

**NORTH BROWARD HOSPITAL DISTRICT  
BOARD OF COMMISSIONERS'  
REGULAR MEETING  
Broward Health Corporate Offices  
Spectrum Complex  
April 29– 4:00 p.m.**

**MINUTES**

The Regular meeting of the Board of Commissioners of the North Broward Hospital District was held at 4:00 p.m. at the Broward Health Corporate Offices located in the Spectrum Complex at 1700 NW 49 Street, 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.

Chair Di Pietro called the meeting to order at 4:04 p.m.

**ROLL CALL**

*Commissioners:*

Present: Commissioner David Di Pietro – Chair  
Commissioner Joel Gustafson – Vice Chair  
Commissioner David Nieland- Secretary/Treasurer  
Commissioner Rocky Rodriguez - Board Member  
Commissioner Darryl Wright – Board Member  
Commissioner Maureen Canada – Board Member  
Commissioner Sheela VanHoose – Board member

The invocation was given Drew Grossman, CEO of Broward Health Coral Springs followed by the Pledge of Allegiance led by Commissioner Sheela VanHoose.

**RECOGNITION OF SHINING STARS**

The following employees were recognized by the Board of Commissioners as the 4<sup>th</sup> Quarter Shining Stars: Aisha Shafi RN, Emergency Room, BHN; Adele Holman, Coordinator, Nursing Canter Center, Cancer Infusion, BHMC; Gladys Pierre, PCU Secretary—BHIP; Cynthia Kirsche RN Cardiac Screening, BHCS; Jennifer “Jenny” Russo, Unit Secretary BHWeston Urgent Care; and Jacqueline Spells, Environmental Services, Cora E. Braynon Family Health Center, CHS.

**PRESENTATION OF 2014 ANNUAL HOME HEALTH AND HOSPICE SERVICES**

Ms. Jasmin Shirley introduced Mr. Kermit Springstead, Administrator for Home Health and Hospice Services, who will be giving the presentation. Before Mr. Springstead's presentation, Ms. Shirley announced that Home Health just received their Star Rating from CMS. This is based on completed quality episodes with end-of-care OASIS assessment dates from January 1, 2014 through December 31, 2014 and claims data with through dates from October 1, 2013 through September 30, 2014. The overall star rating was 4-Stars.

Mr. Springstead presented the following information in detail: Strategic Initiatives report for FY13-FY14; Home Health Visits and Hospice, admissions and payor mix comparison; non admissions by reason code; admissions by systems; admissions by ethnicity comparison; admissions by age-gender comparison; reasons for discharge comparison; Home Health percentage by discipline comparison.

Quality Management Update: He explained that the Oasis C is a comprehensive assessment document which is used to collect data on all Medicare and Medicaid patients during their assessments. The OASIS data set is collected on every patient during the Start of Care, Resumption of Care, Follow-up, and Transfer to Inpatient Facility or Discharge. He discussed in detail the outcome based quality improvements. Metrics were discussed in detail.

Satisfaction rates: In September 2010, mandated data collection began for Home Health Care Consumer Assessment of Healthcare Providers and Systems (HHCAPHS), for publicly reported satisfaction measures. The survey was designed to measure patients' perception of care provided by Medicare certified Home Health agencies. The Home Health Physician Satisfaction rate was 82.75% with a target of 90%.

Under the revised Hospice Conditions Participation, the focus is now on complying with Quality Assessment and Performance Improvement (API) and Gold Coast Hospice has been very proactive in its quality improvement program and has had a quality-based performance improvement focus since 2005: customer satisfaction rates averaged 94.6% with a target of 90% and for FY 2014, the Hospice Physician satisfaction rate was 83.3% with a target of 90%. He then reviewed the Home Health and Hospice Broward Health Measurement report.

He then addressed the Financials for Fiscal Year ending June 30, 2014 for the following: Home Health Key Indicators; Hospice-Home Key Indicators; Hospice –Unit Key Indicators; Gold Coast combined Key Indicators; Hospice Combined Key Indicators.

**It was moved by Commissioner Gustafson, seconded by Commissioner Nieland that the Board of Commissioners accepts the Broward Health Gold Coast Home Health and Hospice Annual Report for FY 2014 as presented.**

**Motion carried unanimously.**

#### **COMMENTS FROM AUDIENCE:**

Mr. Norman Grad spoke about the great care he received while a patient at BHCS. He said he came in through the ER and spent 3 nights at BHCS. He praised the staff in the ER and the nurses on the floor. He especially gave praise to one RN, Elijah.

Mr. Grad also commented on what is going on in Tallahassee with regard to healthcare. He said as a citizen it is horrendous to think that someone from Merritt Island can just say they are done and they are leaving. Legislators are only supposed to be up there for two months and the only thing they need to do is pass a budget and they can't even do that and now the taxpayers are going to have to pay for a special session. He urged the Commissioners, BH lobbyists and the media to do something about this and help the 800,000 people in this state that need to be taken care of with no funding. He just does not understand—it is mind boggling to him.

Mr. John deGroot said he wanted to address Item 19: Chair Di Pietro moved Item 19 off of the Consent agenda so any member of the public could address this item as well. Following public comments the Board would then hear from Staff.

**19.-Approval for the President/CEO to propose that a third party managing entity be engaged to manage SFCCN; if not approved, the President/CEO as a representative of the Board of Commissioners for the NBHD should recommend mediation.**

Mr. de Groot said the issue that BH needs to address is the engagement of an outside expert to explain to the Board the role and the problems that are going to be involved with a bookkeeping system called the Charge Master. He then asked the Board if they knew what a Charge Master was; there was no response from the Board. He then explained the purpose of a Charge Master. Mr. deGroot said that the SFHD and NBHD's Charge Masters are very different. He asked whose Charge Master was going to take precedence when two diverse cultures partner. He predicted that the NBHD's Charge Master would play second fiddle to the SBHD's Charge Master.

