NORTH BROWARD HOSPITAL DISTRICT
BOARD OF COMMISSIONERS’
REGULAR MEETING
Broward Health Corporate
Spectrum Complex
March 30, 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 Rodriguez called the meeting to order at 4:05 p.m. and wished all the doctors present a Happy Doctors’ Day.

OATH OF OFFICE

ROLL CALL

Commissioners:
Present:

Commissioner Rocky Rodriguez – Chair
Commissioner Christopher Ure – Vice Chair
Commissioner Maureen Canada – Secretary/Treasurer
Commissioner Joel Gustafson - Board Member
Commissioner Sheela VanHoose – Board Member

INVOCATION: Chaplain Nathaniel Knowles, Broward Sheriff’s Office

PLEDGE OF ALLEGIANCE was led by Commissioner Christopher Ure

RECOGNITION OF CDTC’S AMBASSADOR, LAYLA JEAN – Dr. Ana Calderon-Randazzo

Dr. Calderon expressed how grateful Layla’s family is for CDTC’s Early Steps program and the positive impact it has had on their daughter’s development over the past 6 months. Layla Jean was born at only 29 weeks gestation. During her 94 day Neonatal Intensive Care Unit stay she endured countless medical procedures, including the insertion of chest tubes to repair collapsed lungs, five blood transfusions and open heart surgery.
Her parents worry did not end at discharge. At this time, Layla’s mother addressed the Board. When Layla came home at three months she was still less five pounds, taking numerous medications for her heart and lungs, and could not yet bottle feed. Like most parents, they did not feel equipped for the challenges of caring for a preemie with such complex medical needs. Then they learned about Early Steps...

Early Steps is a family centered program that provides early intervention services to infants and toddlers (birth to 36 months) who may have a developmental delay or a medical condition that may result in delays.

A multi-disciplinary team of professionals provided a thorough assessment to identify Layla’s developmental strengths and challenges. A comprehensive plan was created to address her family’s concerns and foster Layla’s developmental needs with the assistance of her service coordinator. A physical therapist was recommended to coach Layla and her family. Weekly in-home sessions were provided to help Layla acquire new skills incorporating her family’s goals for her development. Over the past six months, they have seen tremendous progress in her physical, mental and emotional development. Layla had been sitting up for several months. Now at age one, she is crawling, standing and walking while holding onto furniture.

COMMENTS FROM AUDIENCE:

Representative Gwendolyn Clark-Reed reminded the Commissioners that she attended the Emergency meeting last week and at that time she made some comments about the issues at Broward Health and she was here again to reiterate those statements. Rep. Clark-Reed advised the Commissioners that during the past week she had attended several homeowners meetings within the District and she has also heard from other delegation member as well and they are quite concerned about what is happening at BH.

Rep. Clark-Reed has served on the Health and Human Services Committee in the House and the House subcommittee for Children and Families and Seniors all of which have a mission in protecting the health and welfare of the vital segment of this community. Many of the Commissioners know that over the years she has been quite involved with BH and have attended board meetings and meetings of the CRCs that serve the District. As one of those who support BH and its mission she is quite disturbed over the many comments that she is hearing throughout the community about the hospital district. Rep. Clark-Reed asked that the Commissioners continue to monitor what is going on and particularly what is happening with patient services and the care of the people-those who come to the hospital for services. She has also heard from someone in the community claiming that first responders are not very thrilled about going to BH and she finds that very disconcerting when BH is a trauma center. BH needs to be up to par in doing what is right. Rep. Clark-Reed reiterated what she said at the emergency meeting; whatever their internal conflicts are they need to get them resolved because it is hurting the hospital image and the community. She asked that her comments be placed on the record and that the Commissioners continue to move forward with whatever they need to do and do it quickly.

Mr. Tripoli related a story that he believes speaks to the heart of what is happening at Broward Health. Mr. Tripoli spoke about a family member who died recently and before her death she
spent time at both BHMC and BHN. She was very much loved and respected and known in the Community after 61 years of living here. Aunt Rita at age 91 decided to decline care and when friends and family knew that she had decided to let herself go, a great many people came to visit in both medical centers. Mr. Tripoli said that everyone who came to visit commented on how impressed they were with the level of care both with the quality and the compassion of the care that was provided to Aunt Rita. His message to the Commissioners is that is how you drive revenue and the way to drive admissions is through the quality of care that speaks for itself. In his Aunt’s case, there are now 2 or 3 dozen people who are out singing the praises of Broward Health. He urged the Commissioners to make sure that there will be enough resources to support clinical care because that is where BH will get the best return on investment rather than expensive advertising.

Mr. Tripoli complimented Mr. Sprada and his team at BHMC and Ms. Grant and her team at BHN. With regard to BHIP, his family members have utilized that facility and are very pleased with the care that they have received. Ms. Taylor is doing a fine job. BHCS is a bit too far for them to go from living on the Beach but as he reads the financial report and the operating reports in great detail, he sees that Mr. Grossman continues to put up strong numbers month after month which indicates good quality of care.

Mr. John de Groot said that the last few years he has been exploring the NBHD and that means he can read and understand their published financial report. He referred to a copy of some of his findings based on those financial reports.

The NBHD was created some 70 years ago and the Commissioners were appointed and were required to understand the district’s operational finances but not anymore and that is why the District finds itself in this position today. He feels that the Stark laws are still with BH and will probably come back to BH. He discussed physicians’ compensations being paid higher than other institutions and BH’s are still very lucrative. He feels that the culture that was here under Hamilton Foremen still exist today. Physicians and the people who bankroll the physicians are running this district. He has provided information to the Board which illustrates that but Commissioners do not seem to read the information. He also believes the culture cannot be fixed and there is no accountability to the taxpayers of Broward County. He is hopeful that the Inspector General will come to BH and have the ability and intelligence to diagnose the problems. He reported that the average physician salary in the southeastern U.S. is $269,000 a year; the average BH physician salary employed in the physician program is $458,000 a year and Ms. Barrett is renewing those contracts. This information is based on the District’s financial records. He said that he will be sending to the Governor’s office his report showing physicians salary comparing and contrasting from 2010 and the current compensation. He will also be sending this information to the Florida Attorney General. He said that even after paying the OIG fine, BH is still overpaying physicians. He feels that the doctors are in charge because they have the ability to hire lawyers to negotiate with Ms. Barrett. Mr. de Groot feels strongly that the District is still overcompensating physicians and he says he can back up all of his data with District data. The healthcare system is broken and it is broken by the healthcare insurance companies, congress and also by greed of healthcare providers and physicians.

