

MINUTES

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

COMPLIANCE & ETHICS COMMITTEE 12:00 p.m., September 12, 2018

CALL TO ORDER 12:04 p.m.

MEETING ADJOURNED 1:34 p.m.

COMMITTEE MEMBERS ✓ Commissioner Gregoire/Chair, ✓ Commissioner Ure, ✓ Commissioner Wellins, ✓ Commissioner Klein, ✓ Commissioner Berry

PRESENT Beverly Capasso/CEO, Gino Santorio/COO, Alan Goldsmith/CFO, Lynn Barrett/General Counsel, Nick Hartfield/CCO, Nigel Crooks/CIA

PUBLIC COMMENTS None.

APPROVAL OF MINUTES

1. Approval of Compliance Committee meeting minutes, dated July 18, 2018

MOTION It was moved by Commissioner Wellins, second by Commissioner Berry, to:

APPROVE THE COMPLIANCE MEETING MINUTES DATED JULY 18, 2018.

Motion ***carried*** unanimously.

TOPIC OF DISCUSSION

2. New Regional Compliance Manager

Mr. Hartfield introduced Deanna Nicolozakes, the new Regional Compliance Manager. Ms. Nicolozakes is certified in Healthcare Compliance and has a law degree as well.

3. Staff Hiring Update

Mr. Hartfield reported on several vacant positions in the Compliance department, in which he recently updated the job descriptions. He currently has a candidate in mind to fill the Senior Compliance Specialist position and hopes to make an offer by the end of the week. Mr. Hartfield is also looking to fill the position of Director of Compliance Operations and Privacy, which should be posted by the end of the week.

MINUTES

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While meeting with Mr. Goldsmith to discuss the Compliance department budget, it was agreed a central policy committee would be created due to lack of policy oversight and structure. A position responsible for policies and training would also be created to ensure policies not conflict or duplicative.

Mr. Hartfield modified job description and shifted responsibilities of the Compliance Analyst so that moving forward, the Compliance Analyst could assist the HIPAA Privacy Manager and Ethics Manager, both overwhelmed with a lot of work.

Mr. Hartfield confirmed the Compliance department would be fully staffed once the addition of the remaining positions were filled along with budget. There are two positions remaining vacant, both Regional Compliance Managers.

Note Chairman Gregoire rearranged the agenda items by moving item six (6) before items four (4) and five (5).

4. OIG Call (see below)

5. IRO Report (see below)

6. OIG Letter

Mr. Hartfield reported that correspondence was received from the Monitor, Laura Ellis, related to the annual report submitted December 2017. The Monitor's correspondence requested additional information. Mr. Hartfield clarified that the difference between this year's initial communication from the Monitor versus last year's was that the last time Ms. Ellis met in person with the Commissioners, General Counsel, Chief Compliance Officer and Senior Leaders to deliver feedback and ask additional questions. This year her inquiries were received in a letter. Mr. Hartfield is in the process of responding to said letter.

Commissioner Ure expressed concern related to the tone in the OIG letter as he feels she showed disappointment for not receiving the review by the due date. He also felt concern that the Board and the CEO had not been informed of the delay. Mr. Hartfield clarified that the January 31st due date was a self-imposed due date made when he was informed by the procurement and contract departments that everything would have been implemented

MINUTES

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from Meditrack to Compliance 360 by the end of 2017. Since the transition did not happen by that time, and the contracting flow process was again modified in January 2018, Compliance's review of the arrangements database was delayed, affecting the submission until July of 2018.

Commissioner Ure further stated he would have never agreed that the CCO not have some reporting requirement to the CEO. The Board reporting requirement was an addition, not a replacement or removal of the requirement to report to the CEO.

Ms. Barrett interjected that it was clear in the resolution under the Bylaws to remove the reporting requirement from the CEO and instead require the Compliance Officer to report directly to the Board. Ms. Barrett further stated that it was not a dual reporting requirement and the decision was accepted by Laura Ellis.

There was discussion between the Board, Senior Leadership, General Counsel and Mr. Hartfield regarding when the letter from the Monitor was received and when it was actually shared with the Management Team. Mr. Hartfield clarified that the letter had not initially been received electronically due to Broward Health's file size limitation. Once he did receive said letter, and once thoroughly reviewed, Mr. Hartfield shared it with Senior Management approximately a week later.

Commissioner Ure advised that moving forward the Board, CEO and Senior Leadership should be informed of activity related to reporting and responding to the Monitor.

4. OIG Call

Commissioner Gregoire reported that the week after the OIG letter was received, she had a phone conference with the Monitor who expressed that although she felt confident in that Mr. Hartfield was in the process of resolving compliance issues, her patience was running short as compliance is everyone's responsibility, not the responsibility of the Compliance department alone.

MINUTES

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5. IRO Report

Commissioner Gregoire reported the Compliance and Legal departments were still reviewing the IRO Report and it would be brought to the next Compliance Committee meeting.

Discussion ensued regarding the issues that arose as a result of switching contracting systems.

Mr. Goldsmith shared history of what occurred during the system conversion. He further reported that there is day to day progress, regardless of the conversion having gone badly.

Discussion ensued regarding lack of teamwork and Executive Management partially responding to the IRO Report.

Chairman Klein reported he met with the OIG in Washington and that the meeting went very well. The Chair further reported the Monitor asked that the Management's response be included as an appendix to the Annual Report.

MEETING ADJOURNED 1:34 p.m.

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

THE COMPLIANCE COMMITTEE MEETING BE ADJOURNED.

Motion *carried* unanimously.

AUTHENTICATION OF MINUTES Patricia Alfaro, Special Assistant to the Board of Commissioners.

*Audiotape available upon request.

Respectfully submitted,

Commissioner Ray T. Berry
Secretary / Treasurer