Mr. Martin stated that the Charge Master had nothing to do with reimbursement. NBHD bills SFCCN based on traditional Medicaid reimbursement values that come from AHCA—it has nothing to do with Memorial Hospital or Broward Hospital.

Mr. deGroot asked Mr. Martin if in his considered opinion he thought that was a healthy deal to merge these two operations. Mr. Martin replied that he had no opinion.

Mr. deGroot then referred to some financial information that he distributed relating to BH and Memorial's surplus revenue, hospital profit and adjusted admissions. He questioned if the Board knew what an adjusted admission was. There was no response from the Board. Following other comments from Mr. deGroot, he cautioned the District about doing business with SBHD.

Chair Di Pietro asked if anyone from the Public wished to speak on Item 19 There being no response from the audience, Chair asked Dr. El Sanadi to present Item 19.

Dr. El Sanadi stated that due to the lack of transparency, parity and accountability at the SFCCN level, he solicited support from the Commissioners at the April Finance meeting to go back to the SFCCN Board and 1) propose that the SFCCN expanded their Board (4<sup>th</sup> times he made that motion which failed due to a lack of a second—Mr. Sacco did not vote) and 2) to have Ms. Lerner take over as interim for Mr. Benz until a third party management agency is selected to manage SFCCN (motion failed—Mr. Sacco voted no). Since that was the second time that Dr. El Sanadi proposed having a third party management agency take over the operations for the SFCCN, it triggered a clause in the agreement to go into Mediation.

Dr. El Sanadi said that he had Mr. Martin prepare a statement showing the items that BH has asked for in the past and that they have yet to receive.

Mr. Martin commented that BH continues to have difficulty in getting information so that they can look at everything from a true business prospective. He said that some of the information was provided but not all. Mr. Martin said they BH needs to get a breakdown of monthly membership; report by member zip code; by primary care physician and by primary care physician zip code; number of patient days in admissions by month and year-to-date by provider; breaking it out separately between pediatrics and adult volume; total payments by provider month and year-to-date on a continuous basis going forward; FTE breakout by business line between the MMA line business and CMS Title 19 and Title 21; copies of SFCCN Policies and Administrative Procedures by business line for administration claims medical management audit and any compliance in place at SFCCN; total payments admissions patient days to BH vs.

Memorial monthly and YTD for all MMA members; total payments admissions and patient days at BH vs. Memorial; monthly YTD for members assigned to pediatric associates children's medical center vs. children's medical associates (trying to determine where the additional volume is going—is it going to Joe DiMaggio or Memorial adult); looking for metrics for CMS Title 19 and CMS Title 21. BH has asked requested this information 5 to 6 months ago and they have still not received it.

Dr. El Sanadi commented that BH has received partial responses but not complete information. Dr. EL Sanadi said that he has asked Mr. Martin to submit this to them which he has done. In addition, he is going to ask Mr. Martin to submit this as part of the record here for deliberations.

Chair Di Pietro questioned if this information fell under a public records request.

Dr. El Sanadi stated that there seems to be a difference of opinion between counsels as to what is deemed to be a public record and since Mr. Martin is the Chair of the SFCCN Finance Committee, he should be getting this information without requesting it.

Chair Di Pietro asked what did the information show that BH has already received. Dr. El Sanadi stated that he was not sure but there is a possibly that there may be some assignment disparity as to where the patients go as they enroll. Since the majority of the employees are from Memorial and Mr. Benz is the CEO, BH is not sure how the dollars flow through. Dr. El Sanadi has asked some of the BH staff to attend meetings and be part of the deliberations.

Mr. Doody informed the Board that BH is basically at a situation where there are deadlock events on two important matters associated with SFCCN. SFCCN is a LLC and is made up of a two member organization the SBHD and NBHD. When the original document was authorized it was the intention of the NBHD to expand the membership beyond these two districts. There have been meetings where this has been discussed and to no avail. Under the operating agreement it is called a deadlock event.

Chair Di Pietro asked who mediates this when it is a two member board. Mr. Doody stated that both districts will select a mediator and if they can agree on one then that individual will be the mediator. If an agreement cannot be reached then the two mediators would choose. The mediation will be noticed and in the Sunshine.

With the Board's permission, Dr. El Sanadi said he would work with Dr. Doody to choose two or three mediators and confer with the Board Chair which one would be chosen by NBHD and then the District's selection would be submitted to the SBHD's General Counsel.

Chair Di Pietro said to be clear, the mediation is between the two members of the LLC of which Mr. Doody is the designee. The two deadlock events are: the number of board members and the CEO position. Mr. Doody asked the NBHD Board for authorization to move forward with those two deadlock events and enter into mediation.

Mr. Gustafson asked if should invite Mr. Benz to attend one of our meetings to address these issues. Dr. El Sanadi stated the issue is that the two members are deadlocked on two very important issues and having Mr. Benz address the District Board would not result in a resolution of these issues. Dr. El Sanadi informed the Board that Mr. Phil Blank also agrees with mediation.

