

**NORTH BROWARD HOSPITAL DISTRICT  
BOARD OF COMMISSIONERS'  
REGULAR MEETING  
Broward Health Corporate  
Spectrum Complex  
October 28, 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 4:05pm.

**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—via phone  
Commissioner Maureen Canada – Board Member  
Commissioner Sheela VanHoose – Board member

**ELECTION OF OFFICERS:**

Ms. Lynn Barrett advised the Commissioners that per the Charter, the Election of Officers occurs annually in the month of October. Ms. Barrett then opened up the nominations:

**Chairman:** It was moved by Commissioner Gustafson that the Board nominated Commissioner David Di Pietro to continue as Chair. The motion was seconded by Commissioner VanHoose. There being no further nominations, the motion was approved unanimously.

**Vice Chair:** It was moved Commissioner Canada that the Board nominate Commissioner David Nieland as Vice Chair. The motion was seconded by Commissioner Rodriguez. There being no further nominations, the motion was approved unanimously.

**Secretary/Treasurer:** It was moved by Commissioner Nieland that the Board nominate Commissioner Maureen Canada as Secretary/Treasurer. The motion was seconded by

**Commissioner Wright. There being no further nominations, nominations were closed and the motion was approved unanimously.**

Chair Di Pietro thanked the Board members for the vote of confidence. He said he hoped that he has run cordial meetings and has been respectful to all who have attended since he has been Chair.

The Invocation was given by Chaplain Nathaniel Knowles, Broward Sheriff's Office followed by the Pledge of Allegiance led by Chair Commissioner David Di Pietro.

**SHINING STARS:** The following employees were recognized as 2<sup>nd</sup> quarter shining stars: Gisela Mistretta RN BHN; Annetta Grant-Walker, RN Surgical 3 East-BHCS; Debbie Moorner, Nutritional Services Assistant—BHIP; Courtney Clement, RN, Emergency Room BHMC;

### **COMMENTS FROM AUDIENCE**

Chair Di Pietro asked Ms. Wing how many people have signed up to speak. He was informed that there were a total of five (5); however, four (4) were physicians. The Chair was advised that Dr. Herskowitz wanted to address Item 17 that was on the Discussion agenda but has since been pulled. Chair Di Pietro stated that even though Item 17 was pulled, he wanted Dr. Herskowitz to speak to it as well as the other physicians. Mr. deGroot also signed up to speak related to general comments. Chair Di Pietro said he would hear general comments first.

Mr. deGroot congratulated the winners of the Shining Star award. He then addressed a document which he felt speaks to the wheelhouse of the Governor's Hospital Commission. The document showed a 10-year trend of Broward Hospital Margins (source AHCA). He stated that the interest to the District is the dramatic decline in the profit margins; however, the Memorial System has a dramatic increase which could be considered a poster child for what the Governor is concerned about. He also addressed the District's private competition's profit margins. He said he hoped that the Board would hold workshops and have consultants come in to speak to them about how long this healthcare system can continue to function without imploding.

### **APPROVAL OF MINUTES**

1. Request approval of the Minutes of the Second and Final Tax Hearing Meeting of the Board of Commissioners held September 24th, 2015.

Chair Di Pietro asked if there were any changes or corrections to the minutes of the Second and Final Tax Hearing.

Commissioner VanHoose informed the Board/Secretary that on Page 10, the minutes needed to be corrected to reflect that Commissioner VanHoose was appalled rather than applauding.

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

**THAT THE MINUTES OF THE SECOND AND FINAL TAX HEARING OF THE BOARD OF COMMISSIONERS HELD ON SEPTEMBER 24, 2015 BE APPROVED AS AMENDED.**

**Motion carried unanimously.**

2. Request approval of the Minutes of the Regular Meeting of the Board of Commissioners held September 30, 2015.

Chair Di Pietro asked if there were any changes or corrections to the minutes of the Regular Board meeting, there being none,

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

**THAT THE MINUTES OF THE REGULAR MEETING OF THE BOARD OF COMMISSIONERS HELD ON SEPTEMBER 30, 2015 BE APPROVED AS PRESENTED.**

**Motion carried unanimously.**

3. Request approval of the Minutes of the Special Board of Commissioners meeting held on October 15, 2015.

Chair Di Pietro asked if there were any changes or corrections to the minutes of the Special Board meeting, there being none,

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

**THAT THE MINUTES OF THE SPECIAL MEETING OF THE BOARD OF COMMISSIONERS HELD ON OCTOBER 15, 2015 BE APPROVED AS PRESENTED.**

At this time, Chair Di Pietro moved Item 17 (Approve the agreement between NBHD and Dr. Herskowitz) from the Discussion Agenda to be discussed at this time since there were several physicians who wanted to speak to this item.

Dr. El Sanadi informed the Board that administration and legal has had some positive conversations with Dr. Herskowitz and his legal representative Mr. Justin Sayfie as far as the content and substance of the contract; however, they could not come to closure on several specific items. The two areas that are still pending are 1) the non-compete clause as far as the perimeter and the service area; 2) the amount of money in jeopardy as far as incentive pay.

Dr. El Sanadi then referred the Commissioners to a document from CMS relating to how much money would be in jeopardy as far as at risk. He then discussed in detail the target percentage of Medicare FFS payments linked to quality and alternative payment models in 2016 and 2018 (2016 is 30% and in 2018 it will be 50%). This is what Medicare will reimburse not only for the hospital system, but also the physicians and for physicians in private practice. Dr. El Sanadi said that this is fact from CMS and it is an item for discussion. Dr. El Sanadi also stated that he has had some conversation with the Chair of the Board regarding this issue.

Commissioner Gustafson asked if administration was providing a 30-day extension to hold further discussions with Dr. Herskowitz and his counsel. Dr. El Sanadi said that there will be a 30-day extension to give time for further discussions.

Ms. Barrett informed the Board that Dr. Herskowitz and his counsel received an executed version some days ago; however, there were some additional changes after the execution copy was delivered and this resulted in a 30-day extension.

Dr. El Sanadi informed the Commissioners that administration and legal are working very hard to go through a backlog of contracts to retrofit CIA language before they are sent to the physicians; however, staff has not been able to get the contracts out as fast as they would like. Dr. El Sanadi said he would like to do contracts within a 21 days period if possible and give the physicians and their counsel at least 90 days before the contract is up so that they have enough time to review it.

