

**+NORTH BROWARD HOSPITAL DISTRICT  
BOARD OF COMMISSIONERS'  
REGULAR MEETING  
Broward Health Corporate  
Spectrum Complex  
July 29, 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. at Broward Health Corporate Offices, 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 4:02 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 Maureen Canada – Board Member  
Commissioner Sheela VanHoose – Board member

Absent: Commissioner Darryl Wright

The invocation was given followed by Chaplain Anthony Guadagnino--Broward Sheriff's Office followed by the Pledge of Allegiance led by Commissioner Maureen Canada.

**PRESENTATION OF THE 2015 GOLD PLUS AWARD AND TARGET STROKE  
HONOR ROLL BY THE AMERICAN HEART ASSOCIATION/AMERICAN STROKE  
ASSOCIATION TO BROWARD HEALTH MEDICAL CENTER**

Jeffrey Walker, Director of Quality & System Improvement American Heart Association Greater Southeast Affiliate informed the Board that Broward Health Medical Center has received the American Heart Association/American Stroke Association "Get with the Guidelines Gold Plus Achievement Award with Target Stroke Honor Role". The award recognizes the hospital's commitment and success in insuring the stroke patients receive the most appropriate treatment according to nationally recognized research guidelines based on the latest scientific evidence. To receive this award, hospitals must achieve 85% or higher adherence to all Get with the Guidelines Stroke indicators for two or more consecutive twelve month periods and achieve 75% or higher compliance with five or eight Get with the Guidelines Stroke quality measures.

To qualify for Target Stroke Honor Role, hospitals must meet quality measures developed to reduce the time between the patient's arrival at the hospital and the treatment with the clot buster TPA, the only drug approved by the U.S. Food and Drug Administration to treat strokes. BHMC has earned this award by meeting the specific quality achievement measures for the diagnosis and treatment of stroke patients at a set level for a designated period. These quality measures are designed to help hospital teams provide the most up-to-date evidenced-based guidelines with the goal of speeding recovery and reducing death and disability for stroke patients. BHMC, CEO Calvin Glidewell, the Stroke Team and Norma Vesey Stroke Coordinator are dedicated to improving the quality of stroke care.

Mr. Walker also stated that Broward Health System as a whole has done well with stroke care. All BH's hospitals that have participated have achieved Gold Plus Target Stroke Honor Role, Target Stroke Elite and Target Stroke Elite Plus. Mr. Walker congratulated BHMC for their achievement for the Gold Plus Target Stroke Honor Role.

Mr. Glidewell recognized the Stroke Team: Norma Vesey, MS, BSN, RN, Stroke Program Coordinator; Barbara Sverdlik, DNP, RN, Director of Adult Care; Lynne Grubb, RN, Clinical Specialist ED; Lisa Bergeron, RN, Clinical Specialist AICU/RCU; Christine Holod, RN, Clinical Specialist 6ST; and Marlo Proctor, RN. NM RCU

**RECOGNITION OF SHINING STARS:** The following employees were recognized as Shining Stars 1<sup>st</sup> quarter Shining Stars: John Cavoto, Social Worker-Memory Disorder Center-BHN; Carolyn Cooper-Phlebotomist, Laboratory BHIP; Stacey-Ann Reynolds-Social Services Counselor—Social Services BHMC; Rizwan Sheikh, Laboratory Quality Specialist-BHCS; Laponica Jackson Jackson-Ambulatory Business Specialist-CHS; Kristen Ely-Health Coordinator-CDTC

**Special Recognition:**

Chair Di Pietro recognized Sara Peters a nurse from the Mother Baby Unit at BHCS. The Chair read a letter from a former patient, Ms. Randi Alfonzo praising the care that she received following the birth of her baby. She stated that Nurse Sara has a wonderful bedside manner and was very professional and answered all of Ms. Alfonzo's questions. Nurse Sara touched their hearts with her kindness. The Chair presented Ms. Peters with a District Coin.

**COMMENTS FROM AUDIENCE:**

There were no comments from the audience.

**APPROVAL OF MINUTES**

1. Request approval of the Minutes of the Regular Meeting of the Board of Commissioners held June 24, 2015.

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

**THAT THE MINUTES OF THE REGULAR MEETING OF THE BOARD OF COMMISSIONERS HELD ON JUNE 24, 2015 BE APPROVED AS PRESENTED.**

**Motion carried unanimously.**

2. Request approval of the Minutes of the Special Board of Commissioners meeting held on July 13, 2015.

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

**THAT THE MINUTES OF THE SPECIAL MEETING OF THE BOARD OF COMMISSIONERS HELD ON JULY 13, 2015 BE APPROVED AS PRESENTED.**

**Motion carried unanimously.**

### **MEDICAL COUNCIL AGENDA**

3. **BROWARD HEALTH IMPERIAL POINT**

Dr. Lewkowitz provided the following update:

- On July 9, 2015, Dr. Girgis Community Lecture at John Knox Village—"Taking Control of Your Eye Health".
- On July 10, 2015, BHIP started free fitness & nutrition classes for employees and community. First there were six-weeks of Salsa lessons with Yoga Services throughout summer.
- BHIP is partnering with the Humane Society's "Snuggle Deliveries" program. The Humane Society provides puppies and kittens for employees to play with to distress and adopt. So far two puppies have been adopted.
- Dr. Ghanta was interviewed on Boomer Times Radio Talk show on July 22<sup>nd</sup>.
- Dr. Norris provided a podiatry presentation entitled "Relief for your Feet".
- BHIP received the Women's Choice Award for Stroke Care.

Dr. Lewkowitz also informed the Commissioners that Joint Commission readiness is well underway. They are excited to showcase the amazing things happening at BHIP.

