NORTH BROWARD HOSPITAL DISTRICT  
BOARD OF COMMISSIONERS’  
REGULAR MEETING  
Broward Health Corporate  
Spectrum Complex –  
January 27, 2016 – 4:00 p.m.  

MINUTES  

The Regular meeting of the Board of Commissioners of the North Broward Hospital District was held at 4:00 p.m. at the Broward Health Corporate Spectrum location, 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 4:05 p.m.  

ROLL CALL  

Commissioners:  
Present:  
Commissioner David Di Pietro – Chair  
Commissioner Rocky Rodriguez – Vice Chair  
Commissioner Joel Gustafson - Board Member  
Commissioner Darryl Wright – Board Member*  
Commissioner Sheela VanHoose – Board Member  
Commissioner Christopher Ure – Board member  

*arrived 4:20 p.m.  
Excused absence: Commissioner Maureen Canada  

The invocation was given by Chaplain Nathaniel Knowles, Broward Sheriff’s Office, followed by the Pledge of Allegiance led by Commissioner Christopher Ure  

At this time, Chair Di Pietro said that given the circumstances of the week, he felt it would be important to begin with Comments from Commissioners since this is the first time that the Board has seen each other and communicated as a collegial Board. Chair Di Pietro said that he would go first.  

Memorials  
Chair Commissioner David Di Pietro said that he was sad, sad for the community, sad for the North Broward Hospital District, sad for employees, sad for the administrative staff and sad for this Board. Dr. EL Sanadi wasn’t just a CEO for the past 13 months, he was a 20 plus year veteran, Care Warrior, every day, all night for this community and everyone who knew him knew that. You could text him at 1 a.m. or 1 p.m.; if someone was hurt and needed to be transported he was there to help. Did not matter if the patient was rich, poor, insured, or uninsured, he was there to help. He cared about his community and it is a great tragic loss.
Chair Di Pietro said that when he came into the District as President/CEO Dr. EL Sanadi inherited from the past issues related to the Department of Justice (DOJ) investigation. He spoke to how Dr. El Sanadi negotiated with the DOJ and saved the District $20 million. He told the federal government that he could not go past $70 million. The reason the DOJ did it was because they trusted him and because of that trust and leadership moving forward he saved the District a lot and they settled for $69.5 million. As a testament to that, Chair Di Pietro received an email from BH’s lawyers in DC and it came from the DOJ lead prosecutor, Mr. David Cohen, who wrote that he was “very sorry to hear of Dr. El Sanadi’s passing this weekend. He seemed like a good man and I’m sorry he will no longer be contributing to making the world a better place. Please convey my condolences to his family, Mr. Di Pietro and the rest of BH’s team.” Chair Di Pietro said that was pretty telling. He mentioned that media articles can be confusing but that that was from the lead Department of Justice investigator to BH about what they believed Dr. El Sanadi and his vision was for this system. Chair Di Pietro said that Dr. El Sanadi’s vision was clinical excellence, graduate medical education and integrated care for the entire community. Chair Di Pietro said that BH must keep that vision moving forward.

Chair Di Pietro commented that BH has a great board and he wished that he could talk to each of the commissioners more than in meetings but the Board must stay strong, individually and collectively. As he told BH employees on Monday, when the pioneers went from the east coast to the Oregon Trail and when they were attacked, they huddled down and fought together. He believes that if the board does this, administration will follow and the community will follow and BH will pursue the 20 year plus vision of Dr. El Sanadi. Dr. El Sanadi will be missed.

Chair Di Pietro then spoke about how Dr. EL Sanadi before he was President/CEO saved his father-in-law’s life. He said his wife woke him up and said her father was coding in the hospital and he called the person everyone called, Dr. El Sanadi, and at 4 a.m. he picked up. They did not know that this man was the Chairman of Board’s father-in-law or if he had insurance or if he was a criminal, they just saved him and that was Dr. El Sanadi’s team. He believes that is why ultimately he was chosen by this Board to be the President/CEO of Broward Health. He said that he will forever be grateful that he and his wife were able to have Christmas and Hanukkah together and then again for a second one. Dr. El Sanadi will never be forgotten and Chair Di Pietro hopes internally that he can rest in peace and that his stature in this community will be held up to that level and that this Board will continue with Dr. El Sanadi’s vision.

**Commissioner Rocky Rodriguez** said Dr. El Sanadi was his friend but was also a friend to everyone. Dr. El Sanadi took a lot of heat but he stood tall for BH. This was a man who would go where homeless people come in and he would try to do everything he could to help them. If they needed clothes he would get clothes for them. He was a loving man who cared about the community. He said that he brought behavioral health and substance abuse to the front burner of this hospital. Commissioner Rodriguez said that most everyone understands that the problem we have in this community is due to substance abuse and behavioral health and Dr. El Sanadi was able to unite everyone, Republicans, Democrats, the Sheriff and the county. Commissioner Rodriguez said he made a promise to himself that he will continue to work on the things that Dr. El Sanadi did and follow his example. He will put his trust in the things that he did because there will never be another Dr. El Sanadi. He does not care if 10,000 people apply for this job. This is going to be a hard act to follow.

**Commissioner Joel Gustafson** said that he has served on this Board for a long time and had 50 years of public service in varying capacities and as a result you meet a lot of interesting people such as local officials, governors, and presidents etc. He said that he approached Dr. EL Sanadi
with a wary eye since he had not run a hospital before and was concerned about that situation. Commissioner Gustafson said that Florida has the Sunshine Law which is a great law but it is bothersome in many respects as far as communication and we all live with it and it works. Dr. El Sanadi would meet with all of us individually to discuss things over breakfast and he ordered the same thing a bran muffin and fresh fruit while he ate eggs and other things. Commissioner Gustafson said in all the time he has been involved, he has never met a person with so much energy and vision. That motor was always running all the time whether BH was going to be able to meet some of those goals or not, but he had no doubt about getting there.

Commissioner Gustafson said whenever they met, he always asked about his wife, who is not well. Dr. El Sanadi always asked how she was and if there was anything he could do for the both of them. BH has lost a very important and strong person and it goes without saying that everyone is going to miss him.

**Commissioner Sheela VanHoose** said everyone can agree that Dr. El Sanadi was a great man, a great leader. She did not remember how many times she sat at the board meetings and said “with him at the helm BH was on a journey to excellence” and we really are. She said that she used to sit at the end of the dais and Dr. El Sanadi was always by her side. They used to grab coffee all the time and he would always order her a carrot cake and she did not have the heart to tell him that she did not like carrot cake. He would always take a bite and say take the rest home to your husband-- like her husband wants a half-eaten carrot cake every week but she did it. She said it used to drive her crazy. Dr. El Sanadi would always say, “Sheela you’re just like my own daughter, you tell it to me just like my own daughter.” I would tell him to stop telling me I’m just like your daughter, I have to tell you what to do at Board meetings—it makes it hard to debate. That’s who he was-- he was such a good man. Commissioner VanHoose said that she heard over and over again from people in the room that he had a contagious personality and how many people can say that? He definitely has a contagious personality. His smile lit up the room, he always did this thing with his eyebrow (a little Elvis impersonation) and when she was trying to make a point he used his hands to give it me. Commissioner VanHoose said she is going to miss those breakfasts, miss those lunches and she going to miss sitting here debating him at board meetings and those text messages saying “quick update for you, give me a call” and then she called and he wouldn’t answer. I’m going to miss the man and this community has lost a really good person.

