

**NORTH BROWARD HOSPITAL DISTRICT
BOARD OF COMMISSIONERS'
REGULAR MEETING
Broward Health North, Conference Center
February 25, 2015 – 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. 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 Di Pietro called the meeting to order at 4:00 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 Chaplain Nathaniel Knowles, Broward Sheriff's Office followed by the Pledge of Allegiance led by Pauline Grant, CEO, Broward Health North.

RECOGNITION

Dr. El Sanadi asked Dr. Ana Calderon to present the two young CDTC Ambassadors who are patients of CDTC and who have demonstrated unbelievable strength, perseverance and courage at such a young age.

Ketsia Jean is 6 years old and has been coming to CDTC for the past 4 years. Since birth, Ketsia's left leg was plagued with issues. Physicians' offices were at a loss as to how to treat her, which led her mother to CDTC. As part of the Medical Home program, staff at CDTC provided primary care services and helped link the family to numerous specialist and community resources ultimately leading to the removal of Ketsia's leg above the knee. She spent over a year in Boston where her surgery was performed. She loves music, dancing, swimming and wants to someday be a mom and maybe a nurse or doctor.

Brian Douglas is an 11 year old boy who has been coming to CDTC for primary care services since he was 4 years old. Brian was born with limb deformities and because of this both of his legs were amputated below the knee. He was fitted with prosthetics from the Shriners in Tampa; however, those prosthetics would not allow him to run. Brian enjoys sports so he decided to pursue swimming where he quickly excelled. He advanced and began competing with kids who did not have any physical challenges. Brian loves school and has been on the Honor Roll each year. Every day he helps his mom care for his sister who is also a patient of CDTC. Brian is looking forward to going to college and staying athletic; perhaps one day even participating in the Paralympics.

Last year the 5K 4 Kids race, hosted by the St. Anthony Knights of Columbus changed Brian's life. He volunteered to be the Race Captain in order to help support CDTC. He completed the race without formal running prosthetics and his story spread. With the help of the community his athletic aspirations were achieved. This past summer he was awarded a set of new running blades from Amputee Blade Runners and traveled to Tennessee to be fitted and on January 2015, he debuted them at the 5K 4 Kids Race. When asked how it felt to finally be able to run and jump, he said, "I feel FREE."

Brian has been an inspiration to other kids and this year he invited Ketsia to join him as the Race Co-Captain. This was her first race and both she and Brian crossed the finish line to cheering fans, including many members of the Board of Commissioners. They set an amazing example to others, and for that, they are true CDTC Ambassadors.

Both Brian and Ketsia were awarded Certificates of Appreciation and T-Shirts.

SPECIAL RECOGNITION—COMMISSIONER DEBBIE L. KOHL

Chair Di Pietro commented on the commitment and dedication shown by former Commissioner Debbie Kohl. Commissioner Kohl was appointed to the Board by Governor Scott on March 29, 2012 and served until December 8, 2014. Commissioner Kohl served as Secretary/Treasurer from April 2013 until she left the Board in December 2014. During her tenure, Commissioner Kohl served on various committees. She chaired Finance and Audit Committees and was instrumental in approving the revised physician contracts and district's bylaws. She also participated in the additions and revisions of many of the District's policies.

On behalf of the Board of Commissioners and in the absence of former Commissioner Kohl who could not be in attendance, Chair Di Pietro presented to her husband David Kohl a plaque in recognition of former Commissioner Kohl's service and dedication to the North Broward Hospital District Board of Commissioners and to its community residents.

RECOGNITION OF SHINING STARS: The following were recognized as Shining Stars: Cecile N. Kaplan, RN Quality Management Specialist, BHCS; Jannette Sierra, Data Specialist, Finance, CDTC; Ricardo Eusebio, Certified Hyperbaria Tech. BHIP; Erelie Beauplan, Medical Secretary, Cancer Center BHN; Yeral Santos, Echo Lab, Cardiac Sonographer, BHMC and Karen Johnson, Home Care RN at Gold Coast Hospice, CHS.

COMMENTS FROM AUDIENCE:

Mr. Vincente Thrower thanked Dr. El Sanadi and those Board members and staff who participated in the Martin Luther King Parade celebrations. It was a great event. He also asked

for better communication between the District and the faith-based community in the Pompano area. He hoped that it would improve over the next year.

Dr. Meron Levitats addressed the concerns he had with the proposed ENT contract; Item 9 on the Consent Agenda.

Dr. Levitats is a soon to be retired ENT specialist who has taken call at BHN for the past 20 years. He said that he had no personal animus towards Dr. DuMornay but has concerns over the way the contract was finalized. His concerns regarding the ENT situation fall into 3 areas: Philosophy, Process, and Price.

It appears that Administration's philosophy rest on the idea that one person can provide timely ER coverage 24/7- 365 days at two busy trauma hospitals, risking the need to be at both places at the same time and doing the work previously done by 7 physicians. Dr. Levitats also questioned the credentialing process. He questioned why the District cancelled Dr. Callari's contract before they had Dr. DuMornay properly credentialed according to processes specified by the bylaws. He said that the Department of Surgery did not recommend approval for Dr. DuMornay's credentialing because they did not have the proper documentation presented to the C&Q committee, violating the bylaws.

As to process, in the District's haste to hire Dr. DuMornay, it appears to have skirted federal regulations for services required at a Level 1 Trauma Center by having no ENT coverage for the first 12 days of February.

Price: Administration objected to Dr. Callari's asking price of \$2500 per day for both hospitals.

Matt Kuebis of Blue Bell Technologies addressed Item 14. Mr. Kuebus stated that he was asking the Board of Commissioners to make decisions on facts and to be well informed about making investments regarding the leasing of the StrykerMako Robotic System for Orthopedics. Mr. Kuebis represents Blue Bell Technologies and they offer a similar technology to the Mako system that is available at a fraction of the cost. He spoke to the price differences in disposables and maintenance. In addition, it is CT scan free and there are six different options to the hardware. He asked that the Commissioners to take into consideration the facts that he presented to them today before making their decision.

APPROVAL OF MINUTES

1. Request approval of the Minutes of the Regular Meeting of the Board of Commissioners held January 28, 2015.

Chair Di Pietro asked for approval of the Board minutes for January 28, 2015. Commissioner VanHoose commented that the roll call of the January Board meeting did not show that Commissioner VanHoose and Commissioner Canada as being present.

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

THAT THE MINUTES OF THE REGULAR MEETING OF THE BOARD OF COMMISSIONERS HELD ON JANUARY 28, 2015 BE APPROVED AS AMENDED

Motion carried unanimously.

2. Request approval of the Minutes of the Chiefs of Staff / Board of Commissioners meeting held on January 28, 2015.

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

THAT THE MINUTES OF THE CHIEFS OF STAFF MEETING OF THE BOARD OF COMMISSIONERS HELD ON JANUARY 28, 2015 BE APPROVED AS PRESENTED.

Motion carried unanimously.

