

**NORTH BROWARD HOSPITAL DISTRICT  
BOARD OF COMMISSIONERS'  
REGULAR MEETING  
Broward Health Corporate Office  
Spectrum Complex  
May 27, 2015**

**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, 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 4:06 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 followed Mr. Drew Grossman, CEO of BHCS and followed by the Pledge of Allegiance led by Commissioner Rocky Rodriguez.

**SPECIAL RECOGNITION HONORING GEORGES J.C. BOUTIN M.D.**

Dr. Howard Lewkowitz, Chief of Staff for Broward Health Imperial Point (BHIP), presented a brief bio on Dr. Boutin's career as an orthopedic surgeon.

Dr. Lewkowitz informed the Board of Commissioners that Dr. Boutin is retiring after a career spanning over 33 years. Dr. Boutin and his daughter Pier, who is also an orthopedic surgeon, were one of only a handful of father daughter teams practicing orthopedics in the country. Dr. Boutin was Chief of Staff at BHIP for two terms and had an active role in the medical staff leadership. He also played an important role in establishing the annual scholarship program at BHIP which helps students who wish to enter the healthcare arena. In 2004, he was named Chief Medical Officer for Broward Health (BH) where he served an integral role leading and guiding the medical staffs of the BH hospitals to a higher level of professionalism. Dr. Boutin is going to be missed greatly—he is a wonderful surgeon and a great leader. Dr. Lewkowitz then presented Dr. Boutin with a plaque in appreciation of his service.

Dr. Boutin thanked everyone and said he would not be where he is today without the support of his colleagues, the physicians and the staff of all of the hospitals where he has served. He has been at Broward Health for about two-thirds of his career exclusively. Dr. Boutin stated as Chief Medical Officer he has had the opportunity to work with truly dedicated executives who are exceptional and who work as a family unit. Dr. Boutin said he will miss everyone at Broward Health and thanked everyone for this honor.

**RECOGNITION: CHILDREN'S DIAGNOSTIC AND TREATMENT CENTER  
AMBASSADOR FOR MAY**

Dr. Ana Calderon presented little Kayleigh who loves to sing and routinely serenades the doctors and staff during her clinic visits.

Kayleigh's condition was so severe that it required two surgeries to repair. As a result, she required a feeding tube for the first three years of her life. Kayleigh has been fortunate that her melodic voice has not been impacted by the two sets of tubes implanted in her ears over the course of her six short years.

Kayleigh is now in kindergarten and thriving. She is developing an expanded vocabulary, which has become evident in her active conversations. She is bright and bubbly with an outgoing personality. Overall, she is simply a delight.

Kayleigh is CDTC's Champion for the month of May and was presented a T-shirt and plaque.

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

Broward Health Coral Springs was being honored today for receiving the "Get with the Guidelines Stroke Gold Plus Quality Achievement Award" with Target Stroke Honor Roll. This award recognizes the hospital commitment and success in sharing that stroke patients receive the most appropriate treatment according to nationally recognized research based guidelines based on scientific evidence. To receive this award, hospitals must achieve 85% or higher adherence to all Get with the Guidelines Stroke Achievement indicators for two and more consecutive 12-month periods and achieve 75% or higher compliance with five of eight of Get with the Guidelines Stroke quality measures.

To qualify for the Target Stroke Honor Roll hospitals must meet quality measures developed to reduce the time between the patient's time of arrival at the hospital and treatment with the clot buster or TPA, the only drug approved by the U.S. Food and Drug Administration to treat ischemic stroke. When the drug is given in the first three hours after the start of stroke symptoms TPA has been shown to significantly reduce the effects of stroke and lessen the change of permanent disability. BHCS earned the award by meeting 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 to provide the most update evidenced-based guidelines with the goal of speedy recovery and reducing death and disability for stroke patients.

BHCS's stroke team and Chantal Lampron (Stroke Coordinator) is dedicated to improving the quality of stroke care and the American Heart Association and the American Stroke Get with Guidelines Stroke helps achieve that goal.

Drew Grossman praised the work of the BHCS Stroke team with Chantal Lampron, Ava Dobin (Manager) and Kim Graham (CNO).

BH is one of the few hospitals in the entire nation who has met this achievement level.

### **COMMENTS FROM AUDIENCE:**

Mr. John de Groot addressed the Board and distributed material showing a study of hospital finances and costs as well as a handout showing further financial information pertaining to the issue of what the media is totally missing with Governor's Scott's Commission on Healthcare and Hospitals. This was additional information from what he provided to the Commissioners at the Finance Committee meeting. He said he welcomed their questions on the documents that he provided to them. He also expressed his concern relating to the North District and South District's partnership with regard to the outpatient center in west Broward (SFCCN). He feels that these two healthcare systems are so far apart in their costs and charges as well as with the disparity in the two cultures and their Charge masters and pricing systems that it is would be a disaster.

### **APPROVAL OF MINUTES**

1. Request approval of the Minutes of the Regular Meeting of the Board of Commissioners held April 29, 2015.

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

**THAT THE MINUTES OF THE REGULAR MEETING OF THE BOARD OF COMMISSIONERS HELD ON APRIL 29, 2015 BE APPROVED AS PRESENTED.**

**Motion carried unanimously.**

## **MEDICAL COUNCIL AGENDA**

### **2. BROWARD HEALTH IMPERIAL POINT**

Dr. Lewkowicz reported on the events/activities at BHIP for the month of May:

- On May 2, Dr. Michael DeFranco, Ortho surgeon and Dr. Shawn Norris, Podiatry interviewed n Boomer Radio.
- 15 managers and Staff traveled to Kentucky to the Pathway to Excellence conference for BHIP's Recognition of Designation on May 13-15, 2015.
- May 18-22, EMS Week in ED celebrated EMS professionals; BHIP provided EMS with an appreciation towel and food/refreshments each day of the week.
- Dr. Dalia Girgis, Ophthalmologist, Eye Physician and Surgeon spoke at the Community Relations Council Meeting on May 18, 2015.