Dr. Nicholas Tranakas said in difference to Mr. de Groot he does not think that BH’s physicians are being overpaid and feels that they are being underpaid for the quality of service they are providing. The events of the past several months have completely shaken this great system
called BH and has shaken it all the way down to the foundation and it is starting to crack. BH has a great physicians and staff in both talent and brain power and they need to stem that bleeding. His suggestion to the Board is to urge the Commission to meet in Town Hall meetings along with senior leadership at each of the respective medical centers to try and talk to the staff and get their input, hear their concerns directly because after hearing it second and third hand, it dilutes the message. He urged that they listen to the staff and doctors who are in the trenches taking care of the patients without any regard to whether they are going to get paid on not because their primary concern is the safety and concern of the patients. He said that the morale is at an all-time low and the commissioners need to start fixing that foundation before they can start inviting guests.

**APPROVAL OF MINUTES**

1. Request approval of the Minutes of the Special Meeting of the Board of Commissioners held on February 10, 2016.

It was moved by Commissioner VanHoose, seconded Commissioner Gustafson;

**THAT THE MINUTES OF THE SPECIAL MEETING OF THE BOARD OF COMMISSIONERS HELD ON FEBRUARY 10, 2016 BE APPROVED AS PRESENTED.**

**Discussion:**
Commissioner Canada said that she noticed that there was attendance by phone but they were unannounced—a Mr. Mike Matthews and two other members of Foley and Laughter. She asked why they were not announced as attending the Board meeting. Ms. Barrett said it was an oversight.

Commissioner Canada asked if they billed BH for their services and what was the purpose of them attending the meeting by phone. Ms. Barrett said so they did not incur the cost of them travelling to BH which has been a concern of the Commissioners. Ms. Barrett said she has not received the bill yet but they probably will be billing since they were attending on behalf of the district.

Commissioner Canada said what she would like since there seems to be quite a bit of outside counsel who attend these meetings and as a courtesy to the Commissioners could there be some sort of procedure set up so if there is outside counsel attending, on behalf of BH at any Board meeting, that they be introduced to the Commissioners. Since BH is paying the bill she would like to know who is attending so they can ask questions of them. Commissioner Canada asked Ms. Grant what she thought about that.

Ms. Grant said she thought that would be appropriate.

Commissioner Canada moved that any outside counsel present at a Board meeting either here physically or by phone on behalf of BH that they introduce themselves or that General Counsel introduce them so the Commissioners know that they are present. Seconded by Commissioner VanHoose.
Motion carried unanimously.

Ms. Barrett said for clarification that if a member of the public is an attorney who does work but is coming here today and not billing--they do not want to have a chilling effect on that.

Commissioner Canada said she is referring specifically to those who are here on behalf of BH and can it start today. Commissioner Canada asked if there was anyone in the audience here today who is outside counsel and representing BH can they introduce themselves. The following introduced themselves.

Mr. Mitchell Berger  
Myla Reisen—Foley Lardner  
Jodi Lawrence—she is not billing

Mr. de Groot had a question on the February 10 minutes. He questioned the Medicaid reimbursements. He said this is a point of order and he was speaking directly to the minutes. He asked that they look at their Medicaid reimbursements, current fiscal year vs. the previous fiscal year. Mr. deGroot was asked what page he was referring to.

Mr. Wallace said that there was no financial information provided at the February 10th meeting. It was a special meeting and Mr. Wallace was not even present.

Commissioner Ure commented that Mr. de Groot is referring to something that was not included in the February 10, 2016 minutes. Mr. de Groot said that he was referring to the last meeting where they approved the finances. Commissioner Ure said that they have not gotten to the February 24th meeting minutes.

Mr. de Groot said he reserves his right to discuss the minutes where they approve the budget.

At this time Chair Rodriguez asked if there was a motion to approve the minutes of the February 10, 2016 special meeting. There was a motion and a second.

Motion carried unanimously.

2. Request approval of the Minutes of the Regular Board of Commissioners’ meeting held on February 24, 2016.

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

THAT THE MINUTES OF THE REGULAR MEETING OF THE BOARD OF COMMISSIONERS HELD ON FEBRUARY 24, 2016 BE APPROVED AS PRESENTED.

Motion carried unanimously.
3. **BROWARD HEALTH IMPERIAL POINT**

Dr. Lewkowitz provided the following update:

- March continues with weekly Farmers Market- well received by physicians, employees and community member offering a seasonal farmer's market with fresh fruits, vegetables and other delicious food items.
- In March, BHIP sponsored a Senior Health Expo at the Broward Civic Center
- Dr. Gorbaty presented to the BHIP High Tea & Trivia meeting discussing urological issues.
- Dr. Kamerlink discussed pain management to the Imperial Point Community Relations Council
- In the month of March the Man Van was busy all over the county- Fort Lauderdale St. Patrick’s Day Parade, Deerfield Beach city employees for Health Screenings
- Dr. Lewkowitz invited the Commissioners and Ms. Grant to the BHIP Doctors’ Day Hawaiian Luau on Friday, April 1, 2016 from 11 a.m. to 1 p.m.

To briefly comment on Mr. de Groot’s handout, he is listed as having made $729,519. He assured the Commissioners and everyone present that no one paid him that much or anywhere near that amount. He felt it was scandalous of Mr. de Groot to be throwing out numbers before vetting the information.

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 Canada, seconded by Commissioner VanHoose:**

**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.

4. **BROWARD HEALTH CORAL SPRINGS**
Dr. Zingaro provided the following update:

- BHCS had a February Daisy Nurse Award winner, Vanessa Fairfield from Labor and Delivery. She was recognized by a family that wrote a very nice letter on behalf about her care.
- Reception was held on March 18th, to recognize Certified Nurses Day. BHCS now has 29 specialties represented and they have achieved a 13% increase in Board certified nurses over the last years.
- BHCS has been designated the Maternity Center of Excellence by Blue Cross.
- Dr. Zingaro thanked the Commissioners who attended the South Tower Groundbreaking ceremony that took place on March 15. The staff is really looking forward to their new addition which should be completed by March 2018.
- Annual Race for Women’s Wellness; half marathon held on March 25th, which supports Breast Cancer Screening. The money raised provides for free mammograms, ultrasound and biopsy for women in financial need. To date 2,000 women have been screened and 80 have been identified to have had breast cancer and have been treated by Broward Health. Over 200,000 have been raised so far through this race.
- Dr. Zingaro thanked the administration of BHCS for providing a nice reception today for Doctors’ Day. It was very well attended and thanked them for their support.

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 commented that everyone has signed the CIA paperwork.

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

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 provided the following update:
• BHNorth’s expansion with regard to the new operating rooms and emergency department is coming along very nice. There is a lot of positive talk among the physicians, medical staff and nursing. They are all eager to get into their new areas. September 2016 is the anticipated completion date.

• BH North provided a nice welcoming from administration and nursing staff from the hospital for Doctors’ Day and it was very well received by physicians.

