

**NORTH BROWARD HOSPITAL DISTRICT
BOARD OF COMMISSIONERS'
REGULAR MEETING
Wednesday, March 13, 2013- 4:00 p.m.
Broward Health Medical Center
Auditoriums**

MINUTES

The Regular meeting of the Board of Commissioners of the North Broward Hospital District was held on Wednesday, March 13, 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 on file in the Board of Commissioners' office.

In the absence of the Chairman, Commissioner Joel Gustafson, Vice Chair Commissioner Jennifer O'Flannery Anderson chaired the meeting. The meeting was called the meeting to order at 4:00 p.m.

ROLL CALL

Commissioners:

Present:

Commissioner Jennifer O'Flannery Anderson, Vice Chair
Commissioner Richard Paul-Hus, Secretary/Treasurer
Commissioner Miguel Fernandez - Board Member
Commissioner David Di Pietro - Board Member
Commissioner Debbie L. Kohl – Board Member

Excused absence: Commissioner Joel Gustafson

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

COMMENTS FROM AUDIENCE:

Mr. John deGroot addressed the Board of Commissioners. After making some negative comments he then asked two questions of the Board. Vice Chair O'Flannery Anderson stated that they were there to hear his comments and not to debate with him.

APPROVAL OF MINUTES

1. Request approval of the Minutes of a Regular Meeting of the Board of Commissioners held January 30, 2013.

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

THAT THE MINUTES OF THE REGULAR MEETING OF THE BOARD OF COMMISSIONERS HELD ON JANUARY 30, 2013 BE APPROVED AS PRESENTED.

Motion carried unanimously.

2. Request approval of the Minutes of a Regular Board Meeting of the Board of Commissioners held on February 27, 2013.

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

THAT THE MINUTES OF THE REGAUL MEETING OF THE BOARD OF COMMISSIONERS HELD ON FEBRUARY 27, 2013 BE APPROVED AS PRESENTED.

Motion carries unanimously.

MEDICAL COUNCIL AGENDA

3. **BROWARD HEALTH MEDICAL CENTER**

February Report:

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 Paul-Hus, seconded by Commissioner Kohl:

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.

March Report

- 3A: 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 Paul-Hus, seconded by Commissioner Kohl:

THAT THE BOARD OF COMMISSIONERS APPROVE THE RECOMMENDATIONS OF THE BROWARD HEALTH MEDICAL CENTER'S MEDICAL COUNCIL FOR ITEMS 3 A (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**

Ms. Grant, CEO of BH North informed the Commissioners that BH North won the Quality Expo which was held the first part of February in both the Showcase (1st Place) and Storyboard (1st and 2nd Place) categories.

February Report:

In the absence of Dr. Douglas Ford Chief of Staff of Broward Health North, Pauline Grant CEO 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 Resignations; Allied Health Reappointments; Community Health Services Additions; and Community Health Services Reappointments.

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

THAT THE BOARD OF COMMISSIONERS APPROVE THE RECOMMENDATIONS OF BROWARD HEALTH NORTH'S MEDICAL COUNCIL FOR ITEMS 4 (A-E):

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

Motion carried unanimously.

4A. March Report:

Prior to Ms. Grant's reading of the Medical Council's request, Commissioner David Di Pietro informed the Board that he had a conflict relating to Dr. Neena Gupta. Mr. Goren stated that Commissioner Di Pietro would not be voting on Dr. Gupta and would file the appropriate paperwork by the April 24th Board meeting.

In the absence of Dr. Douglas Ford Chief of Staff of Broward Health North, Pauline Grant CEO reported that the Medical Council had reviewed and recommended for approval by the Board of Commissioners all exhibited Medical Staff Changes and Resignations; Medical Staff Reappointments; Allied Health Additions and Changes; Allied Health Reappointments; and Community Health Services Additions; .

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

THAT THE BOARD OF COMMISSIONERS APPROVE THE RECOMMENDATIONS OF BROWARD HEALTH NORTH'S MEDICAL COUNCIL FOR ITEMS 4A (A-E):

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

Motion carried unanimously.

Vice Chair O'Flannery Anderson asked to have the quality posters and the winning presentation at the April Board meeting.

5. BROWARD HEALTH CORAL SPRINGS

Dr. Greenspan provided the following update:

- BHCS received the Bronze Achievement Award from the American Heart Association/American Stroke Association for meeting "Get with the Guidelines Stroke Achievement Indicators" for improving quality patient care and outcomes this past quarter.
- Tammy Kellerman, RN in the Wound Care Center was selected as the Nurse of the Year by Healogics. Ms. Kellerman is the only winner among 550 nationwide HPO Wound Care Centers.
- BHCS's Wound Care Center also received from Healogics the Distinction Award for the 4th straight year and the Robert Warner MD Award for the second year in a row for achieving quality outcomes and great customer service scores.
- BHCS's Medical Council approved a \$5,000 sponsorship for a table at the Broward Health Foundation Ball on April 6.