MEDICAL COUNCIL AGENDA

3. **BROWARD HEALTH NORTH**

Dr. Hoffberger presented the following update:

- BH North held its annual ‘Valentine’s Sweetheart Dance’ for seniors on February 13th in the Conference Center. More than 100 seniors attended and danced to the sound of big band music and enjoyed Valentine themed treats.
- On Monday, February 23rd, the new Broward Health Complete Retail Pharmacy officially opened with a formal ribbon cutting ceremony. In attendance were Board Commissioner Maureen Canada, Debbie Breen, VP/Financial Operations, Paul Echelard, SVP/COO, community relations council members, and the BH North leadership team. The pharmacy is conveniently located in the main lobby and will provide an opportunity for patients and family members to leave with all the necessary items. It is complimented by the Broward Health Complete bedside prescription service.

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 Changes and Resignations; Medical Staff Reappointments; Allied Health Additions and Changes; Allied Health Reappointments and; Community Health Reappointments.

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

THAT THE BOARD OF COMMISSIONERS APPROVE THE RECOMMENDATIONS OF BROWARD HEALTH NORTH’S MEDICAL COUNCIL OF ITEMS 3 (A-E):

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

Motion carried unanimously.

Recognition of Distinguished Clinician: Joel K. Erickson, M.D.

Dr. Hoffberger announced that Dr. Joel K. Erickson, M.D. is BH North's Distinguished Clinician. Dr. Erickson, who is an interventional radiologist, joined the staff at BH North years ago. After completing training at Columbia University, he did an advanced training in radiology at Mass General in Boston and did a Fellowship Interventional Radiology. Dr. Erickson is currently the Chairman BH North's Department of Radiology and oversees a lot of quality measures for his group. The North Broward Radiology group has 23-radiologist that supports BH's hospital system with various expertise. Dr. Hoffberger then explained that interventional radiologist provide invasive procedures which are often difficult to do other ways; otherwise, they would require surgery. They also care for the sickest of patients who are too unstable to go to surgery. He then commented on a procedure that Dr. Erickson did that saved the life of one of Dr. Hoffberger's patient. Dr. Erickson is always cool and collected even under the most stressful situations.

Dr. Hoffberger introduced Dr. Erickson and presented him with a framed Certificate of Appreciation.

Dr. Erickson said that interventional radiology is something that is behind the scenes—not everyone knows what they do or sees them in action. However, they provide a valuable service to those patients who need their expertise. He said he sees the radiologist, techs and staff at all the hospitals as a family. But the real key to radiology is the equipment and they are blessed to have the best equipment and he thanked the Board for supporting them by providing cutting edge equipment which allows them to provide the best care to the patients that they serve.

4. **BROWARD HEALTH IMPERIAL POINT**

Dr. Lewkowicz provided the following update:

- BHIP participated in a range of community events: 1) AARP Driver's Safety Course for seniors which allowed senior citizens to save up to 20% on their insurance; 2) sponsored a booth at the Health and Business Expo which provided health information as well as a lot of give-a-ways promoting BHIP; 3) at the High T and Trivia event- Dr. Eduardo Uchiyama, a vitreoretinal surgeon, spoke on "Sick Eyes" with over 60 seniors in attendance.
- The ManVan attended several events; the Center for Independent Living; Black History Month, the Senior Expo and Unity of the Community in Pompano.
- AHCA visited BHIP and did their annual Risk Management Survey—there were some deficiencies but action plans have already be put in place to implement findings to correct the deficiencies.

Dr. Howard Lewkowicz, 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 Gustafson, seconded by Commissioner Rodriguez:

**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.

Recognition of Distinguished Clinician: Vasana Cheanvechai, M.D.

Dr. Lewkowitz announced that Dr. Vasana Cheanvechai M.D. was BH Imperial Point's Distinguished Clinician. Dr. Cheanvechai is an endovascular surgeon who came to BHIP six months ago. She trained at Princeton and then went on to attend medical school at Northwestern; did her general surgery at the University of Miami and her vascular training was done at the University of Maryland where she also received a Masters in Public Health. She spent six years practicing in Las Vegas and decided to move back to Florida where she grew up and attended Pine Crest.

Dr. Lewkowitz introduced Dr. Asana Cheanvechai and presented her with a framed Certificate of Appreciation.

Dr. Cheanvechai thanked the Board and Alice Taylor for all of their support. She said the support has been tremendous. After giving birth to twins she decided to come back to Florida so she could have the help of her parents. She said the field that she is in is a little under-represented here in South Florida. Endovascular surgeons take care of all of the arteries and veins in the body outside of the heart and brain. It is a very specialized field and she works very closely with the interventional radiologist. She spoke to some of the other advances that have occurred in her field which has been mostly in the venous side. This is something she can treat and in working in the wound center she sees many patients and this has helped her practice grow. She is very thankful for all of the support she has been given at BH.

5. BROWARD HEALTH CORAL SPRINGS

Dr. Sachedina reported that everything went well it was a quite month and there were no major issues to report.

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; and Allied Health Appointments.

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

**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 Appointments

Motion carried unanimously.

Recognition of Distinguished Clinician: Douglas Neimand, M.D.

Dr. Sachedina announced that BH Coral Springs Distinguished Clinician is Dr. Douglas Neimand. Dr. Neimand is a Magna Cum Laude graduate of Washington University undergrad program; attended NYU for his medical school and University of Connecticut for his medical residency. He said he did not nominate him for any academic accolades but because he is a fantastic and dedicated clinician. He has been in Coral Springs since 1981 and with BHCS since it opened in 1987 and is one of BHCS's founding fathers. He is 65 years old and has the energy of a 30 year old. When Dr. Sachedina is making rounds at 6:30 in the morning, he sees Dr. Neimand and again at 7:30 p.m. If you call him on a consult for a patient, he is there right away. Dr. Neimand has set a very high bar and he has never been at any peer review committee for any problems associated with his practice. He is a doctors' doctor. Dr. Sachedina said that when he asked him to come here today to accept this award he said he would love but there was one problem—he never goes anywhere on Wednesday afternoon. You see every Wednesday afternoon he goes to visit his 95 year old mother. Dr. Neimand said he would decline the award but Dr. Sachedina told him he could not because that is what makes him a good physician and he highly deserves this recognition.

6. **BROWARD HEALTH MEDICAL CENTER**

Dr. Yogel provided the following update:

- Pediatric Leadership gift of \$2 million was received with several media mentions.
- SF Hospital news will feature two of BHMC's physicians, Dr. Ivan Puente and Dr. Ahmed Osman to be in their Doctors' Day article.
- Preparations are continuing at BHMC for Palliative Disease Specific accreditation which is now scheduled for February 26.
- Met, as far as academics, with FIU officials to map out their strategy to achieve the ACGME accreditation for existing teaching programs.

Dr. Yogel said that they would like to TABLE the amendment to the OB/BYN rules and regulations regarding nurse midwife scope of practice. The wording is not in accordance with the bylaws and needs to be revisited.

