



NORTH BROWARD HOSPITAL DISTRICT
BOARD OF COMMISSIONERS
BOARD OF COMMISSIONERS MEETING
1700 NW 49th Street, Ste. 150
Fort Lauderdale, FL
April 18, 2018

***MINUTES**

DATE OF MEETING: April 18, 2018

MEETING CALLED TO ORDER: 4:11 p.m.

BOARD MEMBERS:

- ✓ Commissioner Ure, Vice Chair
- ✓ Commissioner Wellins
- ✓ Commissioner Klein
- ✓ Commissioner Gregoire

THE PLEDGE OF ALLEGIANCE: Commissioner Wellins

PUBLIC COMMENTS: There were no public comments

APPROVAL OF MINUTES:

1. Request approval of the Minutes from Regular Board Meeting held on January 31, 2018.

MOTION:

Motion was made by Commissioner Gregoire to approve the Meeting Minutes from the Regular Board Meeting held on January 31, 2018. The motion was seconded by Commissioner Klein.

Motion carried unanimously.

WALK-ON DISCUSSION ITEMS:

Commissioner Wellins sought permission to present two walk-on items to the Board for discussion and vote.

- (1) Motion was made by Commissioner Wellins to place on the Agenda discussion and vote on naming interim chair or chairperson of the Board. Motion was seconded by Commissioner Gregoire.

Motion carried unanimously.

- (2) Motion was made by Commissioner Wellins to place on the Agenda discussion and vote on the proposed gain share incentive plan. Motion seconded by Commissioner Klein.

The gain share discussion and vote was placed on the Agenda as item 6, item 5 being the interim chair.

Motion carried unanimously.

MEDICAL STAFF / CREDENTIALING UPDATE: – Dr. Andrew Ta

Dr. Ta stated that detailed credential reports were included in Board packets.

Dr. Andrew Ta reported that there were a total of 17 new physicians and 14 allied health professionals for initial appointments, and 132 physicians and 22 allied health professionals for reappointments. There were 47 voluntary resignations and no involuntary resignations. He further stated that all appointments and reappointments were reviewed and approved by CDQ Committee and MEC at each facility.

There were 22 Radiologists at BHCS who requested sedation privileges and board approved by the MEC.

Dr. Ta reported that some facilities voted on new medical staff officers.

Broward Health Imperial Point:

<u>Position</u>	<u>Name</u>	<u>Term</u>
Chief of Staff	Dr. William Jensen	May 1, 2018 through April 30, 2020
Vice Chief of Staff	Dr. Chance Kaplan	May 1, 2018 through April 30, 2020
Secretary/Treasurer	Dr. Richard Estacio	May 1, 2018 through April 30, 2020
Chair of Medicine	Dr. Joel Gellman	
Vice Chair	Dr. Luis Barreras	
Secretary/Treasurer	Dr. Rafael Baez	
Surgery Chair	Dr. Jonathan Levine	
Vice Chair – Surgery	Dr. Vasana Cheanvechai	
Secretary/Treasurer-Surgery	Dr. Mimi Varghese	
Psychiatry Chair	Dr. Sandeep Mendiratta	
Vice Chair – Psychiatry	Dr. Nelson Cordoro Tomez	
Secretary/Treasurer – Psychiatry	Vacant	

Broward Health Medical Center:

<u>Position</u>	<u>Name</u>	<u>Term</u>
Chief of Staff	Dr. Michael A. Morrison	
Vice Chief of Staff	Dr. Sunil Kumar	
Secretary Treasurer	Dr. Michael Ruddy	

Broward Health North:

<u>Position</u>	<u>Name</u>	<u>Term</u>
Department Chair of Surgery	Dr. Steven Naide	
Secretary	Dr. Asha Gupta	
Medicine Chair	Dr. Amal Hanna	
Vice Chair – Medicine	Dr. Firaz Hosein	
Secretary/Treasurer – Medicine	Dr. Jorge Barrero	

MOTION:

Motion was made by Commissioner Gregoire to approve medical staff changes, additions and reappointments as outlined in Dr. Ta’s report. The motion was seconded by Commissioner Wellins.

Motion carried unanimously.

