

**NORTH BROWARD HOSPITAL DISTRICT  
BOARD OF COMMISSIONERS'  
REGULAR MEETING  
Broward Health North  
Conference Center  
September 28, 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. on September 28, 2016 at Broward Health North, Conference Center, 201 East Sample Road, Deerfield Beach, 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 4:10 p.m.

**ROLL CALL**

*Commissioners:*

Present:       Commissioner Rocky Rodriguez – Chair  
                  Commissioner Christopher Ure – Vice Chair  
                  Commissioner Maureen Canada- Secretary/Treasurer  
                  Commissioner Sheela VanHoose– Board Member  
                  Commissioner Linda Robison– Board Member arrived at 4:20 p.m.

The Pledge of Allegiance was led by Commissioner Maureen Canada

**CHILDREN'S DIAGNOSTIC AND TREATMENT CENTER AMBASSADOR  
CHAMPION—CDTC-- Tony Vitielo**

Tony Vitielo said “it was an honor to be here today.” Tony is a vibrant and intelligent 18 year old teenager who has been coming to CDTC since he was 2 weeks old and has a diagnosis of Cerebral Palsy and hearing loss. Despite having chronic hip pain, Tony is ambulatory, has a great sense of humor and does well in school and is very goal-oriented. When he was 12 years old, he wanted more than anything to be able to ride a bicycle but his issues with coordination made that difficult. He received a donation of a three-wheeler bicycle through CDTC and he persevered until he could ride it.

Tony was enrolled in the TAFT program when he was 17 and has been in the program for a little over a year. During his time with TAFT, he graduated with his GED from Nova High School and has discussed with his Care Coordinator that he would like to enroll at Broward College Central seeking his Associates Degree and a certification in clerical/secretarial work. More

recently, Tony wanted to find summer employment. He told his TAFT Care Coordinator that one of the greatest challenges of having a disability is the difficulty in finding a job. He expressed concern not only for himself, but for others that have more physical and mental limitations that he does and who are often overlooked during job searches. After making several calls, his TAFT Care Coordinator found a new summer job program opportunity at the Boys and Girls Club. Tony excelled in his interview and was hired. He loves his new job.

Tony is grateful to his mother and the staff at CDTC for supporting and helping him throughout his life. In discussions with his Care Coordinator, he also stressed how important he felt it was for teens, like himself, to learn about their medical issues because the ultimate goal is for them to become more independent. Tony acknowledged that his physical limitations do cause tremendous pain and discomfort and that it is often hard to dress himself and drive; however, he feels like he “owes it” to everyone who has believed in him. When asked what advice he would give to teens with medical complexities, Tony said, “I would tell them to sign up for the TAFT program.”

**RECOGNITION OF THE DAISY AWARDEES:** The following nurses were the recipient of the Daisy Award.

Vellin Farquharson	Emergency Department	Bettiann Ruditz - BHN
Anita Brooks	4 West-Medical Oncology	Kimberley Jutras Graham - BHCS
Keisha Sewell	4 North-Surgical-Ortho	Kimberley Jutras Graham - BHCS
Neil Estoque	CVICU	Robyn Farrington - BHMC
Claudia Wenger	Case Management	Tom Kester - BHIP

**COMMENTS FROM AUDIENCE:**

State Representative Gwendolyn Clark-Reed, who represents House District 92 and Chair of the Broward Legislative Delegation, informed the Board that although her time in office is getting short, she is still going to be very involved in Broward County and the communities that she represents. As a taxpayer, she is quite disturbed by the inability of the Board to get their internal structure together because everything seems to be getting worse. Representative Clark-Reed questioned the bullying atmosphere that is happening at the District. She cannot understand why this Board feels that an auditor that is hired would not follow the regulations that are required of them to do an audit. Whatever has happened cannot be erased and she feels that the only thing that this Board can do is fix it. This is a public hospital and what she sees is that this hospital is leaning more towards being taken over by private industry. Representative Clark-Reed commented that this community needs the District to remain a public hospital and this District needs to meet the needs of this community.

Representative Clark-Reed stated that when the Commissioners took their oath it was to protect the people who need the services that are provided by this hospital system. She is hoping that the next time she comes before the Board she can truly say “job well done.”

Senator-elect Perry Thurston has worked with Representative Clark-Reed over the past 8 to 10 years monitoring what is going on at the District. He feels that there are some remarkable things that are going on at the District and this community needs these services that are provided by the hospital system. This District needs to remain a public hospital and they are monitoring what is going on. This community does not want to think that there is something underhanded going on with this Board. He feels this Board wants to lead the District in the right direction. Senator-

elect Thurston expressed concern over the auditing issue. He feels that when accountants walk away because they are saying that their hands are being tied, there is fear of retaliation, there is no transparency and they are being asked not to comply with standard government accounting requirements, is another problem. Senator-elect Thurston would like to know who is being considered to do the District's audit and what the time frame is because the public needs to know. He asked this Board to get things in order because this District is very important to the community which it serves and they would like to see it deliver those services as a public institution for the next 70 years.

John de Groot is a taxpayer, a former Pulitzer winning journalist and after retiring from the Sun Sentinel he became head of special projects and investigations for the Florida Attorney General's office. Since retiring, he has devoted most of his time exploring the many arcane problems that exist in the North Broward Hospital District particularly when it comes to accountability on the part of the Board. He feels that the District has slashed Medicaid funding for low income patients and reduced tax funded care for uninsured patients and the new budget is cutting support for those people most in need even further and that is concerning. He also believes that this Board feels it has no accountability to anyone.

