Adopt-a-Room project she was very supportive and adopted
room 303 in memory of her mother. She thought by creating a less sterile environment it would
help other families in their time of need. She was appalled to find out that her mother’s room
was suddenly dismissed and all the personal items were discarded. Ms. Reynolds said that no
one from the hospital had the decency to call her so she could pick up what was left in her
mother’s room. Ms. Reynolds wants to know why something so beautiful was taken away.

Johanna Gravel-Artist and Painter was hired by Ms. Parrish to do the hallways and work on the
remaining patient rooms. She had also done work on other projects throughout the hospital. Ms.
Gravel wanted to adopt-a-room in memory of her girlfriend on died in Hospice and also worked
on Ms. Reynold’s mother’s room. She too would like to know why this has happened. She said
that the hospital’s motto is “we are there when you need us most”. Where was the hospital when
it was time to inform the families of the decision to remove all that was done in the Hospice unit
by the volunteers and artists. She feels that this action was disrespectful not only to the group of
volunteers but most of all to the families.

Chair Gustafson again reinitiated that they would get an answer from administration.

John deGroot expressed his sorrow to the volunteers of the Adopt a Room project then went on
to question why Vistas was allowed to happen without Board approval.

Representative Gwendolyn Clarke-Reed expressed concern as to what was going to happen after
the December 19, 2012 Public Hearing on House Bill 711 and asked when the Board was going
to vote on that information. She said that there was no vote to make any changes at the December 19th meeting nor was there a vote to accept the audit report. She asked when a vote will be taken on that meeting.

Rep. Clarke-Reed requested that she also be informed as to what happened with the Hospice Unit at Broward Health North.

Mr. Goren said that the motion created by Commissioner Di Pietro did accept the report by Deloitte and added a direction to the organization to look at the long term structure of things but by no means to convert to a private organization. Mr. Goren said that the board took appropriate public steps to review the report, to allow for public comment and accepted the report in compliance with the requirements of House Bill 711. He also stated that the results of that meeting were also published.

Chair Gustafson said the Board has done everything to be in compliant with the statute and there is no need to do anything else at this time. He stated that a representative of the District will certainly keep her abreast of anything forthcoming.

Rep. Clarke Reed stated for clarification purposes: on December 19, the Board voted to accept the report—and that there was not another vote saying that the hospital was not going to be privatized. At this time, Mr. Goren read for the record, Commissioner Di Pietro’s motion that was approved by the Board on December 19th Public Hearing.

Rep. Clarke Reed said that the community is still waiting to hear what their decision will be.

Chair Gustafson said the decision was made, BH is still continuing to function as it has been. Broward Health does not need to make a decision now as to whether they will sell, privatize or lease; they have done what was required of them by the legislature.

Rep. Gwendolyn Clarke Reed asked if the Commissioners are prepared to take a vote to privative or remain public.

Commissioner Di Pietro said that he read the Deloitte report very closely. What he ascertained from the report was that BH’s operations were good from a quality and cost standpoint; however, page 11 of the report caught his eye. He said that the report was pretty clear in saying, because of the Affordable Healthcare Act and the other federal government’s mandates, it is important for BH to make some sort of strategic planning decisions. In clarifying his motion, Commissioner Di Pietro said he left the strategic planning open to the Commissioners so that they can discuss what the future of the District is going to look like because of the Affordable HealthCare Act and other federal government mandates. How is this going to affect Broward Health in the future?

Rep. Gwendolyn Clarke-Reed said that the Commissioners did not need to answer this question today but she would like to know what the strategic timeline was going to be because the community is concerned. The community feels like everything is hanging out there because they did not hear a vote that said BH was not going to privatize the hospital and that was what they were waiting to hear and she wants to make sure that what they hear is correct and not anything erroneous.
Mr. Nask said that as it relates to Rep. Clarke Reed’s concern, the discussion was to leave the system status quo. Mr. Nask said that they met the requirements of House Bill 711 and there are no plans to do anything but to continue operating the system as they have been.

Commissioner McKee said that in reading the statute’s requirements and the Deloitte report there is no reason or requirements for BH to do anything right now than what they are currently doing—continue to operate as before. He said that the law has some very stringent requirements that the Board must follow before anything could be done. Commissioner McKee stated that at this time, there is no reason for BH to change its structure and it won’t be changed unless there is a very strong reason to do so.