Dr. Kenneth Herskowitz said that he has truly enjoyed his time at Broward Health as the Medical Director of Cardiovascular Surgery and he is proud that collectively they have been able to dramatically improve access and quality for patient care to the community. He thanked administration for the 30-day extension which he has accepted. He feels that this will allow them more time to resolve any remaining issues and allow the Board the opportunity to fully understand the business and legal implications of any new contracting policy and how they might affect the quality and access to patient care. He feels that these issues are bigger than any single physician's contract and should be addressed collectively by the Board before approving Dr. Herskowitz's contract or any other contracts.

Dr. Herskowitz said that he was confident that with a 30-day extension and if need be a Broward Health workshop with its employed physicians that they will be able to reach a mutually agreement that is fully compliant with all applicable laws and regulations.

In addition, Dr. Herskowitz said that all the employed physicians made to choice to be part of Broward Health and BH's success is part of their success. In light of recent events at BH, it is more important than ever to re-commit to the open dialogue with each other in the spirit of a collaborative partnership. He said that the physicians understand that time is changing and they are willing to change. However, as they embark upon this change, it is critical that BH's future physician contracting strategy be done in a thoughtful and deliberative way.

Dr. El Sanadi referred to the three contract templates that were presented at the Legal Affairs Committee. The framework is there and it is just a matter of hammering out the details regarding the individual contracts. However, there are non-negotiable items as far as the CIA language that must be included in the contracts. Administration and legal can certainly speak to the individual physicians and their representatives to discuss points of discomfort or pressure points that they feel are out of bounds or incorrect.

Commissioner VanHoose asked Dr. Herskowitz to give a timeline as to when his contract expired and when he received a draft from BH. Dr. Herskowitz provided that information in detail.

Chair Di Pietro said that the two issues of concern are: the non-compete with the territorial perimeters which some states have already deemed unconstitutional and the quality factor and the uncertainty of how it is going to work. He believes that a workshop for purposes of everyone being heard is important. He suggested that the general counsel

office email the physicians letting them what is going to happen, these are the issues and review the plan and share it with their attorneys.

Commissioner VanHoose agreed that some type of workshop should be held for the physicians who are on the front lines. When BH talks about Care Warriors and our Care Warrior team, BH needs to work collaboratively in order to come up with standard contract language which includes the required CIA language. Her concern is that with only a 30-day extension, by the time there is a workshop, would there be enough time to have some type of model contract and should they be looking at a 60-day extension so it is done the right way moving forward.

Commissioner VanHoose said that there are parts of the contract that are business practice and parts that are CIA, she asked if she and Ms. Barrett could meet or could they be discussed in the workshop. She said as a Board member she wants to understand the differences of the business practice and the CIA.

Chair Di Pietro believes that there needs to be some education for the Commissioners with regard to contracting. The industry has gone radical in contracting and everyone needs to have some idea of where they were 10 years ago; where they are now; and where are they going to be in 2020 so that the Commissioners can speak intelligently when they are approached. BH has gone from total RVU contracts with caps to now including quality and CIA required language. It is important that the Board understands these contracts. They do not want to negotiate contracts but they do want to understand them.

Commissioner Wright said it is not only a matter of policy but having the workshop and moving forward with discussion that is more open and detailed will alleviate the rumor mill that goes on between physicians.

Commissioner Gustafson asked if the workshop would have an in-depth presentation methodology with the Commissioners in attendance as well as the physicians. Having concluded the presentation there would be time for questions and comments. Following the workshop, then the Board would vote on a prototype and then it would turn into the individual contracts for the individual physician. He agreed that 60 days would make more sense than 30 days.

Dr. El Sanadi said that they are fixing this process; however, it is going to take some time. Time should never be used in negotiations; there should always be enough time to negotiate.

Dr. El Sanadi stated that when they talk about price, it is how they work through the business part of the contract. What are the negotiations, what is the FMV, what is the commercial reasonableness? Administration would be happy to discuss the mechanics of this with physicians and their counsels; however, policy is non-negotiable; this is the CIA language, Code of Conduct and education and so forth.

Dr. El Sanadi suggested with regard to communication rather than holding a workshop, they would hold Town Hall meetings and or the ideal forum would be the Joint Conference Committee meeting. This is where everyone sits around the table and all interested parties would be invited to attend and express their concerns. Dr. El Sanadi said they would discuss the process and how they are working on this, the business piece

and the policy piece. Dr. El Sanadi said he would discuss this with Ms. Barrett on how to move forward with Town Hall or the Joint Conference Committee meeting.

Chair Di Pietro agreed and asked for a time line. Dr. El Sanadi said it will be done with a sense of urgency.

Chair Di Pietro said it was important for him to understand quality matrix and specialty specific quality matrix. Dr. El Sanadi explained this in detail with Dr. Herskowitz explaining the quality matrix that applies to his specialty.

Commissioner Nieland asked how many contracts were in the pipeline that could be affected. Dr. El Sanadi said that he did not know the number but all contracts are being reviewed to make sure that they are compliant.

Commissioner Wright suggested having this discussion at the next Joint Conference Committee meeting. In addition, he stated that he was very concerned that there is not enough time for Dr. Herskowitz to resolve his contract issues. He suggested possibly extending it for an additional 45 to 90 days.

Chair Di Pietro said that he did not believe that another 30-day extension would be an issue if needed. Ms. Barrett commented that as long as the extension follows the CIA language.

At this time, Dr. Armand Rodriguez, Dr. Amos Stoll and Dr. Arnoux Blanchard addressed the Board and spoke to the contracting process, working together, better communication and mutual respect. All agreed that holding a workshop or Town Hall would be very beneficial.

## **MEDICAL COUNCIL AGENDA**

### **4. BROWARD HEALTH IMPERIAL POINT**

Dr. Lewkowitz provided the following update:

- On October 1, 2015, Doctor Camargo held an Open House at his new office.
- Heather Guthrie from John Knox Village presented at BHIP Lifestyle Changes-Improving Quality of Life in your 60's, 70's, and 80's and Beyond on October 13, 2015.
- Dr. Nicholas Tranakas held a lecture on October 20, 2015 regarding melanoma skin cancer at High Tea & Trivia and a Physician Community Lecture on October 28/2015 at Jarvis Hall
- Dr. Jorge Perez was interviewed by Boomer Times Radio Station on October 21, 2015.