February Report:

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 Paul-Hus, seconded by Commissioner Kohl:

THAT THE BOARD OF COMMISSIONERS APPROVE THE RECOMMENDATIONS OF BROWARD HEALTH CORAL SPRINGS MEDICAL COUNCIL FOR ITEMS 5 (A-D):

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

Motion carried unanimously.

5A: March Report:

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 O’Flannery Anderson, seconded by Commissioner Fernandez:

THAT THE BOARD OF COMMISSIONERS APPROVE THE RECOMMENDATIONS OF BROWARD HEALTH CORAL SPRINGS MEDICAL COUNCIL FOR ITEMS 5A (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. Groene reported that BHIP is ramping up going live for the Golive Computerized Physician Order Entry. They have 211 physicians signed up for training in the first week. They need to do 300.

February Report:

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 Cobo, seconded by Commissioner Gustafson:

THAT THE BOARD OF COMMISSIONERS APPROVE THE RECOMMENDATIONS OF BROWARD HEALTH IMPERIAL POINT'S MEDICAL COUNCIL FOR 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.

6A: March Report:

Prior to Dr. Groene's reading of the Medical Council's request, Commissioner David Di Pietro informed the Board that he had two conflicts relating to Dr. Subhash Gupta and Dr. Delisa Skeete-Henry. Commissioner Di Pietro also stated that all of these conflicts have been previously disclosed to Broward Health. Mr. Goren stated that Commissioner Di Pietro would not be voting on Dr. Gupta or Dr. Skeete-Henry and would file the appropriate paperwork by the April 24th Board meeting.

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 Cobo, seconded by Commissioner Gustafson:

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

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

Motion carried unanimously.

CEO REPORT:

Mr. Nask reported that he and several of the Commissioners (O'Flannery Anderson, Gustafson, Di Pietro) and Mr. Martin attended the Florida Hospital Association Hospital Days in Tallahassee on March 11-12. Mr. Nask said that he would also be attending the

Safety Net Hospital Alliance Days in Tallahassee on April 8-9 and invited the Commissioners to attend.

Mr. Nask commented that at the FHA Hospital Days they were able to sit through the Senate version of the Medicaid Expansion Committee. The Governor has endorsed expanding Medicaid; however, the House and the Senate voted down the notion of Medicaid expansion in the true Medicaid tradition. Mr. Nask stated that the House and Senate will be proposing an alternative model by using the Healthy Kids organization which is a public private partnership that allows both commercial coverage for kids at low cost health premiums and a Medicaid option plan. Mr. Nask said that one of the options being proposed by the Senate was that they would create a healthy adults program and run it through the same infrastructure and insure those who are not currently insured and those who would be eligible for the Medicaid Expansion program which is essentially single adults. Mr. Nask said that he was not sure if this was a material difference than what the Governor proposed but as long as there is a vehicle to do this, he believes that BH would be okay.

Mr. Nask also commented on the DRG reimbursement program which was another significant issue that they dealt with in Tallahassee. Mr. Nask said that Simulation 17 developed by AHCA several months ago produced some substantial reimbursement reductions particularly for the teaching facilities.

He informed the Commissioners that the Safety Net group met with the Governor and his healthcare czar, Karen Zeiler a few weeks ago and it was suggested that they need to consider some other options for the DRG methodology. They are now going through those methodologies that would consider graduate medical education.

Mr. Nask informed the Commissioners that there were some concessions made for pediatric facilities but not imbedded pediatric facilities i.e., Joe DiMaggio and Chris Evert—the ones that have pediatric programs within the hospital subject to just hospital reimbursement. Mr. Nask said that those items are being evaluated. The DRG reimbursement program will be put in place in July 2013 which leaves just a few months to come up with a methodology and then have everyone transition to that program.

Mr. Nask said that the Medicaid Expansion (begins in 2014) and the DRG reimbursement programs were their two priorities; however, there were several other issues like trauma expansion and nursing hours of care that were also discussed.

Commissioner Di Pietro asked if BH was okay with the software for the DRG program and asked if it has been purchased. Mr. Martin said that they have to wait for AHCA to make the final determination before BH can move forward. Mr. Nask said that other states have DRG processing so it is not new and Siemens would have this software. He said that there are a lot of challenges with the DRG program not the least of which is that AHCA appropriately adopt policies to implement it and not just take a model to see where the numbers add up just to keep everyone happy. He also said that there needs to be policies on graduate medical education, pediatrics and wage index.