- Dr. Todd Darmody, Endocrinologist, spoke on Thyroid Disease and Diabetes High Tea & Trivia on May 19, 2015.
- On May 20, Bonnie Petrie, Geriatric Care Coordinator at BHIP spoke on “Aging with Attitude” at the Global Wealth Management event.

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 Wright:**

**THAT THE BOARD OF COMMISSIONERS APPROVE THE RECOMMENDATIONS OF BROWARD HEALTH IMPERIAL POINT’S MEDICAL COUNCIL OF ITEMS 2 (A-D):**

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

**Motion carried unanimously.**

**3. BROWARD HEALTH CORAL SPRINGS**

Dr. Israel Penate reported on the event/activities at BHCS for the month of May:

- BHCS completed its Joint Commission Survey with great success. They had a total of six (6) Direct Impact Standards Request for improvements (RFIs) -- this was considered exemplary by the surveyors. Based on the surveyors’ experiences, it was one of the smallest reports given out. In addition, they commended the staff that showed that they are fully engaged with Patient Centered Quality Care and best practices. There finds were under standard categories of Environment of Care, Infection Control, Perinatal Care, and Medical Management. Overall, the findings were relatively small, but enough for them to be Direct Impacts. According to the surveyors, the survey process is much more detailed than three years ago, and again, BHS had a very successful survey and is considered a very well operated and maintained facility.
- BHCS received March of Dimes/March for Babies...39 Weeks Recognition Banner sponsored by the Florida American College of Obstetrics/Gynecology for doing an exemplary job reducing Early Elective Deliveries and sustaining this low rate over the past year.

In the absence of Dr. Guy Zingaro, Chief of Staff of Broward Health Coral Springs, Dr. Israel Penate, Vice Chief reported that the Medical Council had reviewed and recommended for approval by the Board of Commissioners all exhibited Medical Staff Appointments; Medical Staff Reappointments; Allied Health Appointments; and Allied Health Reappointments.

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

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

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

**Motion carried unanimously.**

**4. BROWARD HEALTH NORTH**

Dr. Hoffberger reported on the events/activities at BHN for the month of May:

- Broward Health North is now the home of the MAKOpasty Rio® - an advanced technologically advanced robotic arm used for Partial Knee Resurfacing and Total Hip Replacement.
- Last Monday they held their 22<sup>nd</sup> Annual EMS Recognition Awards Breakfast where all members of the EMS team were recognized. This year's theme was "EMS Strong". Our President & CEO, Dr. El Sanadi, Dr. Jerry Brooks from our ED, Dr. Andre Landau and Dr. Wael Tamim, Cardiologists, were among the speakers; as well as a patient who expressed his gratitude to Lighthouse Point Fire Rescue, the physicians and Broward Health North for saving his life.

Community Outreach:

- BHN provided health screenings at: Florida Hindu Temple Health Fair, John Knox Village, Century Village and Hopewell Baptist Church.
- BHN hosted Free Skin Cancer screening to the community. Dr. Robert Bader and Dr. Melanie Hecker screened 38 attendees.
- BHN held their annual Spike-Out Stroke Health Fair. We offered free carotid artery ultrasounds, cholesterol/sugar screenings, blood pressure checks and stroke risk assessments as well as presentations about stroke prevention & treatment by Dr. Ridwan Lin, Dr. Hazel Wiley and Dr. Aza Abdalla.
- Dr. Wilson Dumornay presented a community lecture on Sleep Apnea
- And I presented health tips at our annual Senior Dance Party that was attended by more than 100 seniors.

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

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

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

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

**Motion carried unanimously.**

**1. BROWARD HEALTH MEDICAL CENTER**

Dr, Louis Yogel reported on the events/activities at BHMC for the month of May:

- BHMC submitted a Letter of Intent for a CON for Adult and Pediatric Kidney Transplant.
- Selected a new academic Designated Institutional Officer (DIO) Dr. John Delzell.
- ACGME Program Director for Internal Medicine Residency Dr. Robert Levine (which has not been ratified by Medical Council) but he was chosen by the GME Committee.
- BHMC and CECH have won the KIDS CROWN AWARD which is an award given by Parenting Magazine for best ER, Maternity and Pediatric Hospital.
- BHMC won the Avatar 2014 Patient Experiences Award that is given based on patient satisfaction surveys. BHMC showed most improved for responsiveness, friendliness and quietness.
- BHMC was recognized by U.S. News and World Report for being a high performing hospital for the treatment of congestive heart failure.
- BHMC recently completed a successful AHCA survey with Risk Management department.

Other items:

**Physician contracts:**

Dr. Yogel informed the Board that there is a new attorney that has been contracted to work in-house on physician contracts at BHMC; however, it continues to remain a problem. As Chief of Staff he is continuing to work diligently with administration and Dr. El Sanadi for a resolution. They have had several meetings to try and resolve the best way to format these contracts. Dr. Yogel informed the Commissioners that they do not at any point want to cause any sort of lapse in service or quality of care but this has been stressful and hopefully it can be resolved.