Chair Di Pietro asked if mediation fails, would it then go into arbitration. Mr. Doody said if they are unable to reach some accord then they would need to come back to the NBHD Board to give some thought to dissolving the organization. Chair Di Pietro asked if there was a procedure under Florida Statute for two boards to meet and attempt to mediate collegially. Mr. Doody commented that under the statute they could follow Chapter 164 which governs municipalities but in terms of any specific item for hospital districts, he was not sure. However, it could be embraced and certainly there could be a joint meeting of both boards. Mr. Goren explained that Chapter 164 applies to all entities (cities, counties, school districts and would also apply to BH). It is an option; however, that is not the LLC board it is the Hospital Boards and there is an entire process under the statute that governs dispute resolutions between governmental agencies. Mr. Goren explained in detail the process involved should the District decide that Chapter 164 applies in this situation. Mr. Goren stated that process would happen under the Sunshine.

Dr. El Sanadi stated that at one time, Mr. Sacco at a public meeting said he would consider having engaging a third party management company. Dr. El Sanadi feels that sitting with Mr. Sacco is the right thing to do.

Chair Di Pietro said he understands the financial impact but is there are any issues with patient care while this deadlock issue is going on. Dr. El Sanadi said at no time is patient care comprised. The issues are transparency, accountability and parity.

Mr. Doody said the meetings have been collegial but a resolution on these two issues cannot be reached so the only other resolution is to enter into mediation. A mediator needs to be chosen within 10 days.

**It was moved by Commissioner Rodriguez, seconded by Commissioner Wright that the Board of Commissioners to authorize mediation on the two deadlock issues (expansion of Board membership and replacing CEO position with Management Company). Motion carried unanimously.**

### **APPROVAL OF MINUTES**

1. Request approval of the Minutes of the Regular Meeting of the Board of Commissioners held March 25, 2015.

**It was moved by Commissioner Rodriguez, seconded by Commissioner Nieland:**

**THAT THE MINUTES OF THE REGULAR MEETING OF THE BOARD OF COMMISSIONERS HELD ON MARCH 25, 2015 BE APPROVED AS PRESENTED.**

**Motion carried unanimously.**

### **MEDICAL COUNCIL AGENDA**

2. **BROWARD HEALTH IMPERIAL POINT**

Dr. Lewkowitz provided the following update:

- Doctors' Day Appreciation luncheon was well attended. The theme was "The Wild West" and over 100 physicians attended.

- Drs. Shmaila Ishaq (Endocrinologist) and Mufaddal Ghadii (General Surgeon) were commended for sharing their knowledge with the community by participating in lectures and education and taping of a Date Line Health at Nova Southeastern University on thyroid disease and diabetes. Dr. Lopez who lectured on Alzheimer's at the Jarvis Hall Center in Lauderdale-by-the-Sea.
- Annual Medical Staff meeting awarded four \$1,000 scholarships to students from Blanche Ely who are pursuing a career in healthcare.
- BHIP Medical Staff supported the nursing staff during Nurses Week by purchasing each nurse a Stethoscope or a new uniform.
- At the Annual Florida Nurses Association the nurses presented evidence-based practice posters and at the Annual Niche Conference the nurses were commended for three other evidence-based posters.

Dr. Howard Lewkowitz, 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 Rodriguez, seconded by Commissioner Nieland:**

**THAT THE BOARD OF COMMISSIONERS APPROVE THE RECOMMENDATIONS OF BROWARD HEALTH IMPERIAL POINT'S MEDICAL COUNCIL OF ITEMS 2 (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.**

3. **BROWARD HEALTH CORAL SPRINGS**

Dr. Sachedina presented the following:

- BHCS completed a 2-day AHCA Risk Safety survey and received a perfect score with no deficiencies.
- Successful Pediatric Ribbon-Cutting ceremony—the purpose was to show the community the new and renovated ER as well as the Pediatric Unit which has been redone and the introduction of the reopening of the PICU.
- Tenth Annual Women's Wellness 5-KRun/Half Marathon raised over \$35,000 and had over 1400 participants. The money was raised for the Lisa Boccard Breast Cancer fund. The purpose of that fund is to provide mammograms for those who cannot afford to pay.
- BHCS earned the 2015 "Get it with the Guidelines—Gold Plus Award" from the American Heart Association. They met the Stroke Honor Roll.
- April 2, BHCS will be hosting a Pirate theme "Family Fun Day" to enhance and showcase their pediatric program.

Dr. Sachedina announced that this was his last meeting as Chief of Staff. He said it was a pleasure to work with everyone and complimented Board and Dr. El Sanadi and sees a lot of good things ahead. Dr. Sachedina introduced Dr. Guy Zingaro, BHCS's new Chief of Staff.

Dr. Azeem Sachedina, 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 Rodriguez, seconded by Commissioner Nieland:**

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

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

**Motion carried unanimously.**

4. **BROWARD HEALTH NORTH**

Dr. Hoffberger provided the following up:

- BHNorth's Cancer Center received the 2015 Women's Choice Award® as one of America's Best Hospitals for Cancer Care. This award is from the leading consumer advocate for women whose mission is to simplify women's healthcare choices by recognizing those hospitals demonstrating excellence in meeting needs and preferences. This distinction is based on research from publicly available data (CMS) and patient recommendation and satisfaction scores (HCAHPS) which are weighted based on a national survey of women's priorities when selecting healthcare. More than 1,300 Cancer Care facilities were included in the analysis.
- BHN's Comprehensive Stroke Program once again received the American Heart Association/American Stroke Association's Get with the Guidelines® Stroke Elite Plus Gold Performance Achievement Award which recognizes the hospital's success in implementing comprehensive stroke care for patients.
- More than 100 seniors attended BHN's annual Senior Dance Party and were treated to some smooth dance moves by Dr. Manish Gupta, orthopedic surgeon. Dr. Gupta spoke about a former patient who made a big impression on him because of her desire to be pain free and return to dancing. He revealed that while in college, he was part of the competitive Indian dance team. Dr. Gupta went above and beyond to WOW the crowd, teaching them a few steps and providing health tips.