Vincente Thrower, resident of Pompano Beach, informed the Board that the NW community and this County are concerned about their actions. When they read some of these things in the newspaper, it is concerning to their community. He asked if the Board understood that the NW and the minority communities are watching and listening to everything this Board does and the Governor appointed them to represent the community. Mr. Thrower commented that they fought privatization before and they will do it again. This community needs this District to remain a public hospital and privatization will not happen in Broward County

Terry Scott indicated that it is disheartening to hear and read what they have read in the newspaper. The community knows that they have a Governor who is not entrenched as he should be in communities. Mr. Scott informed the Board that these communities have been the stockholders of these facilities such as BH North. He is a born resident of Deerfield Beach and his family holds 103 years in this city. He has watched the development of North Broward and it is disheartening to know that there might be a day that they will not be able to come here and that is the saddest thing. He feels that the Board has not come to the NW community to learn the essence of their heart that if this system goes private, what will they have? He asked that the Commissioners examine their hearts and see if they have the heart to serve this community and the other communities that this District serves.

### **APPROVAL OF MINUTES**

1. Request approval of the Minutes of the Regular Meeting of the Board of Commissioners held August 31, 2016.

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

**THAT THE MINUTES OF THE REGULAR MEETING OF THE BOARD OF COMMISSIONERS HELD ON AUGUST 31, 2016 BE APPROVED AS PRESENTED.**

**Motion carried unanimously.**

2. Request approval of the minutes for the Special Board meeting held on September 7, 2016.

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

**THAT THE BOARD OF COMMISSIONERS APPROVE THE MINUTES OF THE SPECIAL BOARD MEETING HELD ON SEPTEMBER 7, 2016 AS PRESENTED.**

**Motion carried unanimously.**

3. Request approval of the minutes of the Special Board meeting held on September 14, 2016.

**It was moved by Commissioner Robison, seconded by Commissioner Ure:**

**THAT THE BOARD OF COMMISISONERS APPROVE THE MINUTES OF THE SPECIAL BOARD MEETING HELD ON SEPTEMBER 14, 2016 AS PRESENTED.**

**Motion carried unanimously.**

4. Request approval of the minutes of the First Tax Hearing held on September 14, 2016

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

**THAT THE BOARD OF COMMISISONERS APPROVE THE MINUTES OF THE FIRST TAX HEARING HELD ON SEPTEMBER 14, 2016 AS PRESENTED.**

**Motion carried unanimously.**

5. Request approval of the Minutes of the Special Board meeting held on September 23, 2016.

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

**THAT THE BOARD OF COMMISISONERS APPROVE THE MINUTES OF THE SPECIAL BOARD MEETING HELD ON SEPTEMBER 23, 2016 AS PRESENTED.**

**Motion carried unanimously.**

## **MEDICAL COUNCIL AGENDA**

### **BROWARD HEALTH NORTH**

Dr. Hoffberger provided the following update on recent activities at BH North.

- BHN had a good turnout last week for their open house and tour of their new OR suites. The OR will be up and running October 3<sup>rd</sup>, 2016.

- BH North's quarterly LDI (Leadership Development Institute) Conference for managers, nurse managers and supervisors was held earlier this month. They had several guest speakers who spoke on a variety of healthcare topics.
- Dr. Nichiporenko and Thomas Ellison from their Trauma Center, as part of their community involvement with other trauma centers, are training paramedics on advanced concepts of initial management of motorcycle injuries. The Survive the Ride program highlights the injury burden that Florida faces due to the high volume of motorcycle crashes with associated injuries and mortalities. The first course trained 44 paramedics.

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; Allied Health Reappointments and Community Health Addition and Allied Health Reappointments

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

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

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

**Motion carried unanimously.**

**7. BROWARD HEALTH IMPERIAL POINT**

Dr. Lewkowitz provided the following update on recent activities at BHIP:

- September was another great and busy month for the medical staff reaching out to the local community.
- BHIP attended numerous local businesses with the Man Van and offered many screenings at local business employee health fairs.
- Also in September the Imperial Lifestyle Changes presented on 'Safety Issues for Seniors' – presented by Captain Gregory D'Aguilar
- Dr. Lanalee Sam was interviewed by Anita Finley for a live radio show on Boomer Times Radio.
- Dr. Michael Choi spoke on Bariatric Surgery and Obesity to the Community Relations Council
- Dr. Adam Lipman spoke to the group on "What's New in Joint Replacement" at BHIP's very popular High Tea & Trivia
- Kelli Farnell from Pharmacy speaking to a group of seniors at John Knox Village on the risk associated with polypharmacy.
- Dr Parr presented at Clinical Grand Rounds on the Advances of Robotic Surgery and

- Dr Sam presented at Clinical Grand Rounds on Single incision hysterectomy using Da Vinci XI.

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

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

**THAT THE BOARD OF COMMISSIONERS APPROVE THE RECOMMENDATIONS OF BROWARD HEALTH IMPERIAL POINT'S MEDICAL COUNCIL -- ITEMS 6 (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.**

8. **BROWARD HEALTH CORAL SPRINGS**

Dr. Zingaro provided the following update on recent activities at BHCS:

- Ava Dobin, BHCS-Mgr. Quality, has been selected as the recipient of the Luc R. Pelletier Healthcare Quality Award for 2016. Only one person per year is awarded this honor from the National Association for Healthcare Quality. This award was based on the process improvement for facilitating our readmission teams with outstanding outcomes, and assembling other various quality teams throughout Broward Health Coral Springs. This award will be presented on October 22<sup>nd</sup>.
- Broward Health Coral Springs has awarded and recognized for 3<sup>rd</sup> year in a row by the March of Dimes and American College of Obstetricians and Gynecologists for improving overall quality and reducing Early Elective Deliveries and sustaining that low rate over time. It's been noted by March of Dimes and ACOG that only a handful of hospitals across the nation have qualified for this award three years in a row, and applaud our commitment to providing the best care for mothers and babies.
- They held their first Medical Staff function in fifteen years sponsored solely by the Medical Executive Committee and it was a huge success.