Recognition of Outgoing Chiefs of Staff

Dr. Ta reported that there are two Chiefs of Staff who have termed out, having served two consecutive terms: Drs. Lewkowitz at Broward Health Imperial Point and Yogel at Broward Health Medical Center. In recognition of their services, Ms. Susan Newton (Interim CEO at Broward Health Imperial Point) and Ms. Sandra Todd-Atkinson (CEO of Broward Health Medical Center) thanked Drs. Lewkowitz and Yogel respectively and presented them with service awards.

PRESIDENT/CEO UPDATE: – Gino Santorino EVP/COO for Beverly Capasso

Mr. Santorio stated that during the month of March there were several celebrations including community events and Doctor’s Day.

He also reported that the annual medical staff meeting was held on April 10, 2018 at Broward Health Medical Center. Mr. Santorio congratulated this year’s award recipients: Drs. Guben, Ronald Yee, Nederman, Cantonella and Herskowitz for their achievements and dedication to patient care.

Also being celebrated the week of April 15 is Healthcare Volunteer Appreciation Week. Mr. Santorio commended and thanked volunteers who have contributed numerous hours to patients, working alongside the healthcare team each day.

Mr. Santorio reported that Broward health was recently awarded a Susan G. Komen grant in support of the Every Woman Matters Program, which is aimed at decreasing the risk of premature death due to breast cancer in various female populations throughout Broward County. He thanked the Susan G. Komen organization for providing the funding.

He reported that Barry Galison, former Regional Director of Quality and Safety at Broward Health Imperial Point, has been recently promoted to Corporate Director of Quality and will be working with Lee Ghezzi.

He stated that during the month of March, 562 community events were held which touched over 28,000 lives. Among those events were the Stop the Bleed event (which included free hands-on tourniquet training sessions for the public), held at Broward Health Medical Center on March 31, 2018; the 33rd Annual Florida State Minority Supplier Development Council Exposition; an event honoring the life of Dr. Martin Luther King, Jr. which commemorated the 50th anniversary of his assassination; the annual April Pool's Day water safety event in Coral Springs; and a health fair for the Broward Sheriff's Office, in which Broward Health Medical Center and Broward Health Community Health Services participated. Mr. Santorio thanked Drs. Igor Nichiporenko and Benny Menendez for their role in leading the Stop the Bleed training sessions.

Mr. Santorio also reported that on April 5 Broward Health Imperial Point celebrated being named a top performer in the Human Rights Campaign Annual Healthcare Quality Index, and that Broward Health received an award for its ongoing support of the Florida State Minority Supplier Development Council.

CONSENT AGENDA:

Approval to accept the Interim Financial Statements for the month of March, 2018.

The March Financial Statements were presented by Mr. Goldsmith in the Finance Committee meeting.

MOTION:

Motion was made by Commissioner Klein to approve the Interim Financial Statements. The motion was seconded by Commissioner Gregoire.

Motion carried unanimously.

DISCUSSION AGENDA:

Authorize the President/CEO to approve and enter into a contractual agreement for on call general surgery at the 90th percentile.

Mr. Santorio stated that a fair market value and commercial reasonableness assessment for the proposed arrangement was conducted by an independent third party, which placed the on-call services at the 90th percentile. He outlined various non-traditional services provided by the on-call surgery panel, including services that would normally be provided by other specialties. He believes the on-call physicians are really performing at or above the 90th percentile.

Mr. Santorio revised his request for authorization to be that the Board of Commissioners authorize the President/CEO to approve and enter into contractual "agreements" for on-call general surgery at the 90th percentile as there may be more than one physician or physician groups on a call panel. Later, Mr. Santorio also revised his request to clarify that the services being requested are for Broward Health Medical Center only.

Ms. Todd-Atkinson stated that Broward Health is ideally looking to fill five spots and that this service is a currently identified deficiency.

Discussion ensued on fair market and commercial reasonableness and the ability to terminate these arrangements if necessary.

MOTION:

Motion was made by Commissioner Klein that the Board of Commissioners authorize the President/CEO to approve and enter into contractual agreements for on-call general surgery at the 90th percentile for Broward Health Medical Center. The motion was seconded by Commissioner Gregoire.

Motion carried unanimously.

