

**REGULAR BOARD MEETING
DECEMBER 12, 2018
2:00 P.M.**

The Regular meeting of the Board of Commissioners of the North Broward Hospital District was held at 2:00 p.m. on December 12, 2018 at Broward Health Corporate Spectrum Location: 1700 Northwest 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.

This meeting was live streamed and is also available for viewing on the Broward Health website.

CALL TO ORDER

There being a quorum present, the meeting was called to order by Chairman Klein at 2:11 p.m.

BOARD MEMBERS

Commissioners:

Present: Commissioner Andrew M. Klein – Chair
Commissioner Christopher T. Ure – Vice Chair
Commissioner Ray T. Berry – Secretary, Treasurer
Commissioner Nancy W. Gregoire – Board Member
Commissioner Stacy L. Angier – Board Member

Senior Leadership:

Present: Beverly Capasso/Former President/CEO, Gino Santorio/Acting President/CEO, Alan Goldsmith/Acting CAO, Gabriel Imperato/Interim General Counsel, Jerry Del Amo/Senior Associate Attorney, Nigel Crooks/Chief Internal Auditor, Melanie Hatcher/VP Acting CHRO, David Clark/Acting Sr. VP for Operations, Dr. Andrew Ta/EVP CMO

PLEDGE OF ALLEGIANCE

The Pledge of Allegiance was led by Commissioner Stacy L. Angier

Chairman Klein announced he would modify the agenda so that the Oath of Office for Commissioner Waugh could take place next.

OATH OF OFFICE

Marie C. Waugh was sworn in by Acting President/CEO, Gino Santorio

PUBLIC COMMENTS Reasonable opportunity for the public to be heard as required by section 286.0114.FLA.STAT. (Chapter 2013-227, Laws of Florida).

A sizable cross section of the community and organization spoke in favor of Gino Santorio as permanent President/CEO.

CONSIDERATION OF PERMANENT PRESIDENT/CEO

Chairman Klein opened the discussion by proposing the removal of the term, “Acting” from the President/CEO title currently held by Mr. Santorio. Discussion ensued among the Commissioners related to their concerns and expectations.

Mr. Santorio reported on the press release announced that day given by one of the largest Credit Rating Agencies, Moody’s Investor Services. He further stated this rating came after a year of diligent work and maintenance of key executive roles at Broward Health, which was crucial to mark the organization’s current and future financial health.

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

REMOVE THE TERM, “ACTING”, FROM MR. SANTORIO’S CURRENT TITLE AS ACTING PRESIDENT/CEO.

The motion *carried* unanimously.

APPROVAL OF MINUTES A copy of the minutes referenced below is on file in the Executive Office.

1. Approve Regular Board meeting minutes, dated November 28, 2018
 - On page 6, item 15, the sentence, “Discussion ensued regarding the CCP being dissolved and leaving the president to manage the relationship and report its’ progress to the Board” was amended to “Discussion ensued whether the CCP Committee of the North Broward Hospital District should be dissolved”;
 - On paragraph 14, second line, the sentence, “The Board of Commissioners of the North Broward Hospital District authorize the President/CEO the approval of additional funding” was amended to read “The Board of Commissioners of the North Broward Hospital District authorize the President/CEO to approve additional funding”.

MOTION It was *moved* by Commissioner Gregoire, *seconded* by Commissioner Angier, to:

APPROVE THE REGULAR BOARD MEETING MINUTES DATED NOVEMBER 28, 2018, WITH THE TWO MODIFICATIONS, AS AMENDED.

Motion *carried* unanimously, minutes approved subject to the two modifications addressed.

COMMITTEE REPORTS None

MEDICAL STAFF CREDENTIALING (referenced in tabs 2a-2d)

Staff recommendations presented by Dr. Andrew Ta, Chief Medical Officer

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

THE NORTH BROWARD HOSPITAL DISTRICT ADOPT THE MEDICAL STAFF CREDENTIALING REPORT FOR BROWARD HEALTH NORTH, BROWARD HEALTH IMPERIAL POINT, BROWARD HEALTH CORAL SPRINGS AND BROWARD HEALTH MEDICAL CENTER AS PRESENTED IN TABS (2A) THROUGH (2D) IN THE REGULAR BOARD MEETING BOOK.

Motion *carried* unanimously.

CREDENTIALING & QUALIFICATION/MEDICAL EXECUTIVE COMMITTEE UPDATE

Dr. Ta gave the Board a presentation and update on the Credentialing and Qualification Medical Executive Committees. No Board action was recommended or taken.

CHIEF MEDICAL STAFF UPDATES

Dr. Morrison provided an update of recent activities at Broward Health Medical Center

Dr. Maheshwari provided an update of recent activities at Broward Health North

Dr. Jensen provided an update of recent activities at Broward Health Imperial Point

No report given for Broward Health Coral Springs

PRESIDENT/CEO UPDATE Gino Santorio

Mr. Santorio gave his full monthly report followed by a five minute informative video that was gratefully received by the Board.