Mr. Nask said that he handed out the power point presentation by Dr. Frisk, who was a heart and transplant surgeon that he presented at the FHA meeting. There are a lot of

statistics in the report about other systems that have tried to move into insuring everyone in the state and how those programs have worked or have not worked.

Mr. Nask said that the CPOE rollout is coming around and BHIP has taken a very strong stance on participating in the CPOE. It may funnel up to some physicians that might not be happy with that decision but from everything that BH has learned, it is either mandated or it gets chaotic. It is important that there is a full implementation. This is a quality improver and everyone needs to be trained.

Mr. Nask also gave the Commissioners an article from Health Affairs regarding Graduate Medical Education (GME) which talks about the challenges around the country with GME—it is Medicare and it is a \$9.5 billion budget item with 115,000 residents in training. Mr. Nask stated that the legislators are looking at the reimbursements for the GME and IME methodology that go into funding that program. Mr. Nask said it was not clear whether the 115,000 residents in training are the slots that are approved by Medicare. BH has 100 residents and not all of the slots have been approved so BH has taken on the expense of some training programs. Jackson has 1,000 residents and they have 600 slots approved. Mr. Nask said that GME is under a magnifying glass and BH needs to keep abreast of that program.

Mr. Nask announced that on April 6, Broward Health Foundation will be holding a system-wide gala with 500 people who have signed up to attend. To date, \$400,000 has been raised and that is exclusive of \$50,000 and \$75,000 challenge grants put up by two donors for the virtual hospital program.

Vice Chair O'Flannery Anderson thanked Mr. Nask and Ms. Grant for the report on Vitas.

CFO REPORT:

Mr. Martin informed the Commissioners that the books for February have just closed; therefore, he will not be giving a full report for the month. Mr. Martin apologized and said that he will send out a memorandum similar to the one he did for January outlining February financials. .

Overview for February:

- Volumes are down.
- Operations—this is the first time in 5 months that BH failed to meet budget. We are about \$1.2 million short of budget; year to date BH is still \$5 million ahead of budget and \$7 million better than last year. When factoring in the investment income which has been very good this year, the investment income for the first 8 months has been \$36 million about \$29 million more than budget and \$34 million more than last year.
- Excess revenue of expenses for the first 8 months, BH has brought in a positive \$42 million vs. a budget of \$8 million for a positive gain of \$34 million or actually \$45 million better than last year.

Vice Chair O'Flannery Anderson asked if BH is still seeing the increase in Short Stays in the ER.

Mr. Martin stated that ER volume was slightly down this month. He explained that when factoring in BH's budget for the current year, they look at percentages based on prior periods from last year-- February had 29 day—this year we did not adjust February for 28 days, ER volumes would have been right in line with budget. During the last three months since hiring the Hospitalist at BHCS, we have seen a major decline in short stay cases coming in from Coral Springs--patients are being better managed.

Mr. Martin will give a full report at the April Board meeting on the March financials

GENERAL COUNSEL REPORT

Mr. Goren said that he has **two requests for Conflict Waivers** that need to be voted on by the Commissioners. Both are from the Gray Robinson law firm.

The first one is in connection with a waiver for the firm to handle a matter for the City of Coral Springs pertaining to the termination of one of its retirement pension programs. Mr. Goren reminded the Commissioners that Mr. Herin of Gray Robinson is representing BH in a matter adverse to the City of Coral Springs pertaining to the City's fire services special assessment. In order for Gray Robinson to now represent the City in this limited matter/engagement, both the City Commission and the BH Board of Commissioners must waive the conflict.

Following some discussion, it was moved by Commissioner Paul-Hus, seconded by Commissioner Kohl that the waiver be approved. Motion carried. Vice Chair O'Flannery Anderson opposed.

Regarding the second waiver, Mr. Goren stated that the District has an outside firm that has handled its collection work for about 10 year and the District has a case pending against a group call Medica Healthcare Plans. It is a case pending in the Broward Circuit Court that bundles a number of insurance claims which the District is pursuing Medica for the repayment of insurance proceeds.

This request from Gray Robinson is asking that they be allowed to represent Medica in the defense of that law suit in a very limited basis wavier pertaining to settlement efforts only. The language for that limited basis is clearly stated in the letter.

Mr. Goren said that this is a very limited request and only asked that the Gray Robinson firm be permitted to assist Medica in mediation discussion between BH's counsel and them. Mr. Goren advised the board that the lawsuit currently pending is very substantial. He said it is not right for trial but right for mediation. Mr. Goren said that this waiver only allows the Gray Robinson firm the opportunity to have access to the mediation process only—it does not include nor shall it embrace any post mediation conversations. Mr. Goren stated that if this language was not in the letter, he would not support this waiver.