Mr. Nask said that the Affordable Health Care Act encompasses a number of outstanding issues: will the Governor vote to extend Medicaid coverage; who will be eligible to sign up for healthcare exchanges; and what lives are going to be covered. BH is currently working with insurance companies and physicians to build a network to answer these challenges.

**APPROVAL OF MINUTES**

1. Request approval of the Minutes of a Regular Meeting of the Board of Commissioners held December 19, 2012 Board of Commissioners meeting.

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

   **THAT THE MINUTES OF THE REGULAR MEETING OF THE BOARD OF COMMISSIONERS HELD ON DECEMBER 19, 2012 BE APPROVED AS PRESENTED.**

   Motion carried unanimously.

2. Request approval of the Minutes for the Special Public Hearing of the Board of Commissioners held on December 19, 2012 at 5:00 p.m.

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

   **THAT THE MINUTES OF THE SPECIAL PUBLIC HEARING OF THE BOARD OF COMMISSIONERS HELD ON DECEMBER 19, 2012 AT 5:00 P.M. BE APPROVED AS PRESENTED.**

   Motion carried unanimously.

**MEDICAL COUNCIL AGENDA**

3. **BROWARD HEALTH MEDICAL CENTER**

   Dr. Chokshi reported that on January 15, 2013 Joint Commission awarded BHMC Certification to the Cancer Services Disease Specific for its Advanced Palliative Care program. BHMC is the first hospital in Florida to get this designation.
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 O’Flannery Anderson, seconded by Commissioner Fernandez:

THAT THE BOARD OF COMMISSIONERS APPROVE THE RECOMMENDATIONS OF THE BROWARD HEALTH MEDICAL CENTER’S MEDICAL COUNCIL OF ITEMS 3 (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

Motion carried unanimously.

4. BROWARD HEALTH NORTH

Dr. Ford informed the Commissioners that on January 23, BHN hosted the Senior Dating Game, the first in a series geared to senior bachelors and bachelorettes age 65 plus. There were 12 contestants and an audience of 200 community members who attended the event held in BHN’s conference center.

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 Additions, Changes and Resignations; 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 4 (A-E):

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

Motion carried unanimously.
5. **BROWARD HEALTH CORAL SPRINGS**

Dr. Greenspan reported on the following:

- BH Coral Springs started out the New Year with a new Medical Director for the Emergency Department, Dr. James Roache who came from BHMC. Dr. Roache attended his first medical council and is working independently on doing an analysis on how to streamline and expedite the delivery of healthcare in the ER, which has been very busy this month due to the Flu season.

- The manager of the BHCS Wound Care, Debbie Lipscomb was honored by Healologic, the corporation that supervises its wound care services. She received the southern regional Manager of the Year Award for the overall success of the program and her dedication and commitment in the field.

Dr. Carrie Greenspan, Chief of Staff of Broward Health Coral Springs, 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 Fernandez, 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 5 (A-D):**

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

**Motion carried unanimously.**

6. **BROWARD HEALTH IMPERIAL POINT**

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 Fernandez, seconded by Commissioner O’Flannery Anderson**
THAT THE BOARD OF COMMISSIONERS APPROVE THE
RECOMMENDATIONS OF BROWARD HEALTH IMPERIAL POINT’S
MEDICAL COUNCIL OF ITEMS 6 (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.

Following Dr. Groene’s Medical Staff report, Chair Gustafson said that the Board would like to address and vote on Item 14 that is currently listed on the Discussion Agenda:

Regulation regarding Smoking on Broward Health Campus.

Dr. Groene said that the Medical Staff feels that BH should have Smoke Free Campuses for the health of the patients and employees who have to walk through clouds of smoke. She also feels that BH should also try and help those employees who smoke to conquer this damaging addiction. Dr. Groene said by doing this it will give the perception in the community that as an organization BH is taking the lead in promoting health. She feels as do the other physicians that this should encompass the entire campuses of BH because air belongs to everyone.

She then introduced Dr. Weiner who will provide data on the dangers of second-hand smoke and why the physicians feel so strongly about this issue.

Dr. Douglas Weiner is a Pulmonary and Critical Care Sleep Specialist who practices primarily at BHMC. Dr. Ryder said this is a subject he feels very strongly about. He went on to read articles that have been printed in a number of medical journals that show data regarding the dangers of second-hand smoke. He said that he wants the message to be that if you come to a BH facility, you cannot smoke.