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 and Resignations; and Allied Health Reappointments

**It was moved by Commissioner Gustafson, seconded by Commissioner Rodriguez:**

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

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

**Motion carried unanimously.**

**5. BROWARD HEALTH MEDICAL CENTER**

Dr. Yogel provided the following update:

- BHMC held its annual Medical Staff meeting in April and presented ten \$1,000 scholarships to various high school students in Fort Lauderdale who are entering in the healthcare field.
- BHMC will be celebrating Hospital Week May 11-15—employees will receive various gifts, ice cream and BBQ.
- Joint Commission visited BHMC on February 26<sup>th</sup> for a one-day survey to evaluate the Palliative Care program—they found no deficiencies and the surveyor also noted that BHMC's program was one of the best programs in the country.
- Two new CT Scanners are scheduled to be installed- during the months of May and June (Trauma area and Outpatient surgery respectively).
- BHMC's welcomes a new OR Director Valerie Ruby.
- Recognized Peter Namnum as BHMC's Patient Experienced Excellent Award.
- Began a new strategic program with its new system's director of oncology, Dr. Luis Barreras.

Dr. Yogel commented on a situation at BHMC regarding nursing. BHMC is a fairly unique hospital dealing with complex cases and Administration is working very diligently to try and retain its nurses especially in the OR and ICU. Some of the issues include wages and bonuses to try and incentivize keeping some of its good nurses who are leaving and even going to some of BH's other hospitals. Dr. Yogel said he is an advocate for the medical staff but he also feels that he needs to be supportive of BHMC's nurses as well.

Dr. El Sanadi said that they have heard Dr. Yogel loud and clear and Ms. Wong, Mr. Sprada and Ms. Farrington have pulled a group together to look into this matter. This issue will also be added to the next strategic planning meeting not only to retain nurses but also to attract the very best nurses to support the medical staff.

- 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 & Weston Urgent Care Center Reappointment

**It was moved by Commissioner VanHoose, seconded by Commissioner Rodriguez:**

**THAT THE BOARD OF COMMISSIONERS APPROVE THE  
RECOMMENDATIONS OF THE BROWARD HEALTH MEDICAL CENTER  
MEDICAL COUNCIL OF ITEMS 5 (A-F)**

**CEO REPORT**

- Dr. El Sanadi thanked Dr. Sachedina for his service;
- Congratulated Ms. Jasmin Shirley and her team on Gold Coast Home Health receiving a 4 Star rating by CMS;
- Announced that going forward there will be a rotation for recognizing CDTC Champions; Shining Star and Distinguished Physicians.

Dr. EL Sanadi said that there have been several items that were requested by the Board:

**Number 1—Charlotte Mather presenting an update on LIP.**

- Ms. Mather informed the Board that everyone is talking about LIP funding. The Senate is still in session until Friday. They came up with a wonderful plan for LIP which BH approves which would give BH a substantial amount of money and keeps BH whole and BH hopes that AHCA will actually take that plan and submit it to the Federal CMS. It nets BH about \$125 million.
- The House is no longer in session. The House opposes both the using Federal Medicaid expansion dollars and the Senate plan and states that the LIP funding is a separate issue and should not be tied to Medicaid expansion—due to the contention over this issue the House sine died yesterday—3 days early—citing a budget impasse.
- Some of the NBHD board members along with Dr. El Sanadi have gone to Tallahassee twice to talk to Legislators about the LIP funding. Dr. El Sanadi will be going down to Miami April 30 to testify on this issue. The NBHD has been very active in trying to get the point across.
- The Senator notified the House that they are violating the Constitution; they are not allowed to sine die the way that they did and they are talking about taking the House to court.
- Governor Scott filed a law suit yesterday against Federal CMS for ending the LIP healthcare program in an attempt to coerce the state to expand Medicaid under Obama care. Governor Scott said, President Obama's sudden end to the LIP healthcare program as leverage for Obama care which he feels is an illegal and a blatant overreach of executive power. Obama care expansion scenario contemplated at the state level in Florida would charge Florida's taxpayers, at a minimum, with a \$5 billion dollar bill over 10 years.
- After the Governor filed the lawsuit, Federal CMS sent a note saying that they are not tying the two together—LIP is a separate issue from Medicaid expansion. Federal CMS first said that they were tying the two together and then they sent an official letter to Mr. Justin Senior saying that they were tying them together. This is a change in the Federal government's position.
- The Governor has a task force to study public hospital systems. He is not happy because the Hospital Associations have been very active in supporting the Senate plan. Ms. Mather said her observation of what the Governor said, was that he would not pass expansion but he did not think the two should be tied together.

- AHCA is holding hearings this week to obtain public input regarding its application to amend its MMA waiver.
- LIP funding for NBHD is around \$92.8 million and it comes through in a variety of buckets. DSH would add it up to about \$110 million but because it is a separate mandated program that would continue if the LIP waiver goes away. If the NBHD loses the LIP funding it would be a major negative impact to NBHD. Ms. Mather said that she is optimistic despite all of this fighting-- people do not want the hospital system in the state of Florida to go down.
- Ms. Mather also commented that there are other programs funded by LIP: Poison Control, Qualified Health Centers; Managed care and all of these things could also impact NBHD if they do not receive their funding.
- Ms. Mather said that NBHD needs to budget carefully and plan for the worse; hopefully, it will work out. One other thing that could impact BH is the fact that their Medicaid rate will be reduced to 48% of cost.