**Nursing:**

With regard to the nursing situation, they are working with administration to help rectify some of the retention problems. One suggestion discussed was retention bonuses. As Chief of Staff, Dr. Yogel said he feels that he needs to speak for the nurses and this is not all about money but this also has to do about workload.

Chair Di Pietro asked with respect to the Kidney CON—does BH have to reapply? Dr. El Sanadi said this is a new CON. The Chair then asked what happened to the other transplant CON. Dr El Sanadi said he believed it lapsed due to not being able to recruit physicians to

staff it but now there is a slate of physicians that they are speaking with so hopefully BH will be able to staff it pretty soon. They are hoping to hear back from AHCA in the next 60 days.

Dr. El Sanadi asked Commissioners to write letters of support on behalf of the CON.

Commissioner Wright asked if there were other areas that are being looked at with regard to retaining the nurses i.e., benefits/pension. Dr. Yogel said that he was not privied to that but his understanding was that part of the problem is the patient to nurse ratio which at BHMC tends to be high especially in the critical care area.

Chair Di Pietro asked if the patient to nurse ratio was public knowledge. Dr. El Sanadi commented that he did not know but Dr. Yogel is correct when he says that it is primarily the work environment and the intensity. Dr. El Sanadi said that they are working with Mr. Glidewell, Ms. Wong and Ms. Farrington and other leadership at BHMC to resolve this issue. BHMC is also looking at mentoring the nurses when they come on board and making sure that the ratio is correct. Dr. El Sanadi said that they plan on presenting something regarding this issue at the Strategic Planning meeting in July.

Dr. Louis Yogel 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 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 Reappointments

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

**THAT THE BOARD OF COMMISSIONERS APPROVE THE RECOMMENDATIONS OF THE BROWARD HEALTH MEDICAL CENTER MEDICAL COUNCIL.**

**Motion carried unanimously.**

### **CEO REPORT**

- Dr. El Sanadi reported that they continue to work with the Governor's Work Group with regard to the Low Income Pool (LIP) funding. BH has submitted their second set of data—the first set had to do with finances and the second set had to do with quality assurance. The Special Session will start on June 1st for 3 weeks and there has been a lot of conversation about what would be the best combination of resources for funding the Low Income Pool. . BH has representatives in Tallahassee who are looking out for our interest.

- Dr. El Sanadi reminded the Commissioners that he had sent an email to them informing them that the Federal government is willing to put in one billion dollars and even though that is good news, it is still not enough so there will still be a gap in funding.
- The participants of the Safety and Satisfaction rounds are working very closely with the leadership to make sure that BH develops an incentive plan for the C-Suite and also for those who are participating in the incentive plan making sure that the incentives align with safety and patient satisfaction so it is a patient-centered incentive.
- As far as reconstitution of the Marketing Department, Doris Peek has done a great job in leading that charge and BH has a lot of qualified in-house and outside resources.
- Joint Commission readiness has been going on for a long time and BHCS was the first to get visited and did a great job.
- Dr. Robert Levine will be leading the charge as far as Internal Medicine for GME residency and Dr. Delzell is the new Designated Institutional Officer (DIO). BH is trying to move quickly with the GME initiatives.

With regard to the C-Suite Level incentives, Commissioner Wright asked, as it relates to nurses, could some equivalency be added into retention? Dr. El Sanadi said the target for long-term is to align incentives throughout the workforce not just for the C-Suite. Value Based Purchasing (VBP) has to be pushed all the way down to the support jobs. Everyone should be part of the incentive plan as aligned incentives; VBP is the bottom line.

Commissioner Gustafson asked Dr. El Sanadi to comment on the BH Foundation Heart Ball event. Dr. El Sanadi said it was an excellent event and well attended and over \$900,000 was raised. Mr. Stefanacci and Mr. Birdsong did an excellent job. Commissioners' Gustafson, Canada and VanHoose attended.

Commissioner Gustafson said in looking at the Foundation and how far it has come over the last 3 to 4 years---is really impressive.

## **CFO REPORT**

Mr. Martin provided a brief overview of April's financials:

Overall volume was strong on the outpatient side but under budget on the inpatient side. Admissions down 5% or 250 cases (most from admissions directly from ER); Compensated admissions in line with budget; short stay cases up 27% about 375 cases; births up 11% or 45 cases; surgeries up 4% or 100 cases mainly on outpatient side; outpatient visits down 1%; ER visits up 3% or 700 visits with compensated visits up 2600 visits—(this is driving the bottom line).

Financially April was another good month: Net Operating review was \$89 million or \$5 million greater than budget; Total operating expense was \$98 million—\$4 million unfavorable to budget; Net loss from operations was \$9 million leaving \$1 million favorable to budget. YTD for the first 10 months Net Operating Review of \$893 million--\$56 million favorable to budget; Total operating expenses \$965 million --\$25 million unfavorable to budget of which \$14 million is attributable to the IV case settlement; Net loss from operations \$72 million--\$30 million favorable to budget and \$35 million better than prior year. Investment income is picking up \$18 million YTD and \$8

million but still \$28 million less than last year; Excess revenue over expense of \$54 million is \$39 million favorable to budget. It's been a good year financially.

## **GENERAL COUNSEL REPORT**

Mr. Kerry Ezrol reminded the Commissioners that following today's public meeting, a Shade Session on a pending matter of litigation will be held and Sam Lewis of Feldman Gale is the outside counsel assisting in that case.