**Commissioner Darryl Wright** said they lost a great teammate and visionary. One of the things he really respected with Dr. El Sanadi is that he really understood what his background was coming from the military and he made every effort to make sure that he could translate what his vision was so he would understand it coming with my simple military background and he was very good at doing that. Commissioner Wright said he was going to miss that, he’s going to miss the conversations that he had with him and overall he is just going to miss him.

Commissioner Wright said he was going to move further on and say something that really concerned him and he has already spoken to some of the senior staff about this. Unfortunately, this is not the first time that he has dealt with death. He said that he believes that there are a lot of staff members and people in the community for whom it is their first time and he knows through HR and Dionne Wong and EAP, BH has a bereavement process in place. He really wants to make sure that it is not done just because it’s a process and we have to check the block to do it. This really needs to be taken seriously and it probably is not going to be this week, it probably needs to continue into the summer, that’s the way they did it in the Army. He has already spoken with a couple of staff who have said that they will have time to grieve later—that is
not the answer. They need to do it sooner than later. He mentioned when he was in Iraq in a combat zone and they had a something like this happen, they had time to stand down a unit and Broward Health has to take time and do the right thing and make sure people are taken care of. He said he knew that Dr. El Sanadi would want to see that. Commissioner Wright said he was going to set the example and the commissioners too might need to consider sitting down with the counselors as well.

**Commissioner Christopher Ure** said he was going to go out on a limb and say in this entire room he has had the least amount of time with Dr. El Sanadi but he too shed a tear that day. In the little bit of time that he knew Dr. El Sanadi, he made a very big impression on him. He said that Dr. El Sanadi’s vision and his infectious personality and his passion for Broward Health was one of the most instrumental reasons why he agreed to do this. It was certainly something that excited him but he also believes that he would be the first to say that Broward Health is bigger than him and we need to show that. We need to show that this is a stable system and we need to be a stabilizing force and we need to project that because it’s true. He wished he had more of the experiences like the rest of the Commissioners had but he will cherish the ones he did have.

**Kevin Fusco, acting President/CEO** stated that he had known Dr. El Sanadi for over 20 years. He began working with Dr. El Sanadi when he was a nuclear medicine technologist working at Broward General and Dr. El Sanadi was the Medical Director of the Emergency Room. He worked on a couple of committees with him and different projects throughout the years both at BHMC and BH North.

Dr. El Sanadi decided he was going to go through the Six Sigma Black Belt Training program and BH North was also putting one of their employees through the program, Mr. Brian McAuley. Mr. Fusco said that he wanted him to make sure that Dr. El Sanadi and Mr. McAuley went through the program at the same time so that they could work on a project together for the emergency room.

Dr. El Sanadi was an outstanding man as everyone has said and in the short amount of time that he has been working directly with him, he has learned a lot. Over the last 9 to 10 months, even though he knew him for over 20 years, he got to know him even better. Those snippets of time when you could meet with him because he was an ER doctor and he would bounce from person to person just like he was going from room-to-room seeing patients. That’s how you got to interact with him throughout the day. You had to grab that little bit of time and make it very succinct and valuable and then move on and try and get him again later on.

Mr. Fusco said he was a terrific visionary and definitely changed the direction of the organization and never lost his focus on creating and delivering great patient care for everybody. He will miss him tremendously. It has been very difficult.

**Lynn Barrett, General Counsel** said that next to Commissioner Ure she is also new in having known Dr. El Sanadi for only about six months. He was the reason she came to Broward Health. She was at Jackson and when she knew who he was there was no doubt that she wanted to work with him. She said he was a man of integrity and great ethics and never ever did anything that would contravene any legal advice given to him. He would say Ms. Barrett we need to do this and she would say Dr. El Sanadi we need to do it this way. He would say, Okay whatever you say. She said she was proud that he became her friend and in this very short time, he completely changed her life.
Vinnette Hall, Chief Internal Auditor said that she only knew Dr. El Sanadi during the last year when he became President/CEO and during that time there were times when they had disagreements. She explained to him that there is an independent issue between operations and auditing that he did not fully grasp sometime. But he was always extremely gracious and at the end he would always say “okay Ms. Hall anything else I can do for you, what can I do to help, how can I make it better”. He would always offer me an ice tea and she would tell him she didn’t need an ice tea but he would always make her take it. Yesterday morning when she looked in her refrigerator she saw this bottle of ice tea that was the last ice tea that he ever gave her which she hasn’t even drank yet. She said to herself look there’s the last ice tea that Dr. El Sanadi ever gave to me. Ms. Hall said she will miss him.

Chair Di Pietro asked if any of the physicians in the audiences wanted to say anything about Dr. El Sanadi.

Dr. Louis Yogel, Chief of Staff BHMC:
Broward Health Medical Center mourns one of its own. Dr. El Sanadi was the quintessential physician. He was really dedicated in caring and gave his all to the hospital, his patients and the community. He seemed to have unlimited energy as we heard and everybody knows that he took on responsibilities, quite frankly, that most people would want no part of especially with what the District has been going through over the last couple of years.

Dr. Yogel worked closely with him more than most over the last year. They had their differences but he always considered him a friend. Dr. Yogel said he knew that Dr. El Sanadi wanted the best for Broward Health. Anytime he would talk to him, he would end every conversation with the same, from that movie Apollo 13, “failure is not an option”.

Dr. Yogel said he too texted with him Saturday morning and his response was slow and steady progress. Hopefully the Board, Administration and the Medical Staff will work together to follow his vision. He will be missed.

Dr. Dan Westphal, Chief Medical Officer said it was a very somber time for him personally. It has been a hard week. He had been at a church service Saturday night and heard the news from his Pastor. He was leaving and saw that the Pastor had called him and he wanted him to call him back. He was absolutely stunned when the Pastor called to say that Dr. El Sanadi had passed away; he couldn’t believe it. Dr. Westphal said he really did not know what happen after in the next 10-minutes when he was driving but he really doesn’t remember much of what happened. He said for us physicians having worked in that critical care environment for a number of years no matter how many times it happens death is always difficult particularly when it is someone who is a close personal friend.

Dr. Westphal said he had the opportunity Saturday night to go through his text messages and the first text message he got from Dr. El Sanadi was December 14, 2014 when he said please call me that was two days after he was appointed President/CEO. At the time, Dr. Westphal was at Memorial Pembroke and was Director of Medical Affairs and when he called Dr. El Sanadi he told him that he was not interested in a lateral move. Dr. El Sanadi said it was not a lateral move; he wanted him to be Chief Medical Officer for the North Broward Hospital District. They shared about 100 text messages and Dr. Westphal decided four or five times that he wasn’t going to take the job but as everyone knows, you couldn’t say no to Dr. El Sanadi. A couple of things that came to light in the text messages to him was when Dr. El Sanadi wrote in a text that when
he grows up he wanted to be like Dr. Westphal. Dr. Westphal replied you mean when you grow older you might want to be like me. They had a really close relationship and went to the same church. He hadn’t worked with Dr. El Sanadi before like Kevin did before he took this position but he knew him and they both had a tremendous respect for each other.

Dr. Westphal told a story that happened two summers ago, when he was singing in the choir at New Presbyterian Church when a choir member passed out. They were getting ready to do CPR and guess who was right behind him, it was Nabil and he said that they were going to get this taken care of. Not only did he get the paramedics but he personally went with her in the ambulance.

In looking back, Dr. Westphal said that Dr. El Sanadi must have had eyes and ears in the back of his head because he would be talking to him while he was walking away. The longest conversation he had with him was sixteen minutes and Maryanne said that was probably about 12 or 14 minutes than most people got.