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 Gustafson, seconded by Commissioner Rodriguez:**

**THAT THE BOARD OF COMMISSIONERS APPROVES THE RECOMMENDATIONS OF BROWARD HEALTH IMPERIAL POINT'S MEDICAL COUNCIL -- ITEMS 3 (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.**

4. **BROWARD HEALTH CORAL SPRINGS**

Dr. Zingaro informed the Board of Commissioners that BHCS completed their Intra-Cycle review with The Joint Commission for their Primary Stroke Program. This is the review that looks at quality measures prior to next year's full survey of the program. The cycle review showed "zero" deficiencies and a very strong quality program.

Dr. Guy Zingaro, 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 APPROVES THE RECOMMENDATIONS OF BROWARD HEALTH CORAL SPRINGS MEDICAL'S MEDICAL COUNCIL -- ITEMS 4 (A-D):**

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

**Motion carried unanimously.**

5. **BROWARD HEALTH NORTH**

Dr. Hoffberger provided the following update:

- BHN held its annual Spine Care Center Reunion Dinner last week for patients and families. Dr. Matthew Moore, Medical Director of the Spine Care Program and staff welcomed approximately 50 attendees to a great night of sharing, fun and prizes.
- BHN held their "Department of Discovery" tour last Thursday for employees to see and be informed on their new Wound and Hyperbaric Center. Approximately 200 employees took the tour.

**Some of our Community Outreach efforts for July:**

- Trauma Services continue to reach out to local high schools where they held classes on distracted driving. At the four high schools they visited approximately 100 students participated at each school.
- Approximately 60 kids participated in BHN & Meals on Wheels/Tallman Pines Weekly Enrichment Program and also participated in Tallman's health fair where they provided health screenings, HIV testing, Kids Care and MOPED information.
- On July 29<sup>th</sup> & 30<sup>th</sup> BHN will be participating in the Pompano Beach Health Fair to be held at the Emma Lou Olson Civic Center. They are expecting a good turn out and BHN will be providing blood pressure, cholesterol and glucose screenings.

Dr. Darren Hoffberger Chief of Staff of Broward Health North, reported that the Medical Council had reviewed and recommended for approval by the Board of Commissioners all exhibited Medical Staff Additions, Changes and Resignations; Medical Staff

Reappointments; Allied Health Additions, Changes and Resignations; Allied Health Reappointments and Community Health Reappointments.

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

**THAT THE BOARD OF COMMISSIONERS APPROVES THE RECOMMENDATIONS OF BROWARD HEALTH NORTH'S MEDICAL COUNCIL --ITEMS 5 (A-E):**

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

**Motion carried unanimously.**

## **6. BROWARD HEALTH MEDICAL CENTER**

Dr. Yogel provided the following update:

- BHMC hosted Joint Commission visit on July 14, 2015. Ended up with a recommendation for full 3-year accreditation with a handful of relevant citations; dating/timing of orders, incomplete anesthesia assessments, inadequate loading of contrast media, and lack of clarity of physician orders or duplication of orders in some situations. He thanked the BHMC leadership and Commissioner VanHoose for attending the final day of the survey.
- Negotiated transplant professional services agreement with Cleveland Clinic.
- Completed negotiations for orthopedic and plastic surgery ED Call/PPUC services.
- Received Adult Echo Lab accreditation.

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 Reappointment.

Dr. Yogel informed the Board of Commissioners that under the Bylaws, Rules and Regulations changes BHMC would like to pull Physician Extenders/Nurse MidWives from the exhibit because it has not been ratified by the other hospitals.

**It was moved by Commissioner VanHoose, seconded by Commissioner Rodriguez, That the Board of Commissioners pull Physician Extenders/Nurse Midwives from the section under Bylaws, Rules and Regulations.**

**Motion carried unanimously.**

Dr. Yogel also requested that under Medical Staff, Dr. Jeffrey Liss, a podiatrist, was listed as a resignation but was granted Honorary Privileges.

**It was moved by Commissioner Gustafson, seconded by Commissioner Rodriguez, That the Board amends the Medical Staff report and list Dr. Jeffrey Less with Honorary Privileges.**

**Motion carried unanimously.**

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

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

- 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

**Motion carried unanimously.**

## **CEO REPORT**

Dr. El Sanadi congratulated Broward Health Medical Center on passing the Joint Commission survey and achieving the American Heart Association/American Stroke Association "Get with the Guidelines Gold Plus Achievement Award with Target Stroke Honor Role. It is quite an achievement.

Broward Health also received their first patient from San Palo Brazil after the Laureate meeting. He thanked Ms. Abbe Bendell for her assistance in getting this done.

With regard to ICD-10, it is on-going and will be ready in October.

Dr. El Sanadi introduced Dr. John Delzell, BH's Designated Institutional Officer who will be leading the charge for the Graduate Medical Education towards 2020.

Dr. El Sanadi informed the Board that he has asked Donna Lewis and Dan Ashburn to provide updates to two Board issues.

With regard to Ms. Lewis's presentation, Dr. El Sanadi stated that it was in response to a request from Chair Di Pietro asking that administration prepare a form that will be submitted as a cover sheet on all contracts letting Commissioners know that the contract is compliant with all regulatory issues. Dr. El Sanadi commented that his hope was not to submit the full contract in the Board book but rather submit a summary of the contract with this form attached to each summary. Dr. El Sanadi said that if the Board wants to see the full contract they will certainly be

provided with that contract. Any contract between the 75<sup>th</sup> and 90<sup>th</sup> percentile will be presented with the proposed attestation form.