In addition, relative to the pending false claims matter, General Counsel is hopeful that within the next 30 to 60 days BH will be hearing from the government. Mr. Goren has previously asked that a shade session be scheduled at a time certain relating to this matter.

## **COMMITTEE REPORTS:**

### **Joint Conference Committee**

Commissioner Wright reported that on April 29th the committee met. Highlights: Dr. Darren Hoffberger was approved as the new chair; minutes of the January 29<sup>th</sup>, 2014 meeting were approved; discussed a system-wide approach to specialty call for ER Coverage; and on a most significant note, Dr. El Sanadi advised the committee that staff is currently working on physician contract renewals dealing with ER on-call, PPUC and Clinic; the chiefs and legal counsel are all in open discussion on these contracts; duration to work on contracts is 21 days; they will also work on a fair PPUC Compensation policy. Commissioner VanHoose stated that she supports what was being said but as a system BH should always put patients first and should have all open on-call panels system-wide. A final motion clarified by Dr. El Sanadi that BH open all specialty on-call coverage for the ER system-wide. This motion was passed with one member abstaining.

There being no additions or corrections:

**It was moved by Commissioner Rodriguez, seconded by Commissioner VanHoose, That the minutes of the April 29<sup>th</sup>, 2015 Joint Conference Committee meeting be approved as presented. Motion carried unanimously.**

### **Board Compliance Committee**

Commissioner Nieland reported on the following: Board Compliance Committee Bylaws, Charter and White Book; additional board member to executive compliance workgroup; discussion about the Crimson program which is a program that will monitor quality as it relates to physicians' practice. Going forward, physician compensation could be affected by 5-10% based on Crimson scores. Update on physician arrangements and Commissioner Nieland has continued to attend the executive compliance committee at the request of the Board.

There being no additions or corrections to the minutes,

**It was moved by Commissioner Rodriguez, seconded by Commissioner Wright, That the Board of Commissioners approve the minutes of the Board Compliance Committee held on May 14, 2015 as submitted. Motion carried unanimously.**

### **Pension & Investment Committee**

Commissioner Wright stated that the committee met on May 1st. They met with some fund managers and moved around three funds due to poor performance. Loomis Sayles was selected because they have a better performance potential moving forward. The next meeting will take July 10; however, the minutes should reflect that the agenda include the establishment of the timing for the Independent Investment Advisor RFP.

**It was moved by Commissioner Gustafson, seconded by Commissioner Nieland that the minutes be amended to include the establishment of the timing for the Independent Investment Advisor RFP. Motion carried unanimously.**

There being no further corrections or additions,

**It was moved by Commissioner Wright, seconded by Commissioner Nieland; That the Board of Commissioners approve the minutes of the Pension and Investment Committee held on May 1, 2015 as amended. Motion carried unanimously.**

### **Finance Committee**

Commissioner Nieland reported that the committee met on May 20, 2015. Highlights included: a brief report on the SFCCN with a request to send it back to the Executive Compliance committee. This was discussed at the Executive Compliance Committee and there are some action items that have been requested; some items are on the agenda regarding PPUC compensation summary.

There being no additions or corrections,

**It was moved by Commissioner Gustafson, seconded by Commissioner Rodriguez; That the Board of Commissioners approve the minutes of the Finance Committee held on May 20, 2015 as submitted. Motion carried unanimously**

### **Legal Affairs Committee**

Commissioner Canada reported that the committee met on May 20<sup>th</sup>, 2015. All commissioners were in attendance. Highlights: reviewed legal invoices for the month; conflict waiver for Billing, Cochran, Lyles, and Ramsey which was approved to be placed on Consent agenda; compliance with Electronic Records Retention no action was required; construction contracts and the possibility of updating the procurement code and creating a construction service procurement code was discussed; construction contracts also being reviewed by GreenbergTraurig with additional discussions taking place at the next Legal Review Committee meeting; Dr. Boutin announced his retirement; and there was a request for two shade meetings which were approved.

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

**It was moved by Commissioner, seconded by Commissioner; That the Board of Commissioners approve the minutes of the Legal Affairs Committee held on May 20, 2015 as submitted. Motion carried unanimously**

## **Building Committee**

Commissioner Gustafson stated that the meeting was held on May 20: notice of the award for Charland Rurey which is on the consent agenda and an update on projects was also provided.

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

**It was moved by Commissioner Rodriguez, seconded by Commissioner Nieland;  
That the Board of Commissioners approve the minutes of the Building Committee held on  
May 20, 2015 as submitted. Motion carried unanimously**

### **CONSENT AGENDA**

Chair Di Pietro asked if any items on the Consent Agenda needed to be removed for further discussion by either a Commissioner or member of the audience: Item 8 was pulled at the request of Commissioner Wright.

1. Acceptance of the Interim Financial Statement for the Month of April 2015
2. Approval of Conflict Waiver---Billing, Cochran, Lyles, Mauro & Ramsey P.A. (Walden v. Fishel M.D. et al).
3. Approval of Notice of Award to MGE Architects for the BHCS Bed Tower Expansion Project Architect Selection. (pulled)
4. Approval of Notice of Award to Charland Rurey Construction, Inc, the lowest responsible bidder in the amount of \$820,122, for the BHIP-Bid Results for HR Renovation Project 151P1701-A and Cardiology Suite Build Out 151P1703.
5. Approval of Notice of Award to Associated Craftsmen of America, the lowest responsible bidder in the amount of \$407,277, for the BHN Bid Results for the Main Lobby Renovation 12NB464-A and 12NB1464-B.
6. Approval to increase in the total project budget of \$161,052 or 4.8% over original budget for BH Corporate Relocation Project 4D11660.