Dr. Westphal said that they laid out a 1 and 3 and 5 year strategy and he feels very comfortable with that. He had laid out the plans that BH needs to implement from a medical staff perspective relating to central credentialing, quality and patient safety and feels very confident that Dr. El Sanadi’s vision exists in the hearts of all of those on the corporate team as well as the CEOs. All he can say is to echo what everyone else has said, he will be missed. He was a great mentor and friend and he learned a lot from him. He was a humanitarian extraordinaire and going forward they have a clear vision but he wished he was here to guide them the rest of the way.

COMMENTS FROM THE AUDIENCE:

Dr. Nicholas Tranakas a surgical oncologist on staff at three of BH’s hospitals. He offered his condolences and sympathy to the family and the Board and to the entire organization for such a tragic loss. Through his vision and this current board they have closed a very dark chapter in the history of Broward Health. Unfortunately, there is an epilogue to that chapter and that is with the Code of Conduct agreements that the physicians are being asked to look at and sign.

Dr. Tranakas went on to say that the way that it has been proposed and put forward he thinks is a travesty and a lack of respect to the medical staff of this organization. He said in the past they have had enough time to look at policies, adopt policies and whenever a policy has been issued all the medical staff had to do was say that they accepted, read it and they know what the policy is all about. His stated that his issue is with the third line of the agreement where they are being forced to sign. This line has to do with consequences to the medical staff for not following the policy. First of all, if it is legal issue the law does not require you to sign that you accept consequences for criminal acts. If it is an administrative problem there is the medical staff bylaw that has a due process for physicians that are not following the policies of the district to be able to come forward before the Board before adjudication is made. He complained that: 1) they were not given enough time for them to review it; and 2) their medical staff attorney has been in constant contact and has not had any reply back to some serious issues that the medical staff has addressed. He suggested that before going forward, and he understands that BH is under the CIA and the medical staff is not her to impede that process, that they work with the Board as partners and not just pawns. He would urge the Board to seek an outside opinion as to the legality of the third line that they are being forced to sign.
Norman Grad resident of Margate said he was there when BHCS was built. He was here with a Yiddish word, Beshert which means it is in God’s hands, it’s God’s will. One other thing in the Jewish religion in Rosh Hashanah, the New Year, they say a prayer and basically it says “who shall live and who shall die”. Keep that in mind going forward.

Mr. Grad said two things that he wanted to say 1) when going out to look for a successor to Dr. El Sanadi make sure you look internally and externally. 2) The other issue that is much more important to him is Mental Health. Commissioner Rodriguez talks about substance abuse. He has been an advocate for over 35 years in Broward County trying to change the mental health system. His wife gave testimony about mental health 10-15 years ago at a Grand Jury investigation and still nothing has changed. He urged the Commissioners, since they have the bully pulpit, to establish a grand jury investigation in Broward County and bring in all the providers from top to bottom to look at the whole situation in Broward County. Hopefully, they can come to some agreement. This entire system needs to be addressed.

Mr. John deGroot apologized to the Board and staff for his behavior prior to the start of the meeting. He said it should not have happened. He said that you may wonder why? He then read a quote from Dan Lewis about Dr. El Sanadi following his death that was in the Sun Sentinel that upset him. It was horrible, unforgivable and unconscionable.

Mr. deGroot met Dr. El Sanadi 20 years ago when he was working for the newspaper. Mr. deGroot said he was in the ER on night when a Fort Lauderdale Police Officer who was shot was brought in. Dr. El Sanadi could not save him and he wept. He was his guy and he loved him. He suggested that the Commissioners consider naming the ER at Broward General after Dr. El Sanadi because he was magic in the ER. As all of you all know, the ER at Broward General needs magic because of its clientele and the tremendous demands that are place on it by the patient population and cost issues. That would be a good thing---THE NABIL EL SANADI EMERGENCY ROOM. He said that something good should come from this.

Mr. deGroot said he has a blog and has been critical of the District in the past, but he has given his word to Chairman Di Pietro and others that it’s now done; it’s over. He said the Board and the District need all the help they can get. You don’t need Buddy Nevins or Dan Christensen or John deGroot second guessing you and boosting their egos. This Board does not need that and they do not deserve it and they will never get it again from John deGroot. You have his word.

Vincente Thrower informed the Commissioners that Dr. El Sanadi held faith-based meetings with the pastors and community leaders every quarter. He was the first one to ever do something like that and he thanked the Board for allowing him to reach out to the community. He said when FLAKKA came into their neighborhood, and it came into the northwest community like storm, they had a WALK and they called Dr. El Sanadi and asked him to provide the medical van. They told him that the Mayor was doing a prayer. The first thing he said was on one condition; he wanted to make sure that he could say a prayer too. Mr. Thrower said that they take prayers very seriously in their communities and to have a CEO take it serious meant a lot to them.

Mr. Thrower stated that a lot of them will be at his ceremony tomorrow and they will be their early because they want to come in together. They made a pledge amongst themselves, as this journey goes forward they want to be more involved. They will work with the Board to make sure that his legacy does not fly in vain. They do not want to let this initiative lay dormant.
Mr. Joseph Cobo, former District Commissioner, said he had the honor of serving with Joel Gustafson for 4 years and he has known Dr. El Sanadi for a very long time. As he told Commissioner Rodriguez when Dr. El Sanadi called him for his support when he was applying for the job of CEO, the one thing he admired about Dr. El Sanadi was when you are in the saddle and when you are a Commissioner, everybody wants to please you. But the good thing and he wanted to echo what the Chair said, that before, during and after, every time you called Dr. El Sanadi, and he called him quite often for personal reasons, he was there. He also told him to be careful what you wish for when applying for the position of CEO. This is a great institution but it is a very tough place to work. It has great people, people that are very compassionate and caring and Commissioners that do care a lot. Dr. El Sanadi did care about this place and he had his strengths and he had his weaknesses like everyone. He wished Dr. El Sanadi a lot of peace, especially for his wife, Lori. God bless him.

SHINING STARS: The following employees were recognized by the Board of Commissioners as 3rd quarter Shining Stars. Phyllis Fusco, RN, Epidemiology Coordinator—BH North; Denise Powell- Unit Secretary-Medical Surgical 4 West BHCS; TreshaTelphia-Patient Care Associate-BHIP; Alison Miransky, Social Worker, BHMC; Christi Ballard, Social Worker,-CDTC; Rose Isaacs-Specialty Care Center-CHS

Chair Di Pietro said that there was a very good suggestion for a naming opportunity and he asked that it be placed on the Legal Affairs agenda for February. He asked Mr. Stefanacci and Commissioner Ure to look into that naming potential.

NAMING OF ACTING PRESIDENT/CEO

Chair Di Pietro asked Ms. Barrett to review the Bylaws so she could walk them through where they are and what they need to do from a policy and procedure standpoint.

Ms. Barrett advised the Board that when Dr. El Sanadi was not available, pursuant to Article 5 Section 1-G page 5 of the Bylaws, he had the right and the prerogative to name an Acting President/CEO as needed who shall perform the duties and responsibilities of the President/CEO in his or her absence.

Chair Di Pietro asked if he had done that. Ms. Barrett advised the Board that on January 14th he appointed Mr. Kevin Fusco as Acting President/CEO and it was his wish and desire that Mr. Fusco assume the duties and responsibilities during his absence.

Chair Di Pietro asked procedurally or by policy where did they need to go and what did she recommend.

Ms. Barrett said it is her recommendation just having worked with Mr. Fusco who is a tremendous leader and great operations person, if the Board chooses they can make a motion to confirm his appointment as Acting President/CEO.

At this time, the Chair opened the matter up for discussion.

