NORTH BROWARD HOSPITAL DISTRICT
BOARD OF COMMISSIONERS’
REGULAR MEETING
Wednesday, September 25, 2013 – 4:00 p.m.
Broward Health North
Auditoriums

MINUTES

The Regular meeting of the Board of Commissioners of the North Broward Hospital District was held on Wednesday, September 25, at 4:00 p.m. in the conference center at Broward Health North, 201 East Sample Road, Deerfield Beach, 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 David Di Pietro – Vice Chair
Commissioner Debbie Kohl- Treasurer/Secretary
Commissioner Kimberly Kisslan - Board Member
Commissioner David Nieland - Board Member

The invocation was given by Pastor Jack Nobel, Retired, formerly Pastor at the First Presbyterian Church in Pompano Beach, followed by the Pledge of Allegiance led by Pauline Grant, CEO Broward Health North.

COMMENTS FROM AUDIENCE: There were no comments.

APPROVAL OF MINUTES

1. Request approval of the Minutes of a Regular Meeting of the Board of Commissioners held August 28, 2013 Board of Commissioners meeting.

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

   THAT THE MINUTES OF THE REGULAR MEETING OF THE BOARD OF COMMISSIONERS HELD ON AUGUST 28, 2013 BE APPROVED AS PRESENTED.

   Motion carried unanimously.
2. Request approval of the Minutes of the Broward Health ACO board meeting held on August 28, 2013.

It was moved by Commissioner Kisslan, seconded by Commissioner Nieland:

THAT THE MINUTES OF THE BROWARD HEALTH ACO BOARD MEETING HELD ON AUGUST 28, 2013 BE APPROVED AS PRESENTED.

Motion carried unanimously.

MEDICAL COUNCIL AGENDA

3. BROWARD HEALTH NORTH
Dr. Hoffberger provided the following information:

- Broward Health North recognized Prostate Cancer Awareness Month by hosting a lecture on Sept. 18th with Dr. Sanjeev Gupta, Urologist, and special guest, Jack McCallum, a Sports Illustrator writer for 30 years, and author of the best-selling book, Dream Team. Jack McCallum shared his journey as a prostate cancer patient and survivor while adding a bit of humor to the day. In addition to this event, Dr. Sanjeev Gupta and Dr. Mini Varghese will provide free prostate screenings at our Cancer Center on Sept. 24th.

- On September 9th, Dr. Judith Johnson, Medical Director of Trauma Services, provided a lecture on “Resuscitation Issues in the Trauma Patient.” This is part of BHN’s ongoing EMS education for our local stations.

- The next educational session will be “Airway Management” on Nov. 4th provided by Dr. El Sanadi.

- Finally, Broward Health North goes live with CPOE (Computer Provider Order Entry) on Oct. 1st. We are the final Broward Health hospital to “go live” so those physicians who have not been trained as yet on the system now have the opportunity to attend training classes which is being held all month.

Dr. Hoffberger thanked Commissioner Nieland for coming and visiting BHN and invited all the Commissioners to come and take a tour of the facility.

Prior to Dr. Hoffberger’s reading of the Medical Council’s request, Commissioner David Di Pietro informed the Board that he had a potential conflict relating to Dr. Marina Rabkin. Mr. Goren stated that Commissioner Di Pietro would not be voting on Dr. Rabkin and would file the appropriate paperwork by October 30, 2013.

Dr. Darren Hoffberger, 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 Services Reappointments.

It was moved by Commissioner Kohl, seconded by Commissioner Kisslan:
THAT THE BOARD OF COMMISSIONERS APPROVE THE RECOMMENDATIONS OF BROWARD HEALTH NORTH’S MEDICAL COUNCIL OF ITEMS 3 (A-E):

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

Motion carried unanimously.

5. BROWARD HEALTH CORAL SPRINGS  
Dr. Guy Zingaro, Vice Chief of Staff, informed the Board that BHCS is well along with CPOE. They have support systems set up in the hospital, teaching rooms and availability of super users.

