

# MINUTES

## NORTH BROWARD HOSPITAL DISTRICT

North Broward Hospital District Board Of Commissioners  
1700 Northwest 49<sup>th</sup> Street, Suite #150, Ft. Lauderdale, 33309

### LEGAL AFFAIRS & GOVERNMENTAL RELATIONS COMMITTEE MEETING 2:00 p.m., September 26, 2018

#### NOTICE

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 Committee, is attached to the official Minutes as EXHIBIT II.

CALL TO ORDER 2:12 p.m.

#### COMMITTEE MEMBERS

*Present:* Commissioner Nancy W. Gregoire, Chair  
Commissioner Andrew M. Klein  
Commissioner Christopher T. Ure  
Commissioner Steven A. Wellins (via video conference)  
Commissioner Ray T. Berry

#### *Senior Leadership*

*Additionally Present:* Beverly Capasso/President/Chief Executive Officer, Gino Santorio/Chief Operations Officer, Alan Goldsmith/Chief Financial Officer, Lynn Barrett/Corporate General Counsel, Nick Hartfield/Chief Compliance Officer, Nigel Crooks/Chief Internal Auditor

Point of Order was made by Commissioner Klein who reported that the agenda that was publically published and circulated to the Commissioners in advance of the meeting did not match the agenda distributed upon arrival.

**MOTION** It was *moved* by Commissioner Klein, *seconded* by Commissioner Ure, to:

**ABIDE BY THE AGENDA THAT HAD BEEN PREVIOUSLY DISTRIBUTED AND PUBLISHED.**

Point of Order was made by Commissioner Klein who inquired to the authority that would allow Commissioner Wellins to vote via video conference. General Counsel advised that it was on the authority of the Charter and that it had always been allowed and practiced by the District.

Motion *failed* 3 to 2.

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**MOTION** It was *moved* by Commissioner Klein and *seconded* by Commissioner Ure, that:

**EXPLANATION OF FISCAL YEAR 2018 LAW FIRM CHARGES BE ADDED TO THE AGENDA.**

Motion *carried* unanimously

Chair Gregoire announced that as a courtesy to Mr. Diner she would allow the agenda be taken out of order having item #3, Counsel Letter, heard next.

Commissioner Klein called a Point of Order stating it was not an appropriate action item and opined the agenda should be followed.

Commissioner Berry requested that the remaining outside counsel in attendance introduce themselves.

Outside counsel in attendance

- Mr. Jesse Diner introduced himself and Mr. Bob Butterworth from Buchanan, Ingersoll & Rooney.
- Myla Reizen from Foley & Lardner introduced herself.
- Ms. Barrett introduced Gabriel Imperato from Broad & Cassel.

**PUBLIC COMMENTS**

- Vicente Thrower
- Former Commissioner Joe Cobo

**APPROVAL OF MINUTES:**

1. APPROVE THE LEGAL AFFAIRS AND GOVERNMENTAL RELATIONS COMMITTEE MEETING MINUTES FOR JULY 18, 2018

**MOTION** It was *moved* by Commissioner Berry, *seconded* by Commissioner Wellins, to:

**APPROVE THE LEGAL AFFAIRS AND GOVERNMENTAL RELATIONS COMMITTEE MEETING MINUTES FOR JULY 18, 2018 WITH THE REVISION MADE TO THE SECOND TO LAST MOTION TO REFLECT A VOTE (3 TO 2).**

Motion *carried* unanimously.

**TOPIC OF DISCUSSION**

2. Government Relations Report - Diana Arteaga, VP Governmental Relations

Ms. Arteaga updated the Board on the following governmental events:

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- Senate Deadline for Claims Bill;
- Early Steps Program Association;
- The Florida Association of Health Plans law suit against AHCA; and
- Trauma Bill that passed.

### 3. Counsel Letter – Jesse Diner, with Buchanan, Ingersoll & Rooney

Mr. Diner introduced himself and established that his firm had performed work for the North Broward Hospital District as outside counsel on certain matters including governance. He confirmed that he was asked by General Counsel to give an opinion on the last paragraph of the Commissioner Klein's letter directing Ms. Barrett cease the McGuireWoods investigation pending Board review.

#### Explanation of Fiscal Year 2018 Law Firm Charges

Commissioner Klein reported that he asked the Executive Management Team to provide legal expenses for the last five fiscal years and year-to-date. As a result of the committee meeting running behind on time, Chair Gregoire asked if item four could be taken up at the Regular Board meeting where it was also listed to be heard. Commissioner Klein agreed to suspend the discussion until the Regular Board meeting, however he wanted the legal expense spreadsheets to be circulated to the rest of the committee for their review.

Commissioner Wellins requested a copy be emailed to him as well.

**MEETING ADJOURNED** 3:30 p.m.

**MOTION:** It was *moved* by Commissioner Berry, *seconded* by Commissioner Ure, that:

**THE LEGAL AFFAIRS AND GOVERNMENTAL RELATIONS COMMITTEE  
MEETING BE ADJOURNED.**

Motion *carried* unanimously.

Respectfully submitted,  
Commissioner Stacy L. Angier/Secretary/Treasurer