Commissioner VanHoose said that earlier this week she sent a letter through their General Counsel to the Board and the Sunshine. She also said that copies are available for anyone in the audience who would like to read it. The letter expresses her confidence in Mr. Fusco and Ms. Barrett to lead this organization. Both have incredible integrity and vision and it will provide
stability for the organization in the interim. She commented that during times of crisis, it is easy to make mistakes. It is important that this Board be diligent in their discussions and conversations. Dr. El Sanadi had confidence in the existing management and he put Mr. Fusco in place in his absence. She said that Mr. Fusco has been a part of this system for a long time. He has been a part of the Broward Health family since the 80s. He oversaw the business operations for BH North for about 12 years and over the last year, has been overseeing the business operations for the entire system which says a lot in terms of keeping BH’s vision moving in the interim.

Commissioner VanHoose said that she has never been more confident about a vote that she was about to cast today in supporting Kevin Fusco as Acting President/CEO until this Board is able to conduct a CEO search and look for Dr. El Sanadi’s permanent successor. In that letter she shares with the Board that they heed the advice that Governor Scott gave to their friends in the South and that is to do a national search, to be thorough, take their time and find the best person to do that job. Commissioner VanHoose stated that she often hears Ms. Wong say, it is important to honor the HR process and to have integrity of that process.

**Commissioner VanHoose moved to ratify Dr. El Sanadi’s decision naming Mr. Kevin Fusco as Acting President/CEO-seconded by Commissioner Rodriguez.**

**Discussion:**
Commissioner Rodriguez said he knows Mr. Fusco, he has worked with him and has spent a lot of time in the corporate office and finds Mr. Fusco to be very competent and has total confidence in him. Dr. El Sanadi also had confidence in him by choosing him to serve as Acting President/CEO. He feels that Mr. Fusco will do a good job in the interim until the Board can do a national search. He also recommended that the Board heed the advice of the Governor. He believes that everything that the Board does in searching for a successor should be transparent and the Board should take its time. He is totally confident in Mr. Fusco and Mrs. Barrett’s ability to lead the District in the interim. This is a time for healing.

Commissioner Ure said that he was in the emergency room on Friday night on a personal matter and texted Dr. El Sanadi and said if you want to see a smiling face he would be happy to come up to say hello. Dr. El Sanadi replied love to see you come on up. They chatted for a little bit and Commissioner Ure said he was worried. Dr. El Sanadi thought he was worried about BH and said you have nothing to worry about. Kevin Fusco is very capable and he can do the job. Don’t worry. Commissioner Ure then told him he was worried about him.

Commissioner Ure said it is important to keep in mind a couple of things. There is a finite universe of people out there that can take over this job as CEO. As Chair Di Pietro mentioned the Board does not have the opportunity to talk among themselves and he does not know everyone’s background but he has done a lot of strategic business counseling dealing with turbulent times. He warned that the town pool is watching what this Board does and how this system responds. He thinks it is extremely important that they demonstrate both the stability as well as the courage of their conviction in the decisions that they have made in the past in terms of who is going to have certain roles. That is going to be their signal as to how decisions are going to be made in the future.

Commissioner Ure said he does not have a lot of experience sitting on the Board or with Broward Health directly other than the unfortunate times when he has needed its services. But he can with experience say that the town pool is watching and the Board needs to take a very
exhausted process when searching for a successor. He is going to be a unique person and it is
going to take some time to find that unique person that takes the helm and he would hate to see
that town pool shrink because of a lack of confidence in how this Board makes decisions.

Commissioner Ure said he shares the other Commissioners support of Mr. Kevin Fusco. Dr. El
Sanadi’s vision was crystalized in Kevin’s abilities and he shares that.

Commissioner Wright commented that on January 14th, Mr. Fusco was appointed as Acting
President/CEO. Ms. Barrett replied that was correct. Commissioner Wright asked Mr. Fusco
when he came on board as COO for the system. Mr. Fusco said it was about April 3, 2015.
Commissioner Wright questioned why it took so long to name him COO for the system. Ms.
Barrett said that she did not understand the question.

Commissioner Wright asked what did the January 14th letter do. Ms. Barrett said that in Dr. El
Sanadi’s potential short absence he appointed Mr. Fusco as Acting President/CEO during his
absence. Commissioner Wright said that this is an education process for him and coming from a
military background, he thought that this would be something that would have been done as a
contingency when Dr. El Sanadi came on Board.

Ms. Barrett informed Commissioner Wright that the bylaws provide that the CEO “as needed”
shall appoint and name an Acting President/CEO to perform the duties and responsibilities of the
President/CEO during his or her absence. Ms. Barrett stated the bylaws were followed
accordingly.

Commissioner Wright asked what other options were there aside from Mr. Fusco assuming the
duties i.e., another CEO from another hospital. Ms. Barrett stated that the prerogative on the
management of the day-to-day organization rested with Dr. El Sanadi pursuant to the bylaws. It
was Dr. El Sanadi’s decision during his absence to name somebody and he did.

Commissioner Wright asked what other course of action was available to the Board. Ms. Barrett
said that they can appoint an interim CEO. Ms. Barrett said the issue is that the Board can
confirm the acting or choose someone else. It is the Board’s decision.

Commissioner Gustafson said that he concurs with Commissioner VanHoose and Commissioner
Rodriguez. He approves of Mr. Fusco’s appointment.

Chair Di Pietro indicated that in polling the Commissioners it has created a majority support for
Mr. Fusco. The Chair thanked Mr. Fusco for during this lapse of time between the Board
meeting and assuming that role under difficult circumstances.

Chair Di Pietro said that before they vote he made one other recommendation. The Chair
charged Commissioner Ure, Chair of the Human Resource Committee and on behalf of the
Board, with the responsibility to meet and work with Ms. Dionne Wong, Chief Human Resource
Officer and to come up with options both in timeline, search companies, and goals that the Board
should seek in selecting the next CEO. Chair Di Pietro stated that they could have a Special
Board meeting to go over those options. He also said to make sure that whatever search
company they recommend 119s are fully enforced and everything is a public record and that the
Board is transparent. Chair Di Pietro asked Commissioner Ure if he could charge him with that
responsibility to work with staff to come up with a process.
Commissioner Ure said he would be honored and he has some experience in doing this.

**Chair asked for a vote on the motion naming Mr. Fusco Acting President/CEO.**

**Motion carried unanimously.**

Chair Di Pietro asked for a motion to nominate Commissioner Ure to work with HR Staff to develop a process to identify the selection of candidates.

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

**Motion carried unanimously.**

Chair Di Pietro said he had one other suggestion. The Board has a “no lobby” policy and he does not want to be lobbied during this process and unfortunately it has already started. He said he wants to be left alone. He wants this process to be transparent. He said that he would like a motion where they would agree as a collegial body that they would not have anyone lobby them for this position.

Commissioner Rodriguez stated that as they recall about a year ago they passed a Lobby policy which frames it that if someone is under contract or consideration lobbyist cannot reach out to the Commissioners. If they do, they can be sanctioned or removed from the list. Commissioner Rodriguez said this was passed by the Board and he too did not want to be lobbied. He is not going to make any exceptions. If the Board is going to have a transparent process and heed the Governor’s advice since everything they do is a reflection on him. Commissioner Rodriguez urged everyone to get the word out that the Chair and Vice Chair and majority of the Board does not want to be lobbied.

**Chair Di Pietro asked for motion: that any potential candidate be subject to disqualification if they themselves or allow any third party to lobby on their behalf for the position of President/CEO of the North Broward Hospital District.**

Chair Di Pietro said if Commissioners want to seek information they are free to do that but the candidate cannot on their own seek the Board members out and start to get people in the community to start lobbying the Board because then they would be subject to disqualification.