Dr. Howard Lewkowitz, Chief of Staff of Broward Health Imperial Point, reported that the Medical Council had reviewed and recommended for approval by the Board of Commissioners all exhibited Medical Staff Changes and Additions; Medical Staff Reappointments; Allied Health Changes and Additions; and Allied Health Reappointments.

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

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

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

**Motion carried unanimously.**

**5. BROWARD HEALTH CORAL SPRINGS**

Dr. Zingaro provided the following update:

- BHCS for the first time had an Employee Partnership Survey participation rate of 95.8% as the goal was 95%. A lot of work was done by the management team and particular HR team to get this successfully completed. Now they wait for the results.
- Congratulations to Chantal Lampron, BHCS Stroke Coordinator, on achieving 1<sup>st</sup> Place with her Board Presentation: "A Primary Stroke Center—Achieving Get With the Guidelines Gold Plus Target Stroke Honor Roll" at the State of Florida 2015 Stroke Coordinator Boot Camp held in Orlando. This honor was voted on by all Stroke Coordinator's in attendance.
- Trisha Santos, RN, L & D, was our DAISY Award recipient for October.
- ICU has gone a full year without a CLABSI.

**October Activities**

- Breast Cancer Awareness Events to benefit the Lisa Boccard Breast Cancer Fund:
- Flamingo "Flock the Block" Fundraiser – sale of pink plastic flamingos in honor of women who have battled or are still battling breast cancer. Festival Flea Market & Brighton Collectible of Coconut Creek participate at their locations
- FAU "Tea for Tatas" Fundraiser
- Madhatter's Tea – a celebration of life and survival
- Power of Pink Campaign with Brighton Collectibles of Coconut Creek
- Glamathon Glam Doll Strut
- Provided flu shots to the residents of Aston Gardens Senior Living
- Title Sponsor of the Taste of Tamarac

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 Canada, seconded by Commissioner Nieland:**

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

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

**Motion carried unanimously.**

6. **BROWARD HEALTH NORTH**

*Distinguished Clinician: Dr. Douglas Faig*

Dr. Hoffberger introduced Dr. Douglas Faig as BH North's Extinguished Clinician. Dr. Faig was unable to attend last month's meeting so he was being recognized today.

Dr. Faig is a Hematology/Oncology physician who has been a member of the medical staff at BH North since 1982.

He studied at NY School of Medicine and trained in Medicine at SUNY Buffalo and Montefiore Hospital. He then trained in hematology and medical oncology at New York University Medical Center. Dr. Faig is Chairman of the BH North Cancer Committee and has been instrumental in obtaining re-accreditation by the American College of Surgeons (ACS).

Dr. Faig is a participant in our weekly "Tumor Board" lectures. He provides extraordinary insight on difficult cases. He is a big supporter of all cancer research which enhances the entire field of medicine for all of them. He has served on what was initially called the Medical Review Committee and now is a leading member on BH North's Peer Review Committee.

Dr. Faig is well respected by his colleagues for his knowledge. His patients and staff truly love and respect him. He is so easy to work with and through education he generally answers questions before they are asked.

BH North is honored and privileged to present Dr. Faig with this honor.

Dr. Faig thanked everyone and said it was an honor. He also spoke about the advances in medicine for treating Cancer patients.

Dr. Hoffberger provided the following update:

- The American College of Surgeon's Commission on Cancer recently completed its tri-annual accreditation survey for their Comprehensive Cancer Center. The surveyor commended the leadership team for their enthusiasm and energy. Thank you to Dr. Douglas Faig, Medical Director of Cancer Services and Dr. Gary Lehr who served as the Cancer Liaison Physician. Also BHN says thank you to Dr. Larry Hirschfield, Dr. Marshall Lieberfarb, Dr. Ted Carson and Dr. Melanie Rosenblatt. The final performance report is expected within a few weeks.
- BHN had three Joint Commission Surveys during the month for Disease Specific Certification in Total Knee Replacement, Total Hip Replacement and Spine

Surgery. BHN is happy to report that all three programs were re-certified with no recommendations for Improvement.

- In celebration of Breast Cancer Awareness month – one of BHN’s patients was featured in Sun Sentinel’s “Life’s Victories” campaign.
- BHN partnered with the Pompano Beach Chamber of Commerce to present the annual Women’s Health Expo last Thursday in their Conference Center. Approximately 200 community members attended.
- The Comprehensive Cancer Center offered a free prostate screening on Saturday, October 3.
- The sixth annual Ranse Jones Classic Volleyball Tournament to benefit the Comprehensive Stroke Center was held on Saturday October 3<sup>rd</sup>. The event raised more than \$25,000 which will be used to fund the BHN Florida Stroke Symposium as well as community education & awareness.

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

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

**THAT THE BOARD OF COMMISSIONERS APPROVE THE RECOMMENDATIONS OF BROWARD HEALTH NORTH’S MEDICAL COUNCIL --ITEMS 6 (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 Changes

**Motion carried unanimously.**

**7. BROWARD HEALTH MEDICAL CENTER**

Dr. Yogel provided the following update:

- BHMC held a kickoff reception for the Tower Club of Fort Lauderdale; attended by 75 top business and civic leaders.
- BHMC Auxiliary President Rozen Patterson was selected as Statewide President for the Statewide Hospital Auxiliary volunteer organization.
- Working toward development of a “bundled payment” strategy with orthopedic surgeons. These payment bundles are being developed by Optum (Aetna) and by CMS.
- Working with medical staff to address development of a med-psych unit to treat Behavioral Health patients with a significant medical program.
- Re-achieved an “A” rating on Hospital Patient Safety from Fortune 500 employers, the Leapfrog Group.

- Finalized BHMC media plan with Zimmerman advertising agency.
- Met with medical staff leaders to discuss options on development of Ambulatory Services; IDTF, ASC. They are trying to get back some of the business that is going to these other facilities.
- Held first Transplant Program Oversight Committee meeting to discuss quality improvement, physician support, facilities renovations, etc.
- Began the process of communication to stakeholders about the movement of EKG services from 1<sup>st</sup> floor to 3<sup>rd</sup> floor Atrium to achieve greater efficiencies.
- Third quarter Patient Experience award went to Dr. Lawrence Reese who works in the Emergency Room. This is based on his HCAP scores and compliments that he has received.
- BHMC was recently recertified by the Joint Commission for disease specific certification in cardiac surgery.
- BHMC is ranked one of Health Grades America's 50 Best Hospitals in cardiac surgery being named among the top 5% in the nation.