**It was moved by Commissioner Rodriguez, seconded by Commissioner VanHoose that  
Items 6-7-9-10- and 11 be approved as presented.**

**Motion carried unanimously.**

**Item 8: Approval of Notice of Award to MGE Architects for the BHCS Bed Tower  
Expansion Project Architect Selection.**

Commissioner Wright indicated that even though MGE has been awarded the contract they still need to accept the contract. Dr. El Sanadi that was correct. Commissioner Wright questioned if MGE does not accept the contract and since there is a tie for 2<sup>nd</sup> place what would determine the tiebreaker between those two. Dr. El Sanadi said that they would probably need to reconvene the group to see what they need to do to determine who would receive the award.

**It was moved by Commissioner Nieland, seconded by Commissioner Rodriguez that Item 8 be approved as presented. Motion carried unanimously.**

### **DISCUSSION AGENDA**

7. Approval of Urology rate to fall between the 70<sup>th</sup> and 90<sup>th</sup> percentile.

Dr. El Sanadi informed the Commissioners that there is plan to complete the contract process within a 21 day period. They are reconstituting an internal team who will work through contracts a lot faster making sure they meet all of the legal requirements and regulations. Dr. El Sanadi said they are working very hard to get this process in place. With regard to the Urology contract they are continuing to work on how they pull together the Value Based Purchasing incentive piece with regard to the work done in the clinics and consults for inpatient settings.

Mr. Glidewell said that he met with Dr. Yogel, who represents the other constitutes on the Urology on-call panel, and there is a general agreement as to the structure of the proposed contract; however, some of the mechanics as to how the value-based purchasing component is calculated and paid is what is at issue. Currently, there is an extension of the current contract through the middle of June. Mr. Glidewell said that they need to be very clear as to what the valued based components are and what time periods they represent and how they are calculated and paid to the physician.

In addition, Mr. Glidewell advised the Commissioners that they are also working on the orthopedic contracts. He explained that the only difference between the two contracts was that the Urology daily rate fell slightly above the 75<sup>th</sup> percentile and the orthopedic daily rate fell slightly below the 75<sup>th</sup> percentile; however, the valued based purchasing component would be similar and the issues would remain the same.

Chair Di Pietro asked if they came to an agreement with the rates. Dr. EL Sandi said that they have an agreement with regard to the rates but the issue is how to calculate the value based purchasing component i.e., patient satisfaction, patient lengths of stay and so forth for each of the specialties. Dr. El Sanadi asked Dr. Yogel to address the Commissioners.

Dr. Yogel informed the Commissioners that they have been working very diligently over the last month on this issue. The number one reason for where the on-call rate fell was due to the need for integrated care. Dr. Yogel said that they provide a service at BHMC in urology that does not exist at any other district hospital. It is a constant ongoing service that requires a daily need for some kind of urologic emergency at BHMC and requires a group that provides integrated quality of care. He then provided some examples.

With regard to the value based purchasing quality hold back and what is understood by the entire medical staff is that there is a 15% holdback on what was agreed upon as far as what is going to be paid. In calculating this out, it comes to 55% of Medicare and there is no doctor in the country that will work for 55% of Medicare. It also assumes that 15% comes right off the top at the beginning which tells him that from day one he would have zero quality at the starting line and by the end of a certain time they would then need to come back and prove their quality of care. He feels that it is fundamentally unfair to try and come back after 28

years of service. Dr. Yogel said that as the leader of the medical staff and having had discussions with the other groups, the response is not positive.

Dr. El Sanadi then suggested that they could start with a legally allowable fair market value and commercially reasonable compensation package which would take into consideration their quality history for the last 9 months; therefore, compensating them retroactively and having it roll forward instead of starting at 55% of Medicare. Dr. Yogel said that they do not want to start at the starting line with the assumption that they had zero quality.

Commissioner Canada stated that it looks like BH wants to base quality retroactively. Dr. El Sanadi explained that it makes sense to do that since it takes so long for the quality benchmarks to be collected. This is not a new contract but a renewal and they have had the quality performance measurements all along so it would be fair to go back retrospectively if legally allowable.

Commissioner VanHoose asked if they had any of the FMV comparisons that were discussed at last week's meeting as well as what the total dollar value of the previous contract is compared to the total value today. She also questioned what they were being asked to approve today. Was it the range from the 75<sup>th</sup> percentile to the 90<sup>th</sup> percentile? Dr. El Sanadi said that the daily on-call rate for Urology is \$800 which is between the 75<sup>th</sup> and 90<sup>th</sup> percentile.

Mr. Glidewell provided a financial breakdown for the two contracts being discussed:

**Urology:** the former contract would have compensated physicians on a global bases for on-call services, consultations, procedures and clinic services in the total amount of \$624,000; the contract going forward even at the full 75<sup>th</sup> percentile for procedures and consultations would represent (\$533,000) for a savings of about \$90,000 to the system on an annual basis.

**Orthopedics:** the total compensation including daily on-call rate and FFS compensation for the prior year was \$1.3 million; compensation going forward at the new proposed rate and the new fee schedule at the full 70<sup>th</sup> percentile would be about \$970,000 (\$400,000 savings).

Dr. Hoffberger, Chief of BHN, asked how they came up with the VBP number. Medicare withholds 1% so why would it be 15%. Mr. Glidewell said it is not only 1%, its 6% and the 15% does not affect the daily rate just the FFS.

Dr. El Sanadi advised the Board that the contracts have not yet been finalized. Chair Di Pietro asked if this item should be tabled.