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

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

**THAT THE BOARD OF COMMISSIONERS APPROVE THE  
RECOMMENDATIONS OF BROWARD HEALTH CORAL SPRINGS  
MEDICAL'S MEDICAL COUNCIL -- ITEMS 7 (A-D):**

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

**Motion carried unanimously.**

9. **BROWARD HEALTH MEDICAL CENTER**

Dr. Yogel provided the following update on recent activities at BHMC:

- To try and address the shortage of primary care physicians and pediatricians in the area, with the efforts of Mark Sprada, a retreat was held with a cross section of primary care doctors to determine how to better recruit and retain doctors and identify some of the common areas for improvement. Some of these would be retention of some of the physicians from BHMC's own residency program; the development of formal membership programs for new physicians after residency, recruitment agreement to assist existing and new physicians, compliance programs to assist with electronic medical record adoption and hospital connectivity and offering both hospital-based and outpatient-based opportunity to have been work like balance.
- Held a Town Hall event to meet with BHMC's on-call physicians in order to try and determine how to improve the work environment and to improve service and quality of care to the patients. They determined that there needs to be better communication between the hospitals and physicians regarding HMO Medicaid Plans which are frequently denying payments to doctors and they are trying to figure out ways to leverage existing laws and regulations to get paid from some of these HMOs. They looked at better strategies to improve communication between physician and hospital staff such as holding routine consults to the next and not waking the physician up at 3 a.m. for things that are not emergencies. They also looked at Case Management integration with a resident and attending teams to try and reduce length of stay and discharge planning.
- September financials are looking a little weaker with their compensation cases by 5.2% as compared to budget and the uncompensated cases are 17.3% greater than budget. It appears that the Affordable Care Act is flattening out with more patients not having insurance or losing insurance.

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 VanHoose, seconded by Commissioner Robison:**

**THAT THE BOARD OF COMMISSIONERS APPROVE THE  
RECOMMENDATIONS OF BROWARD HEALTH MEDICAL CENTER'S  
MEDICAL COUNCIL-- ITEMS 8 (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.**

**INTERIM CEO REPORT**

Ms. Grant informed the Commissioners that she is going to devote part of her report to address some of the exciting things that are happening at BHMC regarding their cardiovascular services. She asked Mr. Mark Sprada to introduce the two physicians who will talk about these services.

Mr. Sprada remarked that he is very proud to be part of BHMC because they are really leading the community in terms of advanced treatment to improve the lives and outcomes of the community as it relates to cardiac care. He stated no one needs to go to Cleveland Clinic or the Mayo Clinic or Mt. Sinai in Los Angeles to have open heart surgery because BHMC has one of the top 50 programs in the entire country right here in Broward County at BHMC.

At this time, Mr. Sprada introduced Ahmed F. Osman, MD who spoke about: BHMC's most comprehensive EP Lab in South Florida; Ablation therapy including advanced mapping with Topera; Comprehensive Cardiac rhythm device services; full service lead extraction, both laser and mechanical, and Advanced Cardiovascular EP Research.

Following Dr. Osman's presentation, Kenny Herskowitz MD, Medical Director, Cardiovascular Surgery spoke on: "Sutureless" Aortic Valves which provides rapid deployment for streamline procedures, facilitates small incision surgery, and drives for better patient outcomes.

Dr. Herskowitz invited all of the Board members to come to BHMC to see what they are all about which is surgical initiatives. He would love to show each of the Commissioners around and show them what they are doing.

Ms. Grant provided an update on the Telemedicine at the request of Chairman Rodriguez. She gave a brief description of Telemedicine which allows health care professionals to evaluate, diagnose and treat patients in remote locations using telecommunications technology, allows local practitioners to consult with their peers and with clinical experts when needed, and has become a standard medical practice. Ms. Grant then discussed how BH utilizes Telemedicine: in July 2014, BH IT Department implemented Telemedicine at BHN, BHCS and BHIP as a Solution for Tele-Stroke using Digital Video Cameras, Internet Telecommunications, Smartphones and iPads. This is used mostly in the ER with the Neurologist treating the stroke patients. Since implementing this Tele Stroke technology, there have been some significant improvements and outcomes for TPA (TPA is medicine that is used when patients have stroke). TPA increased administration rates from 14% to 19%; decreased hospital arrival to TPA administration times from 47 minutes to 38

minutes; and increased the number of TPA cases. Overall, it has really enhanced BH's management of the stroke patient. As everyone knows, every minute lost, is 1.9 million brain cells lost.

Ms. Grant also informed the Board that contract discussions are currently underway with EmCare to provide Tele-health for BH Urgent Care Centers; Managed Care contracts are now offering Telemedicine Services using their own Telecommunications Solutions.

Commissioner Robison inquired if this is being used on the physician level only when the physician decides whether to utilize it in their area of expertise or if there is someone in charge of the Telemedicine department and if there is someone to measure how much it is used and its effectiveness.

Ms. Grant indicated that it is used mostly in the Emergency Room with physician-to-physician. At BH North, the Director of Neurological Services collects the data and measures the overall utilization of Telemedicine. Ms. Grant informed Commissioner Robison that there is a way to calculate who is using it and if it is an effective use of that particular specialty. She will find out exactly how it is done and will report back at the next Board meeting.

Commissioner VanHoose commented that there is an opportunity to have Telemedicine within the schools because many of the schools do not have nursing staff. This is a gap and she believes this is where BH can partner with the local school district and use Telemedicine to identify if a child comes into a clinic and there is not a nurse, being able to tap into a computer and reach the ER at BH to see if it is a serious issue and if the child needs to go to the ER. Ms. Grant feels that there is a lot of opportunity to maximize how they use Telemedicine today.

Ms. Grant then reported on the Leap Frog Program which uses publicly reported data to give hospitals scores. BH is going to be looking at doing Self-Assessments for each of the medical centers because the objective is that each hospital wants to consistently remain an "A" hospital. Right now, Ms. Grant reported that the BH hospitals are "Bs" and "Cs" and this will be reported at the Quality Assessment meetings because they will have to collect specific metrics. This information will also be reported back to the Board.