Dr. Yogel advised the Board that they will find in the exhibit that BHMC Medical Council is revising the delineation of privileges to adequately reflect the scope of practice moving back to core privileging. It will begin with Pediatrics and there are five (5) applications included in the exhibit for approval. Dr. Yogel explained this in detail.

Physician Contracting: Dr. Yogel said that he has always felt that as Chief of Staff he did not want to get involved in individual physician contracts. however, he has been getting dragged in. He informed the Commissioners that physician morale is very low at BHMC due mainly because of the contracting process and some of the great unknowns. This is affecting all the physicians not just the ones that are employed. Dr. Yogel feels that there is a disconnect among the legal team, administration and physicians which is responsible in this issue. He endorsed having a workshop and hopefully that will take some of the stress off of him. He believes that as Chief of Staff he needs to remain neutral but his concern is with physician morale and patient care.

Dr. Louis Yogel Chief of Staff of Broward Health Medical Center, reported that the Medical Council had reviewed and recommended for approval by the Board of Commissioners all exhibited Medical Staff Changes and Additions; Allied Health Changes and Additions; Community Health Services Changes and Additions; Medical Staff Reappointments; Allied Health Reappointments; and Community Health Services & Weston Urgent Care Center Reappointments.

Chair Di Pietro advised the Board that has a conflict with Dr. Frank Hull as noted in the August Board minutes. Chair Di Pietro asked for a motion to approve the BHMC Board report with the exception of Dr. Hull.

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

**THAT THE BOARD OF COMMISSIONERS APPROVE THE RECOMMENDATIONS OF BROWARD HEALTH MEDICAL CENTER'S MEDICAL COUNCIL-- ITEMS 7 (A-F) WITH THE EXCEPTION OF DR. HULL.**

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

**Motion carried unanimously.**

**At this time, Chair Di Pietro passed the gavel to Commissioner David Nieland, Vice Chair who asked for a motion to approve the credentialing of Dr. Frank Hull.**

**It was moved by Commissioner Canada, seconded by Commissioner VanHoose that Dr. Frank Hull's credentialing be approved. Motion carried---Chair Di Pietro abstained.**

**Chair Di Pietro will file the appropriate paperwork Form 8B before the next Board meeting.**

## **CEO REPORT**

Dr. El Sanadi stated that the month has been very busy:

- Held a panel discussion on October 13 on the future of healthcare at the University of South Florida. The event was sponsored by Gunster Yoakley.
- Working on a Mental Health screening partnership.
- Speaking with several community entities to talk about Human Trafficking.
- Held several FLAKKA Awareness events—the last one was at Dillard High School
- Maria Trueba was added to the administrative team. She is a Master Black Belt and Lean Six Sigma expert. She specializes in process improvement.
- Risk sharing model from CMS and he advised everyone to look at it closely to see how they can all work together and put it to the advantage of every single individual that works in the system.
- Corporate holds daily compliance meetings with the CEOs and Donna Lewis to see where BH is with the CIA. They are racing toward the 90 days which is BH's first reporting period. The team (Ms. Barrett, Donna Lewis and Dr. El Sanadi) have been working diligently to try and bring to the Commissioners a draft of what the first report will look like. BH has a very solid team that knows all the nuances of the CIA and what BH needs to do to make sure that BH is 100% compliant in all areas.
- Began a regular work group for Cost Control and Business Growth. The first meeting began last week. The focus will be reviewing the budget to make sure that it does not go out of control as far disparities between staffing, patient volume and cash in and cash out.
- Thanked the Board members for attending the two-hour education forum relating to the CIA.

Dr. El Sanadi referred to a document that was placed at the Commissioners seats from Moody's Investors Service which speaks to medians for academic medical centers and hospitals and non-profits. It shows that BH is well-positioned as far as BH's balance sheet.

Dr. El Sanadi invited all the Commissioners and all the staff to a faith-based breakfast to be held tomorrow (October 29 at 8:30 a.m. at BH North). BH is holding these faith-based breakfasts to partner with the faith-based community to help grow BH's footprint.

Dr. El Sanadi asked Dr. Delzell to address the Board.

Dr. Delzell, DIO, informed the Commissioners that he was very excited to report that BH was the first Pediatric program in the entire nation that was reviewed and had a site visit for the ACGME accreditations transition from Osteopathic to ACGME accreditation. The accreditation visit was very productive and the site visitor had a lot of very positive things to say about the entire team lead by Dr. Patricia Rowe-King in the pediatric faculty. He also had a lot of amazingly positive things to say about the residents and the hard work that they are doing. Dr. Delzell thanked the Commissioners for all the support they are giving toward the GME program.

## **CFO REPORT**

Mr. Robert Martin, Sr./VP CFO, commented that they just received a call from Moody's to set up a meeting in the very near future for BH to go to New York and present its case as far as the Bond rating.

September financials: overall volume was below budget for the month and also below prior year; continuing to see an increase in the uncompensated volume which means that the compensated volume is down further. Last year, uncompensated volume continued to drop with more and more people signing up for the health exchanges. Since then nationwide more the two million have fallen off the health exchange. Tenet and HCA are experiencing the same because they are seeing more and more patients coming in uninsured that previously had insurance through the exchange.

System-wide for September: admissions were down 4% or 180 cases; uncompensated admissions were up 117 cases and compensated admissions down 300 cases. Short stay cases down slightly from budget; births down 6%; surgeries down 2%; outpatient visits down 5% little more than 1100 visits mainly at BHMC and BHIP (they continue to lose outpatient volume to the freestanding centers); ER visits down 2% or 440 visits; uncompensated volume up 110 visits and compensated visits down 550 visits.

Financially: Volume was down and the uncompensated volume was up with a significant spike in the bad debt write offs due to the increase in uncompensated volume. Three issues that BH need to do to turn financials around: 1) better job of flexing staff; 2) get additional volume; 3) continue to see an increase in the compensated volume and not the uncompensated. Open enrollment for the healthcare exchange is coming up shortly; hopefully, more people will sign up and get them insured.