Mr. Glidewell advised the Commissioners that they currently have a contract extension for Urology which will expire in mid-June. If they wait until the next board meeting to approve the contracts, it then becomes one of those 11<sup>th</sup> hour situations.

Dr. El Sanadi asked if it was legally possible to ask for another 30-day extension at the same compensation. Ms. Impellizzeri said that they would amend the extension for another 30 days for further negotiations.

Commissioner VanHoose asked why they would table the conversation if they were just being asked to approve a range to allow Dr. El Sanadi, Dr. Yogel and Mr. Glidewell to continue negotiating.

For a point of clarification, Dr. El Sanadi explained that with the expiration of the contracts falling right before the June Legal Affairs Committee and Board meeting, it is now necessary to request an additional 30-day extension. He suggested that since BHMC does not have formal signed contracts with the physicians for the Board's approval today, he recommended the following motions:

- 1) Approve the framework of the Value Base Purchasing component to allow for negotiations.
- 2) Approve the Urology on call- rate to fall between the 75<sup>th</sup> to the 90<sup>th</sup> percentile.
- 3) Approval for an additional 30 day extension for the Urology contract.

Chair Di Pietro asked for approval of the following motions:

**Motion #1: Approving the physician payment for PPUC compensation framework as evidenced in Exhibit 12.--moved by Commissioner Canada, seconded by Commissioner Rodriguez. Motion carried unanimously.**

**Motion #2: Approval to allow administration to pay over the 75<sup>th</sup> percentile but less than the 90<sup>th</sup> percentile to the daily-on call rate for Urology--moved by Commissioner Canada, seconded by Commissioner VanHoose. Motion carried unanimously.**

**Motion #3: Approval to allow administration to execute a second 30-day extension to the Urology contract for ER, Clinic and Inpatient Consults--moved by Commissioner Canada, seconded by Commissioner Rodriguez. Motion carried unanimously.**

8. Discussion and possible motion regarding the engagement of a full-time, in-house Compliance Attorney at Broward Health.

Dr. El Sanadi said that in light of the recent resignation of Mr. Goren as Chief Counsel for Broward Health, he was requesting that the discussion regarding a full-time in-house compliance attorney be tabled until a time certain.

Dr. El Sanadi stated that after speaking with several entities who have a team of in-house legal counsel and support personnel i.e., Jackson and Memorial Regional, he was recommending that BH have an in-house General Counsel for the purpose of bringing in an in-house legal team that will work through contracts faster and less expensive. The Board has heard from the CEOs and the medical staff on how frustrating this process is and he feels that having in-house counsel would elevate some of the issues associated with this process. He suggested opening up a discussion for an in-house General Counsel position and to begin a search.

Chair Di Pietro advised the Board that he received an email from Mr. Goren notifying him that the Goren law firm was resigning as General Counsel for Broward Health. The email said that they would stay in place for 30 days.

Kerry Ezrol, Assistant General Counsel advised the Board that the Firm has been General Counsel since May of 2009 and it has been an honor and privilege to serve as counsel for the District. The Firm has made a decision to resign as outside General Counsel and the notice that was provided was provided in accordance with the Notice Requirements of the Contract.

The Firm is committed in assisting with the transition in any way that the Board deems necessary and appropriate.

Dr. El Sanadi informed the Board that he has worked with Ms. Wong on a thorough timeline for bringing on an in-house counsel. Three confounding factors for having an in-house General Counsel: 1) BH is currently under an OIG investigation; 2) there is a possibility that BH may end up with a Corporate Integrity Agreement (CIA) which could last 3-5 or 7 years; and 3) there is time urgency. Dr. El Sanadi feels that there is a sense of urgency as far as compressing the search for the reasons previously provided.

Chair Di Pietro clarified for the Board that this is a position hired by the Board and the hiring process takes place in the Sunshine as did the CEO selection process. The Board could either engage a law firm or at the suggestion of Dr. El Sanadi go through the selection process of engaging an in-house attorney.

Dr. El Sanadi then presented a proposed timeline:

- The job would be posted on June 28<sup>th</sup>.
- Applications would be accepted until June 10<sup>th</sup>.
- June 10-13<sup>th</sup>— there would be a selection process and interviews—he would highly recommend that a member of the Board be present and open to the public.
- June 15<sup>th</sup>, there would be a slate of 3 -5 or 7 candidates for interviews by the full board and in a public setting to select a General Counsel.

Dr. EL Sanadi stated that Mr. Goren and his firm will be with BH for another 30 days and appreciates all that he has done for BH. The Goren team will always be part of what BH does because of their expertise with regard to certain matters.

Commissioner Gustafson provided background on how BH came to engage the Goren Firm. It is stated in the Bylaws that the General Counsel is a direct report to the Board and is engaged by the Board. The scope of hiring a General Counsel should not just be based on frustration with the contracting process but the entire scope of what is expected from General Counsel. They need to know Florida law and working under the Sunshine. He feels that the Board should be actively involved in engaging a General Counsel since it is one of three staff members that report directly to the Board. He feels that the Board should not get into a panic mode and rush this process. Mr. Goren's firm will still be available to assist.

Commissioner Rodriguez said that he is comfortable in going with a different model for General Counsel but he is also very comfortable with Mr. Goren and his firm, who has done an outstanding job for BH, staying on until the OIG is finalized.