**Other Recognitions:** BHMC had three Joint Commission Disease Specific Re-Certification reviews in August and September 2016. They passed all three with no deficiencies; BHMC was also the recipient of three awards from HealthGrades for: the Cardiac Surgery Excellence Award, Valve Surgery 5-Star Award and Treatment of Heart Failure 5-Star Award.

Ms. Grant informed the Board that BH North has a new Medical Director for the Memory Disorder Center, Dr. Hazel Wiley, who is a Board Certified Neurologist.

Ms. Grant also touched on something that Dr. Hoffberger had mentioned in his report; the Leadership Development Institute (LDI) which meets every quarter and is held at BH North. One of the things that they do is a "back to purpose moment" and during that time there is a patient who would come back and talk about their experience. At the last LDI, they had a gentleman who had a terrible car accident and was bedridden for four years. He went to many spine surgeons who gave him a 50/50 chance of walking again. This patient Googled one of BH North's physicians, Dr. Malloy, who is a spine surgeon. Dr. Malloy performed the surgery on July 18 and the next day, this gentleman was up and walking. This is one of the most powerful moments that she has witnessed with a patient. This is what we do at BH and we need to keep that as a focus in spite of everything

else that is going on because the reason BH is here, is for patient care. Every physician and employee who work in BH's hospitals and clinics and physician practices understand that and they are committed to making sure that BH provides care to the community.

### **Berger Singerman Invoice**

At the direction of the Board, Ms. Grant advised the Board that she called Mitchell Berger and explained that Ms. Hall would be evaluating the bill and will verify whether the bill was in sync with the scope of work that was agreed upon. Ms. Grant advised the Board that Ms. Hall feels that the bill was in sync with the scope of services that were agreed upon and she is recommending that the Berger Singerman bill be paid.

For clarity and for the record, Commissioner Robison was expecting to see a copy of the engagement letter showing the scope of services. She has not yet seen that engagement letter. Also, Commissioner Robison wants to make sure that in paying this bill the Audit Department, whether it is Ms. Hall or someone else, has gone through each one of these items and has determined that it is appropriate to use the District's dollars to pay this bill and that the work that was performed was in fact, directed by Audit. At the last meeting, Commissioner Robison commented that Mr. Mutnick stated that the Audit Committee, specifically Mr. Di Pietro, outside the scope of the legal department, directed Berger Singerman to do this work. That is why Commissioner Robison thought it was unfair for Ms. Barrett to be charged or responsible for this bill. Since Ms. Hall was not present at today's meeting, Commissioner Robison asked Ms. Grant if she was comfortable that Audit had looked at the bill and determined that it is appropriate to pay and it did not exceed the scope of what was originally approved or, if it did, was approved by an authorized person.

Based on her conversations with Ms. Hall, Ms. Grant stated that she was comfortable that Ms. Hall had reviewed the bill and had documented that she feels it is appropriate to pay.

Commissioner Robison asked Ms. Grant what is the appropriate amount for payment. Ms. Grant explained that Mr. Singerman billed for \$289,081.50, he gave a 25% discount and the total fees were \$209,052.00 for a total \$210,193.00.

Commissioner Robison indicated that the issue at the last meeting was that the scope was expanded from what she understood was in the draft engagement letter. Also, statements were made at the last meeting that there were interviews with every one of the Commissioners and two of the Commissioners said that they were never contacted. Commissioner Robison was confirming that the District has a record that Audit authorized this work, Audit supervised this work, and Audit is comfortable in recommending to Ms. Grant and to the Board, that it be paid at the discounted rate of \$210,193.00. Commissioner Robison was not on the Board during the engagement of Berger Singerman but feels that all the Board can do now is to get some clarification that it is appropriate to use the District's money to pay this invoice.

Chairman Rodriguez asked if there was anything written by Ms. Hall that she reviewed the scope of service. Ms. Grant distributed a document written by Ms. Hall why she was recommending payment of the invoice.

For the record, Commissioner Robison commented that Ms. Hall referenced an engagement letter and a budget; however, the engagement letter was not provided and Commissioner Robison asked that the engagement letter be put into the record and included in Ms. Hall's report. Ms. Grant will get a copy and will include it with Ms. Hall's written documents. Commissioner Robison asked if

Ms. Grant was also recommending payment of this invoice. Ms. Grant replied that she recommends paying the \$210,193.00.

Commissioner Robison strongly feels that the engagement letter needs to be included since it is the basis on which Berger Singerman did the work. Her understanding is that even though it is not signed, it was presented to the prior Board and was approved by a 4-3 vote. She feels strongly that they need to get the engagement letter attached to that production and it needs to be consistent with the itemizations on the invoice. Commissioner Robison does not want to get in a position where the District's vendors get nervous that the District is not going to pay their bills.

Commissioner Robison indicated that she did not like anything about this matter and feels that all they can do as a Board is to try and verify that the work was done and it was for fair value and that management is comfortable with the work that was done. She feels that the District needs to move on and follow the policy that any legal engagement runs through the District's General Counsel and in every case there is a signed engagement letter with rates with an outline of the scope of services.

Chairman Rodriguez agreed that the Board needs to move on but wanted to make sure that a copy of the engagement letter is attached to the document that was provided to the Board by Ms. Hall. He also noted that Ms. Grant also confirmed for the record that she is in agreement to pay this invoice based on Ms. Hall's recommendation.

Commissioner Ure commented that Mr. Berger and his firm accepted this engagement in good faith with the expectation that they will be paid for their services. However, from the Board's standpoint, Commissioner Ure wants to be clear that the issue was not whether or not they did the work, but who authorized that work and who authorized the extension of that work beyond its original scope of service. Commissioner Ure echoed if the Commissioners can effectively implement the policies of having these types of services run through a central source (the General Counsel's Office); they will avoid these issues in the future.