Net Operating revenue for the month was \$82 million—\$5.6 million unfavorable to budget; Total operating expenses was \$100 million -\$200,000 favorable to budget and net loss from operations was \$18.5 million—\$5.4 million unfavorable. In addition, investments for the month were not good with a losses of \$20 million—\$22 million unfavorable to budget--the good news is that through yesterday there was a gain of about \$15 million. Excess revenue over expense was a loss of \$28 million or \$26 million unfavorable to budget. YTD financially for the first three months, net operating revenue of \$256 million- \$8.5 million unfavorable to budget—total operating expenses of \$298 million—\$900,000 favorable to budget; net loss from operations of \$42 million is \$7.6 unfavorable to budget. Mr. Martin informed the Commissioners that October looks like it's

following the same trend; volume down, charges \$10 million less than budget through the 27<sup>th</sup> and \$6 million less than prior year.

Chair Di Pietro asked if they can speak to some of this on the 30<sup>th</sup>. Dr. El Sanadi stated that is why they have initiated the Cost Control workgroup which meets on a weekly basis. BH needs to be very careful as far as managing its finances and putting tighter controls on the budget.

Mr. Martin said that the first three months have not started out very well. BH is \$7.6 million behind in operations which now it has only eight months to turnaround the financials. It appears that BHMC is the main focus. Mr. Martin stated that BHMC has had the biggest spike in bad debt. The self pay charges are up \$21 million from last year to this year for the first three months and most is bad debt.

Dr. El Sanadi informed the Commissioners that they have met with Mr. Glidewell and Mr. Fernandez BHMC's (CEO and CFO respectively) to see how they can stabilize operations and grow their business. When the re-enrollment starts for the health exchanges they are hoping to see better cash flow. The one thing that BH cannot control is the stock market.

Commissioner Gustafson asked if FLAKKA patients have had an impact at BHMC. Mr. Martin said that they see about 15 to 20 patients a week and all is uncompensated care.

Dr. El Sanadi said that the overuse of this drug in the community is overwhelming law enforcement and healthcare systems and after care i.e., Henderson and BARC.

#### **INTERNAL AUDITOR REPORT—No report**

#### **GENERAL COUNSEL REPORT**

Ms. Lynn Barrett reported on the following:

- They have hired two additional people in the legal department; Director of Focus Arrangement and a Manager of Focus Arrangement. Nick Hartfield (Director) was formally with the local OIG in Jefferson Parrish LA and the CMS ZPIC (Zone Program Integrity Contractor); Ms. Lucia Pizano-Urbina (Manager) has a Masters of Public Health with a focus on Health Policy and Management from FIU and Bachelor of Health Services Administration. Both came from Jackson. They will be responsible for implementing a number of the provisions of the CIA that relate to tracking. So in addition to all the contracts, they are also implementing the CIA. BH has extended offers to two additional attorneys each of them have accepted and will start in mid-November. There is another offer pending for the end of November.
- Ms. Barrett said they are staffing up very quickly which will address among other issues the disconnect that was described by the physicians earlier. She explained to bridge the gap of communication they have placed lawyers in the facilities. Gerry Del Amo has been at BHMC at least 2 to 3 days a week and has daily phone calls with the administrative team and this week alone four physicians have visited with him. There will also be someone placed at BH North for 2 days a week to have daily calls with administration and Ms. Grant even when she is on vacation. Ms. Barrett said that she is hopeful with placing the lawyers in the facilities, who are there to be of assistance to administration and help the dialogue, this will help the disconnect that was described earlier. She commented that Dr. Yogel has been very helpful and has met with Ms. Barrett several times to express issues that can be brought directly to their attention.

- They are working very hard to enhance the process and make the process timelier. She said that she could not fix the past but they are going to fix the present and the future and they are already doing it. The results might not be evident right now because there are a lot of pieces to put in place and they need to have 100% compliance 100% of the time. They anticipate getting them the contracts and term sheets in advance (30-60-90 days) but everyone needs to work together as a team. They want to partner with the physicians, they are not adversarial, and any physician can call Ms. Barrett or any member of her team who are available 24-7 to answer questions.
- Enhanced the fair market value and commercial reasonableness. They are getting individual appraisals and it is going very well.
- Working on the implementation of the CIA. BH's 90 days is coming up and we are hoping to submit 10 days prior to due date of November 29<sup>th</sup>.

## **COMMITTEE REPORTS:**

### **Pension and Investment Committee**

Commissioner Darryl Wright, Chair, recapped the meeting of November 2, 2015: Commissioners' Gustafson and Nieland attended the meeting. 1) A blended RFP is going out to go with what has been standard for the past five to seven years. It will include an opportunity for a proposal for an Outsourced Chief Investment Officer (OCIO) as well. Commissioner Wright feels strongly that this is very important especially when sitting in meeting and hearing a decline in revenue. He feels that BH should start thinking outside the box and going to another source to see how BH does business. It will also provide additional support to the BH financial staff. 2) The other matter is the scoring committee which Commissioner Wright refers to as 2-2-1. There would be two people that are independent of BH (both names have been submitted to Ms. Barrett for vetting to make sure they had no conflict of interest and that they would not be able to gain any type of upper hand by being on the committee). Commissioner Wright feels strongly that this is needed to have outside eyes on the Committee. The other two would be internal staff and other person would be a Board member. That would be in place from the time the RFP is released to when they start to receive applications. This would be in place up until the final decision is made.

Chair Di Pietro questioned why this was not placed on the Discussion agenda as recommended in the minutes. Ms. Barrett said it is part of the minutes that the Board is now going to discuss.

Ms. Barrett said there was a request at the Committee to make a motion; she asked Commissioner Wright if he was making a motion to structure the members of the Selection Committee so it can be discussed. Commissioner Wright moved to structure the members of the Selection Committee. Commissioner Gustafson asked who would be the internal staff. Commissioner Wright said that he did not know. Dr. El Sanadi said that Art Wallace would be one of them.

Mr. Robert Martin questioned why it is necessary to go out for an RFP on investments. There is a track record that was communicated as part of the KPMG audit that BH had an over 8% return over the last 20 years and 13% in the last 3 years as well as the last 5 years. Mr. Martin said he was not sure how much better it can get. Secondly, the use of outside scoring members; are those people bonded and they are not part of management. It is management's responsibility is to manage the finances

of Broward Health with Mr. Martin having ultimate responsibility for that and he will not turn that responsibility over to two outside parties as well as a Commissioner because it is taking the management ability away from them. Mr. Martin sees this as getting into operations and they have heard repeatedly that the Board is not to interfere with operations.