In absence of Dr. Azeem Sachedina, Chief of Staff of Broward Health Coral Springs, Dr. Guy Zingaro, Vice Chief of Staff, 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 Nieland, seconded by Commissioner Di Pietro:

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

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

Motion carried unanimously.

BROWARD HEALTH MEDICAL CENTER  
Dr. Chokshi provided the following update:

- Commissioners’ Kohl and Nieland toured BHMC  
- Held a retirement party for Dr. Ronald Fauer  
- Joint Commission recertification for Stroke and Joint Replacement programs with no deficiencies noted.

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 Kisslan, seconded by Commissioner Di Pietro
THAT THE BOARD OF COMMISSIONERS APPROVE THE
RECOMMENDATIONS OF THE BROWARD HEALTH MEDICAL CENTER’S
MEDICAL COUNCIL OF ITEMS 2 (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. BROAWRD HEALTH IMPERIAL POINT
Dr. Groene provided the following information:

- BHIP will be providing free flu shots to the medical staff. The federal government requires hospitals to provide a report on what doctors were not immunized and why they were not immunized.
- Surgery volumes were up by 38 over budget.
- BHIP will be participating in the DAISY Award program which honors nurses who provide compassionate bedside care to patients.
- Janice Benggio, Regional Manager of Medical Staff Administration will be transferring to BH’s corporate offices.

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 Di Pietro, seconded by Commissioner Kisslan:

THAT THE BOARD OF COMMISSIONERS APPROVE THE
RECOMMENDATIONS OF BROWARD HEALTH IMPERIAL POINT’S
MEDICAL COUNCIL OF ITEMS 4 (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 informed the Board that BH closed on the property just north of the Information Services (IS) building previously owned by Mrs. Murphy. BH now owns all but four of the properties on the block north of the IS Building. In November, BH will begin clearing the land
and working on the proposed site to relocate CDTC. Mr. Nask said that administration will be coming back to the Board for approval of that project. He also informed the Board that the Urgent Care Center at Jacaranda is now open.

Mr. Nask reported that on September 24th, the state released the names of the awardees for the ITN- Medicaid Managed Care program that the state had out for bid. Mr. Nask informed the Board that BH was not one of the awardees. He reminded the Board that there were two insurance companies that were going to be awarded and one PSN. The two insurance companies awarded are Sunshine State Health Plan and Humana—the PSN is Better Health which BH has a contract with and is predominately out of the Miami Dade area. Mr. Nask also said that BH would be getting the $150,000 deposit back for the application and will continue to be a provider in that network.

Mr. Nask reported that BHMC has implemented the BH Complete Program which is the brand name that is being rolled out for bedside delivery of medication. He explained that the program delivers bedside medications to patients upon discharge which should help the discharging of patients in a timelier manner. Mr. Nask said it is off to a good start and will be rolled out to each facility.

With regard to CPOE, Mr. Nask advised the Commissioners that on October 1st, BHN will go live with CPOE. The other facilities are running at a high rate of compliance of computerized orders. As a result of this high rate of compliance, BH will qualify for the Meaningful Use incentive program.

In addition, Mr. Nask informed the Board that corporate administration conducts monthly meetings with the medical centers’ administrative teams relating to their operating performance. There were some very impressive programs that were approved 12 or 18 months ago and Mr. Nask thought it would be helpful for the Board to see what was approved and what subsequently happens when projects are implemented. Mr. Nask then asked Ms. Pauline Grant to provide a presentation on some of the projects that were approved for BHN.

A copy of Ms. Grant’s presentation was distributed to the Board. The presentation included:

- The O-arm® Surgical Imaging with StealthStation® Navigation that was installed at BHN’s Spine Center in July of 2013. There was also information showing the number of procedures for the use of this equipment as well as information showing the number of elective spine procedures performed in FY13.
- BiPlane Imaging installed in August 2013 utilized primarily for Neuro-interventional procedures. The unit also serves as a backup for the Cardiac Cath Lab. In FY2014 Stroke Volume was 22 patients higher than FY 2013 YTD with 577 Stroke patients treated in FY 2013 as well as the number of BiPlane procedures.
- Cardiology-Cath: BHN began performing emergency Cardiac Intervention procedures in September 2011. The program has been extremely successful with Cardiac Cath procedures increasing from 0 in 2011 to a projected volume of 540 procedures in FY 2014. There was also information presented showing that Cardiac Cath’s were 18% higher than targeted for the month and 13% higher than target YTD. In addition, there were also 10 PACERS/ICD in August and 465 Cardiac Caths performed in the last 12 months.