Commissioner Di Pietro said that this is a waiver that he could not support. They will be in an adverse position for purposes of a settlement against Broward Health. The Commissioner believes that this conflict is not waiveable.

It was moved by Commissioner Fernandez that the Board approve the waiver. There being no second to the motion, the motion failed.

Mr. Goren then provided an update on the Smoking Policy. He said that they have met with the professional staff (Dionne Wong, Risk Management etc.) to work to bring back to the April board meeting a set of revised policies for the Board to consider and approve. He said bearing in mind that these policies will be following state law with regard to covering all of BH's properties. There are certain implementation challenges that need to be addressed and they will also be brought to the Board. Mr. Goren stated that there are challenges with regard to dealing with three separate categories: 1) smoking by employees; 2) smoking by patients; and 3) smoking by visitors of patients.

Vice Chair O'Flannery Anderson said that it is important to realize that this is not a switch that we can just flip, this is something that must be staged and have some process.

Mr. Goren said that BH needs to get to a common ground to implement this ban.

Public request under Chapter 286: Mr. Goren requested permission to hold two attorney client shade sessions on April 24, 2013, following the regular Board of Commissioners meeting. One for the Vega case and the other is the Velez case, both pending in the Broward Courts. One is scheduled for trial on the 29th of April and the other is scheduled for the 6th of May. These are both civil rights cases. Mr. Goren said that he will have some private conversation with each of the board members prior to April 24th.

It was moved by Commissioner Kohl, seconded by Commissioner Fernandez that Mr. Goren's request to have two shade sessions on April 24 be granted. Motion carried unanimously.

Sovereign Immunity Bill: Mr. Goren said that they are tracking this bill. This is a bill worth watching because it has major implications for both local government and special district government.

Update on the position for a Senior Associate General Counsel: Mr. Goren reported that this position was advertised several months ago and BH has received a large number of applicants. Mr. Goren said that his law firm has been combing through the applications and hopes to have a short list and begin interviewing in the month of April and have someone on board in May.

Commissioner Di Pietro asked what kind of short list. Mr. Goren said they were looking to short list 10 or 11 applicants. We have focused on years of professional service as well as state certification. He said that there are some very qualified candidates.

Commissioner Di Pietro asked who would be serving on the selection committee. Mr. Goren said that members of the last selection committee included: Roland Benson, Debbie Been, Donna Lewis, Mr. Nask, Dionne Wong, Mr. Goren and Kerry Ezrol and some others. He said that those interviews went through a very lengthy process. Commissioner Di Pietro asked if the applicants were going to be ranked. Mr. Goren replied yes. Commissioner Di Pietro asked if they will all be presented to the Board or how will they be presented to the Board. Vice Chair O'Flannery Anderson reminded the Board that this is not a position that the Board hires--this will be a BH employee. Mr. Goren said that he will keep the Board updated on the process and would also be happy to share the resumes of those who are to be interviewed. Mr. Goren said he would welcome their comments.

AGENDA CHANGES- None

DISCUSSION AGENDA

7. Acceptance of the Interim Financial Statements for the Month of January 2013.

Mr. Martin stated that the January financials were reviewed at the January Finance Committee meeting. He then asked for approval of the January Interim Financial statement.

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

THAT THE BOARD OF COMMISSIONERS ACCEPT THE INTERIM FINANCIAL STATEMENTS FOR THE MONTH OF JANUARY 2013.

Motion carried unanimously.

8. Approval of the Arent Fox OIG Invoices for December Services 2012

Mr. Goren presented and asked for approval. Commissioner Di Pietro said he had no issues with this approval.

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

THAT THE BOARD OF COMMISSIONERS APPROVE THE ARENT FOX OIG INVOICES FOR DECEMBER SERVICES 2012.

Motion carries unanimously.

9. Approval of the Arent Fox OIG Invoices for January Services 2013.

Commissioner Di Pietro said that he had an issue with the charges for the paralegals. He felt that they were a little high. Mr. Goren stated that he would be happy to discuss this matter with Ms. Baumann.

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

THAT THE BOARD OF COMMISSIONERS APPROVE THE ARENT FOX OIG INVOICES FOR JANUARY SERVICES 2013 PENDING THE OUTCOME OF THE DISCUSSION BETWEEN MR. GOREN, COMMISSIONER DI PIETRO AND MS. BAUMANN RELATING TO THE PARALEGAL FEES.

Motion carried unanimously.

10. Authorization for the President/CEO to submit a response to the Agency for Health Care Administration's managed care ITN with a proposal fee of \$755,464, subject to General Counsel's review and approval as to legal form and conditioned on no material changes in the approved business terms.