Commissioner VanHooose said she agrees but she wants to make sure that what they are planning to do with good policy cannot be maliciously used against a candidate to disqualify them if somebody was to call one of them without that candidate knowing it.

Chair Di Pietro said it would have to be at the candidate’s direction. The Chair said he really wants this process to be open and transparent.

Commissioner Rodriguez reiterated again that they do not want to be lobbied. He said that soon after Dr. El Sanadi’s death he was being lobbied for the position and it made him sick.

Chair Di Pietro said that this also includes employees from the District. Employees from the District cannot lobby for any candidate.
Chair Di Pietro said that the motion should be two-fold: That any candidate that is eligible in the future to apply for the President/CEO position of the NBHD could be subject to disqualification if they have themselves or any third party lobbied any member of the Board unless the Board member invites the communication. Moved by Commissioner Rodriguez—

Discussion: Commissioner Gustafson said he understands where the Chair wants to go but they should move with some caution. They are a public body and their role is to respond to the public. If someone who is well-meaning calls a Commissioner up and says that there is someone that is leaving a hospital, you can say thank you for the information. He feels that if someone calls and makes a suggestion that is gathering information. He suggested that the Board go cautiously as what they define as lobbying.

Chair Di Pietro said anyone can call; it is free speech to a public body. The distinction is that the candidate cannot initiate the lobbying.

Commissioner Ure said that it may be semantics which to him makes a difference but there is lobbying and there is being lobbied—there is a difference. What he can commit to the Board members and anyone who is listening or decides to read the minutes and whoever wants to print whatever they want to print in the paper, he can promise them that any process that he is involved in or any process that he initiates or recommends will not be influenced inappropriately and he can guarantee that. He has said this publicly so that everyone can hear it because that is who he is.

Commissioner Ure said that there is going to be a need for references and there is going to be a need for people across the country for one reason or another who may not necessarily have been found without some type of introduction. He said that he wants to be very careful drawing the distinction between lobbying and being lobbied.

Chair Di Pietro said that if a Commissioner decides not to be lobbied or seek information the motion allows them a shield to protect them from people talking to multi board members for purposes of the Sunshine law. He is not going to be lobbied and he believes that every Commissioner should have that option.

Ms. Barrett suggested that Commissioner Ure can address that as part of the process that he is going to be creating for the selection.

Commissioner Ure said that when he comes back to the Board with the suggested process moving forward, he would include something that addresses that issue.

Chair Di Pietro asked if the Board was okay with the motion that the employees of the District will not lobby the Board members for the appointment of the President/CEO.

Commissioner Rodriguez withdrew his original motion.

Commissioner Rodriguez then moved that employees are precluded from lobbying as defined in accordance with the policy and as fleshed out by Commissioner Ure. Seconded by Commissioner Ure.

Motion carried unanimously.
APPROVAL OF MINUTES

1. Request approval of the Minutes of the Special Meeting of the Board of Commissioners held December 9, 2015.

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

   THAT THE MINUTES OF THE SPECIAL MEETING OF THE BOARD OF COMMISSIONERS HELD ON DECEMBER 9, 2015 BE APPROVED AS PRESENTED.

   Motion carried unanimously.

2. Request approval of the Minutes of the Regular Board of Commissioners meeting held on December 16, 2015.

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

   THAT THE MINUTES OF THE REGULAR MEETING OF THE BOARD OF COMMISSIONERS HELD ON DECEMBER 16, 2015 BE APPROVED AS PRESENTED.

   Motion carried unanimously.

MEDICAL COUNCIL AGENDA

Prior to the Chiefs presenting their Medical Council recommendations, Commissioner Ure asked each Chief to confirm that everyone being presented today has signed the appropriate paperwork required by the CIA (Code of Conduct and Policies).

3. BROWARD HEALTH IMPERIAL POINT

Dr. Lewkowitz provided the following update:
- In January, BHIP Snuggles program continued with great enthusiasm. A few small puppies and kittens come to the hospital for the staff and physicians to be able to take a few minutes to relax and pet these animals and even adopt them into their families if they find a pet they want.
- On January 19th, Dr. Vasana Cheanvechai presented at the High Tea & Trivia Lecture Series a presentation for community seniors on leg pain and varicose veins. It was standing room only.
- Throughout the month of January, the ManVan attended numerous community events raising awareness for Men’s Health and the services provided at BHIP.
- January 21st, Dr. Alexander Parr presented to Chamber of Commerce leadership, “North Broward on Robotics”; and Dr. Vladislav Gorbatiy presented to the seniors at John Knox Village on emerging urologic issues.

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.

Dr. Lewkowitz stated that all appointments and reappointments being presented today have signed the appropriate paperwork.

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

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

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

Motion carried unanimously.

4. BROWARD HEALTH CORAL SPRINGS

Dr. Zingaro said that he sends his condolences to all and hopes that going forward the administration would communicate as he did with them. Dr. El Sanadi had the four chiefs together for an informal conversation and they all paid for themselves at his request. Dr. Zingaro commented that for a CEO to call him on a Christmas Eve to discuss quality issues and ask how things were going, made an impact on him. He assured Dr. El Sanadi that he was behind him but his comment was “I don’t want you behind me, I want you alongside me”. That was very important.

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.

Dr. Zingaro stated that all appointments and reappointments being presented today have signed the appropriate paperwork.

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

THAT THE BOARD OF COMMISSIONERS APPROVE THE RECOMMENDATIONS OF BROWARD HEALTH CORAL SPRINGS MEDICAL’S MEDICAL COUNCIL -- ITEMS 4 (A-D):

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

Motion carried unanimously.
5. **BROWARD HEALTH NORTH**

Dr. Hoffberger applauded Commissioners’ Rodriguez and Wright’s commitment to mental health and he was sure that the other Commissioners are all on board. This has been discussed with Dr. Westphal and he is going to set up some counseling opportunities for the physicians since everyone is stressed and everyone needs an outlet. He thanked the Board for that commitment as well as Dr. Westphal.

The Shining Stars were always for the employees, but since Dr. El Sanadi became President/CEO and he started the Distinguished Clinician Award which was nice to have them involved. He said it might be a selfish thing but he would like to name it the Dr. El Sanadi Distinguished Award and keep him in mind with all of that.

Dr. Hoffberger said that during his first years as Chief of Staff, he only met with him the previous CEO at Commissioner meetings; had one meeting at BH North; and another at a fundraiser. He and Dr. El Sanadi talked almost every day. His commitment was to bring everyone together as a family and that was the most important thing that he is going to leave behind. Dr. Hoffberger said everyone needs to stay together as a family and stay strong.

Dr. Hoffberger then reported that BH North was inspected by the College of American Pathologist (CAP). The survey went very well and they applauded their pathology department for all of their hard work throughout the year.

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 and Changes.

Dr. Hoffberger stated that all appointments and reappointments being presented today have signed the appropriate paperwork.

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

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

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

*Motion carried unanimously.*
6. **BROWARD HEALTH MEDICAL CENTER**

Dr. Yogel extended a hand of corporation to Mr. Kevin Fusco and hopes that he will reach out to the medical staff and leaders in the spirit of cooperation. The more they work together, the more can be accomplished.