Dr. Groene, with the other Chiefs standing beside her, said that BH is not Walmart, it is not a Water Management District, it is a healthcare organization and it should hold itself to a higher standard. She asked that BH not be the last organization for eliminating the risk of passive smoke. Dr. Groene stated that all of the best hospitals in the country enforce these types of measures and the physicians want BH to be one of those best hospitals in the country that have the foresight to do this. She noted that the physicians also being supported by all of the regional CEOs, COOs and CNOs.

Commissioner McKee provided a quick overview of the actions taken at the Governance Committee. He noted that General Counsel outlined what the legal options were and also the industry standards. He said that BH has essentially five options: continue to do nothing; total ban; write a local bill by the delegation but that time has passed; create a general bill; or obtain an opinion from the Attorney General. He then addressed the motions that were made at the meeting which resulted in a one-way tie bringing it back to the Board for approval.

Commissioner McKee said he understood what the doctors were saying and sympathizes with them. He knows smoking is bad but how big a nanny are we going to be. There are
tax payers visiting patients who smoke and might become stressed over their loved one and they need to smoke. Commissioner McKee feels that it is unfair to tell a family member that they cannot go out in the parking lot to have a smoke. He also feels that this could be subject to a legal challenge as well.

Dr. Groene said with regard to a person being nervous and needs to smoke, we don’t allow drinking on BH campuses so why would BH allow smoking. She did not see this as a valid defense.

Commissioner McKee said that he would like for Commissioner O’Flannery Anderson to express her views and if the Chair allows, a motion can be made and there could be discussion to get input from the other Commissioners.

Commissioner O’Flannery Anderson said she wanted to recognize Commissioner McKee for being quite the gentleman the other night at the Governance Committee by voting so they could have this discussion with the full board.

Commissioner O’Flannery Anderson said that she has been a Commissioner for three (3) years and during that time she could not think of another issue where all of the Chiefs were standing together and imploring the Commissioners to vote on something. She said that she knows that for some this conflicts with different personal beliefs. Commissioner O’Flannery Anderson commented that BH has an amazing team of chiefs and professionals who are imploring the Commissioners to make this kind of a decision. She said that they are not the doctors nor are they the experts: however, they are here to set good policy based on great direction. Commissioner O’Flannery Anderson feels that this is not earth shattering-- it is falling in line with other healthcare systems in BH’s area and with national leaders. Commissioner O’Flannery Anderson agrees with the doctors that this is a way for BH to set a standard and to care for its patients.

Commissioner O’Flannery Anderson said that personally for her she has the upmost respect and admiration for BH’s doctors and Chiefs. She said that she has never seen them stand so strongly together about something and she feels that as Commissioners, they have a duty to follow and respect their wishes. She said that she appreciates the research and the time and thoughtfulness that the general counsel team has put together on this issue but when looking at Jackson, Memorial, Cleveland Clinic and Holy Cross, and BH has not done this yet—she thinks that this is the standard that they need to follow.

Commissioner Kohl said that at the Governance Committee meeting she made her dilemma with this decision known and although she has some personal objection, it is clear to her after hearing everyone from the hospital speak that this is the majority of the hospital who wants this ban on smoking and she will support it.

Commissioner Fernandez asked if South Broward has banned smoking.

Mr. Goren said that he has cited to the Board several different venues where smoking has been banned—Memorial prohibits all tobacco products and electronic cigarettes all around their campuses including parking lots and in vehicles. It is a comprehensive policy and whatever their interpretation of state law is, they believe they have their own authority to do it.
Commissioner Fernandez said that he thought in reading General Counsel’s memorandum that BH needed to get an Attorney General’s opinion.

Mr. Goren said that BH’s counsel believes that the special act that governs BH gives it the authority to regulate activities and behaviors on all of its properties. He said that being said, there are several AG opinions and other discussions in case law that are not able to regulate smoking outside the Florida Clean Indoor Act without state legislation. He then referenced the School Board’s exemption. Mr. Goren said that BH’s legal counsel believes that this Board has the independent authority to regulate behaviors on its own campuses.

Commissioner Fernandez said so the answer it that we do not need to go to the AG for an opinion. He said that he supports this action.