CONSENT AGENDA None

DISCUSSION AGENDA

3. Approval of Board Resolution for the Third Annual Reporting Period required by section III.A3 of the Corporate Integrity Agreement between North Broward Hospital District and the United States Department of Health and Human Services, Office of Inspector General, Dated August 31, 2015

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

THE BOARD OF COMMISSIONERS OF THE NORTH BROWARD HOSPITAL DISTRICT APPROVE THE BOARD RESOLUTION FOR THE THIRD ANNUAL REPORTING PERIOD REQUIRED BY SECTION III.A3 OF THE CORPORATE INTEGRITY AGREEMENT BETWEEN THE NORTH BROWARD HOSPITAL DISTRICT AND THE UNITED STATES DEPARTMENT OF HEALTH AND HUMAN SERVICES, OFFICE OF INSPECTOR GENERAL, DATED AUGUST 31, 2015, AS EDITED.

Motion *carried* unanimously, with Commissioner Waugh abstaining. Subsequently, Commissioner Waugh changed her vote to, no, motion *carried* 5 to 1.

4. CCP: Consideration Interlocal Agreement/Operation Agreement
 - a) Second Amendment
 - b) Third Amendment

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

THE BOARD OF COMMISSIONERS OF THE NORTH BROWARD HOSPITAL DISTRICT APPROVE ITEMS 4A AND 4B OF THE INTERLOCAL AGREEMENT/OPERATION AGREEMENT, AS PRESENTED.

Motion *carried* unanimously

5. Establishment of Intensivist Services Exhibit- Broward Health Coral Springs and Broward Health Medical Center- Presented by Jared Smith (BHCS CEO), Jonathan Turton (BHMC CEO) and Gino Santorio (President/CEO BH)

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

THE BOARD OF COMMISSIONERS OF THE NORTH BROWARD HOSPITAL DISTRICT AUTHORIZE THE PRESIDENT/CEO TO ENTER INTO AN EXCLUSIVE ARRANGEMENT FOR INTENSIVIST SERVICES AT BROWARD HEALTH CORAL

**SPRINGS WITH NUVIEW TELEHEALTH LLC AND BROWARD HEALTH
MEDICAL CENTER WITH DHANVAN LLC.**

Motion *carried* unanimously.

6. Intuitive Surgical, Inc. Contractual Agreement Exhibit- Broward Health Imperial Point- Presented by Jonathan Watkins (BHIP CEO) and Gino Santorio (President/CEO)

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

THE BOARD OF COMMISSIONERS OF THE NORTH BROWARD HOSPITAL DISTRICT AUTHORIZE THE PRESIDENT/CEO, IN ACCORDANCE WITH SECTION 24 (4), TO ENTER INTO A CONTRACTUAL AGREEMENT WITH INTUITIVE SURGICAL, INC. FOR THE LEASE OF A DA VINCI XI SURGICAL ROBOTIC SYSTEM.

Motion *carried* unanimously

7. Real Estate RFP Update/ Presentation- Presented by David Clark
 - a) Mixed-up Development Presentation
 - b) Cooper Kettle Acquisitions Presentation & Recommendation

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

THE BOARD OF COMMISSIONERS OF THE NORTH BROWARD HOSPITAL DISTRICT AUTHORIZE THE PRESIDENT/CEO TO SUBMIT FOR COMPETITIVE BID FOR CONSIDERATION BY THE LISTING BROKER, RAUCH-HEIM COMMERCIAL RE, FOR THE SALE/PURCHASE AGREEMENT WITH OWNERSHIP ENTITY CEV KIRKILES, INC. THIS REQUEST IS CONTINGENT UPON THE COMPLETION, REVIEW AND ACCEPTANCE OF A CERTIFIED MARKET APPRAISAL.

Motion *carried* 5 to 1.

8. Committee Assignments (updated)

Committee	Chair	Members				
Executive Committee						
Audit Committee						
Building Committee						
Broward Health Foundation						
Children’s Diagnostic Treatment Cntr.						
Compliance & Ethics Committee	Gregoire	Klein	Ure	Berry	Angier	Waugh
Finance Committee	Berry	Klein	Ure	Gregoire	Angier	Waugh
Governance Committee	Klein	Ure	Berry			
Human Resources Committee	Berry	Waugh	Klein			
Joint Conference Committee						
Legal Affairs and Gov. Relations	Klein	Ure	Berry	Gregoire	Angier	Waugh
Pension and Investment Committee						
Quality Assessment & Oversight						
Risk Management & Claims Review						
Community Relations Councils:						
Broward Health Imperial Point						
Broward Health Coral Springs						
Broward Health Medical Center						
Broward Health North	Waugh					
Primary Care						
Senior Services						

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

THE BOARD OF COMMISSIONERS OF THE NORTH BROWARD HOSPITAL DISTRICT APPROVE THE COMMITTEE ASSIGNMENTS, AS AMENDED.

Motion *carried* unanimously.

**NORTH BROWARD
HOSPITAL DISTRICT**

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

Chair Klein read the November 28, 2018 Closed Shade Meeting public notice, then closed the public portion of the meeting. Subsequent to the close of the Shade meeting, Chairman Klein reconvened and adjourned the public meeting.

Respectfully submitted,

Commissioner Ray T. Berry
Secretary/Treasurer