Ms. Lewis reviewed the Draft Physician Agreement Contract Summary. She stated that it was recently developed with the assistance from the attorneys at Foley and Lardner. The purpose is to communicate the facts of the arrangement as it relates to physician and other contractual arrangements to ensure 100% compliance 100% of the time. She then walked the Commissioners through the proposed form and asked if they had any recommendations or any additions to please let her know. The form covered: type of agreement; termination without cause; if it is a new, renewal or amendment to a contract; quality, coding; and if the FMV and Commercial Reasonableness reports were received. In addition, it will also be reviewed by legal for compliance for Stark and Anti- Kickback laws. The form will be signed off by General Counsel, VP/Physician Services; VP/Chief Compliance Officer; Regional Responsible Executive and Regional Manager Compliance and Dr. El Sanadi. A copy of the form will be placed in the official record book.

With regard to Mr. Ashburn's report, Dr. El Sanadi said that BH initiated a 100% review of contracts to make sure that every contract was in compliance.

Mr. Ashburn informed the Commissioners that they were in the process of reviewing all legacy contracts. It is a fairly extensive process that has been set up to review those contracts and they have made sure that there are no conflicts since they cleared all the conflicts associated with two-thirds of the contracts. Of those contracts remaining, they have reached a determination of healthcare regulatory compliance on about one-third and reached a preliminary conclusion on about another third and continue to process the balance. Mr. Ashburn said that they are making great progress and appreciate the opportunity to complete this task for the District.

### **CFO REPORT**

Mr. Robert Martin informed the Commissioners that they are in the process of starting up BH's year-end audit. Books have been turned over to the external auditor this past Monday and he will provide an update at the August Finance meeting. In addition, Mr. Martin said that they are continuing to fine tune the FY 2016 budget numbers as well as trying to set up meetings with Commissioners individually to go over the budget.

### **GENERAL COUNSEL REPORT**

Mr. Sam Goren reported that there is no need to request a Shade Session on the Haney case following the August Board meeting. Ms. Bellone has advised Mr. Goren this morning that the plaintiff's counsel had dismissed BH; therefore, a shade meeting is not required. However, for the record, there is an on-going request to hold a Shade Session regarding the pending False Claims Act matter in the Federal Court in Miami. To the extent that the matter matures to the point of seeking the Board's guidance, Mr. Goren asked for a motion to hold a Shade Session sometime in August.

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

**THAT THE BOARD REAFFIRM THAT SOMETIME IN AUGUST WHEN APPROPRIATE TO HAVE A SHADE SESSION TO DISCUSS THE FALSE CLAIMS ACT CURRENTLY PENDING PURSUANT TO CHAPTER 286 FOR F.S. MOTION CARRIED UNANIMOUSLY.**

Dr. El Sanadi informed the Commissioners that it could happen in early September but no one is sure of the date and time.

### **COMMITTEE REPORTS:**

#### **Board Compliance**

Commissioner Nieland said that the Commissioners were briefed at the Special Meeting and the item has been placed on the Consent agenda for final approval.

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

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

**THAT THE BOARD OF COMMISSIONERS APPROVES THE MINUTES OF THE JULY 6, 2015 BOARD COMPLIANCE COMMITTEE MEETING AS PRESENTED. MOTION CARRIED UNANIMOUSLY.**

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

In the absence of Commissioner Wright, chair of the Committee, Commissioner Gustafson referred to the minutes and asked for a motion to approve.

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

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

**THAT THE BOARD OF COMMISSIONERS APPROVES THE MINUTES OF THE JULY 10, 2015 PENSION AND INVESTMENT COMMITTEE MEETING AS PRESENTED. MOTION CARRIED UNANIMOUSLY.**

#### **Human Resource Committee**

Commissioner Sheela VanHoose advised the Board that the HR Committee met on July 15, 2015. There is one correction to the minutes; the meeting location was at the BH Corporate offices. She then summarized the minutes since stating that there were several items on the Consent agenda for final approval. In attendance: Commissioner VanHoose, Commissioner Nieland and Commissioner Wright via phone; others Dr. El Sanadi, Dionne Wong and Mr. Robert Martin. There were four items that were discussed: 1) pertains to Item 13 on the Consent Agenda—CMO position. The HR committee made the recommendation for Dr. Dan Westphal to be the new Chief Medical Officer. Commissioner VanHoose explained the process in which he was unanimously chosen; 2) refers to Item 14 on the Consent agenda--FY 2016 Staff Compensation. The overall recommendation from the HR committee to the Board is for BH to increase base salary bands and merit based compensation for staff level positions with an emphasis on its patient care nursing professionals and coders. She explained that the reason it was coming to the Board now was because as a Board they have yet to adopt the FY 2016 budget. However, the HR committee is asking the Board to accept this recommendation to increase those salary bands. It is important that they recognize the nurses, physicians and all staff levels at the hospital---they are the front lines and this recommendation is necessary for BH to remain competitive in the market and actually give us little bit of advantage; 3) FY 2016 Management Incentive Plan—Commissioner VanHoose they are redesigning the Management Incentive Plan to focus on 75% of compensation on quality of healthcare and patient satisfaction

which is the core work of BH's system. This will be rolled out to the Board and another HR committee meeting will be held and all Commissioners will be invited so that they can see the full incentive plan. Commissioner VanHoose said that she was extremely excited about this new design of the management incentive plan; 4) General Counsel Contract was discussed giving some guidance to Commissioner Nieland as he went into negotiation. In addition, Commissioner VanHoose advised the Board that they will be holding an HR meeting to review Dr. El Sanadi's evaluation.