Dr. Hoffberger said that physicians, nursing and everyone is providing such great care and they all have a vested interest in what is going on. Some of the staff is hearing too much and reading too much from the newspaper and are concerned. He feels there needs to be some kind of way for the Board to communicate with them somehow to keep the staff engaged. They are concerned about their jobs and pensions and are doing a wonderful job and need to be communicated to. He said all this rhetoric that is going on is taking away from the great work that the staff is doing and they do not want them to go to other hospitals because they have the best staff and they need to retain the best staff. Dr. Hoffberger suggested that maybe there could be some sort of task force to let them know that things will be getting better which might be good for the morale too.

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.

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

THAT THE BOARD OF COMMISSIONERS APPROVE THE RECOMMENDATIONS OF BROWARD HEALTH NORTH'S MEDICAL COUNCIL -- ITEMS 6 (A-E):

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

Motion carried unanimously.

Commissioner Canada commented about the initial engagement that Dr. Hoffberger is suggesting and suggested utilizing the Community Relations Councils since they all sit on one. She asked Dr. Hoffberger if that would be a good time for them to tie in meeting with staff. Dr. Hoffberger said that would be a great opportunity. Dr. Hoffberger said it is important to keep the message positive. The quality care is exceptional and they do not want to have that taken away from everything that is being done.

Chair Rodriguez said that under the leadership of Ms. Grant who is an exceptional leader, she is going to make a big difference in getting the right message out.
Dr. Yogel congratulated Commissioner Rodriguez on his new appointment as Chair. He said he has his support and the support of the medical staff. He also congratulated Ms. Grant who has reached out to him to talk about some of the issues particularly about contracts. It is his understanding that things are moving in the right direction. Dr. Yogel said he is going to try and be positive. He then referred to a comment that he made that was taken out of context so he will be a little more careful about how he says things in the future. However, Dr. Yogel said that in no way is patient care being threatened at BHMC, it is still number one. He said to prove that his own wife had surgery there this morning. He said that he wanted to express his appreciation for all the fine doctors and nurses at BHMC.

Dr. Yogel provided the following update:

- Florida Hospital Associated in a recent analysis BHMC will have no acquired physician penalty which could ultimately result in a penalty from CMS for Medicare reimbursement.
- Financially, BHMC closed February ahead of budget and March in moving in a positive direction also.
- BHMC is kicking-off an Employee Giving Campaign to match the funds of the Salah Foundation which is benefiting the Children’s Hospital.
- BHMC is improving the patient satisfaction scores in partially to nurse responsive and communication. He said that he is hearing from a lot of patients that they are very happy when they come to BHMC.
- BHMC held their annual medical staff elections and Dr. Yogel will be serving as Chief for another two years; Dr. Michael Morrison will be Vice Chief of Staff; and Dr. Sunil Kumar and Secretary/Treasurer; Dr. Neil Miransky new Chair of Family Medicine and Dr. Sasha Lazarus new Chairman of OB/GYN.
- Doctors’ Day Celebration at BHMC at 6:00 p.m., Dr. Yogel invited all of the Commissioners. The theme is “Islands”.

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.

It was moved by Commissioner Gustafson, seconded by Commissioner VanHoose.

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 Reappointments

Motion carried unanimously

CEO REPORT

Ms. Pauline Grant, Interim President/CEO said she would like to focus on the four immediate goals even though she agreed with everything that has been said about quality care. She would like to focus on providing high-quality care for BH’s community and later she will discuss how they will measure that and make sure that they can demonstrate to the community that is what BH is doing.

- Ms. Grant thanked the leadership team, who has gone above and beyond working on these contracts: Ms. Barrett, the CEOs, and the VPs at Corporate. The objective is to reduce the backlog within the legal and contract departments and reduce physician frustrations and meet the operational needs of the system. She will give specific numbers in terms of the contracts that they have finalized and what they will be doing in the next week or so.
- Put the focus back on all 8,000+ Care Warriors and the BH physicians who serve the patients every single day providing excellent health care. Ms. Grant has been here for over 32 years and she knows that everyone who works at BH is proud to work here. Right now there is a bump in the road but BH is going to get back to being proud.
- Rebuild trust with the Medical Staff through actions rather than words. Ms. Grant said that BH physicians work hard taking care of their patients and without them BH could not provide the quality care to its patients.

Specifics:
Ms. Grant said there has been a lot of discussion about contracts and how many contracts are outstanding. Ms. Grant said that Ms. Barrett and the Leadership Team as well as Contracts and Compliance, and all of the CEOs have been working on this. They established by medical center the number of outstanding contracts and which contracts need to be completed. That was done for each of the four medical centers. The CEOs also spoke with the FMV companies getting clarification so that they could understand what BH’s situation is so they can appropriately provide the FMV.

Numbers:
- As of today, BH has 155 physician contracts that are open that will expire by the end of May. Every physician has a contract to provide service; they might have an extension but the objective is to provide the physicians with one to two year contracts so they feel more comfortable. Ms. Barrett and her team have finalized a contract template with input from the CEOs and the operational staff to make sure that all the bases are covered. Ms. Barrett agreed that it had been done.
- Ms. Grant has an agreement from Contracts that over the next week or two they will be able to use that template to generate 101 contracts for the physicians. The other remaining contracts need FMVs to be done and some other documentation. Within 30 days all of the backlog will be taken care of.
Ms. Grant said that everyone is talking to one another and she just wanted to applaud the leadership team because then have done a great job. This is for the good of BH and the community. Once the backlog is completed there now is an appropriate process.

**Other accomplishments for the month of March.**

- Ms. Grant congratulated BHMC and BHCS who were recognized by Blue Cross as Maternity Centers of Excellence.
- Dr. Hoffberger brought up communication and Ms. Grant informed the Board that she will be sending out a Newsletter to all employees which is interactive so they can send comments back.
- At BH North, Ms. Grant walked around a lot and did a lot of Town Halls. Over the next month, working with Doris Peek and Daniella Aird (marketing) and Dionne Wong (human resources), Town Hall meetings will be scheduled at each of the medical centers. All shifts will be covered and Ms. Grant will be there to meet with all of the employees. Ms. Grant said that she likes to talk about finances because the employees are very concerned about BH’s finances and Mr. Art Wallace will also be joining her.
- Ms. Grant will be attending the annual medical staff meetings at all of the four hospitals as well as meeting with the Chiefs of Staff one-on-one and every month prior to the Board meeting the Chiefs will be meeting with Ms. Grant.

Ms. Grant touched on what Rep. Clark Reed reported that EMS does not want to come to BH hospitals. She said at BH North there was a staff member who went out to the stations and talked to the paramedics and the Chiefs and if there were issues they were addressed immediately. They found this to be very helpful.