Commissioner Wright said this is the first time he has heard that this goes into the realm of operations and that is something that he would never do so he does not see this as an issue.

Dr. El Sanadi indicated that the spirit of what Commissioner Wright is trying to do is correct; however, on the flip side it's the intrusion to operations as mentioned by Mr. Martin. From what he understands and by looking at the track record, the current team that BH is using has kept BH in the top 25 percentile as far as performance consistently over the years.

Commissioner Wright feels that doing the RFP BH could find someone during that process that would get BH in the top 10 percentile. Mr. Martin said that the result of being in the top 25 percentile is very good given the economy and he was not sure whether they should take that additional risk. Mr. Martin said BH is limited in the types of investments that they can invest in based on state law and it has obligations to the retirees as well as the current employees to make sure that those monies are safeguarded. Mr. Martin reiterated that BH has had a good track record for 20 plus years and why make a change for the sake of making a change.

Dr. El Sanadi said this is a very serious decision and it affects all the retirees and current employees. This is close to one billion dollars and his biggest fear is that this might not be the time to change to see if BH could get an extra 2%. He commented that he would be working on a defensive strategy rather than offensive strategy mainly due to the amount of money involved and there is some discomfort on his part after listening to Mr. Martin.

Dr. El Sanadi asked Ms. Barrett to give her opinion about having outside members serving on the selection committee.

Commissioner Wright feels very strongly that BH needs more experienced people to serve on this Committee and the people that he has recommended have that experience.

Ms. Barrett reiterated what she said at the Pension and Investment Committee meeting and that was that she would be recommending against having outside advisors be voting members of the Selection Committee and she has spoken to Commissioner Wright about this. Ms. Barrett informed the Commissioners that there is nothing in the District's code that speaks to this but they did look at the Broward County Procurement Code and they only allow their public employees to be on the Selection Committee. They also looked at the State Florida Department of Management Services guidelines similarly. After looking at those two entities, they asked David Ashburn of Greenberg Traurig who have extensive experience in procurement issues. Ms. Barrett commented that she has never seen a non-employee on a Selection Committee. They can be advisors to a Selection Committee but not a voting member. At this time, she asked Mr. Ashburn to address the Commissioners.

Mr. Ashburn informed the Commissioners that he has seen advisors to committees be outside personnel. However, it is usually done most commonly in a situation where a particular state agency is not looking beyond its own unit and is looking to an outside CPA firm to provide some financial advice when they do not have that expertise in-house and only if it is not in-house. He then provided reasons why this is not done: 1) if one was to attack a procurement process they start looking at where are there best venues. In this case you would ask what was the selection criteria that was used to identify the outside people. So far there are two people that have been identified. There is nothing in the District's code that is going to provide guidance so at least the District would want to come up with some criteria and then see if it was applied. Mr. Ashburn said since

there was no criteria in place he has some concerns. Then there is the issue that the Board made a decision that was outside the District's code. This could bring someone to question each commissioner as to why they made that decision and it would not be asked in a public forum but in a deposition forum. As Mr. Martin has indicated this is management issue and Mr. Ashburn recommended that the Board stays away from those issues.

Another important issue outside from the bid process issue they question of bonding. Should it become a litigation issue would BH be responsible for the action or inaction of those non-Broward people on the selection committee? Mr. Ashburn said that if BH would bring on someone that is not employed they would probably want to be indemnified for whatever actions they take in this process. Mr. Ashburn indicated that there are a number of hurdles that if the District wants to move toward the idea of including in the procurement process bringing on outside members to serve on the Selection Committee. He advised the Commissioners that it definitely needs to be a more thoughtful process as to what criteria the District is going to set up to deal with those issues.

Chair Di Pietro asked Mr. Martin if he has a problem with doing an RFP and testing the market. Mr. Martin said his concern is putting together a blended RFP to take in consideration the normal investment strategy vs. the OCIO.

Commissioner Nieland said that he was not sure what model is best and if there is a better management model that has better fees. He stated that he did not want to get into operations but the Board has the fiduciary responsibility to see if there is a better model so they can have the opportunity to at least consider it. Commissioner Nieland also questioned the Selection Committee and if they need to have advisors similar to the Audit committee.

Commissioner Wright said that maybe they should not do a blended RFP but do an RFP for an OCIO. They could see who applies and compare it to what is currently being done. If the Board decides, whatever the scoring committee consists of, if the model currently in place is the best model for BH or does BH need to go with OCIO. This avoids BH doing a blended RFP.

After much discussion, Commissioner Di Pietro requested that an educational workshop be held for Board Members, similar to the one held in November of 2014. The subject matter of the workshop will be to provide the Board with an understanding of the investment management models that they are considering, the Independent Investment Advisor vs. the Outsourced Chief Investment Officer ("OCIO"), and the associated advantages, risks, and expenses of each.

This item was tabled and sent back to the Pension and Investment Committee for further discussion.

Chair Di Pietro asked if there were any additions or corrections to the minutes, there being none,

**It was moved by Commissioner Gustafson, seconded by Commissioner Nieland, That the minutes of the November 2, 2015 Pension and Investment Committee meeting be approved as submitted.**

### **Board Compliance Committee**

Commissioner Nieland stated that everyone was present with the exception of Commissioner Wright. There is an amendment to the District bylaws to include that the Compliance Committee membership be expanded from three (3) board members to all seven (7) Board members. There is a Resolution for the official appointment of the Compliance Officer and Compliance Committee.

Both of these items are on the Discussion agenda for final approval. He also reported that six members of the Board of Commissioners have completed their Board Compliance and Corporate Integrity agreement Training. The last member will be receiving their training next week.

Chair Di Pietro asked if there were any additions or corrections to the minutes, there being none,

**It was moved by Commissioner Gustafson, seconded by Commissioner Nieland,  
That the minutes of the October 15, 2015 Board Compliance Committee meeting be approved  
as submitted.**

**Motion carried unanimously.**

### **Finance Committee**

Commissioner Nieland stated that the two items discussed at the Finance Committee meeting have been placed on the Board's agenda for final approval: Items 8 (Consent) and Item 13 (Discussion).