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

**THAT THE BOARD OF COMMISSIONERS APPROVES THE MINUTES OF THE HR COMMITTEE MEETING HELD ON JULY 15, 2015 AS PRESENTED. MOTION CARRIED UNANIMOUSLY.**

### **Legal Affairs Committee**

July 22, 2015

Commissioner Canada stated that all members were present except Commissioner Wright who attended by phone and the following items were discussed and reviewed: reviewed legal expenses and requested General Counsel to provide a quarterly report at the next month's Legal Affairs meeting for the period ending June 20, 2015; reviewed terms for Ortho; ENT, Plastics, Anesco contracts with the understanding that these contracts along with Dr. Duro's proposed contract would be received by the Board for review prior to the Board meeting and they are all placed on the Consent agenda for Board approval; discussed preliminary terms of Ms. Barrett's contract for the new in-house General Counsel position—Commissioner Nieland advised the Board that there were still a few items that needed to be negotiated including with and without cause language for termination. Ms. Barrett also has agreed to begin employment by August 13—the Board was informed that they would be receiving her contract prior to the Board meeting; the Board discussed modifying the Procurement Codes to include both the Master Procurement Code and a separate Construction Procurement Code with a possibility of adding language of a local vendor preference. This item was tabled until the ramification of the new act passed by the Governor relating to local government construction can be studied to see how it relates to a possible local vendor preference; discussed passing a policy to add Value Based Purchasing as a quality measure in contracts for employed physicians and the Board also approved a \$80,000 washer to be used on the new de Vinci Robot and other instruments located at BHIP; engaged in lengthy discussion of BH's GPO contract with Med Assets and the Board approved motion to have administration to submit an RFP to test the market place for additional savings with breaking current agreement with Med Assets they also discussed bringing the GPO concept in-house.

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

**THAT THE BOARD OF COMMISSIONERS APPROVES THE MINUTES OF THE LEGAL AFFAIRS COMMITTEE MEETING HELD ON JULY 22, 2015 AS PRESENTED. MOTION CARRIED UNANIMOUSLY.**

### **CONSENT AGENDA**

Chair Di Pietro asked if any item needed to be removed from the Consent Agenda for further discussion, Commissioner Rodriguez asked that Item 10 be pulled; Chair Di Pietro asked that Item 7 be pulled.

Chair Di Pietro then asked for a motion to approve Items 8 -9-11-12-13 and 14 as listed on the Consent Agenda.

7. Approval of the Employment and Program Directorship Agreement between Broward Health and Debora Duro M.D., M.S. **(Pulled)**
8. Approval of the PPUC Cal Coverage and Fee for Service with Agreements between BH and Sabine Hesse, M.D.; Camysha Wright, MD.; Hina Gupta, M.D.; and Moise Mitraini M.D for ENAT Call Coverage for Broward Health North.
9. Approval of the Amendment to the Master Service Agreement between BH and Anesco North Broward L.L.C
10. Approval of the Employment contract between Broward Health and Lynn Barrett Esq. for the position of General Counsel **(Pulled)**
11. Approval of the BHPG Employed Physician Quality Performance Measures
12. Approval of the purchase for a Sterilizer from Steris a GPO vendor in the amount of \$80,000—*da Vinci* addendum.
13. Approval for the selection of Dr. Dan Westphal as the Chief Medical Officer ( HR Minutes)
14. Approval of the upcoming staff compensation adjustment proposal for FY 2016 (per HR minutes)

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

**THAT THE BOARD OF COMMISSIONERS APPROVES ITEMS 8-9-11-12-13-14 AS LISTED ON THE CONSENT AGENDA.**

**Motion carried unanimously.**

**Item 7: Approval of the Employment and Program Directorship Agreement between Broward Health and Debora Duro M.D., M.S.**

Chair Di Pietro asked that this item be pulled so that he could confirm that Legal had reviewed and approved the Contract.

Ms. Frances Impellezzrie informed the Commissioners that Dr. Duro's contract has been thoroughly reviewed in-house as well as by outside counsel Ms. Maria Currier. Ms. Currier advised the Board that she and her firm were involved in the drafting and changes to the agreement. They have reviewed all of the Commercial Reasonableness information as well as the independent evaluation provided by Integrated Health Care System (I.H.S.) and they have blessed the agreement with regard to Stark and the other federal and state applicable laws.

**Chair Di Pietro then asked for a motion to approve Item 7:**

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

**THAT THE BOARD OF COMMISSIONERS APPROVES THE EMPLOYMENT AND PROGRAM DIRECTORSHIP AGREEMENT BETWEEN BROWARD HEALTH AND DEBORA DURO M.D., M.S.**

**Motion carried unanimously.**

**10. Approval of the Employment contract between Broward Health and Lynn Barrett Esq. for the position of General Counsel**

Commissioner Rodriguez reminded the Commissioners that Ms. Barrett's contract was not provided to them at the Legal Affairs Committee because it had not been finalized. He said that he received the contract late Monday and has spent two days reviewing it. Commissioner Rodriguez wanted to make clear that his comments were not directed at Commissioner Nieland nor Mr. Berger but solely toward the contents of the contract. He stated that read the proposed agreement very carefully and it is an intricate and comprehensive document and looks more like a prenuptial agreement rather than a BH contract. Commissioner Rodriguez informed Mr. Berger and the Commissioners that he has six items that he would like to discuss.

**Paragraph 3.7**—Commissioner Rodriguez asked how often would there be a situation when the lawyer and the Board disagrees. He said that the process laid out in the agreement can be unduly burdensome and looks very cumbersome.

Mr. Berger said it is a prenuptial agreement and it is planned for the worse situation. The language under this section is to protect the Board should there be cause to terminate Ms. Barrett. The language was simply stated as if the Board gave her a legal or ethical order and she disobeyed it; the Board could terminate her with cause. He explained that Ms. Barrett pushed back on that because she wanted the opportunity to have the Board consult another lawyer within a 24-hour period and if that lawyer confirmed it to still be a legal or ethical order then she could be terminated for cause which would only require that the Board to pay her three (3) months of her salary and not the full salary. He then provided an example of what could be considered a legal and ethical order. He also advised the Board that the language in the contract is as close to termination for cause without going to court and is very favorable to the Board.