**Dr. Yogel provided the following update:**
- Dr. Leslie Sultan, Oral Surgeon performed a free surgery on a patient who had a disfigured face after she was shot three years ago. This is a story that was featured in the Sun Sentinel.
- Dr. Aryama Sharma was featured on Channel 10 for Pancreatic Cancer Prevention and Detection Awareness.
- Rita Frantz has been named Interim COO; she is currently the Administrator of CECH.
- Alex Fernandez, BHMC CFO, and his team are working diligently on reclassifying a number of cases to Medicaid that will improve BHMC’s financial performance.
- Site visits for ACGME accreditation in February for both Orthopedic Surgery and Internal Medicine.

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

Dr. Yogel stated that all appointments and reappointments being presented today have signed the appropriate paperwork.

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

**THAT THE BOARD OF COMMISSIONERS APPROVE THE RECOMMENDATIONS OF BROWARD HEALTH MEDICAL CENTER’S MEDICAL COUNCIL-- ITEMS 6 (A-F):**

A. Medical Staff Changes and Additions
B. Allied Health Changes and Additions
C. Community Health Services Changes and Additions
D. Medical Staff Reappointments
E. Allied Health Reappointments
F. Community Health Services & Weston Urgent Care Center Reappointment

Motion carried unanimously.

**CEO REPORT**

Mr. Kevin Fusco, acting President/CEO acknowledged the leadership team for the outstanding job that they have done during a very difficult situation over the last week. The CEOs along with the HR regional directors have been rounding the staff daily along with members of the EAP team who
have been providing support for the employees and physicians. Dr. Westphal has also been meeting with the physician leadership at each site. BH is committed to provide continuing assistance to the staff as BH moves forward.

On the CIA implementation report he was very proud to announce that the report is completed and submitted on time. There was a tremendous work effort put forth to get this completed by many different individuals. He especially acknowledged Lynn Barrett and her legal team for all the time and effort that they put into this significant accomplishment.

Mr. Fusco commented that they have talked about Dr. El Sanadi’s commitment to medical education and two things of significance is 1) the Orthopedic Surgery program has received pre-accreditation status and is scheduled for a site visit on February 10th; 2) the Internal Medicine program received pre-accreditation status and is scheduled for a site visit on February 11th. Mr. Fusco thanked Dr. Delzell for his efforts on this.

Lastly, he was proud to announce that Jasmin Shirley is one of 4 finalists for the Sapphire Award. She was nominated for this award by Dr. El Sanadi. The scheduled selection and presentation of the winner will be held in Orlando in April and he wished Jasmin the best of luck.

**CFO REPORT**

Mr. Art Wallace reported for the Month of December BH experienced a loss from operations of $13.9 million against a budget of $13.7 million or a variance of $205,000 which is not very much in relationship to $99 million in expenses. In relationship to budget, BH had their second best month of the fiscal year so far on a six month year-to-date basis.

Included with that is some and not some good news: Revenues for the month were under budget by $5,457,000 which is a function of sliding compensated admissions compared to last year and change in overall payer mix. In the month of December BH had a decline over last year over in their compensated emergency room visits. Although on a year-to-year basis they are 1% higher but month after month BH has been experiencing a decline over the previous year in BH’s compensated business. Mr. Wallace also mentioned some of the changes in the payer mix within the good payer mix. BH looks at compensated business vs. non-compensated business but he took a hard look when reviewing the financials and Mr. Wallace found that a lot of the good PPO and HMO business that BH experienced in previous years seems to be sliding down to the Exchange and a lot of the Exchange that BH had last year that gave them some robust results for the year, seem to be slipping down to the uninsured. Hopefully, this will change when people enroll in the Health Exchanges beginning in January.

The good news is that even though BH was $5,400,000 under budget in revenues, BH managed their expenses to the point that BH was just shy of $5.3 million under budget which is the best BH has seen this year. Dr. El Sanadi, Mr. Fusco and Mr. Wallace really put a push on in November and December by going around to the regions and stressed to them how important it was that BH starts containing costs and implementing cost initiatives in addition to having a regular Tuesday meeting.

On a year-to-date basis: BH has a loss from operations of $87 million vs. a budgeted loss of $75 million with a variance of just over $12 million--compared to prior year it was $37.6 million which is quite a change year-over-year. BH’s expenses—year-over-year: operating expenses were $29 million higher than last year and operating revenue is $20 million less than last year.
Mr. Wallace said that they still have some work to do to get this turned around between now and the end of the year.

Chair Di Pietro asked Mr. Fusco and Mr. Sprada to present the orthopedic strategy at the Strategic Planning meeting but have more of a plan ready for implementation in this fiscal cycle rather than strategy. Mr. Fusco said it was on the agenda.

Mr. Wallace said that the other major variance for the month of December was the Investment Income. BH had a loss of $7.6 million compared to a budgeted gain of $500,000; year-over-year it was $900,000. He said he did not know what January was going to bring; everyone is watching the market and wondering what is going on. Mr. Wallace said that they have talked in the past about BH’s investment portfolio and that is it built for the long haul. BH has an asset allocation that has a lot of asset classes whether it is fixed income, equities, private equity, International equity or hedge funds—there is balance. Over the long term, BH got through the Dot.com crisis back in 2001 and the subprime crisis in 2008 and that happened because the portfolio is built for the long haul. And they expect to get through this period too.

INTERNAL AUDIT REPORT

Ms. Vinnette Hall reported that as indicated at the last meeting they have been working closely with the Compliance Department to complete a project to identify all the contractual arrangements from which legal would refine and define what focus arrangement under the CIA needs to be tracked. As a corollary to that project, they worked with the management team to identify a number of procedures to monitor and track activities under the focus arrangements in accordance with BH’s requirements under the CIA. Additional monitoring procedures were determined to be necessary under these procedures that become hard wired into our process and procedures.

As a result, they are assessing their audit plan to adjust to accommodate the additional monitoring duties that were not originally contemplated by their audit plan at the beginning for the year. They are looking at what areas they need to prioritize to accomplish those additional duties as well as all the things they committed to with the resources they currently have.

GENERAL COUNSEL REPORT:

Ms. Barrett informed the Board that she was pleased to announce that they have hired another attorney in the legal department. Mr. Brett McNeal comes from Miami Children’s Hospital. He is a practicing attorney and has significant compliance experience as well.

As Mr. Fusco mentioned, they have successfully completed the CIA report and met the deadline. She was very proud of that because it was a pretty heavy lift.

They continue to process contracts. They are now working on February contracts which is the first month where they are a little bit ahead of the curve. She reported that the Lithotripsy agreement has been signed.

Ms. Barrett requested consideration to hold a Shade Session for the purposes of discussing pending litigation in February.

It was moved by Commissioner Rodriguez, seconded by Commissioner Gustafson that the Board approves holding a Shade Session meeting in the month of February.
Motion carried unanimously.

Commissioner Gustafson asked Ms. Barrett to update them on the status of the signing of the Code of Conduct.

Ms. Barrett said that as a result of some discussion at the Board Compliance Committee, the administrative teams have worked very diligently with the medical staff and the Chiefs of Staffs to achieve a very high percentage of compliance in the Code of Conduct and policies and procedures. Dr. Hoffberger mentioned 100% completion respectively of those activities. There has been a very concerted effort by the CEOs and the Chiefs of Staffs to accomplish those goals. There are still a few that need to sign and may not, but the super majority of the physicians and allied health have signed both.

Commissioner Gustafson mentioned that Dr. Tranakas has raised this issue and Commissioner Gustafson asked how many are in the same situation as Dr. Tranakas.

Ms. Barrett said she did not have those numbers but she would be happy to get that information for the Board. She believes that they are in very good shape and they may have to address one or two but they are in good shape. Two of the hospitals have 100% compliance and she just does not have the numbers for the others.