Commissioner Di Pietro asked what the current policy states. He was told that employees can go to designated smoking areas. Commissioner Di Pietro said he would support employees not smoking but he has an issue telling the public what they can and cannot do in stressful situations. He said that he does not support smoking but he has an issue to telling the public that they cannot smoke when visiting our facilities.

Commissioner O’Flannery Anderson moved that the North Broward Hospital District accept the recommendation of all of the Chiefs of Staff and vote to become a smoke-free system with all of the campuses being smoke-free. Seconded by Commissioner Fernandez.

Mr. Goren said that the motion will include drafting a board policy which would essentially characterize what is trying to be accomplished as well as adopting that policy in some future moment.

To clarify the emotion, Mr. Goren stated that Commissioner O’Flannery Anderson directs General Counsel to prepare an amendment to the existing policy to essentially make the North Broward Hospital District a Smoke-Free Campus environment and to bring back the policy for final approval by the Board of Commissioners. Seconded by Commissioner Fernandez.

Roll call vote showed:
- Commissioner O’Flannery Anderson - yes
- Commissioner Gustafson - yes
- Commissioner Fernandez - yes
- Commissioner Kohl - yes
- Commissioners’ McKee - No
- Commissioner Di Pietro - No

Motion passed – 4 - 2

PRESENTATION BY LINDA BAUMANN AND JACQUE SMITH ON THE OIG INVESTIGATION:

Ms. Baumann reminded the Board that the subpoena was served on BH in May 2011 and since that time they have been working with the government to be responsive and to fully
cooperate with the subpoena as best they can and consistent with BH’s best interest. She said that there were 27 named physicians, one physician group. The subpoena was very broadly phased about their contracts, general financial relationships, compliance programs; staffing plans and financial reports. It was very broad and some of the requests were not even limited to the specific doctor’s name. Ms. Baumann stated that when they last spoke to the Commissioners back in July 2012, they had made 7 productions of documents; 8th production was made on July 13; 9th production on August 14; and then a 10% and largely final production on November 21st. In total, there have been 10 productions of documents made to the government and they anticipate that there will be one remaining which will be largely involving the privilege log, which Mr. Smith will discuss. Essentially all of the physicians that issued their contractual arrangements have been discussed and advocated for at this point. We also talked about the compensation methodology meeting the stark law exception being fair market value, commercially reasonable and not taking into account the volume or value of referrals. She said that at this point, there is one more letter that will be going in addressing one physician and group practice that have different legal issues because they are not employees so there will be a letter going in to address them in February.

At this time Mr. Smith addressed the Board with regard to the Privilege Log and what that entails.

Commissioner O’Flannery Anderson asked Mr. Smith to explain what a Privilege Log is. Mr. Smith stated that a privilege log contains a log of communications between employer and its client for the provision of legal services. All documents that are to and from counsel that contain a request or an explanation of legal services are entitled to be withheld from production to the government. That document is turned over the government and the government can challenge appropriately before a court of competent jurisdictions and, if necessary, there would be a hearing. He said that in rare cases, a court could have an in-camera presentation where they will review on a line-by-line or document-by-document basis to test efficiency of the privilege. Mr. Smith said that it is a doctrine that is recognized for some 200 years in American jurisprudence and it is an important document for the need for legal counsel and for clients who want to do the right thing and get an opinion of counsel before they make a decision.

Mr. Smith said that the privilege log will be going to the government in February. After the privilege log and last advocacy letter are turned in, they expect fully that the DOJ will contact them and will want a meaningful discussion with them about the subpoena, production and letters and what the data says or doesn’t say. Mr. Smith said that they will always act on the board and hospital’s best interest and that they will be kept informed at every stage of the process. He stated that at all times, he and Ms. Baumann and the firm are working very hard to limit the scope of the investigation and if litigation ensues, rest assured they will engage an Aggressive Motion Practice and hold settlement discussions to the extent whenever necessary.

Mr. Smith said that he wanted to publicly commend Mr. Nask, Mr. Goren and Ms. Lewis and their respective staffs. They have been accommodating and professional at every turn. Everything that they have asked for to represent the hospital has been provided to them. Mr. Goren and his colleagues on Florida Law have advised them frequently on Florida Law and they could not have adequately represented the hospital without all of their assistance.
There were no questions.