Dr. El Sanadi said that the worse possible scenario is minus \$98 million. Best possible case scenario would be some kind of compromise between the Senate and the House. BH can either assume that the money will come in or it can budget a \$98 million loss which would be very painful. As a Safety Net system BH will continue to take care of limb and life threatening conditions; keep the ERs open; and keep the hospitals open. However, things that might suffer are the post-acute care i.e., physical therapy, occupational therapy, etc. and this is something that BH does not want to do at this time.

Mr. Martin said with regard to the budget, they will just flat line the budget like there is no reduction. The budget is not approved until the end of September and by then BH will know way before then what is actually going to happen.

Dr. El Sanadi said that in his testimony to AHCA tomorrow, he plans on informing them that BH is a safety net hospital and will continue to operate as such. BH may lose some of its acute-care services but there is also a ripple effect of unintended consequences of LIP funding e.g. Poison control centers and some health departments not being funded. When that happens, BH could see additional volume and cost and a shortfall in revenue because of increased consumption in their emergency rooms.

Commissioner Gustafson said now that the federal government has said that they are no longer tied together, what signal are they now sending. Ms. Mather said that they have backed out; however, the Florida Senate has really put themselves out there saying that they want LIP and Medicaid expansion and that they should be tied together. Mr. Justin Senior has been working very closely with the federal government. What is being discussed is possibly a smaller LIP program with a different name that would only cover a smaller population and does not include people that actually would be covered by potential Medicaid expansion.

Dr. El Sanadi said that the ideal thing would be what is being done in California. They have a gentle glide back for 7 years for LIP funding decreasing and then increasing Medicaid expansion over the 7 years. Dr. El Sanadi feels that would be the way to do this and the Senate proposal is exactly the same as California. A sudden decrease as far as LIP funding would have a severe shock impact.

Commissioner Rodriguez was very complimentary of the work that Ms. Mather does. He said it is a thankless job-she works 24-7.

Ms. Mather said that Dr. El Sanadi has done a great job being the spokesperson regarding these issues.

Chair Di Pietro asked if the Board should put out a statement saying that BH is fiscally sound and will be here for the community regardless. Dr. El Sanadi informed the Board that he wrote an editorial on the subject to the Editor of the Sun Sentinel which was published last week stating the same. He said he would be happy to send them a copy.

**Dr. El Sanadi asked Mr. Grossman and Kevin Fusco to provide an update on the Construction and the Sunrise property.**

Mr. Drew Grossman updated the Board on the 4<sup>th</sup> Shell (Item 9 on the Consent Agenda). Mr. Grossman reported on the following:

- Even if additional funding is not approved, it will be the industry's best practice to design the Coral Springs South Tower Addition to accommodate a future fourth floor. In order to achieve this, the A/E team will incorporate the following elements into their design: appropriately-sized foundations and structural elements to support a future fourth floor; building systems, such as air handling units, electrical capacity, medical gas and plumbing riser; the City of Coral Springs will review it with the Design Committee.
- Initial design efforts to accommodate a shelled fourth floor will be minimal. The architect will draw a taller exterior elevation with an addition a row of windows and an empty fourth floor plan except of connecting stairways, elevators, exterior fenestration and minimal MEP elements.
- When drawings are issued for bid, the additional story will be issued as an "Additive Alternate".
- If the district decides to build a three-story building only, the architect and engineers will modify the permit drawings at a very nominal cost. However, the design will still retain all the provisions for a future fourth floor; therefore, no design efforts will be wasted.
- These fees will not exceed \$50,000 and the rest of the \$8.8 million will not be spent until construction starts and will be split between FY17 and FY18. The first five months –May through September 2015–none will be spent on the \$8.8 million. BHCS will be looking at a little over \$680,000 over those five months which will include program management, architect, AHCA and city fees.

Mr. Grossman commented that this is something the BHCS is looking forward to doing. The growth in the City of Parkland extremely aggressive and BHCS is requesting again the Board's approval for a fourth shell as part of the \$56 million already requested and approved.

Chair Di Pietro pulled Item 9 from Consent at this time for discussion.

**9- Approval for the funding of the above described construction of a 4<sup>th</sup> Floor Shell space as part of the three-story BHCS South Tower expansion at a cost of \$8,810,000 in accordance with section 24 (1) (d) of the North Broward Hospital District.**

Commissioner Gustafson questioned if the \$680,000 included the fourth floor. Mr. Grossman said it did not. That cost would not go into effect until the actual construction begins.

Commissioner VanHoose asked for clarification by Mr. Grossman that this means that BH will only be expending \$680,000. Mr. Grossman replied yes for the first five months.

Dr. El Sanadi informed the Board that Mr. Goren has prepared language that will be incorporated into every contract including service contracts which will allow BH to pull out of project in case funds are not available.

Commissioner VanHoose stated that she previously had a lot of concerns but she is now comfortable with both the contingency language that will be placed in vendor contracts from this point moving forward which will provide a safeguard as a public system. She is also more comfortable knowing that BH will only be expending \$680,000 vs. \$8.8 million at this point and time. Commissioner VanHoose said that she would be voting in favor of this item today.

Commissioner Canada agreed with Commissioner VanHoose and supports the project. She said that with the projected population growth in that area, postponing this project would just cost the district much more money. She feels that BH needs to find a way to do this project and hopefully with the funding, it will get done.