Chair Di Pietro said for the record, he was copied on all of the emails going back and forth related to this agreement and Paragraph 3.7 was addressed. However, Chair Di Pietro stayed in the background at the Board's direction.

Mr. Berger then spoke about the original language being much cleaner. It basically said that if she did not follow a legal or ethical order the Board could terminate her for cause and start the arbitration process which is very favorable to the Board. It would require Ms. Barrett to choose and pay for an arbitrator which is an unlikely event and very expensive. The language in the contract keeps it out of the courts and it is as close as the Board can get to terminating with cause. H also informed the Board that Ms. Barrett conceded this point. Mr. Berger said it is very favorable to the Board to have this arbitration provision.

**Paragraph 3.10:** Commissioner Rodriguez asked if Broward Health mergers with another healthcare system or is dissolved, why should BH be obligated to pay the General Counsel a

severance package. He asked if it was a risk in putting this in the employment agreement. Commissioner Rodriguez stated that he has a real problem with this language being the contract.

Mr. Berger commented that if BH merges or goes out of business, it would be the Board's decision whether or not to provide General Counsel with a severance package; however, it is not unusual to have this language included in a contract for an organization this size. This is a comfortable position to take for BH's upper level employees who will help BH get through a merger or sale should one occur.

Commissioner VanHoose asked if BH was to merge or sell the hospital in the future would it be BH responsibility to pay out a severance as a system. Mr. Berger said it would depend on how it was negotiated.

Chair Di Pietro asked Ms. Dionne Wong, Sr/VP CHRO to explain to the Board how the upper executives are compensated when terminated without cause and are there any severance that is already promulgated through laws or penalties.

Ms. Wong informed the Board that BH does have a policy for the executive level positions. Chair Di Pietro asked if they merged and the other organization said that they did not want BH's executives would they be entitled to compensation under the BH's current bylaws. Ms. Wong stated that from a market standpoint in terms of practice, it is not unusual in mergers for the merging organizations to work that out and compensate those executives that would not be absorbed into the new corporation. This is a pretty standard practice within the industry. It is intended to make the employee who has given service and duty of loyalty to an organization to reward them for that.

Chair Di Pietro asked what was standard and customary in the healthcare industry for upper level executives. Is it normally a policy or contained in an employment contract. Ms. Wong stated that from a market standpoint it is not so dissimilar to fair market value as to what benefits should look like for executive level positions and 12-months is pretty much the baseline for executive level leadership. The higher up you go on the ladder for example; a CEO typically would receive 18 to 24 months.

Commissioner Rodriguez stated very passionately that he was opposed to this section of the agreement.

**Paragraph 6.8:** Commissioner Rodriguez said that the Board knows that General Counsel is appointed by the Board and is a direct report to the Board; however, he saw no language in this provision regarding regulating the engagement by the General Counsel of outside special counsels except that those decisions could be subject to the review and oversight of the Board. Commissioner Rodriguez asked for clarification as to how this would apply.

Chair Di Pietro read the complete paragraph as written in the contract.

Commissioner VanHoose stated that when the Board hires a general counsel the Board would want to give them the flexibility and control to lead BH in its legal affairs.

Commissioner Nieland said **Paragraph 6.8** was meant to address the non-interference provisions and to ensure that in-house counsel can hire their own staff but it makes sure that they do not

come in and hire 500 other attorneys. This allows the Board some oversight into the General Counsel's office pursuant to District policy and procedures without interference.

Commissioner Rodriguez asked if there should be a direct reference in the document naming the attorneys who worked on this agreement. Mr. Berger did not seem to think this was an issue. Ms. Barrett's attorney was Ms. Reyes and Mr. Berger represented BH.

Commissioner Rodriguez commented that during the interview process he asked each applicant questions regarding the transition from the current legal model that BH currently has to the new in-house model. Where in the agreement is there a provision for transition legal work to make sure that there are no gaps and to make sure that the public dollars are protected. Commissioner Rodriguez commented that when he met with Dr. El Sanadi about changing BH's current legal model to an in-house model, he was told that Mr. Goren and his firm would always be part of BH—so how is that reconciled in this agreement. The Commissioner feels that the Goren firm is involved in many projects and he would like them to continue with those projects.

Chair Di Pietro stated that the transition is promulgated by the rules regulating the Florida Bar. The Goren Law firm has helped BH and they have very specialized areas where they can continue to assist BH. Chair Di Pietro said that this is an issue that was brought up by Commissioner Wright at a previous meeting where he suggested that the Board, in some fashion, be advised of all attorneys representing BH and that they should be approved by the Board. Chair Di Pietro commented that he tends to agree with that suggestion moving forward with Ms. Barrett should her contract be approved. The Board should know the lawyers who are representing BH.

Commissioner Gustafson said that the concern he had was in the job application. He said the first line of the application reads—I understand that all employees within Broward Health are employed at-will and may be terminated by the organization at any time for any reason. Commissioner Gustafson asked if the contract with Ms. Barrett is consistent with at-will language. Mr. Berger replied it is not an at-will contract. Ms. Barrett can be terminated for cause but an at-will contract walks you out the door. He does not know of any C-level employee who would sign an at-will contract.

Commissioner Rodriguez said that he cannot support this contract when he feels that it is better than the CEOs contract. He felt that this contract had been rushed through and needed to go back to the drawing board and be renegotiated. He said that he does not want to see the CEO of BH with a different contract. He feels that it would be poor leadership on the Board's part to let someone else come in and have a better contract than the CEO.