Dr. Yogel advised the Board that as part of the rules for the Department of Surgery applicants for medical staff membership are reviewed at the Department of Surgery before the applicant is presented to C&Q. In the case of Dr. DuMornay, due to a timing situation, the applicant (Dr. DuMornay) was not able to be presented at the Department of Surgery until after C&Q and the Medical Executive Committee (MEC) meeting. The applicant was approved at C&Q and ratified at MEC. At the February 11th, The Department of Surgery meeting, the applicant was discussed and the following motion was passed: The Department of Surgery does not recommend approval of Dr. DuMornay because

information was not available at C&Q and MEC meetings. Dr. Yogel said as far as C&Q and MEC the process was followed to the line and Dr. DuMornay was recommended for privileges. He explained that the problem came about because the Department of Surgery has the privilege to review applicants before they are sent to C&Q and to MEC. This does not give them veto power, it only gives the department members the ability to review applicants and express any issues that they may have but it is still not their decision in anyway nor do they have any veto power in what the C&Q and MEC ratify. Dr. Yogel said he just wanted to make this very clear.

Dr. Yogel commented that he was not going to allow the medical staff to become a tool or an instrument in business negotiations. He said he has to be fair to all applicants who are already on staff and those coming on staff. In all ways we must remain neutral in the way that these applicants are reviewed. Dr. Yogel said that, unfortunately, this has happened before and given the environment we are in today with these contracts, the medical staff is being thrust into a position of using the credentialing process as a negotiating tool. Dr. Yogel said as Chief of Staff his job is to make sure this is not allowed to happen and he feels that he did his best not to allow this to happen in this instance.

Chair Di Pietro questioned if the information at C&Q was privilege. Dr. Yogel thought that they were not.

Dr. Louis Yogel, 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 & Weston Urgent Care Center Reappointments.

- 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 Rodriguez, seconded by Commissioner Nieland that the Board of Commissioners approve the tabling of the Amendment to the Rules and Regulations for the Department of OB/GYN. Motion carried unanimously.

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

THAT THE BOARD OF COMMISSIONERS APPROVE THE RECOMMENDATIONS OF THE BROWARD HEALTH MEDICAL CENTER MEDICAL COUNCIL OF ITEMS 6 (A-F) AS AMENDED.

Motion carried unanimously.

Recognition of Distinguished Clinician: *Lanalee Sam M.D.*

Dr. Yogel informed the Commissioners that he did not know that his Distinguished Clinician was going to be out of the country so unfortunately she was not present today. Dr. Lanalee Sam is a BHMC Ob/Gyn physician and has performed the second procedure done of the single site robotic total abdominal hysterectomy at BHMC.

At this time, Commissioner VanHoose requested that the Chair pull Item 9 (Approval of Dr. Wilson DuMornay contracts) from the Consent agenda for further discussion. Chair Di Pietro asked if any other items needed to be pulled from Consent. He then reviewed the items and there being no further items to be pulled, he informed the Commissioners that Items 7, 8, 10, 11 and 12 would now be listed under the Consent Agenda for approval.

CEO REPORT

Dr. El Sanadi said it has been a very busy month.

Dr. El Sanadi commended Dr. Yogel for being transparent and speaking as a true physician leader for the BHMC medical staff. He also thanked the medical staff leadership at BHN and the CEOs of BHMC and BHN for working through the ENT contract. It was a difficult contract and will be discussed further but he wanted to make sure that everyone knew that there was no disruption of services and Dr. DuMornay did step up to the plate to help BH.

Dr. El Sanadi reported on the following:

- Attended the Florida Hospital Association and Safety Net Alliance meetings to discuss the LIP and DSH sunset and coming up with strategies for BH's system to present to the legislators when the Commissioners and Dr. El Sanadi visit the legislators in March.
- Met with community leaders and philanthropist to make sure that they know what BH is all about.
- The Distinguished Clinicians do help patients in the system and we wanted to present them to the community.
- Safety and Satisfaction remains at the top of the agenda. BH is focusing very hard as far as evidence-based management and how it continues to look at patient care as the most important thing that BH does.
- Met with four county commissioners and discussed some of BH's issues hoping for favorable resolutions.
- Met with the Pediatric Leadership. They do superb work as evidenced by the work that they do at CDTC and throughout the BH system.

CFO REPORT

Mr. Martin provided a brief overview of the January financials:

Overall volume for January is at budget levels and above prior year volume

- System wide for January: admissions were down 1% or 74 cases—insured volume was also down 1% which is something that BH has not seen all year; short stay cases up 25% or 350 cases; births were strong up 8%; surgeries down 1% little more than 30 cases; outpatient visits down 5%--mainly lab, radiology and chemo visits; ER visits up 3% or 600 visits with compensated up 1700 visits and uncompensated visits down 1100 visits---this is helping drive the positive bottom-line.

- Financially for January BH had another good month: Net operating revenue was \$94 million—\$6 million greater than budget; Total operating expenses of \$97 million—\$2 million unfavorable to budget due to increase in salaries. BH had an additional 1300 patient days over budget and overtime was used for agency nurses to fill the gap. Net loss from operations for the month was \$3.7 million which was \$5 million better than what was budgeted.
- YTD for the first seven (7) months of the FY net operating revenue of \$622 million—\$36 million greater than budget; total operating expenses of \$662 million--\$2 million unfavorable; Net loss from operations for the first seven (7) months was \$41 million--\$34 million favorable to budget and \$44 million better than last year for the same period.
- Investment Income YTD \$7 million unfavorable to budget and down \$43 million from last year. Excess revenue over expense of \$36 million— \$28 million favorable to budget and \$1 million better than prior year which was due of the strong investment income last year.

Commissioner Wright asked Mr. Martin what his prognosis was for why the investments dropped. Mr. Martin said that January has always been a slow month for investments. Mr. Martin said that everyone you speak to says that the economy is continuing to grow stronger and stronger, so he looks for the stock market to continue to increase.

Dr. El Sanadi said that we will watch the investments closely. Mr. Martin said that BH has not changed its investment managers and BH has the same investment strategy. Mr. Martin commented that an Investment Committee meeting is scheduled for April 2nd.

GENERAL COUNSEL REPORT

Mr. Goren informed the Commissioners that there is a pending labor matter in the District Court of Miami—case no. 14-CV6052 referenced at William Hickey vs. Broward Health. It is a termination case and he is requesting a Shade Session following the March Board meeting.

It was moved by Commissioner Rodriguez, seconded by Commissioner Nieland that the Board of Commissioners authorize a Shade Session following the March Board meeting. Motion carried unanimously.

Mr. Goren said he has a continuing request that is yet to be set for a Shade Session regarding the False Claims Case pending in Federal Court. Mr. Goren said that he is requesting a Shade Session for some time in the month of March—it would be separate and distinct from a regular board meeting.

It was moved by Commissioner Rodriguez, seconded by Commissioner Nieland that the Board of Commissioners authorize a Shade Session sometime during the month of March separate and distinct from the regular board meeting. Motion carried unanimously.

For the record, Mr. Goren informed the Board that Commissioner Di Pietro and Commissioner Wright have filed the appropriate Form 8 paperwork relating to Dr Susana Brandt and a potential business conflict with Marcel Haywood respectively. The clerk has acknowledged receipt of the forms.

Mr. Goren informed the Board of House Bill 953 which has just been filed by Rep. Costello regarding hospital districts and taxation. It is a recent filing and legal will consult with the District's lobbyist and others in administration. This Bill would require a decennially

reauthorization of tax authority for certain hospital districts and would prohibit hospital districts from levying property taxes without consent of electors residing in the hospital district in terminating taxing authority of the hospital district if a referenda was not approved by a majority in that district. It is a unique Bill.