Commissioner McKee said that about a month ago the finance committee voted 5-0 to adopt a name change from the Heart Center of Excellence to Heart Hospital. It was supposed to come on the agenda the following month. He asked for a status.

Mr. Glidewell said that they are continuing to work on a lot of the initiatives related to the cardiovascular program. One of the items is to participate in the American of College Cardiology NCR so that BH can actually input BH’s performance data on how they are performing as a hospital and benchmark it to other institutions. He said that some of the physicians thought this was a wise move, not that they are opposing the creation or development of a Heart Hospital, but most tertiary hospitals and cardiac programs do participate in this registry. Mr. Glidewell said that they are moving forward with that and anticipate bringing back the idea of a Heart Hospital once they have gotten that data into the registry.

Commissioner McKee asked when they thought it might go to the Board. Mr. Glidewell said he would like to see it come to the Board before the beginning of the next fiscal year.

**CEO REPORT:** No Report

**CFO REPORT:** Mr. Martin gave a brief update on December’s performance.

**He stated that financially December was a good month.**
- Volumes were down during the month.
- Admissions down 5%
- Short stay cases are up by 9%—continuing to see a shift from Inpatient to Outpatient.
- Surgeries down 6%--a lot of key physicians took vacation during the month.
- Outpatient visits down 15% (mainly in PT, Lab and Radiology. Continuing to see a shift in the managed care company’s protocols by limiting the number of visits that are paid for and also directing their members to free-standing outpatient centers.
- ED visits up 6%; compensated ED visits up 9%
- For the month net loss from operations was $11 million vs. a budget loss of $12 million; favorable variance of $1 million.
- For the first six months we have lost $65 million—budgeted to loss $70 million so BH is $5 million favorable through the first six months. Although net revenue is down, everyone is doing a good job of controlling expenses.
- Good month for Investments; YTD BH earned $20 million ---which is $14 million favorable to budget and $40 million better than it was last year.
- Collected $75 million in cash for the month.

**GENERAL COUNSEL REPORT — No Report**
COMMITTEE REPORTS—

Pension and Investment Committee – December 7, 2012 – Commissioner Miguel Fernandez reported that everything was good. The Committee reviewed the portfolio and received a report- the investments are doing very well and the market is doing well. BH is $40 million better than last year. He said that there are some people in the audience that do not value this but healthcare is not going down so it is nice to have a fiscally sound organization.

It was moved by Commissioner Paul-Hus, seconded by Commissioner O'Flannery Anderson that the minutes of the December 7, 2012 Pension and Investment Committee be approved as presented. Motion carried unanimously.

Audit Committee – December 17, 2012 – Commissioner Kohl had to leave the meeting for a prior engagement; therefore, Maria Panyi, Chief Internal Audit gave the report. Ms. Panyi reported that the committee reviewed the Audit reports and Special projects that were completed; discussed the Audits and Projects in progress; there was an update from Corporate Compliance regarding regulatory, policies and procedures; communication/training and education; HIPAA privacy/security; auditing/monitoring. There was also a PwC update.

Audit Committee – January 23, 2013 – Maria Panyi reported that this meeting was held to discuss the current audit contract with Price Waterhouse (PwC). It was the Committee decision to remain with PriceWaterhouse as the external auditing firm.

It was moved by Commissioner McKee, seconded by Commissioner Di Pietro that the minutes of the December 17, 2012 and the minutes of the January 23, 2013 Audit Committee be approved as presented. Motion carried unanimously.

Finance Committee – January 23, 2013-

It was moved by Commissioner O'Flannery Anderson, seconded by Commissioner Fernandez that the minutes of the January 23, 2013 Finance Committee be approved as presented. Motion carried unanimously.

Legal Affairs Committee – January 23, 2013 – Commissioner David Di Pietro reported that the Committee reviewed the quarterly summary of legal expenses; Charlotte Mather provided a Legislative update; the job description for an in-house Senior Associate General Counsel has been completed and ready to go out for an RFP.

It was moved by Commissioner Fernandez, seconded by Commissioner O'Flannery Anderson that the minutes of the January 23, 2013, Legal Affairs Committee be approved as presented. Motion carried unanimously.