Ms. Grant expressed her gratitude to the Commissioners for approving this equipment.
Mr. Nask explained that the equipment approved last year at BHN that was just discussed by Ms. Grant probably cost around $6 to $7 million. Mr. Nask wanted the Board to see when they approve equipment it actually gets installed and that equipment allowed for BHN to provide quality care to its patients. Mr. Nask stated that the most challenged per capita zip code in the county is located around BHN and to the extent that they can get the best equipment to make sure that their patients receive the same service regardless of their ability to pay is important; after all, that is the Mission of Broward Health.

With regard to the announced project between HCA and Nova, Mr. Nask advised the Commissioners that the application has not yet been filed; however, it is expected to be filed on October 4th. Mr. Nask said other than a press conference there were no other details available. Once the application is filed and they have a chance to read through it, Mr. Nask said he would then have discussions with the Commissioners.

Commissioner Nieland asked about the GME program and its relationship with Nova.

Mr. Nask replied that the relationship with Nova is that Nova is the sponsor and the slots were awarded to BH. BH does the training and the residents are BH’s employees. When the slots were awarded, residents from all of the country applied to the program. Mr. Nask said that BH also has an agreement with Nova to train their students (150 students).

**CFO REPORT**

Mr. Robert Martin provided a brief overview of the August financials.

Overall volume was down across the system for the month but uncompensated volume was up across the system. Although down in volume, reimbursement was also down due to the fact that volume was mostly uncompensated. Mr. Martin said that BH should be able to get some of the uncompensated patients qualified for Medicaid within the next few months which will help the bottom line.

**Admissions** were down 2% or 100 cases with Compensated volume down 6% or 240 cases; Short Stay cases down 6%; Births up 14%; Surgeries down 6% or 175 cases; Outpatient visits up 1% and ER visits up 3% with Compensated visits up 3%.

**Financially:** Net Operating Revenue was a little over $5 million below budget; Salary and Benefits were $600,000 favorable to budget; Non-salary expenses were $1.2 million favorable to budget. Overall, Net loss from operations was $3.6 million unfavorable to budget for the month; Investment Income for the month was down $6 million unfavorable to budget; YTD Net loss from operations for the first two months of the year was $1.4 unfavorable to budget; Investment Income was $4.6 million favorable to budget; Excess revenue over expense for the first two months was $2.3 million favorable to budget.

Mr. Martin informed the Commissioners that September’s volumes were also looking weak at this point making it two months that volumes have been down below budget.

In addition, Mr. Martin reported that BHMC’s volume was down; BHNorth was down; BHIP is having a strong month; and BHCS was down. In the county through August, BH’s admissions were up by .6% year over year; Memorial’s up 1% and all other facilities were actually down a
little more than 1%. Mr. Martin said that BH was holding its own in the county; however, volume has been down throughout the county during the summer months.

**GENERAL COUNSEL REPORT**

Mr. Sam Goren informed the Commissioners that at the Audit Committee meeting on September 23rd, in order to have a quorum present prior to Commissioner Kisslan’ s arrival, Chair Gustafson delegated a temporary appointment to Commissioner Nieland to serve on the Audit Committee. Mr. Goren advised the Board that Commissioner Nieland’ s temporary appointment needed to be ratified by the Board at today’s meeting.

*It was moved by Commissioner Kisslan, seconded by Commissioner Di Pietro that the Board ratify the temporary appointment of Commissioner David Nieland to serve on the Audit Committee on a one time basis. Motion carried unanimously.*

Mr. Goren asked for approval to hold a shade session following the October 30, 2013 Board of Commissioners public meeting. The case to be discussed is the Sofia Vega vs. North Broward Hospital District Case no. 11-16417 before Judge Rodriguez in Circuit Court.