COMMITTEE REPORTS:

Finance Committee February 18, 2015

Commissioner Nieland said everyone was present except for Commissioner Rodriguez who was present via telephone. There is one item on the Discussion agenda regarding Robotics which will be discussed at that time.

There being no additions or corrections,

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

That the Board of Commissioners approve the minutes of the Finance Committee meeting held on February 18, 2015 as presented.

Motion carried unanimously.

Legal Affairs Committee February 18, 2015

Commissioner Canada reviewed the minutes and commented that there were no changes or corrections. She asked for approval of the minutes as presented.

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

That the Board of Commissioners approve the minutes of the Legal Affairs Committee meeting held on February 18, 2015 as presented.

Motion carried unanimously.

Building Committee February 18, 2015

Commissioner Joel Gustafson stated that there is one item on the Discussion agenda and he had no changes to minutes and asked for approval.

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

That the Board of Commissioners approve the minutes of the Building Committee meeting held on February 18, 2015 as presented.

Motion carried unanimously.

CONSENT AGENDA

Chair Di Pietro stated that he wanted it noted in the Board minutes that he had a lot of questions relating to Items 8 and 9 as listed on the Consent agenda. He asked about FMVs, commercial reasonableness, state and federal regulations and some other issues and those questions were answered satisfactorily by administration. (Please refer to the Legal Affairs Committee minutes).

Chair Di Pietro asked if any other items needed to be pulled from the Consent Agenda. There being none he asked for a motion to approve Items 7, 8, 10, 11, 12

7. Acceptance of the Interim Financial Statements for the month of January 2015
8. Approval for Dr. Violet McCormack's employment contract.
9. Approval for Dr. Wilson DuMornay employment contract. **(Pulled)**
10. Ratification for Dr. Michael Chizner Employment Contract.
11. Ratification of District's Risk Managers
12. Approval of the bid results—Broward Health Imperial Point HIM Renovation Project

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

THAT THE BOARD OF COMMISSIONERS APPROVE ITEMS 7-8-10-11 and 12 AS LISTED ON THE CONSENT AGENDA.

Motion carried unanimously.

The Commissioners took a 5 minute break to read through the information given to them by Dr. Levitats.

The Commissioners addressed Item 9. Approval of PPUC On-call contracts for Dr. Wilson DuMornay.

Dr. El Sanadi reminded the Commissioners that this item was presented to the Legal Affairs Committee on February 18, 2015 with Dr. DuMornay speaking to the Commissioners at that time. Dr. El Sanadi commented that this has been a difficult negotiation. Fair market value numbers were presented by IHS (Maria Currier); a resolution with Dr. Callari could not be reach; and then the prior contract lapsed January 31, 2015. Dr. El Sanadi said that BH could not have a gap in coverage so they reached out to Dr. DuMornay who stepped up to the plate and covered all BH facilities. With regard to the information presented to the Board by Dr. Levitats, Dr. El Sanadi said it did not include all of the facts.

Commissioner Wright asked Dr. El Sanadi to address the issue of a violation or potential infringement on a federal statute. Dr. EL Sanadi said there was no violation or potential infringement on a federal statute. Dr. El Sanadi said that there were several conference calls with several legal experts who gave their legal opinions and as far as he was concerned, BH was not only above board it was also spic-and-span from his vantage point. Mr. Goren concurred with Dr. El Sanadi's comments.

Chair Di Pietro said he was present when the last ENT contract was approved in December 2013. At that point, BH was supposed to have ENTs that were either going to be hired or replaced under that contract and that contract was to trickle down from the daily on-call which was \$2400 per day to where BH did not need to have the on-call. At that time, there was concern by the Board about the timing and value of the contract. Chair Di Pietro asked if during that year were

any ENTs actually hired and was the daily on-call price lowered. Dr. El Sanadi said he could not answer that question. Chair Di Pietro asked if the daily on-call price was ever reduced. Dr. El Sanadi said no.

Dr. El Sanadi informed the Board that in no way did the contract with Dr. DuMornay jeopardize patient care, referral patterns or any of the privileges of the prior team. That team is still here; their referral patterns are the same and they get to see patients. Dr. EL Sanadi said he did not see any harm in moving forward with Dr. DuMornay's contracts as far as patient care. This is not an exclusive contract and the door is always open for further negotiations with Dr. Callari's team.

Dr. El Sanadi said that he wanted to make it perfectly clear that at no time was there any lapse in service, or violations of any federal laws as far as American College of Surgeons or AHCA; patients were covered and everyone was safe and it was done correctly and professionally. Dr. El Sanadi said that is why he complimented Dr. Yogel who remained neutral throughout this entire process.

Commissioner VanHoose said she pulled this item because of comments made in the room and then they received this letter from Dr. Levitats. She commented that for those present today from a public perception angle this letter called the Commissioners disingenuous and disguised things in order to move things under the rug. Commissioner VanHoose thanked Dr. El Sanadi for clarifying the disruption of services. Commissioner VanHoose asked Dr. El Sanadi if BH was losing 7 ENT physicians as Dr. Levitats alludes to in his letter. Dr. El Sanadi said absolutely not. Those physicians are still on board, they still have hospital privileges, and they still get patient referrals. Dr. DuMornay's contract is purely for uncompensated patient care at the trauma centers and on-call fee—it has nothing to do with hospital credentials for Dr. Callari's team. Dr. Callari was the negotiator for that team and BH could not come to a financial number that they felt was legally acceptable.

Commissioner VanHoose questioned if the total cost from the previous contract to the present contract is now less. Dr. EL Sanadi said it was approximately 25% to 30% less.

Commissioner VanHoose asked Dr. DuMornay to speak.

Dr. DuMornay said that there has been a lot of conversation about this contract but the fact remains that his is an open contract. It is the first time that the ENT contract has been open where any ENT can come on board and take call which has not been the case in the past. In the past, the ENTs had to go and work for Dr. Callari's LLC and sign a non-compete. Dr. DuMornay said all ENTs are welcome to come and work with him and they are free to go and negotiate with BH; they do not need to negotiate through him. Dr. DuMornay commented that he took offense to the way in which his salary was allegedly said to be disguised. Dr. DuMornay said that while he was teaching in Georgia his base salary was \$625,000 but he wanted to come back to south Florida. Dr. DuMornay said this was not about him; it was about the contract that was terminated.

Chair Di Pietro questioned if there were a lot of ENTs. Dr. DuMornay said that there are not. Chair Di Pietro said he has a philosophical problem with PPUC contracts that have non-competes because it creates a total uncompetitive market for BH.

Dr. El Sanadi said that Commissioner VanHoose made some excellent points but he wanted Mr. Goren to go through a chronology of sequences as to what happened with the prior contract and how Dr. DuMornay's contract came about.

Mr. Goren informed Commissioners that the prior contract expired on its own January 31, 2015. When the contract was going to expire, the objective was to direct staff to negotiate contracts to either engage physicians on a full time basis or find other methods that would work going forward. Mr. Goren said that contracts have to meet fair market value standards and must be commercially reasonable. Mr. Goren said that the contract proposed by Dr. Callari's group was not supported legally by Maria Currier, BH's outside counsel or by IHS BH's outside consulting firm that provides expert testimony and confirmation that a contract meets those conditions. The proposal offered by Dr. Callari did not meet those standards and those caused Dr. El Sanadi to negotiate a contract with Dr. DuMornay or anyone else that was interested. The staff worked diligently trying to find physicians and Dr. DuMornay was one of the persons contacted.