Mr. Berger said that Ms. Barrett's contract is not a better contract economically; however, in terms of terminating Ms. Barrett, it is an easier contract than the CEO contract.

In response to Commissioner Rodriguez's comments relating to the CEO's contract, Commissioner VanHoose said she was glad to hear about the fiscal conservative approach to the contract. Eight months ago she voted against Dr. El Sanadi's contract because it was not aligned to the management incentive package that was labeled in the program. However, when you speak about Ms. Barrett's contract being better than the CEOs, in comparing both contracts and comparing apples to apples, the CEO does have a better contract than Ms. Barrett.

Commissioner Nieland thanked Mr. Berger and Ms. Reyes for working through these negotiations. He said it was important that this position be held to the highest standards and subject to the underlying BH policies and procedures. Commissioner Nieland informed the Board that Ms. Barrett came in sharply below the 50<sup>th</sup> percentile and closer to the 25<sup>th</sup> percentile. It is a 3-year contract with 2-year renewal. He advised the Commissioners they wanted to make sure that they accounted for everything that could possibly be addressed. It is a very strong contract for BH.

Commissioner VanHoose commented that she was very impressed with Ms. Barrett's negotiations with this contract—it is a solid contract. However, Commissioner VanHoose said that she had some questions for both Ms. Wong and Mr. Berger:

She asked Ms. Wong if the background checks and references have been completed. Ms. Wong replied that all background and reference checks along with the physical have been completed.

**Section 3.9 Page 15:** Severance package---if she chooses to terminate under Section 6.9 or the arbitrator finally determines that Ms. Barrett had the right to terminate under that section, BH would pay her a severance. Mr. Berger yes. If BH or the Board materially changes her obligations out of the legal field, she has the right to terminate without cause and receive severance. .

**Section 4.1 Salary**---Fair Market Value; Salary under 50<sup>th</sup> percentile. Commissioner Nieland said correct.

**Section 6.1.5 Page 19--** Government Relations---Commissioner VanHoose asked how this impacts Ms. Mather's role. Commissioner Nieland said it would be the legal side of government affairs.

**Section 6.1.5 Page 20**—the line is left blank in terms of her previous employers—looking at her resume it was Jackson Health System; Roetzel & Andress; and Jones Walker. Mr. Berger asked if someone could assist in filling those names into the contact. Commissioner VanHoose just wanted it on the record that it was just those three firms in the last two years.

Chair Di Pietro thanked Commissioner Nieland, Mr. Berger and Commissioner Rodriguez for bringing out some really good high points as well as Commissioners' Gustafson and VanHoose. Chair Di Pietro feels that it is important that for unity even if they voted against a contract there should be a vote to support Ms. Barrett moving forward. Chair Di Pietro said it is important to give her comfort and let her know that the full Board supports her in her role and her mission will be the Board's mission.

Chair Di Pietro entertained a motion asking for the full Board's support of Ms. Barrett who will be supporting BH's mission. If there are fiscal issues then anyone can vote against it.

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

**THAT THE BOARD OF COMMISSIONERS SUPPORTS MS. BARRETT AS ITS GENERAL COUNSEL MOVING FORWARD.**

**Motion carried unanimously.**

Commissioner Nieland informed the Commissioners that the commencement date Under Section 2.1 was left blank. The negotiation was for Ms. Barrett to start on or before August 13<sup>th</sup>; however, it is at the discretion of the Chair and Ms. Barrett when she would be available for this to take effect.

Chair Di Pietro said that when he signs the contract, he will write in the date and also write in the prior law firms as noted by Commissioner VanHoose.

Chair Di Pietro asked for a motion on the employment contract:

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

**THAT THE BOARD OF COMMISSIONERS APPROVES THE EMPLOYMENT CONTRACT BETWEEN BROWARD HEALTH AND LYNN BARRETT ESQ. FOR THE POSITION OF GENERAL COUNSEL AS PRESENTED.**

**Motion carried---6-1; Commissioner Rodriguez voted No**

### **DISCUSSION AGENDA**

15. Approval of the

a) 2015 Rolled Back Millage Rate of 1.4908

Mr. Martin informed the Board that the 2015 Rolled Back millage rate is 1.4908. He asked the Commissioners to refer to Exhibit B which shows the current rolled back rate. Assuming that BH draws up its current millage rate from the 1.5939 back to the 1.4908 it would give BH the same amount of gross tax receipts that were generated last year. If BH keeps the same rate on the TRIM notice it would appear to be a tax increase of \$10.7 million.

Mr. Martin said that staff is proposing a millage rate of 1.4425 which is a \$5 million reduction of tax revenue that BH currently generated this year.

Dr. El Sanadi commented that since BH does not know what the Low Income Pool (LIP) funding is going to look like next year or what the current funding environment is going to look like this is a safe rate. Should the Commissioners feel that they want to go lower, they could go lower; however, once the millage rate is set here today, they will not be able to go higher.

Chair Di Pietro said that this would be a 3.2% decrease in taxes.

Commissioner VanHoose asked what they were voting on today since she and some other Commissioners were not on the Board when this was decided on last year.

Chair Di Pietro explained that at this meeting, BH sets a rate to go on the TRIM notice. He also explained that once the rate is set today, BH would not be permitted to raise the millage rate; however, they could at the next two tax hearings lower that rate once they review the budget.

Commissioner VanHoose asked in terms of the timeline of the budget and since the new fiscal year begins in July, does BH work off of the old budget. Mr. Martin explained that in the past administration met individually with each Commissioner in June to see if they are comfortable

with the budget with no major exceptions. Then Administration rolled it out on a month-to-month basis and BH operated against that budget. However, since those meetings are going to be so late this year, when he presents the July financials, he will not have a budget to compare it to. Currently, administration is using last year's budget as a baseline and any capital item greater than \$250,000 would need to come to the Board for approval. As far as adding positions, if they are critical positions administration approves them and if they are not they are not approved until the budget is approved.