Chair Di Pietro asked if anyone in the audience wanted to be heard on this matter; there being no response from the audience,

**It was moved by Commissioner VanHoose.**

**Commissioner Rodriguez asked if the new language regarding the availability of funds needed to be added to the motion. Mr. Goren explained that he would be bringing forth for approval language regarding the availability of funds (budgetary constraints) which would be included in all future construction contracts.**

**Chair Di Pietro asked for clarification that this could be done from management and not motion to motion.**

**Mr. Goren replied correct.**

**Motion seconded by Commissioner Rodriguez that the Board of Commissioners approve the funding of the above described construction of a 4<sup>th</sup> Floor Shell space as part of the three-story BHCS South Tower expansion at a cost of \$8,810,000 in accordance with section 24 (1) (d) of the North Broward Hospital District.**

**Motion carried unanimously.**

## **CFO REPORT**

Mr. Robert Martin< Sr./VP/CFO provided a brief overview of March financials.

- Overall volume was strong on the outpatient side while slightly under budget on the inpatient volume; system-wide for March: admissions were down 3% less than 200 cases

with compensated admissions down 2% or 75 cases (of that Medicaid admissions BH continues to see a drop to 158 cases or 11% or the flip side all of that is going to outpatient) short stay cases up 23% or 350 cases; births down 4% or 19 cases; surgery (BH has a strong month) up 10% or 260 cases mainly at BHMC and BHIP) outpatient visits up 4% or 800 visits; ER visits up 6% or 1500 visits with compensated admissions up 21% or 3400 cases for the month.

- Financially: March has been a very good month---net operating revenue of \$95 million—\$9 million greater than budget; total expenses \$113 million—\$17 million unfavorable to budget—which includes \$13 million associated with BHMC’s IV case settlement; net loss from operations \$18 million which is \$8 million unfavorable to budget—without the IV case settlement BH would have been \$5 million favorable to budget.
- YTD for the first 9 months of the year—net operating revenue \$804 million—\$51 million better than budget and \$61 million better than prior year; total operating expenses \$867 million—\$21 million unfavorable to budget; net loss from operation \$63 million or \$29 million favorable to budget and \$35 million better than last year. Investment income starting to come back \$17 million or \$8 million favorable to budget; excess revenue over expense for the first 9 months is \$51 million—\$38 million favorable to budget.

Mr. Martin stated that BH has had a very good year financially.

**Chair Di Pietro pulled Item 7 from Consent:**

**Acceptance of the Interim Financial Statement for the month of March.**

**It was moved by Commissioner Rodriguez, seconded by Commissioner Nieland that the Board of Commissioners Accept the Interim Financial Statement for the month of March as presented.**

**Motion carried unanimously.**

**GENERAL COUNSEL REPORT**

Mr. Goren informed the Board that the District is currently involved in a Federal Court lawsuit referenced as the NBHD vs. Health Trio LLC. It is in the Federal Court system in Miami Case No. 14-CV-61441, US District Court-Judge Robert Scola presiding. It is a failed software implementation issue (breach of contract) and has been to mediation and the District is the plaintiff in this lawsuit. Mr. Goren stated that under Chapter 286, he was requesting a Shade meeting to be held following the May 27th Board meeting. NBHD is represented not only by Mr. Goren’s office but outside special counsel, Sam Lewis and Jim Gale

**It was moved by Commissioner Rodriguez, seconded by Commissioner Nieland that the Board of Commissioners approve holding a Shade Session under Chapter 286.011(8) on May 27<sup>th</sup> following the regular meeting of the Board of Commissioners.**

**Motion carried unanimously.**

Mr. Goren referred to Item 14 and stated that they are prepared to move forward on the settlement document as well as the implementation.

**Chair Di Pietro pulled Item 14 from the Consent Agenda:**

## **Approval of MCS LLC Settlement in the mount of \$892,500**

**Chair Di Pietro asked if anyone in the public wished to be heard on this matter , there being no response from the audience,**

**It was moved by Commissioner Rodriguez, seconded by Commissioner Canada that the Board of Commissioners approve the MCS LLC Settlement in the amount of \$892,500.**

**Motion carried unanimously.**

Mr. Goren announced that immediately following this meeting, a meeting of the Joint Conference will be held—it has be publicly posted by law and is open to the public. Commissioners' Rodriguez, VanHoose and Wright (chair) are members of this committee; however, all Commissioners are invited to attend.

### **COMMITTEE REPORTS:**

#### **Pension and Investment Committee**

Commissioner Wright informed the Board that this meeting was held on April 3, 2015 and the following items were discussed and reviewed: performance of several of the investments with Congress Asset Management; Loan from SunTrust to facility gift annuity-- the performance was not doing well so the committee decided to withdraw the money and invest it in another fund; Segal and Rogercasey reviewed portfolio performance—looked at the Pension Fund Balance—decided to terminate two of the fund managers. On May 1, the Pension and Investment Committee will meet to look at three other options to replace the two that were terminated. Discussed the Request for Proposal for Independent Investment Advisory services to take place at a time to be determined and will also be discussed on May 1<sup>st</sup>.

There being no corrections or additions, Chair Di Pietro requested approval.

**It was moved by Commissioner Rodriguez, seconded by Commissioner Nieland: That the minutes of the Pension and Investment Committee held on April 3, 2015 be approved as presented. Motion carried unanimously.**

#### **Board Compliance Committee**

Commissioner Nieland informed the Board that the meeting was held on April 2, 2015. The committee received updates on the new Board Compliance Committee and began interviewing the external board members—interviewed 4 and identified one that is currently being vetted. The committee is still looking for additional candidates for the future. Updated on the implementation of the Physician Arrangements Database which is currently being built out to include an additional documenting web-based approval for the time and event reporting management system which is an add on module to Meditract which is being configured to look at medical directorship duties, payment amount and controls as far as logs. Discussed the Policy and Procedures as new ones are developed they will be vetted through Compliance. Commissioner Nieland announced that he was designated to volunteer on the workgroup for the compliance committee which he has been attending. There was a motion made and approved to adopt the Board Compliance Committee Charter with recommended changes.