Mr. Goren said that there were many conference calls in January to make sure that if a contract could not be reached that there was coverage in the hospitals to protect both BH's licensure and Trauma Level 1 certification which was a major component of staff's analysis. Mr. Goren informed the Commissioners that there was coverage provided and there was never a break in service or a break in coverage.

Dr. EL Sanadi said that five or six years ago, Dr. DuMornay was part of Dr. Callari's team; he was credentialed in good standing at that time and he left to serve our country for two years on a leave of absence. When he came back he was still credentialed in good standing at BH North. The problem began when he was trying to get credentialed at BHMC. Dr. El Sanadi said that BH was held over a barrel by timing: 1) BH could not have a lapse in coverage as far as patient care or violate any regulatory and compliance issues as far as trauma services and coverage; 2) the dollar amount was not supported legally. Dr. El Sanadi said to Dr. DuMornay's credit, he not only stepped up to the plate but he never asked for more money or a long term exclusive contract. He agreed to sign on and start on board as soon as the other contract lapsed. Dr. DuMornay has done a superb job in the operating room at BH North and other locations and there has been no lapse in service. Dr. El Sanadi said that at one time, one physician covered all four facilities which can be attested by Dr. Levitats. ENT emergencies in trauma centers are usually dealt with immediately by either the trauma surgeon or the ER physician until the ENT specialists arrives.

Dr. DuMornay said that there are three ENT physicians who are waiting for this contract to be approved so that they can come back into the fold.

Chair Di Pietro asked what was Dr. Callari's non-compete territory. Dr. DuMornay said it was for two years and covered all four facilities.

Dr. El Sanadi asked Dr. Yogel if there was any breach as far as C&Q or MEC or was the credentialing process violated in any way. Dr. Yogel said there was no breach or violation—it went to C&Q got approved and then went to MEC and was ratified.

Commissioner Nieland asked how often do PPUC calls take place at two different hospitals with two different patients at the same time. Dr. DuMornay said yes it happens but they are taken care of by the ER physician until the ENT can get there.

Dr. El Sanadi said after speaking with several ENTs who have covered before said it has not happened once in 20 years. Dr. DuMornay said that was correct.

Chair Di Pietro asked how many physicians Dr. DuMornay is bringing in under his umbrella. Dr. DuMornay said that there are three physicians who are waiting to see once this contract is ratified then they can negotiate with BH individually. Chair Di Pietro asked if Dr. DuMornay was going to make anyone sign a non-compete. Dr. DuMornay said he would not.

Dr. Levitats said that Dr. Callari handled the negotiations and they did have restrictions. He was here today from a historical viewpoint. Dr. Levitats informed the commissioners that Dr. Callari has released all of them from the provisions of the contract with his LLC.

Following further discussion General Counsel restated that the protocols for the credentialing of Dr. Wilson DuMornay were followed.

Dr. El Sanadi said he feels that they have answered all of the points brought up by Dr. Levitats and he feels very comfortable that the process was followed legally and above board. Mr. Goren concurred.

Chair Di Pietro asked if Dr. DuMornay would object to having the Board approve this subject to Dr. DuMornay not contracting with territorial non-competes. Dr. DuMornay said absolutely not.

Mr. Goren said if that motion is adopted by the Board today, legal can either amend the contract to provide for that or by side letter committed as an addendum to the contract should the Board move and Dr. DuMornay agrees to it.

Chair Di Pietro said we could do a side letter that the CEO could sign as opposed to bringing it back to the Board. Dr. DuMornay agreed.

It was moved by Commissioner VanHoose, seconded by Commissioner Wright,

THAT THE BOARD OF COMMISSIONERS APPROVE THE PPUC CONTRACTS FOR DR. WILSON DUMORNAY SUBJECT TO THE INCLUSION OF A SIDE LETTER AS AN ADDENDUM STATING THAT DR. DUMORNAY OR HIS ENTITY WILL NOT IN THEIR INCLUDE TERRITOTIRAL NON-COMPETES IN THEIR CONTRACTS WITH OTHER ENTs.

Motion carried unanimously.

DISCUSSION AGENDA

13. Approval of BH—Owner Direct Purchase Order – Tax Savings Program (ODP)

Mr. Echelard commented that this item was presented to the Commissioners at the Building Committee. This program is a vehicle that would allow BH to save on sales tax. It is a program that would allow monies to be used in the capital budget for the North Broward project as well as helping in purchasing some clinical equipment or enhancing the façade. At the last presentation, the Commissioners directed staff to go back to discuss this initiative further with other staff members and then come back with a more clear recommendation. Mr. Echelard said that they have met; it has been discussed and they have developed some procedures whereby

everyone feels comfortable. This is a program that is legally permitted, it is specified by the State of Florida Department of Revenue, it has been reviewed with legal, accounting, compliance, internal audit, and corporate resource and management and all concerns have been addressed. There is a detailed procedure of how it will work; it will be monitored by BH's contract management group as well as Mr. Echelard to make sure that the procedure is followed exactly as outlined and with the help of all the departments mentioned.

Mr. Echelard asked for approval to utilize the Owner Direct Purchase Program for these purchases in the BH North project.

Commissioner Gustafson asked if by using a dry wall subcontractor BH could take advantage by not paying a tax on that particular item or making an application for it and save a substantial amount of money. Mr. Echelard said that was correct. Mr. Echelard stated that this program was utilized in the past when the garage at BH North was built and when they purchased all of the concrete at BHCS ER when they purchased the steel through this program. This program is used only for big capital items. For the BH North project they want to use this program for the Generator and Switch gear project which is about a \$2 million investment.

Mr. Echelard explained in detail how this process works and the opportunities available to BH. Commissioner Gustafson asked if the contract with the BH general contractor has language to that effect in their contract. Mr. Echelard said yes it did,

Commissioner Canada asked if the \$750,000 is a maximum benefit of what BH can take from the sales tax. Mr. Echelard said there is not a maximum that might be able to be used with other contractors but the dollar amount that BH is talking about is specifically for generator and switch gear which is part of the central energy plant. There are probably just a handful of vendors that make these things and part of the reason for trying to get this through is because it is going to take them 6 to 9 months to build these items.

Commissioner Canada asked if BH was only looking at a very few subcontractors so the draw would be probably once a month. Mr. Echelard replied correct.

Commissioner Wright asked for Ms. Hall's comments.

Ms. Vinnette Hall said for the record since it was discussed at the meeting, Ms. Hall's approval of this process was based on the fact that there would be a policy within a month outlining the process in detail clarifying every step.

Mr. Echelard stated that there would be a policy within a month. It also leaves to reviewing the entire procurement process and the role that construction plays in that process. He feels that as a taxing district BH should be able to take advantage of those privileges that it has through the government which states that it is appropriate to use this for public facilities. BH wants to make sure when going through the procurement code that if this is a program that helps it to be able to put more money to taking care of patients that it is included in the procurement code as an exception. With regard to the policy, Mr. Echelard said it is not ready today but will be brought back to the Board next month for their review and approval.