Governance Committee – January 23, 2013 – Commissioner Clarence McKee said that there was only one item on the agenda, Regulation regarding Smoking on Broward Health Campuses and that has been resolved earlier in the meeting.
It was moved by Commissioner McKee, seconded by Commissioner O’Flannery Anderson that the minutes of the January 23, 2013, Governance Committee be approved as presented. Motion carried unanimously.

REPORTS

Quality Update – Dr. Boutin / Debbie Rey presented the Value Based Purchasing and Core Measure results from April through November 2012 for each of the regions. She also presented the changes to the VBP that are coming in 2015. Ms. Rey said that the regions are moving in the right direction and are doing quite well; however, there is still work to be done. She then reviewed the Hospital Compare and Hospital HCAPFPS Compare Data for the period of April 2011 to March 2012. She said it would take a year for BH’s current results to be posted. Ms. Rey then presented the Home Health Compare Broward County Quality Indicators and Broward County Patient Satisfaction results for the period of October 2011 through September 2012 and July 2011 through June 2012 respectively.

AGENDA CHANGES—Item 15 was addressed under the Medical Staff Agenda for BH Coral Springs.

CONSENT AGENDA

(Items previously reviewed and recommended for approval at the Finance Committee)

Chair Gustafson entertain a motion to approve Items 7 through and including 10 as listed on the Consent Agenda.


8. Accept Affordable Care Act federal funds in the amount of $428,676 and renovate/improve and enhance the physical plants of three school-based health centers operated by Broward Health.

9. Accept State funding of $250,000, execute an agreement with the Florida Department of Health (FDHOD) and implement High-Impact Prevention (HIP) throughout the Broward Health Primary Service Area (PSA)

10. Approve $70 million in capital expense for infrastructure and facility improvements.

It was moved by Commissioner O’Flannery Anderson, seconded by Commissioner Fernandez that Items 7 through and including 10 as listed on the Consent agenda be approved.

Motion carried unanimously.

DISCUSSION AGENDA
11. Approval of Arent Fox OIG Invoice for Services Rendered through November 2012

Commissioner Di Pietro said that he had the opportunity to speak with Ms. Baumann this afternoon. He said that the invoices would remain the same or a little higher over the next few months but would decrease in a few months.

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

THAT THE BOARD OF COMMISSIONERS APPROVE PAYMENT TO ARENT FOX OIG INVOICES FOR SERVICES Rendered THROUGH NOVEMBER 2012.

Motion carried unanimously.

12. Consideration for the approval to update banking resolution covering the various District accounts at Wells Fargo Bank N.A. and Northern Trust bank, and T.D. Bank.

Mr. Arthur Wallace, VP of Finance presented Item 12. Mr. Wallace informed the Commissioners that this exhibit is to approve an undated banking resolution for accounts at Wells Fargo, Northern Trust and the T.D. Bank. Following the reading of Resolution 13-01-30-1 by Mr. Goren,

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

THAT THE BOARD OF COMMISSIONERS APPROVE: RESOLUTION 13-01-30-1, NAMELY: CERTIFIED RESOLUTION FOR DEPOSITORY AUTHORIZATION, NON-PROFIT ORGANIZATIONS, REPLACING A SIMILAR DOCUMENT APPROVED ON JUNE 24, 2009 PERTAINING TO THE COMMERCIAL BANKING RELATIONSHIPS WITH WELLS FARGO BANK, NA., NORTHERN TRUST BANK, AND T.D. BANK THAT WILL SERVE TO (1) APPROVE THE LIST OF AUTHORIZED SIGNATORIES (BY TITLE), FOR THE VARIOUS BANKING ACCOUNTS, AS CONTAINED IN EXHIBIT A AND (2), AUTHORIZE THE SECRETARY/TREASURER OF THE BOARD OF COMMISSIONERS TO SIGN, NOW, AND FROM TIME TO TIME THEREAFTER, THE MOST CURRENT INCUMBENCY CERTIFICATE SHOWING THE CURRENT OFFICE HOLDERS AS SHOWN ON THE AUTHORIZED SIGNATURE LIST.

Motion carried unanimously.

13. Consideration for the approval by Resolution the authorization for the Chairman of the Board, the President/CEO and the Senior Vice President/Chief Financial Officer to collectively enter into substitute interest rate exchange agreements associated with either or both of the Series 2005A and 2008A Refunding Revenue Bonds.