Dr. El Sanadi commented that this year has been a little challenging with the LIP funding issue and the state budget which delayed how fast BH could proceed with its budget process.

Mr. Martin indicated that the first item they would be approving would be the Rolled Back Rate of 1.4908 which equals the rate for BH to receive the same amount of taxes they collected last year. Secondly, they will be adopting a proposed 2016 millage rate of 1.4425 which will equate to a \$5 million reduction in taxes. Thirdly, the board will be setting a date, time and place to hold the first and second tax hearings.

Commissioner Canada stated that she understands the rolled back rate; however, if the Board adopts the 1.4425 millage rate then the Board could not go any higher but they could lower the millage rate during the tax hearings. She asked if the 1.4425 would now be the new benchmark if adopted today. Mr. Martin said yes, but they could go lower than that number. Mr. Martin explained that this would be a \$5 million reduction and felt comfortable with reducing that amount from the budget.

Commissioner Canada said she understands all of this but asked if BH has the flexibility, why would they lock themselves into a lower millage rate and not remain at the 1.4908 when it could be lowered at the tax hearings.

Mr. Martin said that every year BH has reduced taxes. Commissioner Canada applauded that but feels that with all of the uncertainty regarding state and federal funding she would feel more comfortable waiting on that proposed rate and just agree on the rolled back rate of 1.4908 until the Board can have a conversation and have some meetings about the budget.

Dr. El Sanadi agreed. He said that the prudent thing to do would be to approve Item 1 and then not set a ceiling on the millage rate until each of the Commissioners has an opportunity to review the new budget.

Mr. Martin advised the Commissioners that if they choose to approve Commissioner Canada's recommendation they would be approving the rolled back rate of 1.4908 and then the Board would adopt a millage rate of 1.4908 rather than 1.4425.

Commissioner VanHoose said that she could support that recommendation.

**Moved by Commissioner Canada, seconded by Commissioner VanHoose,**

**THAT THE BOARD OF COMMISSIONERS APPROVES THE 2015 ROLLED BACK MILLAGE RATE OF 1.4908 AS PRESENTED.**

**Motion carried unanimously.**

b) Adoption of Proposed 2015 Millage Rate of 1.4425

Chair Di Pietro advised the Commissioners that they could either adopt the proposed 2015 millage rate of 1.4425 which is approximately a 3.2% tax decrease or adopt the current rolled back rate of 1.4908.

Commissioner Rodriguez said that he would like to see a tax decrease at some point. He was informed that if the 1.4908 rolled back rate is adopted as the proposed millage rate, the Board can always reduce that number at the tax hearings.

Commissioner Canada agreed that she too would like to see a tax decrease; however, she is new to the board; she has not been through this exercise; there are issues with LIP funding; and she would rather be more educated on the budget before the Board locks itself in on a new rate. She recommended using the 1.4908 rolled back rate and if the Board chooses to go lower they can always do that at the tax hearings.

Commissioner VanHoose agreed. As a new board member who has only been on the board for 8 months and has never gone through the budget process, she felt it would be irresponsible of her to be able to support, right now, the rate of 1.4425 with not having the more detailed budget meeting.

Dr. El Sanadi reminded the Commissioners that they can always go lower than the 1.4908 at the tax hearings if they so choose once everyone had a chance to review the new budget.

Commissioner Rodriguez reminded the Commissioners that throughout the years, the NHBD Board of Commissioners has always tried to lower the millage rate. Dr. El Sanadi agreed with Commissioner Rodriguez and commented that the District's taxpayers are like its stakeholders—they cannot receive dividends but the District can certainly try and lower the millage rate which has been the target consistently every year.

**Moved by Commissioner Gustafson, seconded by Commissioner Rodriguez,**

**THAT THE BOARD OF COMMISSIONERS ADOPTS A PROPOSED 2015 MILLAGE RATE OF 1.4908.**

**Motion carried unanimously.**

c) Setting of Date, Time and Place for First and Second Tax Hearings

**Moved by Commissioner Canada, seconded by Commissioner Gustafson,**

**THAT THE BOARD OF COMMISSIONERS APPROVE THE FIRST TAX HEARING TO BE HELD ON SEPTEMBER 9<sup>TH</sup>, 2015 AT BROWARD HEALTH MEDICAL CENTER AUDITORIUMS AT 5:30 P.M.; AND THE SECOND AND FINAL TAX HEARING TO BE HELD ON SEPTEMBER 24<sup>TH</sup>, 2015 AT BROWARD HEALTH NORTH CONFERENCE CENTER AT 5:30 P.M.**

**Motion carried unanimously.**

16. Approval for the BHCS Bed Expansion—Construction Manager Selection of DPR Construction.

Mr. Drew Grossman advised the Board that the Selection Committee met to deliberate, score and rank all five Construction Management firms who were selected to make oral Presentations for the BHCS Bed Tower Expansion Project. A copy of the scoring and ranking sheet was provided for their review.

Mr. Grossman informed the Board that the recommendation by the Selection Committee was to award the Construction Manager for the BHCS Bed Tower Expansion Project to DPR Construction.

Commissioner Nieland asked where DPR Construction was located. Mr. Grossman said that they located in Broward County.