Mr. Martin stated that administration is requesting approval for BH to apply for the ITN for purposes of going out for the Medicaid Managed Care award. The plan is to award

two HMOs and one PSN within Broward County. Mr. Martin informed the Commissioners that in applying for the application BH will need to submit \$755,464; if BH does not win the award, those dollars would be refundable to BH. If BH wins the award, the money would be used as an offset for the additional capital reserve that BH would need to put aside because the contract would be a capitated contract.

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

THAT THE BOARD OF COMMISSIONERS AUTHORIZE THE PRESIDENT/CEO TO SUBMIT A RESPONSE TO THE AGENCY FOR HEALTH CARE ADMINISTRATION'S MANAGED CARE ITN WITH A PROPOSAL FEE OF \$755,464, SUBJECT TO GENERAL COUNSEL'S REVIEW AND APPROVAL AS TO LEGAL FORM AND CONDITIONED ON NO MATERIAL CHANGES IN THE APPROVED BUSINESS TERMS.

Motion approved unanimously.

11. Authorization for the President/CEO to enter into a 3 year agreement with Sound Physicians for Internal Medicine Hospitalist Services at Broward Health Coral Springs subject to General Counsel's review and approval as to legal form and conditioned on no material changes in the approved business terms.

Mr. Paul Echelard, Diego Martinez M.D., Alice Taylor and Drew Grossman presented items 11 and 12.

Mr. Echelard informed the Commissioners that Administration is requesting to contract with American Physicians d/b/a Sound Physicians for a period of 3 years with a 2 years renewal option. This request is to provide Internal Medicine hospital coverage for uninsured as well as BH's unassigned patients that come through the ER. This supports BH's strategy of providing high quality services to BH's patients.

Mr. Echelard advised the Board that currently BH is contracted with another Hospitalist group (Eagle Hospitalist Inc.). They started providing services at BHCS in October of 2012 and started in December 2012 at BHIP. In February of 2013, Eagle informed BH that they wanted to pull out of the State of Florida and not have any practice going on in the State.

The original selection of Eagle as the hospitalist provider was done through an RFP. The process that BH followed was to go back to the companies that had previously participated in the RFP process and to look at the rankings as well as calling out to each of the companies and asking them to provide BH with new proposals with new information. Following receipt of those proposals, BH met with them and spoke to each of the individual companies to vet out their proposals. After looking at all of the information and the original rankings and Sound being the number two choice in the original RFP process, it was then determined that BH would like to enter into an agreement with Sound Physicians Inc.

Mr. Echelard then introduced Dr. Diego Martinez, Vice President of Business Development for all of the mid-Atlantic regions.

Dr. Diego Martinez addressed the Board and gave a brief overview of who Sound Physicians are and what they do. They are the 2nd largest hospitalist company in the country. They have programs in 73 hospitals; employs 700 physicians; hired 262 physicians last year; turnover rate is 6% which is very low compared with any other hospitalist company in the country. They started on the west coast in 2001 and in the past two years have moved to the east coast. Dr. Martinez indication they are interested in quality programs and believe that BH is going to be a good partner for them.

Dr. Martinez stated what Sound will be bringing to the table is a solid infrastructure that is going to prepare the hospitals for what is coming up in the next two to three years with healthcare reform. Sound needs to be sure that they create a strong partnership where they will help BH not only to give good care to its patients, which is their first value, but also to help BH reduce its financial risk. Sound knows the importance for hospitals to focus on Value Base Purchasing (all the hospital required conditions and anything related to satisfaction). Sound is on target for all of those areas as well as supporting all of BHs ideas, mission and vision.

Vice Chair O'Flannery Anderson asked several questions related to the following: 1) was Sound's software system compatible with BH's; 2) explanation for the difference in wait times BHCS 20 min/BHIP 30 min; 3) quality and credentials of Sound's physicians/credentialing process; 4) operation of a call center; 5) do patients get a separate bill from Sound. All questions were answered in detail by Dr. Martinez and Mr. Echelard.

Mr. Nask if they knew how many of the Eagle physicians would be utilized. Dr. Martinez said that they are still evaluating that but there might be 9 or 10 that would like to continue. He said that they want to be sure that the physicians that they keep fit their structure.

Mr. Nask said in looking at the two pro formas, the difference is that BHCS started their program earlier and had much more time to implement the program and get results that exceeded what was anticipated in the pro forma done 9 months ago; whereby, BHIP barely got off the ground so it was a little more challenging to arrive at performance at BHIP. In summary, the hospitalist concept shows that BH is going down the path of improving patient care in a cost effective manner.

Commissioner Paul-Hus asked what the average years of experience were for the physicians. Dr. Martinez said that this falls in different categories. When looking at the practice of hospitals in the U.S, 46% of physicians caring for patients are foreign medical graduates. When looking for physicians you look for at least 10 years of experience. When looking at the demographics at BH, there is an average of between 6 to 8 years of experience.