*It was moved by Commissioner Kisslan, seconded by Commissioner Di Pietro to allow for a Shade Session to be held on October 30, 2013 to discuss the Sofia Vega vs. NBHD. Motion carried unanimously.*

Mr. Goren advised the Board that the Kelly Case, which is a wrongful death case that was previously discussed at a Shade Session a few months back, was mediated and mediation failed. To the extent that they were not able to come back to the commission to ask for ratification of a settlement, this matter is set for trial. Mr. Goren informed the Board that the case is set for trial on October 7, 2013 and will be heard before Judge Rodriguez. Mr. Goren advised the Commissioners that the plaintiff has some notoriety in the community so there might be some media attention to this case. Mr. Goren would be happy to meet with the Commissioners individually to discuss the case.

Mr. Goren introduced Frances Impellizzeri, BH’s new in-house Senior Associate General Counsel.

The Board was advised that there will not be a Shade Session today. The Vega case that was going to be discussed today has been moved to October 30, 2013.

**COMMITTEE REPORTS:**

**Audit Committee**—Commissioner Di Pietro advised the Board that the Committee met on September 23, the following was reviewed / discussed: PWC provided a detailed update on the finances; Self-insurance Reserves; Pension and Post Retirement Benefit Plans; Litigation and Contingencies; Internal Audit Update; Corporate Compliance Update; Approved Executive Incentive Plan; One day bonus for all other employees, Updated Conflict of Interest Policy. All action items have been placed on the Consent Agenda for final approval. A copy of the minutes was distributed to all Commissioners prior to the Board meeting.

*It was moved by Commissioner Kisslan, seconded by Commissioner Di Pietro that the minutes of the September 23 Audit Committee meeting be approved as presented. Motion carried unanimously.*
Commissioner Di Pietro commented that they had a very long discussion regarding the Management Incentive Bonus and a lot of questions were asked and answered. He stated that after having that discussion, he was satisfied with approving the Management Incentive plan.

Mr. Nask thanked the finance staff and the people that worked on the Audit which began on July 1. He said they were on a very precise deadline to be done by September 23rd. Mr. Nask also stated that there were no entries or reportable conditions. Mr. Nask stated that the financial statements, which are attested to by PWC, that the Board receives monthly are accurate and the Board can rely on those statements to make sound business decisions.

**Finance Committee:** Commissioner Debbie Kohl said that the Finance Committee met on September 18, 2013. Mr. Martin has covered everything that is contained in the minutes. Copies of the minutes have been sent out to each Commissioner prior to the Board meeting. Commissioner Kohl asked for approval of the minutes.

**It was moved** Commissioner Di Pietro, seconded by Commissioner Kisslan that the Minutes of the Finance Committee held on September 18, 2013 be approved as presented. **Motion carried unanimously.**

**Building Committee**—September 18, 2013: Chair Gustafson said that everyone had a copy of the minutes and asked for approval.

**It was moved** by Commissioner Kohl, seconded by Commissioner Nieland that the Minutes of the Building Committee held on September 18, 2013 be approved as presented. **Motion carried as presented.**

**Legal Affairs Committee:** Commissioner Di Pietro stated that the Committee met on September 18, 2013 and reviewed the Arent Fox Invoices for July Services re: the OIG matter and completed Mr. Nask annual performance evaluation. Both items are on the Consent agenda for final approval. A copy of the Legal Affairs Committee meeting was sent out to each of the Commissioners prior to the board meeting. Commissioner Di Pietro asked for approval of the minutes.

**It was moved** by Commissioner Kisslan, seconded by Commissioner Kohl that the Minutes of the Legal Affairs Committee meeting held on September 13, 2013 be approved as presented. **Motion carried unanimously.**

**AGENDA CHANGES**—there were none

**CONSENT AGENDA**

(Items listed below were previously recommended for approval at the Finance, Building and Legal Affairs Committees)

Chair Gustafson asked for approval of Items 7 through 9 as well as all the items under the Audit Committee actions as listed on the Consent agenda.