Ms. Grant stated that the Commissioners have her commitment to keep focus on what is really important and that is BH providing care to the community. Ms. Grant said she will quantify the outcomes so she can show the Board how they have improved Customer Service and overall quality scores—making sure that it is quantifiable, measurable and it means something.

Ms. Grant said it is a privilege to be given this opportunity and she will do her very best.

**CFO REPORT**

Mr. Wallace said his report is basically a recap of what was discussed at the Finance Committee meeting last Wednesday:

- In relationship to budget, BH had the best month of the year so far. Loss from operations was $9.16 million but BH was projected to be in excess of $12 million---favorable to the budgeted target by $3.10 million due to strong volumes and much improved payer mix over what has been seen from the beginning of the year.
- YTD loss from operations $108.6 million unfavorable to budget by $8.07 million.
- Total Revenue over expense BH had a loss of $3.99 million unfavorable to budget by $4.06 million.
- Investment losses $5.14 million were below budget by $6.9 million.
- YTD deficiency $59.2 million unfavorable to budget by $51.3 million.

Current month:

Mr. Wallace said at the January meeting there was quite a lot of conversation regarding the Bond covenant and debt coverage ratio which at the time was running at .77. BH’s goal is 1.15 for the
Letters of Credit and 1.1 for Bonds. The month of February was so good it pushed the ratio up to 1.21 so it looks like BH has pierced the target that BH was going after. It is still right on the edge and BH needs to continue with what they accomplished in February throughout the remaining months to reach the goal.

Since the last Board meeting, BH has received its credit ratings from both Moody’s Investors Services and Standard and Poor’s. Moody’s hit BH quite hard with a credit rating decrease of 3 notches going from A2 to a BAAA2 retaining a negative outlook. Standard & Poor’s lowered BH but more along the lines that was anticipated – downgrading BH 1 notch from A to an A-

Mr. Wallace informed the Board that Ms. Grant sent out a nice newsletter yesterday to the employees with a section for them to comment and ask questions. Mr. Wallace also drafted a short newsletter to all of the employees yesterday as well and will continue doing it. Mr. Wallace said to answer some of the rumblings that were discussed by Dr. Hoffberger regarding employees concerned about their pensions; the next newsletter will let the employees now that their pensions are secure and that newsletters will be going out middle of next week. He and Ms. Wong will be working to make sure that every aspect, especially the regulatory aspect of how it is monitored and so forth and how BH’s submissions each year and funding levels need to be approved by the state. After that he will send something out regarding the credit rating.

Commissioner Ure said he knows that Mr. Wallace is wearing a lot of hats and he has spoken quite a bit with Mr. Wallace and has thanked him for the effort that he has put in. Mr. Wallace said he has a lot of support and he thanked Commissioner Ure for his help.

Commissioner Canada asked Ms. Grant about the Broward Health Foundation. The board gets to hear from all of the other facilities and it would be nice to get an update from the Foundation. She asked Ms. Grant if that was something that the Board could hear from as well. Ms. Grant said it would be a good idea and it will strengthen the communication and link it back to the community.

Commissioner Canada asked Mrs. Grant’s opinion regarding the PR firms that the District has. She said she is a little confused and wanted to know how many PR firms BH currently has and what are their roles. She was contacted by the Sun Sentinel the other day asking her if she was going to be using a PR firm to write an op-ed piece for her. It was suggested that another commissioner used a PR firm to write an op-ed and she was not sure if that was true or not but she asked if that was appropriate. With not having a Marketing Committee, she was not sure if this was appropriate. She also mentioned that there was talk about having a Marketing Committee but somehow it got dropped but maybe it should be discussed again.

Ms. Grant said it would be a good idea to re-establish the Marketing Committee. However, what she does know is that BH has a contract with Outside Eyes; Hill and Knowlton. She has not interacted with Hill Knowlton but she has interacted with Outside Eyes who have been very helpful with the Care Warrior campaign and establishing the entire continuum as well as helping crystalizing their thoughts. She was not sure about the later contract. Commissioner Canada said that is her concern and she believes they need to get a handle on this. Ms. Grant said that she would try and get some information on Hill and Knowlton and get back with Commissioner Canada but it would be a great idea to re-establish the Marketing Committee. She believes that the best marketing is what is given at the bedside. There are so many good stories to tell and BH needs to find a way to tell those stories so that the community understands and reinforces the good that is
being done by BH. Commissioner Canada agreed. The BH brand has been damaged and it is important to get the good word out there.

Commissioner Canada said she approved the Bylaws months ago for the Marketing Committee and gave it to Ms. Peck and she does not know where it is now.

Ms. Lynn Barrett said it was suspended by Dr. El Sanadi because there were questions about operations vs. not; however, before it was suspended they actually did begin drafting the amendment to the Bylaws. Commissioner Canada stated that Dr. El Sanadi asked her to Chair that group so she does not know why it was suspended.

Commissioner VanHoose said that she did not know what happened with the PR firm with commissioners or if it happened or did not happen but on the record, she did not believe that it is appropriate for any Commissioner to use a district PR firm for any of their own personal issues.

Mr. deGroot, a community resident, said he had a question about the financial report. Mr. deGroot said that when talking about month-to-month he was curious as to why Mr. Wallace choose not to discuss the fact that this time last fiscal year, BH had a surplus of $55.6 million and now during the current year BH has a loss of $59.2 million. Frankly, he wondered by the Commissioners who have the fiduciary and due diligence responsibility they did not pick up on this and ask about a swing of $103 million.

Mr. Wallace said he has done three presentations here during this fiscal year and Bob Martin did five before him and he does not believe that they did not discuss what some of the changes that have been occurring. He explained that there has been a dramatic swing in the payer mix compared to last year. Last year BH had an incremental infusion of health exchange revenue of $66 million and BH is not seeing that this year. To say that this has not been discussed is incorrect. The other factor is the investment income and that has been discussed at each and every meeting. BH has been through this before in 2009 with the subprime crisis and got through it. The portfolio is built to last over time and its built long time and BH has recovered before and they anticipate recovering again. BH’s investment returns since 1995 they have it close to 8% that’s pretty good. Looking at the pension portfolio and where BH is in their investments over the last five years, BH is the first percentile, they have a top percentile, and BH’s results are better than what the top percentile is ranked at over the past five years.

With regard to the Medicaid revenue, over the past 18 months the state has redesigned the Medicaid plan to try and get all of the Medicaid beneficiaries into managed care plans. Maybe they have been a little bit too successful as far as some of BH’s Medicaid business. If you look at the revenue it shows that it has declined which was anticipated. The business is going to BH’s PSN and to the other Medicaid managed care plan. The SFCCN, that BH is a half owner in, is providing excellent care and is performing at the financial ratios that it is supposed to be performing at as well as providing good continuity of care because most of the people that BH took on when it went to a total risk system are the same patients that BH has had over an extended period of time and nobody is not getting the care that they need.