**It was moved by Commissioner VanHoose that the Berger Singerman invoice be paid with the addition of adding the draft engagement letter into the record. Seconded by Commissioner Canada.**

**Discussion on the Motion:**

Commissioner Robison stated that she would like to have the engagement letter attached to the documents provided by Ms. Hall before the check is paid. Ms. Grant assured the Commissioners that she would comply with that request and not sign off on the Check Request until this is done. She will also send the Commissioners a confirmation when this has been done.

**Roll call on the Motion:**

Commissioner Rodriguez	Yes
Commissioner Ure	Yes
Commissioner Canada	Yes
Commissioner Robison	Yes
Commissioner VanHoose	Yes

Motion carried unanimously.

**At 5:26 p.m. Commissioner Canada moved, seconded by Commissioner Robison that the Board of Commissioners recesses the Public Meeting to enter into the Second and Final Tax Hearing. Motion carried unanimously.**

**It was moved by Commissioner Canada, seconded by Commissioner VanHoose that the Board of Commissioners reconvenes the Public Meeting. Time: 6:30 p.m. Motion carried unanimously.**

### **CHIEF FINANCIAL OFFICER REPORT—No report**

### **CHIEF INTERNAL AUDIT REPORT**

Commissioner VanHoose feels that the Board has not had a conversation about Ms. Hall's leaving the District. She mentioned that in the past, when they have negotiated incoming and departing direct reports, they have assigned someone from the Board to handle those negotiations. Commissioner VanHoose feels it needs to be done on the severance side regarding the separation of Ms. Hall since she is a direct report of the Board.

With regard to Commissioner VanHoose's question, Chair Rodriguez suggested that Commissioner Ure do the negotiations with Ms. Hall since he is Chair of HR. Commissioner VanHoose suggested that, given some of the conversations that have transpired, she recommended having someone other than Commissioner Ure to negotiate Ms. Hall's exit and severance. Commissioner Ure agreed. Commissioner Canada volunteered to work with Ms. Grant and Ms. Wong on the severance negotiations with Ms. Hall.

Ms. Barrett asked if there will be a motion that severance will be provided which is different than the policy. Commissioner Robison stated that Ms. Wong made it clear that a resignation was without consideration under the Policy but it still does not mean that a severance agreement, or an understanding, is not needed.

Chairman Rodriguez suggested that Commissioner Canada bring back the results of those negotiations to the Board.

Since Commissioner VanHoose was absent during the conversation that was held at Governance Committee regarding severance, Commissioner Robison informed her that they received a copy of the Severance Policy which was explained in detail by Ms. Wong. Commissioner Robison also informed Commissioner VanHoose that there was a lengthy conversation about what happens when someone resigns even at the executive level and, according to the policy, when someone resigns, ordinarily compensation is not paid. However, Commissioner Robison feels that Ms. Wong and Commissioner Canada, with input from Ms. Grant, need to put some type of departure arrangement into place because there is a benefit to the Board for having a normal exit interview. This was confirmed by Ms. Wong.

Commissioner Canada commented that it was already decided at a previous meeting that the exit interview will be handled by Legal, Compliance and HR once the severance portion is completed.

Commissioner Robison indicated that Ms. Hall gave the Board notice of her departure but did not give an end date. Ms. Grant informed the Board that her letter gave a date of October 7 but Ms.

Grant has asked Ms. Hall to extend that date so there could be a smooth transition. Ms. Grant will find out the exact date for Ms. Hall's departure and will notify the Commissioners.

Chairman Rodriguez indicated that there are two internal candidates that will be interviewed by HR to serve in an interim capacity. HR will come back with a recommendation to the full Board for approval and the Board will then go out in search of a permanent Chief Internal Auditor. Ms. Grant will send a copy of the Chief Internal Auditor job description to the Board Members for their review before posting the position. Once the applications come in, Ms. Grant explained that they will be submitted to Commissioner Ure, Chair of the HR Committee, and then the Board will complete the process of interviewing and selecting the new Chief Internal Auditor.

### **GENERAL COUNSEL REPORT**

Ms. Barrett requested two Shade Sessions to follow the October 26, 2016 regular Board meeting to seek advice on potential litigation on the following two cases:

Hilary Riste-Reiner vs. NBHD et al, CACE 15-004873 (14) Defense Counsel Garry Genovese Esq.; and Stervens Davilma et al vs. NBHD et al, CACE 15015770; Defense Counsel William Carcioppolo, Esq.

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

**THAT THE BOARD OF COMMISSIONERS APPROVE THE REQUEST SUBMITTED BY GENERAL COUNSEL FOR THE PURPOSE OF HOLDING TWO CLOSED SESSIONS FOLLOWING THE OCTOBER 26, 2016 REGULAR BOARD MEETING.**

**Motion carried unanimously.**

### **BROWARD HEALTH FOUNDATION REPORT- Traci Shur**

The Foundation has been gearing up for a busy season and we will be having our annual donor reception tomorrow evening for all donors that have given \$1000 or more this last fiscal year. They have 120 guests attending at the Hyatt Pier 66 Pier Top. They are actively promoting and recruiting team members to participate in the Glam-a-thon Strut on October 15 at Esplanade Park. Glam-a-thon is a charity that has partnered with Broward Health Foundation for the last 5 year and to date, has donated \$433,000 to fund mammograms, diagnostic testing, treatment and assistance to women battling breast cancer. Now that the hematology/oncology and pediatric intensive care floors have been completed and are open in the BHMC's new children's hospital, they have installed all the donor recognition signage for all those generous donors to the KIDS Campaign. The Foundation is planning a reception on October 5 for the unveiling of the new name and signage for the Salah Foundation Children's Hospital at Broward Health Medical Center and on October 6 at Broward Health Coral Springs.

This last month the Foundation has funded assistive technology for pediatric patients with visual and hearing impairments, durable medical equipment and medication for hospice patients, breast cancer survivor fitness classes, registration and travel costs for educational opportunities for medical staff, new equipment for the GI departments at Broward Health Imperial Point, home chemotherapy assistance services to prevent hospitalization and art therapy for both adult and pediatric patients at Broward Health Medical Center.