Mr. Echelard asked that the Board approve this request today because the cost continues to rise.

Dr. El Sanadi asked if Ms. Hall would be amiable to having standard operating guidelines rather than a policy which would be brought back in three weeks to Legal Affairs.

Mr. Goren said guidelines are helpful but this would require a policy change to the procurement code which is a district wide policy adopted by the Board of Commissioners.

Dr. El Sanadi said that the reason he made the point is because instead of going back and revisiting the entire procurement code if we have guidelines that are approved by the Board, they are just as powerful and more flexible and it would not be necessary to revise the entire procurement code.

Mr. Goren said the record should reflect that what is being asked for by staff is legally doable subject to getting proper guidelines and policies in place. It is not unlawful to do it without policies but it would be helpful to adopt both the policy and guidelines. Dr. El Sanadi commented that staff would bring this to the Legal Affairs committee for review and approval.

Mr. Robert Martin said that he was the one that brought the objections up last month because he felt that BH was not ready to implement this program. However, staff has worked very hard together and put together a detailed process in place. In addition, BH is in the process of revamping significant sections of the procurement policy. Currently, the procurement code does not include building construction so until the procurement code changes are ready to come before the Board, which could take several months, staff is asking for approval to implement this program. Once approved, it would then be incorporated into the procurement code.

Commissioner Rodriguez said he wants to make sure BH has safeguards and they do not buy more concrete than needed.

Dr. El Sanadi informed the Board that staff will bring the guidelines back to Legal Affairs at the March 18th committee meeting.

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

**THAT THE BOARD OF COMMISSIONERS APPROVE THE BROWARD HEALTH—
OWNER DIRECT PURCHASE ORDER-TAX SAVINGS PROGRAM (ODP)**

Motion carried unanimously.

14. Approval to waive the bidding requirement due to Sole Source and in accordance with section 24 (1)(d) of the Charter and authorize the President/CEO to lease one (1) RIO Robotic Arm Orthopedic System from StrykerMako in the amount of \$1,267,109.20 for 48 months for BH North, Department of Surgery, in accordance with Resolution No. 15-02-25-1.

Ms. Pauline Grant reminded the Commissioners that at the Finance Committee meeting, it was requested that BH North provide the Commissioners with some clinical outcomes.

In summary, this is a robotic assisted instrument which is different from the Blue Bell and it is more versatile. It can do the partial knee and total hip and Stryker is seeking approval from the

FDA to do total knee replacement. When comparing the two pieces of equipment you find that Blue Bell can do the partial knee but it does not have the capability to do anything else.

Dr. Bruce Janke, orthopedic surgeon, addressed the Commissioners. Dr. Janke said he has been at BH North since 1997 and has never left and his group has a very successful joint replacement program performing more than 850 procedures annually. Even though the program is extremely successful, there remains substantial growth opportunity especially as it relates to partial knee resurfacing and total knee arthroplasty. Dr. Janke said that they have used the Navigant system with great success but it is now time to move to robotics. BHNorth has done their due diligence and finds that the MakoStryker system best suits BH North's needs. Dr. Janke said he respects Mr. Kuebis' comments: yes it is cheaper, it is less expensive and it has an open platform but it is limited and, more importantly, it is not a true robot. The MakoStryker is the only FDA approved robotic arm in the market anywhere and its approval is for partial knees, total hip replacement and Stryker has submitted an application to the FDA for total knee replacement. Dr. Janke said that the MakoStryker uses a CT scan which is very important because it is much more accurate and the Blue Bell system maps certain things out and it is just not as accurate. Dr. Janke said yes the Blue Bell is cheaper but if you purchase a system that no one is going to use it is going to sit in a corner in a closet.

Dr. Janke said that the MakoStryker is the name brand for the robotic system in the country. Dr. Janke is looking to increase knee volumes in the future and bring BHN to the next level. Holy Cross and Boca already have billboards promoting robotic knees.

Commissioner Wright said if this will increase the number of patients so for commitment and accountability where is the benchmark to see that increase. Is the Board going to be sitting here a year from now saying are that they are glad that they leased this equipment because there is a 35% increase in patients at BHN.

Dr. Janke said he could not answer that question. He said they started out with 100 to 150 hip replacements and now they are at 800 which is a huge number. They are very busy orthopedic group and if there is a way to increase their numbers at BHN it is with Robotics. Dr. Janke said as a business you need to invest to make money; however, if you buy something that is not going to be used, don't waste your money.

Ms. Grant advised the Board that as BHN is preparing its budget for the upcoming year and if they are successful in obtaining approval, BHN would estimate how much new business they would have and hold themselves accountable to that number. Ms. Grant said that they are held accountable by Mr. Martin and Dr. El Sanadi because they want to know that we are marketing and if BHN is doing everything that is needed to get new business.

Commissioner Canada said she looks at the robotic arm as not so much as an expense but as an investment in orthopedic services at BHN. This service is so strong at BHN that she would really like to see it grow and be competitive especially when there are other hospitals ten minutes away that have the robotic arm. It is not about going on the offense, we need to be on the defense as well. We need to make sure that BH stays at the cutting edge in providing quality of care and care of excellence to our clients and patients—if you bring it, the patients will come.

Dr. El Sanadi asked Dr. Janke if there were two devices with one significantly less expensive why wouldn't you use the less expensive device. Dr. Janke said it is not a robot—it is not a robotic arm and it is not based off a CT scan. He uses navigation now which is not unlike the

Blue Bell which is not a true robotic arm. The Blue Bell is cheaper and is limited and only approved for partial knee. It is not approved for total knee or hips but more importantly, it is not a true robot.

Commissioner VanHoose said this is great and will help with BH's quality of services but BHN is asking for \$1.2 million for a sole source item and she would like to hear from Mr. Bravo as to what he found when doing their due diligence.

Mr. Bravo, Director of Procurement, informed the Commissioners that he did a lot of research. He is not a surgeon and his job is to do a non-bias approach and research on purchasing products. He said that he has watched a lot of videos on how to perform surgeries with both products. The one thing that is very obvious is that one is a hand-held piece meaning you put it on your hand (Blue Bell) and the MakoStryker is actually a robot. Blue Bell does not require a CT—you use markers similar to the Navigant but the MakoStryker requires a CT. The Blue Bell is only for partial knee as opposed to the Mako that can do partial knee and total hip so they are not limited. The market share with MakoStryker in the nation is 76% so they are the leader. Estimated amount of procedures with the Blue Bell in the past 12 months is 1,000 vs. the MakoStryker which was 33,000. Mr. Bravo stated that there is a cost difference with the MakoStryker being almost twice as much over a 5 year term including service; however, it is considered in BH's opinion as a sole source robotic arm that is able to perform both hip and partial knee. It is a sole source in the that quality aspect vs. the Blue Bell's hand piece which is really a navigational and can only do partial knee.