Following the reading of Resolution 13-01-30-2 by Mr. Wallace,
It was moved by Commissioner Fernandez, seconded by Commissioner O’Flannery Anderson:


Motion carried unanimously.

14. Regulation regarding Smoking on Broward Health Campuses. Moved under Medical Staff Agenda.

15. Review of PPUC Program

Mr. Nask said that administration has had some extensive communications with Commissioner Paul-Hus about the review of the PPUC program. He has been told that administration was compiling data on the program along with a timeline. Mr. Nask said that they told Commissioner Paul-Hus that they would keep him informed of the progress as to their review and conclusions. Mr. Nask said that the Commissioner was fine with that information.

Commissioner Di Pietro asked as part of the review could administration look at our managed care companies—Memorial is getting 30% higher rates—and he believes that would alleviate some of the PPUC pressure if BH could get some better negotiations with its commercial payers. Mr. Nask said that could be part of the review. He also said that there are 700 PPUC contracts that will be reviewed.

In addition, Mr. Nask addressed the Adopt a Room Project issue:
Mr. Nask said that they will be putting together a complete Hospice review at BH North. They will get the people who run the program on board and go through the analysis as to what happened to the Adopt a Room program from 2003. Mr. Nask said that they will report back to the Board once they have all of the information as to what has transpired over the last 10 years with respect to that program as well as getting all of the quality reports that are managed by the program and present an outline of the program at BHN.

Mr. Nask said that there are other hospitals in Broward County that use VITAS: HCA, and Baptist.

Commissioner O’Flannery Anderson asked if it is managed the same as BHMC. Mr. Nask said that BHMC’s Hospice Unit is managed by Gold Coast.

COMMENTS BY COMMISSIONERS

Commissioner Gustafson explained that the purpose of the agenda item “Comments from the Audience” is for people to voice their concerns. The practice has been that the Board
of Commissioners will listen but will not be drawn into a debate and if there is something that needs to be investigated, staff will do so. Commissioner Gustafson said as Chair he listens but will not be drawn in to a debate as to what we are or what we are doing--that is not the role of this meeting.

Commissioner O’Flannery Anderson congratulated Broward Health Medical Center on 75 years of services to the community.

Commissioner Di Pietro said that after reviewing the Deloitte report he wanted to thank everyone (administration and physicians) for the great quality and costs shown in the report. It seems that BH is running a great operation.

To follow up on the Heart Hospital, he was hoping that this project can begin to move forward. He commented that this is something that is wanted by the Board. Commissioner Di Pietro said that BH has a fine cardiology department and he supports them.

Commissioner McKee said that he had the greatest experience last Friday evening and he recommended it to every commissioner. He spent seven (7) hours in the ER at BHMC observing trauma, physicians, nurses, staff, backup paramedics in both the medical and trauma side. He also sat in on some interviews to witness the traffic jams with the paramedics. Commissioner McKee said last year, he did two – 12-hour shifts with BSO paramedics and would also recommend that to the Commissioners. He said that the first contact with medicine for some people is the ER because some people don’t have doctors and financially many cannot afford to go to a doctor. He said he is very proud of all of the physicians, paramedics, nurses, and staff that work in the ERs.

Commissioner McKee announced that this will be his last board meeting. He said that when he was appointed to the Board, he told ex-Governor Crist that he would complete his three (3) year term and then would resign and hat term ended December 13, 2012. Commissioner McKee said that he told Governor Scott that he did not want to be reappointed, no reflection on the position, and that he would be submitting his resignation which Governor Scott has accepted.

Commissioner McKee said it has been a joy and a pleasure working with everyone. He said he has learned a lot about the healthcare industry from Mr. Nask, physicians and staff and what the impact of the Affordable Healthcare Act is going to have on Broward Health. Commissioner McKee urged his colleagues to continue his battle to get full review of physician and consultant contracts and thanked everyone for being such a great team.

**NEXT REGULAR BOARD MEETING**

The next regularly scheduled Board of Commissioners’ meeting will be held on February 27, 2013 at 4:00 p.m. in the Conference Center at Broward Health North, 201 East Sample Road, Deerfield Beach, Florida

Meeting adjourned at 6:05 p.m.

Respectfully submitted,
Richard Paul-Hus, Secretary/Treasurer
BY: Maryanne Wing

A FULL RECORDING OF THIS MEETING IS AVAILABLE ON TAPE