Commissioner Ure also added that last fiscal year was the best year that BH has ever had. Now BH is seeing an unwinding of that performance in large part to the dislocations with respect to healthcare exchanges, managed care programs and the movement of the patient population through
those different payer mixes. This is not something that has not been discussed with a great deal of
detail.

Mr. Wallace said that March looks very good as well through the statistics that he received
yesterday.

Mr. Wallace said he is now the Board member for the SFCCN and they have a nice presentation
that they would like to give the BH Board which would be only take about 10 minutes or less. He
would like to invite Mr. John Benz from the PSN to come to the April 27th Board meeting and
show what has been accomplished both from quality and financial standpoints.

Commissioners all agreed and asked Mr. Wallace to invite Mr. Benz to the April 27th Board
meeting.

CHIEF INTERNAL AUDITOR REPORT

Ms. Vinnette Hall has been working on the IG investigation and the investigation being conducted
by the Berger Singerman firm. The inventory counts are going on by the external firm and her staff
has been participating in validating some of their counts.

The Audit department is now getting ready to do the annual risk assessment and prepare the audit
plan for the coming fiscal year. Hopefully, they can get some of these investigations behind them so
that they can concentrate on moving forward.

GENERAL COUNSEL REPORT:

Ms. Barrett said following up on Ms. Grant’s discussion on the contract process, they are very
excited to roll out the new form agreement. It has been several months that they have been working
on analyzing the arrangements and figuring out the best way to capture the continuity of care from
when a patient walks in the ED through follow up care. They have reviewed OIG advisory
opinions to put safeguards in and the operational team has been very helpful in providing comments
and suggestions to improve. It is now done and the FMV report for a number of the specialties
when they did extensions in the past were done contemporaneous to ensure that payments to
physicians are independently validated to as being commercially reasonable and consistent with fair
market value and it also includes the CIA language. They are very happy with the rolling out of this
agreement and they will not have to do extensions.

Ms. Barrett said she discussed with Drs. Yogel and Hoffberger an increased presents of legal in
their hospitals to talk about any questions that come up on the contract-not to negotiate in a forum
but maybe discuss what is the FMV process; how does it works and to open dialogue between any
of the CEOs that want to speak to the appraisers directly. Some time they can convey information
that legal cannot and the appraisers find important in determining the range of FMV and the
whether the arrangements are commercially reasonable.
Ms. Barrett informed the Commissioners that the lease template for timeshares and leases have been completed. All of those will be going out and all of the FMVs are done. Sixty-five percent of the open contracts for the facilities will be attended to by this new form agreement which took some time and 100% of the open leases will be addressed by the new form and the new FMV.

Commissioner Gustafson asked about the employment agreements. Ms. Barrett said that the employment agreements were completed and the first two of the physicians that were the subject of a number of discussions Drs. Herskowitz and Zachariah those agreements were signed in December and so far there have been no issues with additional physicians. However, there is one additional physician that signed, and they are waiting to validate it through the process and will be brought to the Board for information. They have not had any problems on the employment agreements since the end of last year.

Commissioner Gustafson asked if they had been standardized. Ms. Barrett said no. They standardize the maximum because it is a sliding scale. She explained that they have ranges for what percentage is subject to compliance and quality standards and it has been working fine. She said that the only thing that varies besides the productivity targets are the quality measures which are determined by the CMO, Dr. Westphal in conjunction with Physician Services.

In addition, Ms. Barrett asked for a motion to hold a Shade Session for pending litigation.

It was moved by Ure, seconded by Commissioner VanHoose that the Board approve holding a Shade Session for two pending litigation matters immediately following the April 27th, 2016 Board of Commissioners meeting.

Motion passed unanimously.

COMMITTEE ASSIGNMENTS:

Chair Rodriguez said they have no control about certain things so right now he is going to fill a couple of spots so that this organization can continue to operate.

Chair Rodriguez nominated Christopher Ure, Chair and Sheela VanHoose and Chair Rodriguez will also be on the committee; thereby, giving the Committee full membership except for one outside member.

Commissioner Canada said that Commissioner Canada mentioned this before. It might not be a bad idea for all of the Commissioners to sit on the Audit Committee. It was noted that the Secretary/Treasurer is not permitted to sit on the Audit Committee according to the Bylaws.

It was moved by Commissioner Ure, seconded by Commissioner VanHoose that the Board of Commissioners ratifies the appointments to the Audit Committee.

Motion carried unanimously.
COMMITTEE REPORTS:

HR Committee

Commissioner Christopher Ure stated that all the Commissioners have received copies of the minutes for March 7, 2016 and March 21, 2016 Human Resources Committee meetings. Commissioner Ure then provided the following Summary:

Commissioner Ure informed the Board that the HR committee has been very busy. They have met several times primarily identifying and evaluating some national search firms to represent BH in identifying a new CEO. He said it was particularly fruitful especially after seeing the presentation from the two firms. He thanked everyone who participated. This item is on the Consent agenda for Board approval. Commissioner Ure informed the Board that the other item that was brought up, which was also brought up by Dr. Hoffberger today, was related to staff morale. The HR Committee was trying to identify either an existing recognition program or some type of way that they can be engaged as a Board in assisting with getting that message out and changing the dialogue even if it is only for a brief moment back on to what is really special about BH. Ms. Wong has been very helpful and he is confident that they will come up and identify some opportunities. Unfortunately what is happening is not what they want on the front page of the newspapers. BH needs to have great stories like Layla and Mr. Tripoli’s.

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

That the Board of Commissioners approve the minutes of the HR Committee meetings held on March 7, 2016 and March 21, 2016 as presented.

Motion carried unanimously.

Finance Committee

Commissioner Maureen Canada stated that all the Commissioners have received copies of the March 23, 2016 Finance Committee minutes and asked for approval. Mr. Wallace presented the financials and the committee recommended funding the purchase of the Siemens Imaging Matrix for BHCS as place on Consent. They also improved the waiving of the bidding requirement due to standardization for the Toshiba System for BHIP.

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

That the Board of Commissioners approve the minutes of the Finance Committee meeting held on March 23, 2016 as presented.

Motion carried unanimously.

Legal Affairs Committee

Commissioner VanHoose stated that all the Commissioners have received copies of the March 23, 2016 Legal Affairs Committee minutes and asked for approval. She said there were no actionable
items on the Legal Affairs Committee. The meeting was more of an update to create the processes for Board policies; start a conversation on Board policy regarding lobbying; review of legal oversight of public boards setting processes and expectations coming out of the General Counsel’s office and out of their legal processes. She said that this is something that has not been done and when BH brought in-house counsel, this Board never had this conversation which they began last week. Commissioner Van Hoose indicated that this conversation will continue and the Board members are all getting some research and feedback over the next month before they meet again in April. She encouraged anyone who has feedback on those processes to please be a part of the dialogue and conversation. Finally, they reviewed some legal expenses and asked that moving forward at each Legal Review meeting they will review legal expenses as a Board. In addition an update of the legislative session from 2016 Session was provided by Ms. Charlotte Mather.