**Chair Di Pietro asked if there were any additions or corrections—there being none.**

**It was moved by Commissioner Rodriguez, seconded by Commissioner Wright:  
That the minutes of the Board Compliance Committee held on April 2, 2015 be approved as presented. Motion carried unanimously**

#### **Quality Assessment & Oversight Committee**

Commissioner Rodriguez informed the Board that the meeting was held on April 2 and Commissioners' Gustafson and VanHoose, CEOs, Dr. El Sanadi and others were in attendance. He stated that copies of the minutes were provided in advance to the Commissioners---there are no additions or corrections and Commissioner Rodriguez requested approval. He commented that at there was a discussion regarding the vacancy rate for the nurses at this meeting.

**It was moved by Commissioner VanHoose, seconded by Commissioner Nieland:  
That the minutes of the Quality Assessment & Oversight Committee held on April 2, 2015 be approved as presented. Motion carried unanimously**

#### **Audit Committee**

Commissioner Wright reported that the Committee met on April 20<sup>th</sup> and discussed the following: KPM audit plan; GASB 68 requirements; Internal Audit Update no major issues raised; approved new software to track all submitted COI disclosures. Currently all Conflict of Interest forms are done manually. This software will provide better reports and provide better accessibility and transparency. The Committee also did an Audit Reports overview

**Chair Di Pietro asked if there were any additions or corrections, there being none,**

**It was moved by Commissioner Rodriguez, seconded by Commissioner Nieland:  
That the minutes of the Audit Committee held on April 20, 2015 be approved as presented.  
Motion carried unanimously**

#### **Finance Committee**

Chair Di Pietro commented that all the Commissioners were present for the Finance Committee held on April 22nd. He asked if there were any additions or corrections to the minutes that were presented to them. There being none,

**It was moved by Commissioner Rodriguez, seconded by Commissioner Wright:  
That the minutes of the Finance Committee held on April 22, 2015 be approved as presented.  
Motion carried unanimously**

#### **Legal Affairs Committee**

Chair Di Pietro commented that all the Commissioners were present for the Legal Affairs Committee held on April 22nd. He asked if there were any additions or corrections to the minutes that were presented to them. There being none,

**It was moved by Commissioner Rodriguez, seconded by Commissioner Wright:  
That the minutes of the Legal Affairs Committee held on April 22, 2015 be approved as presented. Motion carried unanimously**

## **Building Committee**

Chair Di Pietro commented that all the Commissioners were present for the Build Committee held on April 22nd. He asked if there were any additions or corrections to the minutes that were presented to them. There being none,

**It was moved by Commissioner Rodriguez, seconded by Commissioner Nieland:  
That the minutes of the Building Committee held on April 22, 2015 be approved as presented.  
Motion carried unanimously**

## **CONSENT AGENDA**

**Chair Di Pietro asked that Item 13 be pulled from the Agenda. He then requested approval for the following items: 6-8-10-11-12-15-16-and including 17**

6. Approval for payment to Greenberg Traurig in the amount of \$267,530.34 for legal services for the month of March 2015.
7. Acceptance of the Interim Financial Statements for the Month of March 2015. **(Pulled approved under CFO report)**
8. Authorization for the President/CEO to execute an option to renew the 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 \$1,975,772, for the period 3/01/2015 – 02/29/2016 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 changes in the approved business terms.
9. Approval for the funding of the above described construction of a 4<sup>th</sup> Floor Shell space as part of the three-story BHCS South Tower expansion at a cost of \$8,810,000 in accordance with section 24 (1) (d) of the North Broward Hospital District. **(Pulled approved under CEO Report)**
10. Approval to authorize the President/CEO to open Requests for Bids for: a clinical trials management system; an automated institutional review board; and a clinical decision software for expansion and support of the Corporate Clinical Research program not to exceed \$1,250,000.
11. Approval for the Broward Health/Corporate Entities Board of Directors/Broward Health Support Services Inc.
12. Approval for the Broward Health/Corporate Entities Board of Directors for the North Broward Hospital District Infusion Network, Inc. ("Infusion Network").
13. Approval of the Chaplaincy Policy.**(Pulled)**
14. Approval of MCS LLC Settlement in the amount of \$892,500. **(Pulled approved under General Counsel report)**

15. Approval for the BHCS Bed Tower Expansion – Recommendation of Selection Committee for Program Manager—Jones Lang LaSalle.
16. Approval for BHCS Bed Tower Expansion - Recommendation of Selection Committee for Short List of Architect Firms—B&A; HDR; HKS;MGE; P+W/
17. Approval for BH - Recommendation of Selection Committee for Four-4 Term Architects: MGE; HKS; Saltz Michelson; ACAI.

**It was moved by Commissioner Rodriguez, seconded by Commissioner Nieland that Items 6-8-10-11-12-15-16- and including 17 as listed on the Consent Agenda be approved as presented. Motion carried unanimously.**

**Item 13---Chaplaincy Policy---**

Chair Di Pietro asked if anyone in the audience wished to comment on this item; there being no response from the audience,

**It was moved Commissioner Rodriguez, seconded by Commissioner Wright:**

**That the Chaplaincy Policy be approved as presented.**

**Motion carried unanimously.**

### **DISCUSSION AGENDA**

18. Approval of the Patient Safety Plan Policy RA-008-052

Dr. Boutin presented Item 18. He informed the Board that following the discussion regarding upcoming Patient Safety Plan Policy—enclosed in their packet was the final updated version of the policy.