Commissioner Di Pietro asked how much more is BH spending on BHCS. Mr. Echelard said that BHCS is spending \$700,000 more and BHIP would be \$500,000 more. Commissioner Di Pietro said they BH projected a positive result—BH is spending out of PPUC money \$1.9 plus million and is anticipating the final positive impact based on a reduction cost. Mr. Echelard said that the original pro forma was based on the PPUC

savings only from the physician piece, however, the pro forma today is based on decreasing length of stay and utilization which is how the total cost savings is achieved.

Mr. Echelard said that BHCS is actually experiencing the change in the length of stay and anticipate the change in case mix coming into play by better documentation of what is actually going on with a patient. Commissioner Di Pietro asked how much more is BH spending on BHIP between Eagle and Sound. Mr. Echelard said it was about \$500,000 more. Commissioner Di Pietro questioned why BH was spending more and projecting a loss. Mr. Echelard said that part of what is showing on BHIP's pro forma is that BHIP has not been able to let the program mature since it just got started. The numbers that were being presented today for BHIP is a conservative estimate and it is anticipated that the actual results will be better.

Mr. Nask said these dollars are not coming from PPUC. Commissioner Di Pietro asked if BH has looked into forming an ACO for primary care physicians. Mr. Nask said that there are discussions ongoing with a group. Commissioner Di Pietro asked if BH has looked into a Hybrid model. Mr. Echelard said that BH is exploring some of those things but what happens in that type of model is that most PCPs are effective and efficient working just in their offices. When a patient gets sick it is better to have a specialist (hospitalist) care for their inpatient care and let the PCP concentrate on other patients in their office.

Commissioner Di Pietro suggested that the board should get updates to see if this program is working.

Mr. Martin commented that the financial impact is somewhat conservative. Only 60% of the proposed length of stay reduction and case mix improvements so there is a potential for another \$1.4 million and if Medicaid does expand there is addition \$500,000 reimbursement that offsets BH's cost. This program is going to reduce readmissions and improve HCAHP scores. All of this has a financial impact which is not included in the pro forma.

Vice Chair O'Flannery Anderson suggested that updates on the hospitalist program be given at the Finance Committee meeting every six months.

Mr. Echelard and Dr. Martinez said that they would be happy to provide updates.

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

THAT THE BOARD OF COMMISSIONERS AUTHORIZE THE PRESIDENT/CEO TO ENTER INTO A 3 YEAR AGREEMENT WITH SOUND PHYSICIANS FOR INTERNAL MEDICINE HOSPITALIST SERVICES AT BROWARD HEALTH CORAL SPRINGS SUBJECT TO GENERAL COUNSEL'S REVIEW AND APPROVAL AS TO LEGAL FORM AND CONDITIONED ON NO MATERIAL CHANGES IN THE APPROVED BUSINESS TERMS.

Motion carried. Commissioner Di Pietro opposed.

12. Authorization for the President/CEO to enter into a 3 year agreement with Sound Physicians for Internal Medicine Hospitalist Services at Broward Health Imperial Point

subject to General Counsel's review and approval as to legal form and conditioned on no material changes in the approved business terms.

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

THAT THE BOARD OF COMMISSIONERS AUTHORIZE THE PRESIDENT/CEO TO ENTER INTO A 3 YEAR AGREEMENT WITH SOUND PHYSICIANS FOR INTERNAL MEDICINE HOSPITALIST SERVICES AT BROWARD HEALTH IMPERIAL POINT SUBJECT TO GENERAL COUNSEL'S REVIEW AND APPROVAL AS TO LEGAL FORM AND CONDITIONED ON NO MATERIAL CHANGES IN THE APPROVED BUSINESS TERMS.

Motion carried. Commissioner Di Pietro opposed.

Mr. Goren informed the Commissioners that there were some minor changes to the contract that were housekeeping in nature but the business terms were exactly what has been describe to them today. The contract will be finalized this afternoon and signed tomorrow.

Vice Chair O'Flannery Anderson asked Mr. Goren to report back to the Board on those changes at their next meeting.

Commissioner Paul-Hus asked Commissioner Di Pietro why he voted against the requests. Commissioner Di Pietro explained in detail his reasons why he voted against the requests.

13. Approval of the Amended Bylaws of the North Broward Hospital District Charitable Foundation
 - a) Defined changes to bylaws
 - b) Redlined bylaws
 - c) Bylaws

Mr. Stefanacci, President of the Foundation and Mike Cirullo, Assistant General Counsel presented the request. Mr. Stefanacci stated that Mike Cirullo, assistant General Counsel and Sam Ullman, the District's tax attorney, have been working on the Bylaws for over a year and have been approved by the Foundation's Board of Directors. Mr. Stefanacci said the revisions reflect the relationship between the District and the Foundation and just clarifies how that process works amongst the two entities.