Chair Di Pietro asked if there were any corrections or additions to the minutes, there being none,

**It was moved by Commissioner Gustafson, seconded by Commissioner Nieland,  
That the minutes of the October 21, 2015 Finance Committee be approved as submitted.**

**Motion carried unanimously.**

### **Legal Affairs Committee**

Commissioner Canada reported that all Commissioners were in attendance with Commissioner Wright attending by phone. Several Resolutions are on the Discussion agenda for approval including: Implementation of all the provisions for the CIA; Claiming October as BH Cleary Appreciation month; Resolution of the appointment of the Chief Ethics Officer; discussed progress regarding the audit committee member agreement; reviewed physician template agreements; and reviewed legal bills and discussed how BH will become less dependent on outside counsel.

Chair Di Pietro asked if there were any corrections or additions to the minutes, there being none,

**It was moved by Commissioner Gustafson, seconded by Commissioner VanHoose,  
That the minutes of the October 21, 2015 Legal Affairs Committee be approved as  
submitted.**

**Motion carried unanimously.**

## **CONSENT AGENDA**

Chair Di Pietro entertained a motion to approve the Interim Financial Statement as listed on the Consent agenda.

8. Approval of the Interim Financial Statement for the month of September, 2015

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

**THAT THE BOARD OF COMMISSIONERS APPROVE THE INTERIM FINANCIAL STATEMENT AS LISTED ON THE CONSENT AGENDA.**

**Motion carried unanimously.**

**DISCUSSION AGENDA**

9. Approval of Resolution 15-10-28-1 Directing the Chief Executive officer, Legal Counsel, the Chief Compliance Officer and Staff to implement all provisions of the Corporate Integrity Agreement.

Dr. El Sanadi stated that this item was reviewed at the Legal Affairs Committee and recommended for approval. It empowers the CEOs, General Counsel, Audit and other staff members to revise or amend all agreements as necessary and to go back to the physicians and inform them that an addendum must be added to their contract or that the contract must be rewritten to include the CIA language.

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

**THAT THE BOARD OF COMMISSIONERS APPROVE RESOLUTION 15-10-28-1 DIRECTING THE CHIEF EXECUTIVE OFFICER, LEGAL COUNSEL, THE CHIEF COMPLIANCE OFFICER AND STAFF TO IMPLEMENT ALL PROVISIONS OF THE CORPORATE INTEGRITY AGREEMENT.**

**Motion carried unanimously.**

10. Approval of Resolution 15-10-28-2 Proclaiming October as Broward Health Clergy Appreciation Month.

Dr. El Sanadi commented that this item was discussed and recommended for approval by the Legal Affairs Committee meeting. He asked for final approval.

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

**THAT THE BOARD OF COMMISSIONERS APPROVE RESOLUTION 15-10-28-2 PROCLAIMING OCTOBER AS BROWARD HEALTH CLERGY APPRECIATION MONTH.**

**Motion carried unanimously.**

11. Approval of Resolution No. 15-10-28-3, appointment of Compliance Officer and Compliance Committee.

Ms. Barrett informed the Commissioners that this item was recommended for approval at the Legal Affairs Committee meeting. It designates Donna Lewis as the Chief Compliance Officer and formally appoints the Executive Compliance Workgroup to serve as the Compliance Committee under the Corporate Integrity Agreement. She requested formal Board approval.

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

**THAT THE BOARD OF COMMISSIONERS APPROVE RESOLUTION 15-10-28-3 APPOINTMENT OF COMPLIANCE OFFICER AND COMPLIANCE COMMITTEE**

**Motion carried unanimously.**

12. Approval for the Amendment of the North Broward Hospital District Bylaws consistent with the CIA.

Ms. Barrett advised the Board that the amendment to the District's bylaws would make it consistent with the requirements of the CIA. This will increase the composition of the compliance committee from three (3) members to seven (7) members and to make some conforming changes in the bylaws to comply with the CIA. She requested approval.

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

**THAT THE BOARD OF COMMISSIONERS APPROVE THE AMENDMENT TO THE NORTH BROWARD HOSPITAL DISTRICT CONSISTENT WITH THE CORPORATE INTEGRITY AGREEMENT.**

**Motion carried unanimously.**

13. Approval by the North Broward Hospital District Board of Commissioners to waive the bidding requirement due to standardization in accordance with Section 24 (1) (d) of the Charter, and authorize the President/CEO to purchase the Nurse Call System from Communication Access Services (CASE), the only local authorized dealer of Intercall Systems, in the amount of \$430,000 for the department of Nursing in accordance with Resolution 15-20-28-4.

Mr. Drew Grossman, CEO of BHCS, advised the Board of Commissioners that this request was for a Nurse Call System from Communication Access services to be placed on seven (7) units: ICU, CCU, and five (5) med. Surg. floors (3 east, 3 west; 3 north; 4 east and 4 west). The cost is \$430,000 and is budgeted and was approved by the Board last month. This request falls under Standardization; therefore, a bid waiver is required. The fiscal impact is \$43,000 a year for a 10 year useful life. The current system is 15 years old and beyond its useful life and in the last year, BHCS had experienced some technical failures due to its age. The nurse call system will also increase patient satisfaction which is a key focus as they strive to improve their patient service by quicker response times.

**Following the reading of Resolution no. 15-20-28-04,**

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

**THAT THE BOARD OF COMMISSIONERS APPROVE THE WAIVING OF THE BIDDING REQUIREMENT DUE TO STANDARDIZATION IN ACCORDANCE WITH SECTION 24 (1) (D) OF THE CHARTER, AND AUTHORIZE THE PRESIDENT/CEO TO PURCHASE THE NURSE CALL**

**SYSTEM FROM COMMUNICATION ACCESS SERVICES (CASE), THE ONLY LOCAL AUTHORIZED DEALER OF INTERCALL SYSTEMS, IN THE AMOUNT OF \$430,000 FOR THE DEPARTMENT OF NURSING IN ACCORDANCE WITH RESOLUTION 15-20-28-4.**

**Motion carried unanimously.**

14. Approval of Resolution No. 15-10-28-5 Appointment of a Chief Ethics Officer

Ms. Barrett informed the Board that this Resolution formally appoints Mr. Carlos Perez-Irizarry as the Chief Ethics Officer. Ms. Barrett requested formal Board approval.