7. Approval for payment to Arent Fox for Invoices RE: OIG Matter for July services.

9. Approval of the President/CEO’s performance evaluation.

Audit Committee actions:
Approval of the Financial Statement Audit results from PWC
Approval of the Management Incentive FY 2013
Approve of the one day pay-out for benefit eligible staff pro-rated based on tenure and scheduled hours
Approval of the Conflict of Interest Policy

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

THAT THE BOARD OF COMMISSIONERS APPROVE ITEMS 7 THROUGH 9 AS WELL AS THE ITEMS LISTED UNDER THE AUDIT COMMITTEE ACTIONS ON THE CONSENT AGENDA.

Motion carried unanimously.

DISCUSSION AGENDA

10. Approval of the Bid Results for the BHMC Adult Infusion Center Renovations

Mr. Nask reminded the Board that the issue, as discussed at the Finance Committee meeting, was that the renovation of the Infusion Center was originally budgeted for $1.5 million and has escalated to almost $1.9 million, which is about a $350,000 - $400,000 overage. Mr. Nask informed the Commissioners that BHMC went back to the Foundation to ask for additional funds. He reminded the Commissioners that the original $1.5 million was raised by the Foundation so now the project is fully funded in the amount of $1.9 million.

Mr. Glidewell explained to the Board that the additional dollars needed was about $400,000. He informed the Board that $243,000 of those dollars would come from the Foundation’s Unrestricted Funds with the balance coming from BHMC’s capital budget which has dollars to fund this project.

It was moved by Commissioner Kisslan, seconded by Commissioner Nieland:

THAT THE BOARD OF COMMISSIONERS APPROVE THE BID RESULTS OF THE BHMC ADULT INFUSION CENTER RENOVATIONS.

Motion carried unanimously.

11. Approval of the Dates, Times, Locations of the Board of Commissioners’ Finance and Legal Affairs and Governmental Affairs and Building Committee meetings.

Mr. Nask asked for approval of Item 11. He asked the Commissioners to review the dates because it is important to have a quorum at these meetings.
It was moved by Commissioner Kisslan, seconded by Commissioner Kohl:

THAT THE BOARD OF COMMISSIONERS APPROVE THE DATES, TIMES, LOCATIONS OF THE BOARD OF COMMISSIONERS’ FINANCE, LEGAL AFFAIRS AND GOVERNMENTAL AFFAIRS AND BUILDING COMMITTEE MEETINGS AS PRESENTED.

Motion carried unanimously.

COMMENTS BY COMMISSIONERS

Commissioner Kohl said that she enjoyed her lengthy tour of BHMC. She said that everyone was so kind and gracious and she got to see first-hand the pride that everyone took in their department and in the hospital as a whole.

Commissioner Kohl also attended the CRC meeting at BHCS and saw a very nice presentation of their Outpatient Services processes and what they have done to improve the process and make it more pleasing for the customer.

Commissioner Nieland visited BHMC, BHN and Weston. He said he was surprised to walk into the emergency room at BHN at 2:30 p.m. to see it completely overflowing and packed. Commissioner Nieland said that this is an obvious issue and a priority at BHN. He felt that in order for him to make the best decisions, it was important for him to get down to the grassroots and see exactly what is going on before sitting at the Board table. Commissioner Nieland said he asked a lot of questions and appreciated the honest answers.

NEXT REGULAR BOARD MEETING

The next regularly scheduled Board of Commissioners’ meeting will be held on Wednesday, October 30, 2013 at Broward Health Coral Springs, Medical Office Complex, 1st Floor Conference Room, 3100 Coral Hills Drive, Coral Springs, Florida.

Meeting adjourned at 4:55 p.m.                Respectfully submitted,

BY: Maryanne Wing                  Debbie L. Kohl, Secretary/Treasurer

A FULL RECORDING OF THIS MEETING IS AVAILABLE ON TAPE