Mr. Cirullo advised the Commissioners that since the District founded the Foundation and they are the sole member of this non-profit everything needs to be approved by them. He also advised them that under the IRS Code, the Foundation is a support organization and that is why Mr. Ullman was involved to make sure that what was done was consistent with that designation which was just confirmed last year.

Mr. Stefanacci said that structurally the Foundation functions as a department of the system.

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

THAT THE BOARD OF COMMISSIONERS APPROVE THE AMENDED BYLAWS OF THE NORTH BROWARD HOSPITAL DISTRICT CHARITABLE FOUNDATION AS SUBMITTED.

Motion carried unanimously.

14. Acceptance of the Action Plan grant as presented by the HCH Program and authorize the HCH program to signify approval of the approved action plan to HRSA.

Ms. Shirley, VP CHS, asked approval for the Board to accept their corrective action plan and submission to HRSA to address a specific condition of award for the Healthcare for the Homeless Grant federal funding in the amount of \$1,534,998.

Ms. Shirley said they were noticed of the award on November 1, 2012 for continued funding for three additional years. As a condition of award there were two Program Specific Conditions, which required the submission of a Board Approved Corrective Action Plan. The Program Specific Condition and Actions required are outlined in the exhibit.

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

THAT THE BOARD OF COMMISSIONERS ACCEPT THE ACTION PLAN GRANT AS PRESENTED BY THE HCH PROGRAM AND AUTHORIZE THE HCH PROGRAM TO SIGNIFY APPROVAL OF THE APPROVED ACTION PLAN TO HRSA.

Motion carried unanimously.

15. Authorization for the President/CEO to renew agreement and accept Ryan White Part A Funding from Broward County's Human Services Department, Substance Abuse and Health Care Services Division, in the amount of \$1,973,198, for the period 3/01/2013 – 02/28/2014 to provide essential services to individuals and families affected by HIV/AIDS in Broward County. Following approval of the Board of Commissioners as to the terms, the contract is subject to General Counsel's review and approval as to legal form and conditioned on no material change in the approved business terms.

Ms. Shirley asked for approval of the funding in the amount of \$1,973,198 which will provide comprehensive medical care to disadvantaged HIV/AIDS patients living in the North Broward Hospital District service area who have no other health insurance. Funding is included in FY 2013 and will be projected in FY 2014. Ms. Shirley said that this is a partial funding award because the County has only been given a partial award by the federal government.

It was moved by Commissioner Paul-Hus, seconded by Commissioner Di Pietro:

THAT THE BOARD OF COMMISSIONERS AUTHORIZE THE PRESIDENT/CEO TO RENEW AGREEMENT AND ACCEPT RYAN WHITE PART A FUNDING FROM BROWARD COUNTY'S HUMAN SERVICES DEPARTMENT, SUBSTANCE ABUSE AND HEALTH CARE SERVICES

DIVISION, IN THE AMOUNT OF \$1,973,198, FOR THE PERIOD 3/01/2013 – 02/28/2014 TO PROVIDE ESSENTIAL SERVICES TO INDIVIDUALS AND FAMILIES AFFECTED BY HIV/AIDS IN BROWARD COUNTY. FOLLOWING APPROVAL OF THE BOARD OF COMMISSIONERS AS TO THE TERMS, THE CONTRACT IS SUBJECT TO GENERAL COUNSEL’S REVIEW AND APPROVAL AS TO LEGAL FORM AND CONDITIONED ON NO MATERIAL CHANGE IN THE APPROVED BUSINESS TERMS.

Motion carried unanimously.

16. Authorization for the President/CEO to execute an amendment to contract BW 161 with the State of Florida Department of Health and accept additional funding in the amount of \$289,054 for the provision for additional primary care services through June 30, 2013. Following approval of the Board of Commissioners as to the terms, the amendment is subject to General Counsel’s review and approval as to legal form and conditioned on no material changes in the approved business terms.

Ms. Shirley asked for approval to accept additional funding to provide primary health care services to adult and pediatric patient populations in the amount of \$289,054 to be expended during the period of April 1, 2013-June 30, 2013. These additional funds would allow CHS to invoice for an additional 1803 medical encounters for this time period. These additional funds must be expended by June 30, 2013. No additional staffing by CHS will be needed.