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

**THAT THE BOARD OF COMMISSIONERS APPROVE RESOLUTION NO. 15-10-28-5—APPOINTMENT OF A CHIEF ETHICS OFFICER.**

**Motion carried unanimously.**

15. Approval by the Board of Commissioners to waive the bidding requirement due to Standardization, in accordance with Section 24(1)(d) of the Charter and authorize the President/CEO to purchase UpToDate software and subscriptions at a cost not to exceed \$338,000 for FY16 ( Year 1); \$395,000 for FY 17( Year 2) and \$451,968; FY18 (Year 3 and subsequent years). Subject to General Counsel's review and approval as to legal form and condition on no material changes in the approved business terms and in accordance with Resolution No. 15-10-28-06.

Dr. Delzell informed the Commissioners that this request is for a web-based clinical reference tool. The tool is called UpToDate, it has been recommended by the physicians on the Health Technology Committee. They reviewed the products currently in use by BH and options that were available and have recommended UpToDate. The advantages to the new software are: 1) it is an evidenced-based reference tool that physicians are very well aware of and use very commonly; and 2) it is integrated with Cerner EHR which all allows the physicians to use it as part of their practice with the patients that they see in the hospital and opportunities for continuing education credits for the physicians that they can use as part of their requirements for their licensure. There is an I.T. capital request in the amount of \$338,000 and a net increase of the operating expense for this year over the existing product in fiscal year 2016. The I.T. capital was budgeted for this year and the I.T. operating increase was also budgeted.

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

**THAT THE BOARD OF COMMISSIONERS WAIVE THE BIDDING REQUIREMENT DUE TO STANDARDIZATION, IN ACCORDANCE WITH SECTION 24(1)(D) OF THE CHARTER AND AUTHORIZE THE PRESIDENT/CEO TO PURCHASE UPTODATE SOFTWARE AND SUBSCRIPTIONS AT A COST NOT TO EXCEED \$338,000 FOR FY16 ( YEAR 1); \$395,000 FOR FY 17( YEAR 2) AND \$451,968; FY18 (YEAR 3 AND**

**SUBSEQUENT YEARS). SUBJECT TO GENERAL COUNSEL’S REVIEW AND APPROVAL AS TO LEGAL FORM AND CONDITION ON NO MATERIAL CHANGES IN THE APPROVED BUSINESS TERMS AND IN ACCORDANCE WITH RESOLUTION NO. 15-10-28-06.**

**Motion carried unanimously.**

16. Approve by Resolution 15-10-28-07 the authorization for the Chairman of the Board, the President/Chief Executive Officer and the Senior Vice President/Chief Financial Officer to collectively enter into a Letter of Credit agreement to provide liquidity support for \$48,210,000 in 2005A Series Refunding Bonds which will result in the continued stabilization of interest rates and reduction for expense ion this debt.

Mr. Wallace informed the Board that this was previously approved by the Board at their September Board meeting; however, he needed to revise the Resolution to include the wording of “a remarketing circular”. Mr. Wallace said there were no other changes and asked the Board to approve.

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

**THAT THE BOARD OF COMMISSIONERS APPROVE BY RESOLUTION 15-10-28-07 THE AUTHORIZATION FOR THE CHAIRMAN OF THE BOARD, THE PRESIDENT/CHIEF EXECUTIVE OFFICER AND THE SENIOR VICE PRESIDENT/CHIEF FINANCIAL OFFICER TO COLLECTIVELY ENTER INTO A LETTER OF CREDIT AGREEMENT TO PROVIDE LIQUIDITY SUPPORT FOR \$48,210,000 IN 2005A SERIES REFUNDING BONDS WHICH WILL RESULT IN THE CONTINUED STABILIZATION OF INTEREST RATES AND REDUCTION FOR EXPENSE ION THIS DEBT.**

**Motion carried unanimously.**

17. Approve Agreement between North Broward Hospital District and Kenneth Herskowitz M.D.

**THIS ITEM WAS MOVED TO THE FRONT OF THE AGENDA AND TABLED.**

18. Approve Agreement between North Broward Hospital District and EmCare.

Mr. Mark Sprada informed the Commissioners that historically Broward Health engages with professional physician groups for hospital based physician services. One of those services is Emergency Room services. Historically, the service was provided by Phoenix and Phoenix was acquired by EmCare. The EmCare contract expires October 31, 2015 and Dr. El Sanadi and Kevin Fusco and General Counsel were able to negotiate new terms. The new team is for one (1) year; termination without cause is 90 days, the compensation for the entire agreement which means physicians services as well as mid-level providers and emergency department leadership and medical directorship is below the 75<sup>th</sup> percentile. The Fair Market Value and the commercial reasonableness opinion was certified by POY and associates.

Chair Di Pietro asked what was the financial impact to this agreement as compared to the previous agreement. Both Mr. Sprada and Ms. Barrett answered was that there was a significant savings

Dr. El Sanadi said that since he still works in the emergency department he would like the Commissioners to consider having Mr. Kevin Fusco execute the agreement rather than him. The Chair noted that Dr. El Sanadi was abstaining from signing this agreement.

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

**THAT THE BOARD OF COMMISSIONERS APPROVE THE AGREEMENT BETWEEN THE NORTH BROWARD HOSPITAL DISTRICT AND EMCARE.**

**Motion carried unanimously.**

**WALK ON ITEM**

**19: Approval of the Revised Code of Conduct**

It was explained by Ms. Barrett that this needs to be approved today in order to get it out in time to be compliant with the CIA. Chair Di Pietro commented that he did not get a chance to review the document. Commissioner Canada said that she read the full document and thought it was great.

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

**THAT THE BOARD OF COMMISSIONERS APPROVE THE CODE OF CONDUCT AS SUBMITTED**

**Motion carried. 6-1--- Commissioner VanHoose voted against the motion.**

**Chair Di Pietro asked that this item be placed on the agenda at the November Board meeting for discussion.**

**COMMENTS BY COMMISSIONERS:** There were no comments.

**NEXT REGULAR BOARD MEETING** The next regularly scheduled Board of Commissioners' meeting will be held on November 18th, 2015 at 4:00 p.m. Broward Health Corporate-Spectrum Complex-1700 NW 49 Street, Fort Lauderdale, Florida.

Meeting adjourned at 7: 01 p.m.

Respectfully submitted,  
Maureen Canada, Secretary/Treasurer

**BY: Maryanne Wing (a full recording of this meeting is available on tape.)**