Commissioner Gustafson asked if BHMC had 100%. Mr. Sprada replied that they did not. There were about 12 physicians who have not signed.

Commissioner Gustafson commented that this has been discussed many times and the medical staff has their own bylaws that do not address this issue.

Dr. Westphal said that he and Ms. Barrett have reviewed the medical staff bylaws and there is nothing in their bylaws that addresses this situation.

Dr. Hoffberger stated that there is a Bylaws committee meeting in early February and this issue will be discussed at that meeting.

Commissioner Gustafson asked what they are going to do with the doctors who have not complied.

Ms. Barrett said that the option that exists is that there was a discussion at the Board Compliance meeting to send a letter to the physicians who have not signed to the effect that if they did not sign the Board, under their authority, could take whatever action necessary to get them to sign including potential suspension of their privileges.

Commissioner Gustafson asked how is this going to be resolved this since it was raised at a subcommittee meeting without Board approval.

Ms. Barrett said the Board has the option of pulling off the Committee minutes for further discussion during the Committee presentations. The Board has the option to consider the recommendation of the motion that was made at the Board Compliance meeting.

Commissioner Rodriguez stated that the motion was approved by the Committee to place it on the discussion agenda.
Ms. Barrett said it is not on the agenda so the option is to walk it on or have it presented during the review of the Board Compliance Committee minutes by pulling the motion out of those minutes for further discussion.

Commissioner Rodriguez made a motion to walk on the Motion that is currently being discussed that was made at the Board Compliance meeting and place it on the Discussion Agenda. It was seconded by Commissioner Wright.

Motion carried unanimously.

Dr. Hoffberger commented that the medical staff attorney and Ms. Barrett have some discrepancies of what she thought was appropriate for potentially suspending their staff vs. what BH’s General Counsel believes is appropriate. There are two different sides and as Chiefs they are supporting BH and they want to do what is appropriate to move forward but there is some potential conflict of ideas between attorneys.

Ms. Barrett said it was discussed at the Compliance Committee meeting that there is no specific provision in the Medical Staff bylaws that addresses this issue. The Bylaws are very unusual since bylaws usually say that they need to comply with hospital policy. Ms. Barrett commented that the flip side is that the Board has the ultimate authority over quality care and Medical Staff. The District Charter clearly states that the Board is specifically given the authority to make any rule, regulation or bylaw that it deems appropriate and necessary for the best interest of Broward Health and its patients and if that rule, regulation or bylaw is not adhered to they may suspend or revoke privileges. Ms. Barrett said that there are competing issues; whereby, the bylaws do not specifically address this issue of this action to be taken vs. the District’s Charter which is the Florida Statute. There is a contractual argument against a statutory argument.

Dr. Hoffberger said with respect to the medical staff before anything is decided at this meeting have their medical staff attorney give BH’s General Counsel their side of what potentially maybe the rights of the physicians who have medical staff privileges at each of the hospitals.

Commissioner Gustafson said based on the Board Compliance meeting, BH is going to submit letters to those physicians who have not signed that their privileges are suspended.

Commissioner Rodriguez said that Broward Health is between a rock and a hard place. The problem is that during Committee they decided to send out these letters but they realized that it needed board approval and that is why the letters have not yet been sent out. The situation is that this needs to get done. He said that he was ready to make a motion giving the physicians a deadline to comply and if they do not, they will be suspended.

Dr. Yogel said he feels the District’s pain but the Board must realize that most physicians have complied but there are some physicians who have issues with it. Looking objectively in the medical staff bylaws there is nothing in it that gives the medical staff any provision to suspend anyone. There are two attorneys with two different opinions and the medical staff attorney still has questions. Dr. Yogel said he was not sure if some of the doctors would bring a lawsuit about this. He has asked Amy Galloway, the medical staff attorney to work with Ms. Barrett to make sure they do not run into this problem.
Commissioner Ure stated that it is more than just physicians who need to sign the required CIA paperwork and he did not want the physicians to think that he was signaling them out. He said that all vendors, subcontractors and anyone that touches BH are required to sign these documents. If the Board is going to do something then the Board needs to be all encompassing as opposed to targeting just one group because it sends the wrong message. Commissioner Ure’s opinion is that this is not going to change until the Board does something to make it change.

Dr. Yogel said that this is a Board decision and there is a question as to whether or not the Board has that authority. This is something that needs to be worked out among the attorneys. He said that there are a few physicians that just want to hold out for whatever reason. He also indicated that some of those physicians might go as far as to bring a lawsuit against the District.

Commissioner Gustafson said that it was noted at the Board Compliance meeting that the letters were going to go out but they realized that they did not get authority as a Committee by the Board to suspend their privileges at a date in the future.

Commissioner Ure said it is a lot more than just physicians and he hoped that the physicians hear this because they are just not targeting this group. BH is trying to implement and accomplish what is required under the CIA.

Dr. Yogel said there is a conflict between BH’s General Counsel and Amy Galloway who is the Medical Staffs’ attorney.

Commissioner Ure encouraged the physicians to address this matter at their upcoming Bylaws Committee in February. His recommendation to the physicians is to address this in their Bylaws.

Chair Di Pietro stated that he cannot understand the problem in signing the Code of Conduct. It is a simple issue.

Commissioner VanHoose agreed with everyone’s sentiment but the reality is that this is required by law for BH to accomplish and she is confused as to why it is still being discussed. Commissioner VanHoose wants to make sure that if BH is sending out letters that say that BH will be removing privileges, she wants to make sure that BH’s quality of service and the ability to provide the best healthcare is not hindered by this. She wanted Dr. Westphal to assure the Board that sending out these letters will not hinder the quality of care to BH’s patients.

Chair Di Pietro asked Ms. Barrett to explain what BH agreed to in the CIA. Ms. Barrett said that BH would distribute and implement the policies and procedures and the Code of Conduct to all active vendors and workforce members. She said that this is how you show the government that BH just did not send it to some blank email and nobody reviewed it. Chair Di Pietro asked Ms. Barrett if in her legal opinion she believes that every physician that is credentialed in any of BH’s hospitals need to review, agreed and understand. Ms. Barrett said yes for the active and senior active medical staff. Ms. Barrett advised the Board that one of the other arguments was that it does not say in the CIA that you must sign; however, how else do you demonstrate to the government that you have implemented this requirement and that everyone understands and agrees to their obligations.

Dr. Yogel asked if the term workforce includes employed doctors and non-employed doctors. She said it includes employed, non-employed, senior and senior active. Commissioner Ure noted that it
also includes contractors, vendors, volunteers and subcontractors and everybody that touches BH. Ms. Barrett explained that the workforce definition is in the Code of Conduct.

Commissioner Rodriguez asked how long it is going to take to get the rest of the physicians to be compliant and sign. The great majority has signed and there are these few who refuse to sign. Commissioner Rodriguez said that he read the Code of Conduct and it is very basic housekeeping rules. He said BH needs to get this done.

Dr. Zingaro came to the podium and listed some of the questions that Ms. Galloway has been trying to get answered. She was asking if the OIG was the arm of the government that was imposing the suspension of one’s privileges or was it the Board. He noted that there is a little discrepancy because the OIG and CIA are two different things. He asked why the OIG is requiring the medical staff to agree to the disciplinary language that includes termination when it is not in their bylaws. Dr. Zingaro stated that the Medical Staff Bylaws committee meets quarterly and they will be addressing this at their next meeting February; however, there is a process that must be followed to amend bylaws. He said that it is not just simply adding something new to the bylaws.