Commissioner Canada said when reading Policy Section 3—it speaks to remedial action rather than punishing staff members for errors. Commissioner Canada said he appears to her as a corporate liability not to be able to terminate someone when they actually have an error. Dr. Boutin explained that there are two reasons 1) staff cannot be living in fear if they make a mistake or otherwise they would not report; 2) BH terminates for just cause and they also have in place progressive discipline under the rules. Commissioner Canada commented that she just wanted to make sure that the District was protected. Dr. Boutin stated that BH has HR policies in place that take care of these types of incidents.

Commissioner VanHoose requested that the redlined version also be included when the Board is asked to approve a policy. Dr. El Sanadi assured Commissioner VanHoose that in the future both versions will be given to the Commissioners for their review.

Commissioner Canada questioned Page 3 of 12 Item 7 Code 15 (whose healthcare). Dr. El Sanadi said that this is specifically written by the Department of Health as reportable events. For example, when an outpatient surgery center does procedures and they have

complications those patients do not end up in a surgery center but in a hospital. This obligates the hospital to report to AHCA that there was an untoward event in a prior care setting.

Dr. Boutin gave credit to Ms. Bellone who did a lot of work on revising the policy.

**It was moved by Commissioner Rodriguez, seconded by Commissioner Wright,**

**That the Board of Commissioners approves the Patient Safety Plan Policy RA-008-052**

**Motion carried unanimously.**

**19. Approval for the President/CEO to propose that a third party managing entity be engaged to manage SFCCN; if not approved, the President/CEO as a representative of the Board of Commissioners for the NBHD should recommend mediation. (Pulled approved under Audience Comments)**

**20. Approval of Policy Amendments—Gold Coast Home Health & Hospice Services**

**A-Rights/Responsibilities/Ethics**

- Do Not Resuscitate
- Ethical Issues
- Experimental Research and Investigational Studies
- Concern/Grievance Process
- Facilitating Communication

**B-Continuum of Care**

- Scope of Services
- Listing of Services Provided
- Acceptance of Patients/Clients-Intake
- Care Coordination
- Orientation of Agency Personnel to Assigned Responsibilities
- Patient/Client Notification of Changes in Care/Service
- Transfer, Referral, and Discharge Criteria and Process
- Home Entry Process
- Home Care Process
- Handling Denial of Care Issues
- Admission Process

**C-Assessments**

- Initial Assessments
- Assessment of Possible Abuse/Neglect
- Scope of Pediatric Assessments/Qualifications
- Scope of Obstetrical Assessments/Qualifications
- Initial Assessments

**D-Care, Treatment, and Service**

- Care Planning Process
- Standards of Care and Practice
- Verification of Physician Licensure
- Physician Responsibility in Managing Home Care Patients

**E-Leadership**

- Governing Body
- Advisory Board

Governing Body/Committee Communication  
Responsibilities/Supervision of Clinical Services  
On-Call Protocol  
Agency Provided Cell Phone

**F-Management and Information**

Clinical Record Review  
Entries into Clinical Records  
Assembly of Clinical Records  
Discharge Summary  
Contents of Clinical Notes  
Transfer Information  
Retention of Records

**G-Environmental Safety and Equipment Management**

Medical Equipment Malfunction  
Emergency Preparedness  
Cleaning of monitors and other telemonitoring equipment to remove surface soiling.

**H-Surveillance, Prevention and Contract of Infections**

Infection Control Plan  
Home Health Bag Techniques

**I-Human Resources**

Orientation  
Inservice Training Personnel Development

Ms. Jasmin Shirley reported that under Tab 20, are the amendments of various polices that impact the operations of Gold Coast Home Health and Hospice Services. They are being provided to the Board today for review and guidance with regard to the nature of these amendments which are either a result of language changes, clarifications, new regulations, etc., with regard to either AHCA or Centers for Medicare and Medicaid. They are presented to the Board by sub-sections so that the Board can see the various types of categories that these policies fall under. She explained that no matter what type of change is made to the policy, the Commissioners as the Governing Body would need to review and approve. Ms. Shirley asked for approval for these policy changes as of March 2015. She said that as they receive additional guidance in the future that are substantial, they will be brought back to the Board for review and approval as well.

Ms. Shirley also advised the Board that upon their approval, they would then re-format the policies into the correct template for BH policies which contains the BH logo at the top and actual policy name.

Commissioner Wright asked if there were any metric changes to the policies. Ms. Shirley directed the Commissioners to look at the Summary of Changes with was a simple guide outlining the changes to each policy.

**It was moved by Commissioner Gustafson, seconded by Commissioner Rodriguez:**

**That the Board of Commissioners accept the report and file it publicly and approve the Policy Amendments for Gold Coast Home Health and Hospice Services as a matter of record.**

**Motion carried unanimously.**

**COMMENTS BY COMMISSIONERS**

Commissioner Nieland informed the Commissioners that he attended the Pediatric event at BHCS—it was excellent event and was well attended with the Chamber and the Mayors from both CS and Parkland in attendance. He recommended that everyone take a tour of the new BHCS Pediatric unit.

**NEXT REGULAR BOARD MEETING** The next regularly scheduled Board of Commissioners' meeting will be held on May 27, 2015 at 4:00 p.m. at Spectrum Offices 1700 NW 49 Street, Fort Lauderdale, Florida.

**Commissioner VanHoose motion to adjourn, seconded by Commissioner Wright.**

**Motion carried unanimously.**

Meeting adjourned at 6:40 p.m.

Respectfully submitted,  
David Nieland, Secretary/Treasurer

**BY: Maryanne Wing**

**A FULL RECORDING OF THIS MEETING IS AVAILABLE ON TAPE**