**INSPECTOR GENERAL LIAISON:**

Chairman Rocky Rodriguez nominated Ms. Lynn Barrett, the District’s General Counsel, to serve as the North Broward Hospital District’s Liaison for matters concerning the Inspector General.

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

**THAT THE BOARD OF COMMISSIONERS RATIFY THE NOMINATION OF MS. LYNN BARRETT AS THE INSPECTOR GENERAL LIAISON FOR THE NORTH BROWARD HOSPITAL DISTRICT.**

**Discussion on the Motion:**

Commissioner Canada questioned when they do have a new Chief Internal Auditor; hopefully, by that time the investigation will be over, if that responsibility will transfer back to the Chief Internal Auditor or is the Chair asking that it stays with legal indefinitely. Chair Rodriguez feels that from the beginning, it should have been Legal’s responsibility and that is where it belongs.

Commissioners Robison and Ure agreed. Commissioner Ure commented that after having met with the IG’s office, as well as speaking with them, this process will be more efficient and will be facilitated better by having it flow through one person and hopefully, speed this along as well.

**Roll Call on the Motion:**

<b>Commissioner Rodriguez</b>	<b>Yes</b>
<b>Commissioner Ure</b>	<b>Yes</b>
<b>Commissioner Canada</b>	<b>No</b>
<b>Commissioner VanHoose</b>	<b>Yes</b>
<b>Commissioner Robison</b>	<b>Yes</b>

Motion carried 4-1

**COMMITTEE UPDATES:**

**Special Sub Committee                      September 14, 2016**

Chairman Rodriguez stated that the Sub Committee directed Procurement to send an informal Indication of Interest request to the top 10 auditing firms asking if they had an interest in doing the District’s audit.

**Special Sub Committee                      September 23, 2016**

Commissioner Rodriguez stated the Sub Committee redirected General Counsel and Procurement to work together and resend an informal letter to the top auditing firms and regional auditing firms that were listed on the Procurement Vendor List, requesting an Indication of Interest in doing the District’s audit.

**Governance Committee                      September 23, 2015**

Chairman Rodriguez stated the Committee recommended approval of the two policies listed on the Discussion Agenda: Items 11 and 12.

### **Finance Committee**

**September 21, 2016**

Commissioner Canada reported that the Committee reviewed the Interim Financial statements for August; approved the Sole Source purchase of the daVinci for BHMC which is listed on the Discussion agenda; held a healthy discussion on keeping the District's health system as a public health system and the consensus was, although a resolution was not passed, all Board members present expressed that they believe that the District's hospital system should remain public. Commissioner VanHoose was not present at this meeting.

Chairman Rodriguez stated that the Commissioners are committed to this District and they are not here doing this work just to turn it over to the private sector. He also mentioned that back in 2010 there was an attempt to turn the Hospital District into a 501c3 which failed.

### **Legal Affairs**

**September 21, 2016**

Ms. Barrett reported that the committee reviewed the legal budget and the expenses from FY16 and the first two months of FY17. Commissioner VanHoose was absent from that meeting.

### **Board Compliance & Ethics**

**September 26, 2016**

Commissioner Robison reported that this was the first time she had chaired this Committee. Before the meeting she met with Mr. Aubourg, Interim CCO, and Ms. Grant to discuss what is necessary and what they needed to get done in a short amount of time. At the Compliance Committee meeting, they spent a lot of time going through the processes to see where Mr. Aubourg was in getting staff and getting indoctrinated into the system and talking to those people who he needed to speak to in order to get through the compliance logs. She commented that it was clear that it was going to take some time before they were going to get a report because the idea was Mr. Aubourg would go through where everything is and he would then report to the Board on a periodic basis. Commissioner Robison mentioned that one of the things that came up in her meeting with Ms. Grant and also came up in a prior meeting was the MediTract system. The issues and the reasons why there were problems in getting the documents to the authorities were because many of the documents did not go through the MediTract system. Additionally, it was unclear as to who entered them, when they were entered and whether or not they were modified. Commissioner Robison informed the Board that Mr. Aubourg is working with his staff, Mr. Persaud and Ms. Grant to go through all of this making sure that all of the contracts run through MediTract.

Commissioner Robison then mentioned what came to her attention and was of concern to her was this entity that the District has a joint venture with (SFCCN) and was a footnote in the financials last year. She raised this issue with Mr. Wallace because the District cannot see the investment in that entity; all they see is distributions and those distributions are not even broken out and are listed under "other assets" in the financials. Commissioner Robison commented that given the fact that there were some discussions not just with the \$42,000 legal bill that came to light on this entity, but her concern from a compliance standpoint is pretty significant. She feels that this is a focus arrangement and she does not know how this entity was formed. She understands that Ms. Grant and Mr. Fernandez of the South District are the two members, but she does not know what BH's commitment is other than this footnote which gives her pause.

In light of everyone's discussion that they do not want to do any combination, Commissioner Robison feels that there is concern in here about the combination of back office functions with the South District and because she is experienced in that area, she is very concerned about being some

type of first step. She is very concerned that anything that the District does under this contract runs not just through Legal but through Compliance and Ethics because she is concerned about Conflicts of Interest, CIA, and compliance with any documents. Commissioner Robison has never seen any of the documents and she does not know what it does or purports to do. She also mentioned that when the contracts were submitted along with the fee to Ms. Barrett to review, Mr. Wallace told her that one of the contracts was off the table.

Commissioner Robison commented that the Board is looking for a new CEO who will be with this agreement and she wants to make sure that it runs through MediTract; it is negotiated in good faith with Legal's involvement; and that the District gets a benefit for whatever the District gives up. In addition, that it is not a situation where the District is going to backdoor any employees which would result in any type of damage to the District's system.

Commissioner Robison requested that the Board confirm that there will not be any action taken on this contract until it has been reviewed by the appropriate parties.