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

That the Board of Commissioners approve the minutes of the Legal Affairs Committee meeting held on March 23, 2016 as presented.

Motion carried unanimously.

CONSENT AGENDA

Chair Rodriguez asked if there were any items listed on the Consent Agenda that needed to be pulled for further discussion. Chair Ure asked that Item 11 be removed from the Consent agenda; Commissioner VanHoose pulled Item 9; Commissioner Canada asked that Items 12 and 13 be pulled for further discussion.

Commissioner Canada said that she remembered the motion for items 12 and 13, to be that when the Board becomes a full 7 member board, there will be a re-vote. Should that not be added? Board Secretary informed the Board that it will be added in the minutes.

The Chair asked for a motion to approve Items 7, 8 and 10 as listed on the Consent agenda.


8. Approval to authorize the Acting President/CEO to approve the description change of Capital Line Item 16CS1805 to fund the purchase of the Siemens Total Imaging Matrix (TIM) upgrade through the Group Purchasing Organization (MedAssets), in accordance with Section 24 (1)(d) of the North Broward Hospital District Charter, for Broward Health Coral Springs, at a cost of $440,000.

9. Approval of Berger Singerman Engagement Letter (PULLED)

10. Recommendation by the HR Committee March 21, 2016 to the Board for the selection of Diversified Search for the Broward Health CEO Search
11. Recommendation by the HR Committee March 21, 2016 to the Board that the Broward Health Foundation CEO search be put on hold until the Health System CEO is selected. Traci Shur current Foundation Director, will act as Interim CEO, and Dennis Stefanacci will serve as consultant until the new Foundation CEO is identified. **(Removed from Agenda by Commissioner Ure)**.

12. Ratification of Commissioner Rocky Rodriguez as Board Chairman **(PULLED)**

13. Ratification of Commissioner Christopher Ure as Board Vice Chair **(PULLED)**

*It was moved by Commissioner Canada, and seconded by Commissioner Gustafson,*

**THAT THE BOARD OF COMMISSIONERS APPROVE ITEMS 7, 8 AND 10 AS LISTED ON THE CONSENT AGENDA.**

Motion carried unanimously.

**DISCUSSION AGENDA**

14. Approval to waive the bidding requirement due to Standardization or Sole Source and authorize the Acting President/CEO to purchase the Toshiba System in the amount of $750,000 plus a service agreement of $304,550 for a total of $1,054,550 for the Department of Radiology in accordance with Resolution No. 16-3-30-01.

Ms. Taylor stated that this item have been recommended for approval at the Finance Committee; therefore, Ms. Taylor read the Resolution into the record. Following the reading of the Resolution,

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

**THAT THE BOARD OF COMMISSIONERS APPROVE RESOLUTION NO. 16-3-30-01 WAIVING THE BIDDING REQUIREMENT DUE TO STANDARDIZATION OR SOLE SOURCE AND AUTHORIZE THE ACTING PRESIDENT/CEO TO PURCHASE THE TOSHIBA SYSTEM IN THE AMOUNT OF $750,000 PLUS A SERVICE AGREEMENT OF $304,550 FOR A TOTAL OF $1,054,550 FOR THE DEPARTMENT OF RADIOLOGY.**

Motion carried unanimously.

15. Ratification of District’s Risk Managers and Designees

Alumine Bellone stated to ensure compliance with all statutory requirements and administrative regulations, the General Counsel’s office, along with Risk and Insurance Department is recommending that the District’s Board of Commissioners take formal action to ratify the appointment of all individuals currently serving as the District’s Risk Managers and Designees.
It was moved by Commissioner Gustafson, seconded by Commissioner Canada,

THAT THE BOARD OF COMMISSIONERS RATIFIES THE DISTRICT’S RISK MANAGERS AND DESIGNEES

Motion carried unanimously.

ITEMS REMOVED FROM CONSENT:

9. Approval of Berger Singerman Engagement Letter

Commissioner VanHoose said that she wanted to give Mr. Berger the opportunity to speak to the report that he provided to the Board.

Mr. Mitchell Berger of Berger Singerman said that he would be their best witness to say that this Board is an independent Board that does not interfere with staff. The board may not always see eye-to-eye but to say that any of the Commissioners interfere with what the staff is doing in an operational way is incorrect.

Mr. Berger said he was called upon when Mr. Black accused Ms. Lynn Barrett of interfering with and obstructing justice. At the same time the Inspector General (IG) of the State of Florida sent a letter asking to start what is being confused as an investigation when it is only a review. Mr. Berger stated, as he has said before, that someone needs to go up and meet with the IG either in Tallahassee or Fort Lauderdale and say that BH is more than happy to discuss a review about how the Board operates with management; however, they do not understand why she is looking into the way the District operates. According to Mr. Berger that is not the IGs job. Her job is to determine how the Board interacts with the District and not how the District operates.

Mr. Berger then reviewed the report in detail. Highlights of the report:

- Wayne Black internal investigation. The board acted to not oppose Mr. Black getting his termination letter. Mr. Black was hired outside the province of the Board and the Audit committee. He is hopeful that the new Audit Committee will institute appropriate procedures and back staff of these types of things.

- The only new information concerns follow up interviews with Ms. Doris Peek which clears up a report from Lynn Barrett that Brian Bravo was destroying paper documents that led to the incident last September. Wayne Black has confirmed that he did not think that Ms. Peek and Mr. Montmann could not be trusted. He said that they had tried to contact the FBI to see if they were overseeing Mr. Black’s activities and the FBI has refused to communicate with them on that point.

- The G4S Secure Solutions Contract which was part of the stories is still BH’s security contract because the RFP was pulled.

- There is a lot of new information on the Zimmerman Contract. It is fair to say as a summary, that the Board while certainly being approached by Mr. LaMarca on behalf of Zimmerman did not interfere when the contract was being developed. It is fair to say that Dr. El Sanadi did not follow the direction of his staff in this
regard. In speaking with staff none of them have said that any of the Commissioners interfered in what they were doing.

- 7B has some additional items slightly different from the Letter last night that is JDH Healthcare Partners. In this letter the hiring of Dr. Zachariah is covered and none of the Board members interfered in those issues. Dr. El Sanadi wanted this to be confidential so he used the BHIP to onboard Dr. Zachariah. There is some confusion but nothing that the Board was involved with.
- The MedAsset issue—there was an attempt to authorize to non-district purchasers account and Mr. Hootchins prevented it.
- The Abilene issues—it appears that BH was not dealing directly with some manufacturer for janitorial and surgical gloves supplies and there were some intermediaries in that and none of the Board members were involved.
- None of the Board members were involved in the Michael Pelacc termination; or with the Salsa Technologies; or JHD healthcare.
- They did not look into was the Investment Opinion and Investment Policy concerns.
- Tried to speak with Mr. Martin after getting permission from Ms. Barrett to advise him that his confidentially provision would not be impacted by that but they were unable to speak to Mr. Martin about the termination issue.