Commissioner Nieland said the reason he wanted more information was to make sure that BH stays competitive. In the last meeting it was presented that this item was only going to work with a certain type of implant; thereby, eliminating all others from the competition and lowering BH's rates down. Commissioner Nieland said he was able to review the material just before the meeting and commented on another piece of equipment called the Omni Plus. Commissioner Nieland asked if Dr. Janke tried all of these products. Dr. Janke said you can't try them and the Omni Plus is not even a robot. Commissioner Nieland said in looking at the statistics of robotics he agrees it is a great selling point and the ROI is going to be great. Commissioner Nieland wanted to make sure that if BH is going to invest that there is a fair competition because that is ultimately what we are doing from a policy standpoint by making sure that BH reduces its liability with that competition. Commissioner Nieland commented that if the Board is being told that this is the only thing on the market that BH can use to achieve the outcomes that BH is currently achieving at that dollar amount then he would trust Dr. Janke's opinion.

Commissioner Nieland asked if Stryker gave an estimate as to what the price upgrade would be for the software for the total knee which is expected in 2015. Mr. Bravo said no because it is not yet on the market. Mr. Bravo said he wanted to go on the record that the MakoStryker is proprietary to the Stryker brand implant.

Mr., Kuebis spoke to the benefits of the Blue Bell product. He said that they are both class three medical devices robotic assisted. He said that the fact that the MakoStryker has an arm that they are physically pushing around that is staying within the desired cut plane for the implant is no different than their hand held piece which is constantly looking at where it is in the desired cut plane. He commented that for Stryker to say that Blue Bell is not a robotic device is false and there is a suit against them for tortuous interference across the country. He also said that many doctors would not want to use this device because it is not an open platform. With regard to the hip, the current MakoStryker install base has 66 percent of their system with the hip on it and the

actual usage rate is 1.4 cases across that install base. He also advised the Board that Blue Bell has a total hip coming out also and yes price certainly is an issue but this is about driving programs and driving business with robotics. He said that the Blue Bell device is a robot.

Dr. El Sanadi asked Dr. Burke to speak to this issue. Dr. Vincent Burke is a joint replacement surgeon at BHMC and spoke more toward the vision of BH and not this technology. He said one of the comments from patients relating to joint replacement care is that there is a lack of consistency among the four BH hospitals. Joint is growing and it is a profitable procedure for the facilities and something that needs to grow not only at BHN but at all facilities. Dr. Burke said he hoped that they had the opportunity to look at other technologies and then if this is the right technology that BH wants to institute at all facilities then maybe it could be done more economically since there would be more leases.

Dr. El Sanadi asked Dr. Burke if he had a preference with regard to the two devices be discussed today. Dr. Burke said he hasn't used this product directly but he has colleagues who have. The Stryker product started as an independent company and has grown over the years and that is when it became exclusive to use Stryker implants—something he does not agree with. Dr. Burke said to be a world class organization BH absolutely needs to be on the cutting edge of technology and this may be the right answer but BH should grow its brand of orthopedics, particularly joint replacement, within the BH brand. Dr. Burke thinks that they have done a great job at BHMC and BHN with developing very strong and respected orthopedic programs. However, there are opportunities whereby it can grow further and maybe that avenue is technology.

Commissioner Canada said she appreciates the idea of using buying power and trying to match what we are doing at all hospitals to bring consistency; however, at this time, the Board is looking at BHN and before BH buys three, it might be beneficial to buy just one and try it and see how it works. If it is successful, which she believes it will be, then BH can expand. She did not recommend waiting to see if this is something that needs to be at all facilities feels that it be approved today.

Ms. Grant stated that BHN is asking to lease this equipment and if BHN finds that it is not suitable then it can be returned with no penalty.

Commissioner Nieland asked where BH is looking at system-wide with orthopedics.

Dr. El Sanadi informed the Commissioners that over the last six to ten weeks he has been meeting with individual service and product lines. He said that he had a conversation with Dr. Burke this morning and told him about the discussion with regard to this request. Dr. El Sanadi said that BH is going to develop the orthopedic brand. When looking at cardiology, cardiothoracic surgery and orthopedics those are the two things that contribute to the bottom line. BH wants to grow it and grow it well and maintain quality. Dr. El Sanadi said this is a tough question to ask today. He appreciates Commissioner Canada's comments but we have two physicians, one who says this is the product they want to use to grow their business at BHN and another at BHMC who wants to grow the program but not sure if this is the right equipment. Dr. El Sanadi commented that one of the challenges is that not all clinicians even though they are orthopedics like to use the same tool for one procedure. BH needs to grow the product line but needs to develop the champions in those individual facilities by using the tools that they like. Dr. El Sanadi said he is in favor of Commissioner Canada's comments, let us try it; it is a lease and let us see what BHN can do with it. Dr. El Sanadi said a conversation needs to be had with the

entire orthopedic team across the system to see if BH needs to purchase more or purchase a different product. Dr. El Sanadi feels that more analyzing needs to be done before he can answer that question.

Commissioner VanHoose said she was having a little bit of a struggle and maybe Dr. El Sanadi could help her get to a different place because right now she cannot see herself voting in favor of this item. She believes that robotics are a thing of the future and even the present and will get BH to a better quality of service; however, her concern is that BHN is asking for a \$1.2 million sole source contract and at the end of the day she needs to be a good fiscal steward. Right now there is a lot of she said and he said between companies and it appears that there is a lawsuit pending and it makes her uncomfortable giving a sole source contract if in fact there is another product on the market. She feels it really sets a bad precedent for the future if BH picks and chooses what contracts they want to give. BH is not a private entity; it is a public entity and needs to be good fiscal stewards to 1.3 million residents and taxpayers who live in the BH district—BH owes it to them.

Dr. El Sanadi said since we have learned that there are other devices on the market and this item is not a sole source but an orthopedic preference, he asked Dr. Janke if he would object to this request being delayed another 3 weeks so that BH could look at the entire service/product line.

Dr. Janke reiterated that it is a sole source request as pointed out by Mr. Bravo. He understands it is a huge investment but fortunately this is a lease and to get a product that they are not going to use, would be a waste of taxpayer dollars.

Commissioner VanHoose asked Dr. Janke what his reason was for not wanting to use the other product; was it because he just did not want to or was there another reason. Dr. Janke replied –it is not a true robot. All orthopedics might not agree on the tool that they want to use but for BHN this is the tool that they want to use. Dr. Janke feels strongly that this tool will grow the program at BHN without a doubt.

Commissioner Wright said that BHN has a very strong CEO in Ms. Grant who has had a staff do six months of study on this so he asked for the vote.

Chair Di Pietro asked for a motion to approve Item 14.

It was moved by Commissioner Wright, seconded by Commissioner Gustafson:

Discussion:

Commissioner Nieland suggested amending the motion.

Dr. El Sanadi stated that if they vote yes on this it will be for an individual clinician at an individual facility, the question is in the framework of orthopedics across the system, what is BH going to do in the future. That is the question and it is Dr. El Sanadi's job to answer that over time.

Substantive motion:

Commissioner Nieland moved to amend the motion and send it back for an RFP, seconded by Commissioner VanHoose.

Question on the substantive motion

Commissioner Nieland asked what the specifications would be in the RFP. Would it include what the specialist tells you they want and which ones they recommend?