Commissioner Ure commented that this issue jumped out at him when reading one of Mr. de Groot's documents in connection to this issue where it stated that in 2000 the Palm Beach Circuit Court ruled the Board of Directors for St. Mary's and Good Samaritan Hospital shared a high degree of responsibility and accountability for the devastating \$250 million plus financial loss resulting from a decision to outsource the healthcare system's business office operations.

Commissioner Robison raised the issue when looking at the financials because she could not tie the number of the distribution back to anything on the District's financials and that was just the interim financials. She then went to the audited financials and saw the footnote which gives her even a larger concern about the expansion of this entity. While this might be a good thing, she feels that the District needs to approach it with severe caution and make sure that it gets reviewed thoroughly.

Commissioner Robison indicated that she would like to see the Operating Agreement and any financials on the Joint Venture. It is not just the fact that the Board does not know what the District's investment is in this joint venture, but she feels that just getting the distributions without the expense side and looking at the entity from the standpoint of how the District benefits from this joint venture, is troubling.

Commissioner Robison reported that Mr. Aubourg has a lot of work to do and Ms. Grant has committed to getting him an assistant so he can devote full time to this as well as having daily discussions with the Contract Monitor and IRO. Commissioner Robison feels very comfortable that Mr. Aubourg is in charge of this.

Chairman Rodriguez informed the Commissioners that he was the only member of the Board when this entity was created and Dr. El Sanadi had a lot of concerns about some of the arrangements. The Chair commended Commissioner Robison for what she is doing and thanked her for getting involved in compliance.

Ms. Barrett asked if Commissioner Robison was indicating that the document and any upcoming issues that are not particularly contracts, should be discussed in a special meeting. Commissioner Robison feels that this needs to be discussed at a Special meeting so they can have a general overview of this joint venture and see the financials and how this footnote indicates an expansion and if the District is expanding. It is important that they know what they have first in order to know

what is expanding and when there is a discussion about outsourcing, she feels they need to know what impact that would have on the District's current employees and the system.

Commissioner Ure feels that they need to recognize as a system that they have their hands full with CIA compliance, audit and CEO search and it would be inappropriate to make a particularly long term strategic type decision prior to having a new CEO coming on board.

**Commissioner Robison moved that she would like a presentation on what this joint venture entails now and what, if anything, the plans are for the future. Seconded by Commissioner Ure.**

**Discussion on the motion:**

Ms. Barrett confirmed that nothing happens until this goes through the reviews. Commissioner Robison confirmed that nothing happens until this goes through these reviews and they know what they are dealing with and how it is beneficial to the system.

**Motion carried unanimously.**

**Human Resource Committee**

**September 26, 2016**

Commissioner Ure expressed appreciation to the Commissioners for being flexible with regard to their attendance at this meeting. On the consent agenda the motion needs to be modified to show that the October 13th meeting is going to happen and at that meeting, they would narrow the candidates to the top two or three. It also provides for the potential of a candidate that misses his flight to be interviewed on that day.

Commissioner VanHoose advised the Board that she will not be available to attend the October 12th Special Board Meeting. She will be providing General Counsel with a list of her questions for the candidates and she will also listen to the tapes of that meeting.

**CONSENT AGENDA**

Chairman Rodriguez asked for a motion to approve the items listed on the Consent Agenda.

10. Consideration for the acceptance of the Interim Financial Statement for the month of August 2016.

**Committee Motion: Governance 9/23/2016**

The motion is that General Counsel serves as their General Counsel and directs legal services.

**Committee Motion: HR 92/26/2016**

As it relates to interviewing the CEO candidates:

**October 11th, 12th and 13th** are the dates for the first round of interviews: The Board will interview candidates on October 11th, October 12th and October 13<sup>th</sup>. They will also narrow the candidate pool to the top two of three candidates for final interviews on October 18th and 19th.

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

**THAT THE BOARD OF COMMISSIONERS APPROVE ALL ITEMS LISTED ON THE CONSENT AGENDA AS PRESENTED.**

**Motion carried unanimously.**

**DISCUSSION AGENDA**

11. Approval of the GA-001-065 Policy on Public Records Requests Chapter 119.

Chairman Rodriguez commented that this policy was discussed at several meetings of the Governance Committee and he asked for a motion to approve.

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

**THAT THE BOARD OF COMMISSIONERS APPROVE POLICY GA-001-065 PUBLIC RECORDS REQUESTS CHAPTER 119.**

**Motion carried unanimously.**

12. Approval of the Policy on the Preparation of Board and Committee minutes.

Commissioner Canada commented that at the last Governance committee meeting they discussed having Ms. Barrett meet with Ms. Peek to see if there was the capability of having digital minutes put on the web. This conversation was never finalized.

Commissioner Canada informed the Board that she spoke with Ms. Peek and was informed that the new website is very capable of uploading audio digital recordings of the meetings. Commissioner Canada supports the idea and thinks it would be beneficial for 119 requests as people could just go on line and listen to what has transpired in meetings as well as providing for full transparency.

Ms. Barrett stated that this policy calls only for how the minutes are taken.

Commissioner Ure feels that there needs to be a discussion on the concept of memorializing minutes. He would totally be in favor of putting a PDF format of approved minutes on the web but would like to see more discussion on the concept of putting audio recordings on the web.

Commissioner Robison agreed. This is something that she had done with the Ethics Commission and the problem was that they buffer so much that it was difficult to follow and in some cases, they were distorted. She would like to talk to someone to see how it is going to be done and to make sure that it is not going to be more trouble that it is worth. This is not an attempt to not be transparent; it is just to make sure that if they do it that it is done in a way that is meaningful.

Commissioner Canada stated that when she spoke with Ms. Peek, she indicated that as long as it is digital, it would be fine. She feels this would be beneficial to the public because if they have a question, all they have to do is click and they have full access to

whatever happened at a meeting. Commissioner Canada feels that it would help answer questions with whatever questions a person might have without having to contact the District to request information. She also feels that it is a tool that can be used by Board Members and staff members as well as the community or anyone who wants to hear what transpired at the District's meetings.