Mr. Berger said that while they have honored the direction of the Board, they have not further interacted with the IG; however, they have written to Ms. Hall with respect to the last IGs very broad letter asking for quote-on-quote information which is not information in legalese. It is a very broad request which is undefined. Mr. Berger urged the Board to please meet with the IG and let her know that BH is happy to be an open book and help her but a management review requires BH to sit down with her and understand the nature and scope of that review.

Commissioner Gustafson asked if Mr. Berger’s report was sent to the Governor’s office. Mr. Berger said that he did not.

Commissioner Gustafson said he read the report and it covers all of the bases. It is apparent that there needs to be another attempt of someone meeting with the IG and maybe forward a copy of Mr. Berger’s report.

Commissioner Ure said that the confusion came when the Board suggested that the Chair of Audit and the Internal Auditor represent the District in Tallahassee. Commissioner Ure asked Mr. Berger if he has any reason to believe that the IG would lead to a different conclusion than he has reached. Mr. Berger said on the 15 items that they reviewed with the caveats noted he has no reason to believe that anyone would reach a different conclusion and has no reason to believe that this Board is implicated in interfering with the way the staff responds to the Board.

Commissioner Ure said he just wanted to confirm based on his review and summary that was provided that there is not a concern out there. Mr. Berger said not about the Board. Commissioner Ure commented on one of the items pointed out by Mr. Berger regarding Mr. Black’s recommendation to Dr. El Sanadi to pull the RFP process for the security services contract. Commissioner Ure asked if that was Mr. Black saying that or some else. Mr.
Berger said it was Mr. Black’s recommendation to pull the RFP because he thought it could be flawed.

Commissioner Canada thanked Mr. Berger and his team for putting the report together. It has really brought to light many areas where they were left in the dark. She asked why Mr. Berger suggested that someone should go to Tallahassee but not with him. Mr. Berger said that it is clear that when you become the issue, the best thing is to remove yourself from being the issue. He is a professional and puts the interest of his client before his own. She asked if he believes that they should go with counsel. He replied that he does and he hopes that they do.

Commissioner Canada said she believes that they still need counsel. BH is still under review and there are still letters coming and requesting information from the Chief Internal Auditor who needs assistance and he staff needs assistance.

Commissioner Canada commented that she wished there was more support coming from her fellow board members. If the situations was reversed and any other Commissioner got removed, her fellow board members would stand up and say, that person gave a lot to this system and that person I worked with hand-in-hand for how years, selfishly and that has not happened and it is sad. The Board is looking at the IG who she believes is not under her rights to do what she has done and the Board has backed off. She said that they have not fought the good fight or stood up for their fellow board members. She has never run her business out of fear and she will not run this system as a board member out of fear.

Commissioner Gustafson said maybe they need someone who is more favorably seen in Tallahassee to go and meet with the IG. Commissioner Gustafson said that he would support keeping Mr. Berger on for a period of time. Mr. Berger said he would be behind the scenes but he should not go up Tallahassee but recommended that they go with counsel.

Commissioner Canada feels that the Board should determine who should go up to Tallahassee and then who the new legal counsel would be to replace Mr. Berger. Commissioner Canada asked if it would be appropriate for Mr. Berger to make a list of five attorneys that he thought would be appropriate to represent them. Mr. Berger suggested five attorneys.

Mr. Berger stated that his staff worked around the clock to clear this Board because they knew how important it was that you as the leading authority to this District under these circumstances get as clean a bill of health so that you could to move forward.

Commissioner Canada asked Ms. Hall if she still thought it was necessary to have outside legal counsel or has her opinion changed or is it status quo. Ms. Hall replied status quo.

Commissioner VanHoose thanked Mr. Berger and his entire firm and has certainly seen the level of professionalism from his firm. She also appreciates the level of professionalism today in some of the comments made by Mr. Berger. Commissioner VanHoose said she was never supportive of bringing his firm on because she never felt that there needed to be a barrier between the Board and the review. However, she does understand Ms. Hall’s concern of having independent legal counsel as well as the Sun Sentinel’s op-ed this week.
with showed the community out poor of what they are seeing on the outside. The original intent of what they were hearing from the Board and why they wanted to bring on a special counsel particularly Mr. Berger’s firm was because of the allegations at the time of its General Counsel which has been cleared through Mr. Berger’s work...

Commissioner VanHoosé said given all of that, she would be in favor of terminating BH’s contract with Mr. Berger. However, if it is the desire of this Board to engage outside independent special counsel, then she wants to go back what she said previously. 1) that this Board’s policies allow that this Board can hire special counsel outside of the General Counsel’s office. Commissioner VanHoosé said that she is going to place this item on the April Legal Affairs agenda. If the Board wants to hire special counsel then they should be allowed to do that but she wanted to make sure that they were not setting a precedent of breaking their own rules; 2) amend Board policy; 3) establish a process for some type of process for deciding truly independent legal counsel vs. Mr. Berger supplying names vs. each Commissioner supplying names which is not appropriate when selecting an outside independent counsel; and 3) set requirements of what is expected from the firm such as not having done business with the District since 2012; does not have a contract with BH; having someone who has served as a former Assistant State Attorney which brings a level of credibility that should be included when looking for independent outside special counsel; and 4) setting parameters and expectations which they did after the Berger Singerman firm was retained from the Audit Committee and the Board but they should be there for legal advice. Ms. Hall is the liaison between the Board and the IG and if this Board does choose to have outside independent legal counsel then they are there for legal advice and they do not become the liaison which is important for this process.

Ultimately, regarding the interviewing of Commissioner LaMarca as mentioned by Mr. Berger, Commissioner VanHoosé felt it is really important as a public hospital system that they are not expending public dollars to investigate county commissioners.

Commissioner Ure said he has been very consistent with this from day one about the interaction with the IG having that buffer. He does know whether or not that is an issue until they try to find out. He said he was more than happy to go up and meet with the IG as a representative of the Board and if Ms. Hall is uncomfortable doing that without counsel, he is happy to go by himself. He would agree without question putting some boundaries on this review and trying to do so in a way that is efficient. He would like to give it a try without outside independent special counsel as a buffer. If he comes back and says that was not going to be helpful he would be happy to review his position that he has had since day one.