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

**THAT THE BOARD OF COMMISSIONERS APPROVES THE AWARD OF BID FOR THE BHCS BED TOWER EXPANSION CONSTRUCTION MANAGER TO DPR CONSTRUCTION.**

**Motion carried unanimously.**

17. Request approval of Resolution 15-07-29-01 authorizing the Chairman of the Board, the President/CEO and the Senior Vice President/CFO to collectively negotiate, execute and enter into a financial agreement designed to facilitate the continued stabilization of the District's debt service payments and reduction of Letter of Credit fees associated with the Series 2008A Bonds.

Mr. Art Wallace, VP of Finance presented Item 17.

Mr. Wallace advised the Board that administration was requesting a renewal of a Letter of Credit with T.D. Bank for a period of five years to provide liquidity support for the 2008A Refunding Bonds. Mr. Wallace advised the Commissioners that there is an error in the exhibit. The correct amount should be \$83,275 which is correct in the Resolution 15-7-29-1. This is a five-year savings of \$542,000 with a first year savings of \$109,700. There are no other changes in terms except for the rate that has gone from 63 to 50 basis points. Quotes were provided from six responses and this was the best response.

Following the reading of Resolution 15-07-29-1 into the record,

**It was moved by Commissioner Canada, seconded by Commissioner VanHoose,**

**THAT THE BOARD OF COMMISSIONERS APPROVE RESOLUTION 15-07-29-01 AUTHORIZING THE CHAIRMAN OF THE BOARD, THE PRESIDENT/CEO AND THE SENIOR VICE PRESIDENT/CFO TO COLLECTIVELY NEGOTIATE, EXECUTE AND ENTER INTO A FINANCIAL AGREEMENT DESIGNED TO FACILITATE THE CONTINUED STABILIZATION OF THE DISTRICT'S DEBT SERVICE PAYMENTS AND REDUCTION OF LETTER OF CREDIT FEES ASSOCIATED WITH THE SERIES 2008-A BONDS.**

**Motion carried unanimously.**

18. Approval to authorize the President/CEO to purchase 500 concurrent user licenses for the Cerner Electronic Medical Record System (EMR) at a cost not to exceed \$660,000 subject to General Counsel's review and approval as to legal form and conditioned on no material changes in the approved business terms.

Ms. Doris Peek, SR.VP/CIO presented Item 18.

Ms. Peek advised the Board that this is a request to approve the purchase of 500 concurrent user licenses for the Cerner Electronic Medical Record System (EMR) as a true-up against the existing contract. Ms. Peek explained that Cerner EMR is used throughout the entire enterprise and the manner in which those software licenses are purchased and managed is through something called a concurrent user license. Concurrent user means the maximum number of people logged in at any one given time.

Currently, BH has 2300 people at the peak point of the day that are logged in and unfortunately, BH only owns 1,850 licenses so BH has to true-up 450 that it is using and has not paid for. These licenses can only be purchased in increments of 100. Ms. Peek is requesting the purchase of 500 with the extra 50 as being the threshold headroom until sometime next year. Ms. Peek informed the Board that Information Systems always true-up at the end of a major project and at the end of an annual year.

Ms. Peek noted that Cerner did their assessment in April and May, gave BH a bill in June—it was not budgeted last year but it is budgeted for this coming year. Ms. Peek said that is the reason it is coming to the Board today. There is no capital required; however, there is a net increase of \$660,000 annually as part of the maintenance requirement and if the users were to drop Cerner would give BH a credit. The contract true-up is budgeted in the 2016 budget but since it is not yet approved, Ms. Peek is asking for Board approval in advance of the 2016 Budget being approved. This item was approved by the Procurement Steering Committee in May.

Following Ms. Peek's request for approval,

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

**THAT THE BOARD OF COMMISSIONERS AUTHORIZE THE PRESIDENT/CEO TO PURCHASE 500 CONCURRENT USER LICENSES FOR THE CERNER ELECTRONIC MEDICAL RECORD SYSTEM (EMR) AT A COST NOT TO EXCEED \$660,000 SUBJECT TO GENERAL COUNSEL'S REVIEW AND APPROVAL AS TO LEGAL FORM AND CONDITIONED ON NO MATERIAL CHANGES IN THE APPROVED BUSINESS TERMS.**

**Motion carried unanimously.**

**COMMENTS BY COMMISSIONERS**

Commissioner VanHoose said that they had received a large stack of contracts earlier in the week and moving forward, her personal policy is that if she does not see the contracts before Legal Committee or by Legal Committee she will vote no on every contract that comes to them at the

Board meeting. It is not fair to the physicians or the staff who now have to negotiate contracts at the last minute; and it is not fair to Dr. El Sanadi who receives contracts late on Friday night and also not fair to the Commissioners who need to read those contracts before voting on them. Commissioner VanHoose said that she has spoken to Dr. El Sanadi about how BH can catch contracts before they are pressed up against the wall for expiration. She feels that she can vote NO on contracts on principle alone so moving forward that is the Commissioner's commitment.

Commissioner Canada wished Mr. Goren the best and said it has been a pleasure working with him.

Commissioners' Di Pietro, Nieland, Rodriguez, VanHoose, and Gustafson also wish Mr. Goren well.

Mr. Goren said it was a privilege and an honor.

Chair Di Pietro agrees with Commissioner VanHoose's comments regarding the contracts. He said in the past he took that position very strongly too then he gave up.

Commissioner Gustafson thanked administration for sending him a copy of the Senate Bill dealing with construction services and local preferences.

**NEXT REGULAR BOARD MEETING** The next regularly scheduled Board of Commissioners' meeting will be held on August 26, 2015 at 4:00 p.m. Broward Health Corporate-Spectrum Complex-1700 NW 49 Street, Fort Lauderdale, Florida.

Meeting adjourned at 7:05 p.m.

Respectfully submitted,  
David Nieland, Secretary/Treasurer

**BY: Maryanne Wing**

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