With regard to the proposed timeline, Commissioner VanHoose commented that if the Board is able to find a General Counsel within 30 days that met all of the qualifications that would be fine; however, if after interviewing candidates Board members find that they have not found a candidate that met their qualifications then that process should be repeated. This Board should not be rushed into selecting a General Counsel. The Goren Firm is a safety net for BH through this process and as the Chair of the HR Committee they will support anything needed to move the process along.

Commissioner Nieland said that Dr. El Sanadi is proposing the same process used during the CEO selection. And he agreed with Commissioner VanHoose in saying that if after interviewing the candidates the Board finds that none of those candidates meet the criteria then the Board should repeat the process.

**Chair Di Pietro asked for a motion with regard to hiring an in-house attorney.**

**Commissioner VanHoose moved that the Board move forward with the in-house General Counsel—seconded by Commissioner Canada. Motion carried unanimously.**

Commissioner VanHoose said she supports Dr. El Sanadi's suggestion of posting the position tomorrow, June 28th to begin the process but asked what the posting timeline was for the CEO selection.

Ms. Dionne Wong, SR.VP/CHRO informed the Commissioners that the timeline for the CEO posting period was about 2 to 3 weeks.

Dr. El Sanadi suggested not using a search firm but rather advertising in specific publications: Broward Law Section; Florida Bar Association; American Health Law; Lawyers Association; Association of Corporate Counsel and others for healthcare lawyers with 10 years of experience.

Chair Di Pietro asked Ms. Wong if she felt comfortable in posting the position and with the timeline being suggested will they will be able to get enough resumes of qualified individuals.

Ms. Wong said that there are no assurances; however, they did have some success the last time with a pretty aggressive search in terms of the CEO selection.

Commissioner Rodriguez suggested that Commissioner Nieland or Chair Di Pietro be part of the selection process. Commissioner Nieland said he would defer back to Commissioner VanHoose who is the Chair of HR. Dr. El Sanadi suggested that the Chair of Board would be the most appropriate since he has been through this process when the Board selected a CEO and he has been through all of the OIG and CIA material.

Commissioner VanHoose stated that she would recommend that Chair Di Pietro sit on the selection committee and review the resumes.

Ms. Wong informed Commissioners that the initial screening for the CEO applicants was done by the HR staff as well as Ms. Wong. There was a list of 25 resumes that met the qualifications with each board member selecting their top 7 to 10 names. Those names were submitted at a public meeting, at which point, they were brought forward in terms of interviewing and background screens. The interview period for each candidate lasted about 45 minutes.

After a lengthy discussion, Chair Di Pietro clarified the selection process:

The position will be posted June 25th; June 10<sup>th</sup> the posting will be closed; the full list will be sent to the Board members; Chair Di Pietro will review the applications and narrow it down to five candidates and if there is anyone else on the list that a Board member wants interviewed they are to let Ms. Wong know and they will be added to the list.

Dr. El Sanadi suggested that a Special meeting of the Board be held on June 15<sup>th</sup> at 3:30 p.m. to interview the candidates. At the end of that meeting, if a candidate has met all of the qualifications then the Board could make a selection and at the end of that meeting.

Commissioner VanHoose again reiterated that if there is not a candidate that meets their specifications then the Board would restart the process again.

Commissioner Nieland advised the Board that he will not be available that week.

The Board then reviewed the timeline and process again: applications would be closed by 5 p.m. on June 10<sup>th</sup>; the applications would then be reviewed; Ms. Wong would then provide the resumes of the qualified applicants to Chair Di Pietro later than evening for his review. Ms. Wong and Chair Di Pietro would then pre-screen the applicants. Ms. Wong said that she could do a records request for the Florida Bar to make sure that the applicant is licensed in the state of Florida and it will also let Ms. Wong know if they are active and in good standing. A full background check could not be done in that short period of time.

Commissioner VanHoose felt that the full board should be involved in this process and if they had to wait until Commissioner Nieland was available, then they should wait.

Commissioner Canada expressed her concern with trying to have everyone attend and participate in the process. She felt that as long as there was a quorum present then that would be the most important thing. Commissioner Canada suggested going back to the initial timeframe which is the best scenario. She said that vacations are going to happen and this situation could occur again during the summer months. If the Board does not find a suitable candidate at the June 15<sup>th</sup> meeting then the process can be repeated with not having lost anytime.

Commissioner Nieland said he was fine with Commissioner Canada's suggestion. He felt that he would still be able to weigh in on the selection beforehand and thinks they should move forward.

Commissioner Gustafson recommended that in light of the OIG investigation and potential CIA, administration should request Mr. Goren to help in the transition for as long as it takes. Right now it looks like 30 days but it could be 45 days or even more.

Commissioner Rodriguez agreed with Commissioner Gustafson's recommendation.

Dr. El Sanadi said that Mr. Goren has offered to stay with us until the end of the OIG investigation but there is no reason why BH should not have new counsel on board to start the process to create a very streamline cost-effective contract management process.

Commissioner Rodriguez said if BH is going to go the route stated by Dr. El Sanadi, he would have no problem with bringing on new counsel.

Chair Di Pietro asked if there was consensus to post the position on May 28<sup>th</sup>; close the posting on June 10<sup>th</sup> at 5:00 p.m.; and interview the candidates on June 15<sup>th</sup>. All the Commissioners agreed with that timeline.