Commissioner Robison asked Ms. Wing if it would cut down on some records request. Ms. Wing did not think so but had no comments on whether or not audio should be put on the web.

Commissioner Robison does not mind if the audio is placed on the web but she would like to take a look at it to see if the quality is good and if it is not burdensome to the staff, she could support it.

Commissioner Ure is not supportive of having audio recordings on the web but if the will of the Board is to move forward with putting audio recordings on the web, he would like to have more discussions around that subject and have Ms. Peek come to the meeting when this is being discussed.

Commissioner Robison suggested having Ms. Peek come to a Board meeting and to have a discussion on this matter. She feels there are issues with IT having documents disappear and with policies and if they do this, she wants to make sure that the tapes are archived and when they are going to archived and what the policy is with respect to the recordings.

The consensus on this matter was that Ms. Peek is to be invited to the October Board meeting to discuss this issue.

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

**THAT THE BOARD OF COMMISSIONERS APPROVE POLICY ON THE PREPARATION OF BOARD AND COMMITTEE MINUTES.**

**Motion carried unanimously.**

13. Consideration of the Request to waive the bidding requirement due to Sole Source in accordance with Section 24 (1) (d) of the Charter, and authorize the Interim President/Chief Executive Officer to acquire the Intuitive Surgical da Vinci XI Robotic System and accessories for Surgical Services at Broward Health Medical Center at a cost of \$95,290 and to enter into a five year lease for \$1,745,000 with Intuitive Surgical, Inc. in accordance with Resolution 16-9-28-01.

Mr. Sprada advised the Board that since he made his presentation at the Finance Committee, there is a correction that needs to be made with regard to the total finance charges which are \$31,356 monthly for a total finance charge of \$136,324.00. This request is for the approval of the equipment, sole source and the Leasing Agreement. He also advised the Board that he will be back before the Board in a couple of months for approval of a sole source OR table that enhances this program. The table is budgeted and the cost of the table was included in the proforma.

Following Mr. Sprada's reading of the resolution,

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

**THAT THE BOARD OF COMMISSIONERS APPROVE THE REQUEST TO WAIVE THE BIDDING REQUIREMENT DUE TO SOLE SOURCE IN ACCORDANCE WITH SECTION 24 (1) (D) OF THE CHARTER, AND AUTHORIZE THE INTERIM PRESIDENT/CHIEF EXECUTIVE OFFICER TO ACQUIRE THE INTUITIVE SURGICAL DA VINCI XI ROBOTIC SYSTEM AND ACCESSORIES FOR SURGICAL SERVICES AT BROWARD HEALTH MEDICAL CENTER AT A COST OF \$95,290 AND TO ENTER INTO A FIVE YEAR LEASE FOR \$1,745,000 WITH INTUITIVE SURGICAL, INC. IN ACCORDANCE WITH RESOLUTION 16-9-28-01.**

**Motion carried unanimously.**

### **COMMENTS BY COMMISSIONERS**

Commissioner VanHoose wanted to recognize the comments that have been made and the conversations that are happening around the County about this Board and the District. There are some great things happening in the hospitals and as Ms. Grant mentioned, BH is focusing on providing healthcare. Patients are happy, employees love their jobs and rounding with Ms. Grant is her favorite thing. She enjoyed hearing Drs. Herskowitz and Osman talk about ground breaking cardiology and loved when Mr. Sprada commented that no one needs to go to Cleveland Clinic, they can just come to our neighborhood hospitals to get good, groundbreaking healthcare.

Commissioner VanHoose wants everyone to remind people that at the end of the day, the District brings lives into this world every day; the District saves lives every day and comforts families when things do not always turn out the way they need to. She thanked everyone for everything they do every single day.

Chairman Rodriguez commented that he mentioned to Ms. Grant that maybe the media needs to spend a little more time at the Quality meetings where they hear all the good things that are being done at BH.

Commissioner Ure feels that the Board has heard some comments that are very disturbing with respect to the idea that they are hiding something. He does not believe that they are hiding anything and hopes that they trust him when he says it.

Commissioner Robison agreed with all the Commissioners today. This Board is focused on the right thing and they know what needs to be done. There are difficult challenges and they are trying to get back on track by getting people where they need to be and in positions where they need to be and get the physicians and administrators all the help that they need to run this organization efficiently. She looks forward to not having these long involved meetings because as much as they accomplished today, it takes a lot out of everyone to be here every other day for four or five hours. She felt that today was very productive and she thanked everyone.

**It was moved by Commissioner Robison, seconded by Commissioner Canada that the public meeting of the Board of Commissioners recess to enter into a Closed Session.**

**Motion carried unanimously.**

**CLOSED SESSION (1):**

1. The Public Meeting of the Board of Commissioners recessed at 7:45 p.m. to enter into a Closed Session hearing to seek guidance relating to the Nancy J. Keener vs. NBHD d/b/a Broward Health North; Case No. CACE15001577; Judge Marina Garcia-Wood; Broward Health defense counsel is Reid Cocalis of Tripp Scott.

The Public Meeting of the Board of Commissioners reconvened at 8:10 p.m. All members of the public meeting were still in attendance along with Ms. Barrett, General Counsel and Ms. Pauline Grant, Interim President/CEO, as well as the Court Reporter.

**NEXT REGULAR BOARD MEETING** The next regularly scheduled Board of Commissioners' meeting will be held on August 31, 2016. 2016 at 4:00 p.m. in Broward Health Corporate Office, Spectrum Site, 1700 NW 49 Street, Fort Lauderdale, Florida.

Meeting adjourned at 8:12 p.m.

Respectfully submitted by:

Commissioner Maureen Canada  
Secretary/Treasurer

**BY: Maryanne Wing**  
**Audio tape of this meeting is available upon request.**