Commissioner Ure stated that with regard to KPMG, BH has not yet seen their additional scope of services that they are going to need in order to sign off on the financial statements. His assumption is that they are going to want to see not only this report but supporting documents, notes, interviews. Mr. Berger said that these are things that BH needs to work through with KPMG. Mr. Berger said that the Board should feel comfortable that his firm found that none of them did anything that violates the Attorney General’s opinion as to what Board oversight is about and that is the only thing that the IG’s review can only be about. The IG does not have the ability to look into the agency only the governor’s appointees. Mr. Berger said it is very important that there needs to be a mutual understanding and review
under the statute of the inspection, evaluation or review scope objectives, findings and conclusions with the entity being reviewed. BH can always challenge whatever it is that the IG is asking to review should it not fall under her responsibilities.

Commissioner Ure said that he believes that they are at the least where a different tactic would be helpful.

Commissioner Canada said she appreciates Commissioner Ure volunteering to go up and meet with the IG but before that is decided she would like to hear from Ms. Hall who is the liaison for this IG review. She would like to hear what she would like to do and what she feels she needs.

Ms. Vinnette Hall said that she does have the professional competence in dealing with the IG and the legal opinion of what their scope and what the IG’s legal authority. From her position, she made it clear from the beginning that she did require special independent counsel in that regard. If Commissioner Ure would like to go up and meet with the IG and they feel they have the appropriate knowledge to deal with that scope then it is up to the Board.

Commissioner Canada asked Ms. Hall if she felt comfortable allowing a Commissioner to go up and speak to the IG without her. Ms. Hall said she did not believe she could allow a Commissioner to do anything. Commissioner Canada told Ms. Hall that she is the point person so her opinion is important. Ms. Hall said she is the designated point person which might have upset some of the Commissioners before and that appointment has been an issue to some then maybe the liaison needs to be changed also.

Commissioner VanHoose said that she would support Commissioner Ure going to meet with the IG since Chairman Rodriguez has named him Chair of the Audit committee. Commissioner Ure’s personal preference is to do face-to-face whether in Tallahassee or Fort Lauderdale. He would prefer to work around the IG’s schedule so he will figure out a way to make himself available. He is not going up to give information or anything other than to focus on this review and assist Ms. Hall and her team in being able to be responsive. If he is unable to accomplish this then he will come back and then the Board can determine how to proceed from that point.

Commissioner VanHoose moved to separate BH from the services of Berger Singerman Law Firm in regard to the OIG review and other investigation with payment for work completed being executed. Seconded by Commissioner Ure.

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Motion carried 4-1
12. Ratification of Commissioner Rocky Rodriguez as Board Chairman

13. Ratification of Commissioner Christopher Ure as Board Vice Chair

Commissioner Canada said that she pulled items 12 and 13 from the Consent agenda not because she has anything personal against Commissioners’ Rodriguez or Ure. She pulled them because it is her firm belief that the Board still has two more board members that have been suspended and not terminated. She believes that they have an acting Chair Commissioner Rodriguez and these elections were not necessary and they should not have taken place to begin with.

Ms. Barrett informed the Board that as a result of the suspension pursuant to Florida Law 1251 and Executive Order the suspension created a temporary vacancy in this process during the time of the suspension and it is clear from the Executive Order as well as the statute. The District Bylaws state that officers’ vacancies may be filled by the Board at any regular or special meeting called for that purpose. The authority to fill a vacancy as the motion was made is consistent with the law and the District’s bylaws.

Commissioner Canada said that she still stands by her point and she does not agree.

Commissioner Ure said that they do need to address the limitation of that motion to once there is a 7 member seated Board, the Board will then revisit these appointments.

It was moved by Commissioner VanHoose that the Board ratify Commissioner Rocky Rodriguez as Chairman and Commissioner Christopher Ure as Vice Chair; when a 7 member Board is seated, the Board will revisit these appointments. Seconded by Commissioner Gustafson.

Roll Call vote:

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<td>Commissioner Canada</td>
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Motion carried 4-1

COMMENTS FROM COMMISSIONERS:

Commissioner Gustafson commented on an op-ed written by Commissioner Ure that was feathered in the Sun Sentinel. He said he noticed that BH hired a PR firm and Commissioner Ure contacted that firm to produce an article. Commissioner Gustafson commented that the Board has never had a PR person for the benefit of the Board members. Apparently, he said that Commissioner Ure had a State Senator take the position that BH did not need anything. Commissioner Gustafson asked Commissioner Ure who was the State Senator.
Commissioner Ure said he chose not to disclose that person and if he or she wanted to make that known it would be their prerogative but he did reference them and he also referenced that person at a Board meeting. Commissioner Gustafson said he was irked at the whole idea that Commissioners use a PR firm. He asked Commissioner Ure if he was going to pay the PR firm. Commissioner Ure explained that this was something that he felt very strongly about; otherwise, he would not have done it. He said he really did not know what the procedure was and that was the conduit suggested to send that in. He did not hire the PR firm, they do not work for him and they do not do anything for him, it was simply the manner in which it was sent. He said he wanted to be clear on that because he had nothing to do with the engagement of that firm.

Commissioner Canada said that information is not what was transpired to her and she asked if it would be appropriate for Ms. Rosemary O’Hara to express what she told the Commissioner. Ms. O’Hara said that she stands by what she wrote and the way that the information was presented to her is how she wrote it the newspaper. What was in the newspaper is what was conveyed to her by the PR firm in Tallahassee.

Commissioner VanHoose thanked everyone for being so patient with them over the last couple of months and thanked them for being here. She wished the doctors a Happy Doctors’ Day. She commented that she was happy to see that Ms. Grant is following her on Twitter. She also appreciates the presentation that Ms. Grant gave today showing that her focus is on healthcare and patient satisfaction because that is so important. Commissioner VanHoose read the article in the Sun Sentinel where Ms. Grant was interviewed and made the comment that she wanted to focus on things that she can control. Commissioner VanHoose said that is where she was last week. It is important that BH focus on the things that the Board can control and as a system policy setting being one of them, improving quality and patient and staff satisfaction. They should be working with their Interim CEO to stabilize and refocus the District’s priorities and financials. At the same time this Board has a big job to do with the Search firm in finding a permanent CEO. That process is lengthy and will probably go until the end of the year. There is a lot of work to do but to borrow Ms. Grant’s words “focus on what you can control”. It has been a bumpy couple of months and she appreciates everyone’s patience, conversation, dialogue and feedback which is the most important part of this process.

**NEXT REGULAR BOARD MEETING** The next regularly scheduled Board of Commissioners’ meeting will be held on April 27, 2016 at 4:00 p.m. in the Corporate Office, 1700 NW 49 Street, Spectrum Complex, Fort Lauderdale, Florida.

Meeting adjourned at 7:15 p.m.  
"Respectfully submitted,
Commissioner Maureen Canada,
Secretary/Treasurer"

**BY:** Maryanne Wing

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