It was moved by Commissioner Paul-Hus, seconded by Commissioner Di Pietro:

THAT THE BOARD OF COMMISSIONERS AUTHORIZE THE PRESIDENT/CEO TO EXECUTE AN AMENDMENT TO CONTRACT BW 161 WITH THE STATE OF FLORIDA DEPARTMENT OF HEALTH AND ACCEPT ADDITIONAL FUNDING IN THE AMOUNT OF \$289,054 FOR THE PROVISION FOR ADDITIONAL PRIMARY CARE SERVICES THROUGH JUNE 30, 2013. FOLLOWING APPROVAL OF THE BOARD OF COMMISSIONERS AS TO THE TERMS, THE AMENDMENT IS SUBJECT TO GENERAL COUNSEL’S REVIEW AND APPROVAL AS TO LEGAL FORM AND CONDITIONED ON NO MATERIAL CHANGES IN THE APPROVED BUSINESS TERMS.

Motion carried unanimously.

17. Authorization for the President/CEO to execute a contract between the North Broward Hospital District and Patient Engagement Advisors in the amount of \$1,716,560 for the period of April 1, 2013 through March 31, 2018, subject to General Counsel’s review and approval as to legal form and conditioned on no material changes in the approved business terms.

Mr. Calvin Glidewell, CEO of BHMC asked approval for the expansion of pharmacy services that will serve to improve the transition of patients discharged to the home setting, reducing re-admissions as patients become more accountable for their own health as well as improving the patient experience and to recover loss revenue of a much needed service. Mr. Glidewell also said this is one way to try and tackle healthcare reform as

well as one tool to decrease re-admissions and improve patient satisfaction and quality of the patient experience.

Mr. Glidewell explained it is a proposed 5-year relationship that will 1) create a process for bedside delivery of medication for patients that they would have when discharged; 2) expand and develop BHMC's retail pharmacy operations which would help discharged patients and outpatients and; 3) incentivize their employees to use the outpatient pharmacy through the BH benefit plan that could bring in additional revenue to BHMC. Finally, BHMC would also look in to getting into home deliveries of medications. This would be provided to patients with a fee that would be similar to what they pay at their drugstore.

Vice Chair O'Flannery Anderson asked where has this been done and has it been successful. Mr. Glidewell said that Engage Patient Engagement Advisors have several relationships around the country with some pretty large healthcare systems i.e., Sentra Healthcare, Mountain States Health Alliance, Inova Health System, Novant Health and Tenet Health.

Mr. Glidewell then reviewed all of the financial information in detail.

Following his presentation,

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

THAT THE BOARD OF COMMISSIONERS AUTHORIZE THE PRESIDENT/CEO TO EXECUTE A CONTRACT BETWEEN THE NORTH BROWARD HOSPITAL DISTRICT AND PATIENT ENGAGEMENT ADVISORS IN THE AMOUNT OF \$1,716,560 FOR THE PERIOD OF APRIL 1, 2013 THROUGH MARCH 31, 2018, SUBJECT TO GENERAL COUNSEL'S REVIEW AND APPROVAL AS TO LEGAL FORM AND CONDITIONED ON NO MATERIAL CHANGES IN THE APPROVED BUSINESS TERMS.

Motion approved unanimously.

COMMENTS BY COMMISSIONERS

Commissioner Di Pietro thanked everyone who attended the FHA Hospital Days. He said the one thing that they realized was that the Medicaid Expansion is not going to be what the Governor proposed – it will be something else. The legislators do not want to expand Medicaid.

Commissioner Di Pietro said the BH group impressed upon the legislators the importance of the NBHD system. Commissioner Di Pietro also mentioned another meeting coming up in April to meet with legislators and suggested that some of the Commissioners try to attend.

Mr. Nask said the Safety Net Alliance of Florida is holding their Hospital Days on April 8-9 and anyone interested in going to please let him know.

Vice Chair O'Flannery Anderson also thanked all of the Commissioners who attended the FHA event and it was great to go to Tallahassee with them. The Vice Chair said she was really impressed with the Representatives and Senators that they met with and the time that they took to meet with them. She said it was not just a "Meet and Greet" but there was substantive conversation. They also heard some great presentations. Vice Chair O'Flannery Anderson said that she was immensely proud to represent this District, its doctors, nurses and staff who make things happen.

Vice Chair O'Flannery Anderson addressed the comments that were made at the beginning of the meeting. Vice Chair O'Flannery Anderson said that she believes that every moment of every day, they are thinking about healthcare reform and how it will impact not only tax revenue but how it impacts the way BH will care for its patients and that was evident those two days in Tallahassee.

NEXT REGULAR BOARD MEETING

The next regularly scheduled Board of Commissioners' meeting will be held on April 24, 2013 at 4:00 p.m. in the in the Conference Center at Broward Health North, 201 East Sample Road, Deerfield Beach, Florida.

Meeting adjourned at 5:45 p.m.

Respectfully submitted,
Richard Paul-Hus, Secretary/Treasurer

BY: Maryanne Wing

A FULL RECORDING OF THIS MEETING IS AVAILABLE ON TAPE