Commissioner Ure feels that the Board is going to need to act because the longer this goes on and the truth of the matter is that it appears that BH is complicit in saying that it is Okay when it is not Okay.

Chair Di Pietro revisited the motion previously made and seconded.

**It was moved by Commissioner Rodriguez, seconded by Commissioner Wright that Staff be directed to send letters as described by the Board’s Compliance Committee.**

**Discussion:**

Chair Di Pietro asked how long it would take to generate the letters. Ms. Barrett said that she has already generated the letters so they will be sent out in the next day or two.

Chair Di Pietro asked how many affected parties will be receiving the letter. Ms. Barrett replied that she did not know the exact number but it is significantly fewer than mentioned at the Board Compliance Committee meeting.

Chair Di Pietro asked that Ms. Barrett provide a status report on this issue at the Legal Review Committee meeting in February.

Ms. Barrett said that the letter to the physicians would not be coming from her but from Dr. Westphal and then someone else would be sending the letters to the vendors.

Commissioner VanHoose asked if the letters would be addressing privileges and how would this letter affect BH’s vendors.

Ms. Barrett stated that there would be separate letters: one for physicians terminating their agreement or arrangement; and there would be multiple letters for the others i.e. vendors, volunteers, Foundation members etc.
Dr. Yogel recommended that the letter for the physicians should be for a non-clinical suspension since it would not be reportable to the state because it is a temporary matter until it is resolved; whereby, a clinical suspension is reportable to the state.

Chair Di Pietro said that he did not want to harm anyone. All the Board is looking to do is to enforce what is required under the CIA.

Ms. Barrett commented that it is not how the letter is framed; it is reportable based on what action is taken. She explained that if it is quality of care then it would be reportable; if it is something that is non-clinical then it would not be reportable. She said that the language in the letter would be based on the reasons for the suspension.

Motion carried unanimously.

COMMITTEE REPORTS:

Board of Compliance Committee

Commissioner Joel Gustafson stated that all Commissioners have received copies of the December 17, 2015 minutes and asked for approval.

Chair Di Pietro asked if there were any changes, there being none,

It was moved by Commissioner Gustafson, seconded by Commissioner Ure,

That the Board of Commissioners approve the minutes of the Board Compliance Committee meeting held on December 17, 2015 as presented.

Motion carried unanimously.

Board Compliance Committee

Commissioner Joel Gustafson stated that all the Commissioners have received copies of the minutes for the January 20th, 2016 Compliance meeting and asked that they be approved as presented.

Chair Di Pietro asked if there were any changes, there being none,

It was moved by Commissioner Gustafson, seconded by Commissioner Ure,

That the Board of Commissioners approve the minutes of the Board Compliance Committee meeting held on January 20, 2016 as presented.

Motion carried unanimously.

Finance Committee

Commissioner David Di Pietro stated that all the Commissioners have received copies of the January 20th, 2016 Finance Committee minutes and stated that there were no changes or additions. Chair Di Pietro requested approval.
It was moved by Commissioner Gustafson, seconded by Commissioner Rodriguez,

That the Board of Commissioners approve the minutes of the Finance Committee meeting held on January 20, 2016 as presented.

Motion carried unanimously.

**Legal Affairs Committee**

Commissioner VanHoose, chair of Legal Affairs commented that she was not present because she was in Tallahassee so she deferred to her colleagues who attended the meeting. Chair Di Pietro said he reviewed the minutes and there were no changes or corrections and asked for approval.

It was moved by Commissioner Rodriguez, seconded by Commissioner Ure,

That the Board of Commissioners approve the minutes of the Legal Affairs Committee meeting held on January 20, 2016 as presented.

Motion carried unanimously.

**Building Committee**

Commissioner Joel Gustafson commented that all actionable items from the meeting are listed on the Consent agenda for final approval. He asked that the minutes of the Building Committee held on January 20th, 2016 be approved as presented.

Chair Di Pietro asked if there were any changes, there being none,

It was moved by Commissioner Rodrigues seconded by Commissioner Ure,

That the Board of Commissioners approve the minutes of the Building Committee meeting held on January 20, 2016 as presented.

Motion carried unanimously.

**CONSENT AGENDA**

Chair Di Pietro asked if there were any items listed on the Consent Agenda that need to be pulled for further discussion, there being none, the Chair asked for a motion to approve Items 7 through and including 12 as listed on the Consent agenda.


2. Request consideration to approve the listed required action, in order to remove the grant condition listed in the November 10, 2015 Health Resources and Services Administration (HRSA) Notice of Award for the Healthcare for the Homeless Program. *(Commissioner Rodriguez abstained from voting due a conflict as noted at the Finance Committee meeting).*
3. Request consideration to authorize the President/CEO to approve the purchase of this new mammography unit through the Group Purchasing Organization (MedAssets), in accordance with Section 24 (1) (d) of the North Broward Hospital District Charter, for Broward Health Imperial Point in the amount of $360,000.

4. Request consideration to authorize the President/CEO to approve the construction of the concrete slab through the Group Purchasing Organization Kerney & Associate for $539,000 and; the lease of the Angiography/Cardiac Imaging System modular in accordance with Section 24 (1) of the North Broward Hospital District Charter for Broward Health Imperial Point at a cost of approximately $261,000.

5. Approve Notice of Award to Danto Builders, the lowest responsible bidder in the amount of $1,157,018 for the BH Interior Renovations Project at 1700 NW 49 Street, Fort Lauderdale. Project no. 16D11800

6. Approval to authorize the President/CEO to issue a PO to Kerney Associates through the Group Purchasing Organization, (MedAssets), in accordance with Section 24 (1) (d) of the North Broward Hospital District Charter, and to expend funds required to modernize the South Tower west elevator in order to bring it back to service.

It was moved by Commissioner Gustafson, seconded by Commissioner Ure,

**THAT THE BOARD OF COMMISSIONERS APPROVE ITEM 7 THROUGH AND INCLUDING 12 AS LISTED ON THE CONSENT AGENDA.**

Motion carried. Commissioner Rodriguez did not vote.

Chair Di Pietro thanked everyone for conducting a meeting which such respect for a respected man.

Commissioner Gustafson advised the Board that he failed to mention that he is the Secretary of Henderson Behavioral and Steve Roddick who is the CEO of that organization reached out to him and said that if BH needed any assistance in crisis management or issues due to the passing of Dr. El Sanadi they would be available to help.

Chair Di Pietro asked that Ms. Wong be advised of Mr. Roddick’s assistance.

Commissioner Wright once again emphasized the importance of providing grief counseling for all those who need it. He said that unfortunately in his 20 years of being in the military he has had more experience than he needed to with this and the grief counseling and bereavement is so important not just immediately but for months after. He mentioned to Dr. Westphal that he would be available for counseling any time after 12 noon.

Commissioner Wright also clarified that he did not want anyone to get the impression that he was not in support of Mr. Fusco being named Acting President/CEO. He believes that it is the Board’s responsibility to ask the uncomfortable questions and all he was asking of Legal was what were the Board’s other options. He understands the chain of command and the importance of supporting that decision once it is made. It is important for the Board to ask those uncomfortable questions and they will probably continue to do that as they select a new CEO.
NEXT REGULAR BOARD MEETING The next regularly scheduled Board of Commissioners’ meeting will be held on February 24, 2016 at 4:00 p.m. in the Corporate Office, 1700 NW 49 Street, Spectrum Complex, Fort Lauderdale, Florida.

Meeting adjourned at 6:40 p.m. 

Respectfully submitted,
David Di Pietro, Chair

BY: Maryanne Wing

A FULL RECORDING OF THIS MEETING IS AVAILABLE ON TAPE