Mr. Bravo said yes. It will include specifications from orthopedic surgeons since this is a tool that they will be using. Mr. Bravo pointed out that the research that they did was from a non-profit independent entity called ECRI Institute. They are a not for profit—they provided a non-bias approach and gave a full report on both of these products. As Dr. Janke mentioned, every surgeon has different techniques; therefore, if BH purchases a product that is not according to his technique—it will not be used. Mr. Bravo said that Dr. Janke and Dr. Burke use entirely different implants—different techniques; therefore, whatever is done at BHN is not going to be used unless it is according to the physician’s technique. Mr. Bravo said this is a reality in every hospital across the U.S.

Commissioner Nieland commented so then this is a physician preference. Mr. Bravo said this is exactly what this falls under-it is a physician preference item. Commissioner Nieland asked how long the RFP process takes. Mr. Bravo said it could take up to 3 to 4 weeks. Mr. Bravo said that they will consult the surgeons on what the specifications should be in the RFP; however, he foresees that certain specifications will be in the RFP that Blue Bell will be unable to match.

Commissioner VanHoose said well at least they will have an opportunity to bid on the product. Mr. Bravo said not really, if they cannot meet the specifications then they cannot bid.

Mr. Robert Martin commented that all four of our facilities have different physicians and different preferences for the type of implants that they use. BHN uses Stryker products; BHMC uses a different product. The hardest thing to do is to get every physician to agree on one product---they are always going to have their preference. Mr. Martin said that today the Board is being asked to vote on a piece of equipment that is only going to be used at BHN and will not fit the other three facilities.

Dr. Janke said that all the physicians at BHN are on board for the StrykerMako product.

Chair Di Pietro called for a roll call vote on Commissioner Nieland’s substantive motion:

To submit it back to RFP whereby they may find that there are specifications that others cannot meet. Seconded by Commissioner VanHoose.

Commissioner Di Pietro	no
Commissioner Gustafson	no
Commissioner Nieland	yes
Commissioner Wright	no
Commissioner Canada	no
Commissioner Rodriguez	no
Commissioner VanHoose	yes

Motion failed 5 to 2

Vote on the Main motion to approve.

Chair Di Pietro asked if there was any further discussion on the motion to approve, there being none.

Roll call vote showed:

Commissioner Di Pietro	yes
Commissioner Gustafson	yes
Commissioner Nieland	yes
Commissioner Wright	yes
Commissioner Canada	yes
Commissioner Rodriguez	yes
Commissioner VanHoose	no

Motion passed 6 to 1

THAT THE BOARD OF COMMISSIONERS APPROVE THE WAIVING OF THE BIDDING REQUIREMENT DUE TO SOLE SOURCE AND IN ACCORDANCE WITH SECTION 24 (1)(D) OF THE CHARTER AND AUTHORIZE THE PRESIDENT/CEO TO LEASE ONE (1) RIO ROBOTIC ARM ORTHOPEDIC SYSTEM FROM STRYKERMAKO IN THE AMOUNT OF \$1,267,109.20 FOR 48 MONTHS FOR BH NORTH, DEPARTMENT OF SURGERY, IN ACCORDANCE WITH RESOLUTION NO. 15-02-25-1.

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15- Approval of the Compliant/Grievance Management Policy GA -001-010

Colleen McCrory, chief experienced officer at BHMC presented Item 15. Ms. McCrory provided a brief description of the policy which involves the identification, investigation, resolution and tracking for BH's complaints and grievance process. The policy was recently updated to be compliant with Joint Commission standards. They removed billing from the grievance language because Joint Commission does not consider billing a greivenance unless it is a quality of care issue and simplified the compliant verbiage to model the Joint Commission standard recommendation.

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

THAT THE BOARD OF COMMISSIONERS APPROVE THE COMPLIANT/GRIEVANCE MANAGEMENT POLICY GA-001-010 AS PRESENTED.

Motion carried unanimously.

16- Approval of the Risk Management Practice Council

Alumine Bellone asked for review and approval of the Risk Management Practice Council which was last updated in 2005. The new Risk Management plan under tab 16 speaks to authority and discusses the role of the governing body (Board of Commissioners) and delegates the authority of the Risk Management program to the Risk Management department and to the Risk Management Practice Council. Ms. Bellone said that the other change is the name of the committee: it is no longer called the Risk Management Committee—it is now called the Risk Management Practice Council. It

also speaks to the risk management program identifying and preventing losses that are not only insurable but also non-insurable losses; addresses claims management; added the language of self-insurance program because BH has a self-insurance program for professional and general liability; and included the role of the risk management program the education of the staff and non-staff and monitoring of the results.

Commissioner Wright asked for an example of the educational program.

Ms. Bellone informed the Board that it means that they educate the physicians on disclosure when there is an adverse event; physicians need to disclose that to the patient and the family; educating the staff on environment of care; fire safety; and the reporting of incident reports.

Dr. El Sanadi stated that the policy has not been updated for a long time so this is an update. There are measurable outcomes and BH is going to do evidenced-based management as far as risk. Dr. El Sanadi asked Mr. Goren if the Commissioners could enroll in a risk management program and was it doable that the cost could come out of the CEO's budget.

Mr. Goren replied absolutely.

Dr. El Sanadi invited any of the Commissioners who wished to learn about risk management to attend an educational session.

It was moved by Commissioner Rodriguez, seconded Commissioner Wright:

THAT THE BOARD OF COMMISSIONERS APPROVE THE RISK MANAGEMENT PRACTICE COUNCIL AS PRESENTED.

Motion carried unanimously.

17- **Approval of the Performance CY 2015**

Dr. Boutin, CMO, informed the Commissioners that every year CMS requires that the Board of Commissioners approve a Performance Plan. Included under Tab 17, is the Performance Plan for CY 2015 for approval. Dr. Boutin said that they fine-tuned the plan from last year and he informed the Commissioners of the four items that had minimal changes. Dr. Boutin addressed those changes in detail.

Dr. El Sanadi informed the Commissioners that they have changed the measurement tools; BH is moving toward Six Sigma Tool Box which is statistical process control where you are able to look at the individual cause vs. common cause and then looking at the outcomes as far as quality.

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

Motion carried unanimously.

COMMENTS BY COMMISSIONERS

Commissioner Rodriguez informed staff and the Board that he will be in Tallahassee the day of the Quality Assessment and Oversight Committee meeting. Commissioner VanHoose who is also a member was also not available to attend; thereby, a quorum would not be present. Some possible dates were suggested with no final decision. Commissioner Rodriguez will work with staff to come up with a new date for this meeting.

Dr. El Sanadi explained that the March 18th Strategic Planning session will be a closed door session because things are moving very fast in the market and he is rolling through the product and service lines. He feels that it is important that we talk behind closed doors to see where BH is going in the future.

Commissioner VanHoose thanked everyone for two wonderful long conversations. She feels it is important that a lot of things are said publicly and we have those dialogues that we don't always agree with. Thank you.

NEXT REGULAR BOARD MEETING

The next regularly scheduled Board of Commissioners' meeting will be held at 4:00 p.m. on March 25, 2015 in the Auditoriums at Broward Health Medical Center, 1600 South Andrews Avenue, Fort Lauderdale, Florida.

Meeting adjourned at 7:10 p.m.

Respectfully submitted,
David Nieland, Secretary/Treasurer

BY: Maryanne Wing

A FULL RECORDING OF THIS MEETING IS AVAILABLE ON TAPE