**The Chair then asked for Approval of the Timeline:**

**Chair Di Pietro requested a motion to post the General Counsel position on May 28<sup>th</sup>. It was moved by Commissioner Nieland, second by Commissioner Canada. Motion carried unanimously.**

**Chair Di Pietro requested a motion to leave the posting open until close of business June 10<sup>th</sup> at 5:00 p.m. Moved by Commissioner Canada, seconded by Commissioner Nieland. Motion carried unanimously.**

**Chair Di Pietro requested a motion to allow the Chairman of the Board to review the applications with staff and administration to select five (5) possible candidates with the option of any Commissioner requesting an additional candidate(s) to be included in the interview process. It was moved by Commissioner Canada, seconded by Commissioner Nieland. Motion carried unanimously.**

**Chair Di Pietro asked for a motion to set a Special Board Meeting on June 15 at 3:30 p.m. To interview the candidates for the General Counsel position here at the corporate office. Moved by Commissioner VanHoose, seconded by Commissioner Nieland. Motion carried unanimously.**

**Discussion on Qualifications:**

Dr. El Sanadi suggested: minimum of 7 to 10 years of healthcare experience; licensed in the State of Florida; in-house experience in a public entity preferred; OIG or CIA experience preferred; compliance experience.

Commissioner Rodriguez said that since this attorney is going to build a legal team, leadership is going to be extremely important and should be included as one of the qualifications.

Commissioner Canada expressed concern over the fact that BH is creating such a specific job description that it may be too specific. She felt that their resumes would contain all the different aspects of what they have done including leadership roles. She does not want to limit the pool of applicants that could be selected for an interview.

Ms. Wong informed the Commissioners that as part of the posting or specifications they will reference as part of that experience that they had a leadership role in their previous experience. HR will qualify the 7-10 years healthcare in a leadership role which will be contained not only in the job description but also in the posting as well as the position specifications.

Chair Di Pietro recommended: required Florida Bar members 7-10 years of healthcare experience; preferred OIG/CIA experience; preferred leadership role; preferred prior in-house counsel.

Ms. Wong asked if it was possible to state that the successful candidate experience may come from a variety of healthcare environments including not-for-profit; for profit, large healthcare system; large national firm so there can be a broader swatch and a proven track record of demonstrated leadership is required.

Ms. Wong read, in full, a proposed recommended specification that would be included in the posting. The only corrections to the proposed specification was to strike the word “specialized”

and replace with “concentrating” and list no less than 7 years of experience. There being no further corrections or additions,

**It was moved by Commissioner Gustafson, seconded by Commissioner VanHoose that the proposed specification offered by Ms. Wong with the recommended changes be approved. Motion carried unanimously.**

Chair Di Pietro stated that the contract should be negotiated at fair market value. Ms. Wong said that at the meeting on June 15<sup>th</sup> should a candidate be selected, the Board would then provide instructions as to a timeline. However there is an anticipation that an execution of a contract would come to the Board on June 24<sup>th</sup> for review and approval.

Commissioner Nieland said that they did not discuss having an in-house compliance attorney.

Commissioner Nieland commented that the Board needs to decide who the in-house compliance attorney will report to; what is the reporting chain. He asked if the in-house compliance attorney would be completely independent and outside of the General Counsel’s office or would that person report to the General Counsel? Following a lengthy discussion with regard to a potential attorney client privilege (Chief Counsel vs. the in-house compliance attorney), it was suggested that this conversation still needs to be had once BH sees who they select as their General Counsel.

Chair Di Pietro suggested that whoever they hire as General Counsel would need to submit a business plan with a budget within 30 days and give an opinion as to the reporting status of the in-house compliance attorney.

Dr. El Sanadi suggested that this item be tabled until an in-house General Counsel is selected.

**Commissioner Rodriguez moved to table the discussion of an in-house attorney until June 17<sup>th</sup>, seconded by Commissioner Nieland. Motion approved unanimously.**

### **COMMENTS BY COMMISSIONERS**

Commissioner VanHoose reported that she will be missing the Quality Assessment and Oversight Committee meeting scheduled for next week. She will be in Tallahassee for Special Session.

Commissioner Canada thanked Mr. Goren and his firm. She said that since becoming a Commissioner and being on the NBHD Board she has appreciated his gentle leadership and guidance and his support of her being on the District Board. She asked that her comments be passed on to the rest of his firm.

In addition, Commissioner Canada stated that she had the pleasure of attending an auxiliary appreciation luncheon at BH North. It was a wonderful opportunity for all of those volunteers who work for that facility to get together and it was a good feel opportunity to give thanks to all of those volunteers who give so much time and energy to the District, specifically to BH North. BHN auxiliary gave over \$60,000 to the medical center last year. She also recommended that if the other facilities do not hold such a luncheon they should consider doing the same. She also feels that Administration should consider doing something on a district level.

On a personal note, Commissioner Canada said she was a surgical patient at BHIP and thanked Alice Taylor and her staff. Everything was wonderful from the clinicians to registration. It was a great experience and thanked them very much.

At 6:55 p.m. the public meeting recessed to enter into an Attorney Client Session in accordance with Florida Statute 286.011 to NBHD vs. Health Trio LLC, US District Court for the Southern District of Florida, Case No. 14 CV 61441 RNS: Judge Robert Scola.

**PUBLIC MEETING RECONVENE at 7:55 p.m.**

**NEXT REGULAR BOARD MEETING**

The next regularly scheduled Board of Commissioners' meeting will be held at 4:00 p.m. on June 24<sup>th</sup> at Broward Health Corporate Spectrum Complex, 1700 NW 49 Street, Fort Lauderdale, Florida.

Meeting adjourned at 8:00 p.m.

Respectfully submitted,  
Commissioner David Nieland,  
Secretary/Treasurer

**BY: Maryanne Wing**

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