Authorization to accept funding and execute an amended contract to provide Nurse Family Partnership services to at high risk low income first time moms in the amount of \$510,600.

Mr. Santorio provided an overview of the Nurse Family Partnership program which is a community health program which primarily serves at-risk low income first-time mothers and is geared to improve outcomes of high-risk patients. Mothers are partnered with a registered nurse early on in the pregnancy and the mother receives on-going visits continuing through the child's second birthday.

He stated that the funding is for the period April 2018 through September 2019. He provided additional information about the program and explained that the program is administered through Broward Health and coordinated through the Broward Regional Health Planning Council and the Early Childhood Home Visiting Program.

MOTION:

Motion was made by Commissioner Wellins that the Board of Commissioners authorize acceptance of the funding and execute an amended contract to provide Nurse Family Partnership services to at high risk low income first time moms in the amount of \$510,600. The motion was seconded by Commissioner Gregoire.

Motion carried unanimously.

Walk-on - Discussion and vote on naming interim chair or chairperson of the Board

Commissioner Wellins stated that given the numerous responsibilities and duties of the Board it is the responsibility as a Board to select a leader. Commissioner Wellins believes that Commissioner Klein would provide the best path forward and it is the right thing to do from a PR standpoint at this time until the Governor appoints additional commissioners or the October election period.

Commissioner Ure stated that because of the time demands of the various committees and the fact that these responsibilities would be spread among four instead of seven members he was actually going to remove himself from consideration for board chair.

MOTION:

Motion was made by Commissioner Gregoire to withdraw the nomination of Commissioner Ure in favor of Commissioner Klein. The motion was seconded by Commissioner Gregoire.

Motion carried unanimously.

Commissioner Wellins thanked and commended Commissioner Ure for recognizing the importance of the decision to nominate Commissioner Klein as interim chair of the Board.

Commissioner Klein accepted the nomination and thanked Vice Chairman Ure for his service.

Walk-on - discussion and vote on the proposed gain share incentive plan.

Commissioner Wellins proposed that the Board agrees to temporarily halt further implementation of the gain share and incentive compensation plan until the HR Committee has additional time to consult with outside counsel on the creation of a plan in accordance with customary and accepted rules and procedures. He stressed the importance of using an independent source with no ties to Broward Health. He believes that they are moving too fast and stated that he has not seen formal documents of the gain share incentive plan, detailed eligibility requirements, list of potential recipients, metrics and other key information. He believes that the Board should step back and review the plan on a short and long term basis as this is a long term commitment. Commissioner Wellins also expressed his concern about compliance and meeting the requirements of the CIA.

Commissioner Wellins asked that the Board gives the HR Committee authorization to (1) have the General Counsel seek advice from outside counsel, and (2) to give the HR Committee an opportunity to develop an actionable plan to present to the Board detailed adoption agreement, a plan and eligibility. Commissioner Wellins stated that he would like to see something within 30 to 60 days if possible.

Commissioner Gregoire questioned whether this would impact already projected bonus for this year.

Commissioner Wellins stated that while he is in support of every Broward Health employee having an opportunity to make more money, be more successful and to grow in their jobs, he believes the Board needs to take a step back to review the plan both for the near and long term as this is a long term commitment. He stated that this would be for all the bonus pool and all the gain share.

Commissioner Ure expressed that he is all for getting it right and supports getting independent review, but had concerns about the Board engaging in operational aspects.

Ms. Barrett explained that what she believes Commissioner Wellins is speaking to from a policy standpoint determining what the Board wants to see as part of the metrics for the eligibility which is a policy decision. How to operationalize it would be the responsibility of Gino Alan and Peter. She understands that what Commissioner Wellins is saying is getting the advice of independent benefits counsel to say this is best practice. With regards to the compliance aspect that would be the board's decision from a policy perspective.

Commissioner Ure requested that the executive team weigh in on the balance scorecard and the development of the metrics.

Mr. Santorio.....

Commissioner Klein stated that at the prior meeting there was an adoption of the general outline of the plans subject to further detail being provided. He believes that it is very important to have outside

guidance and counsel are well versed in this area so the Board can make the proper decision based on that input. She entertained a motion for further discussion on the topic.

MOTION:

Motion was made by Commissioner Wellins that the Board grants the HR Committee the authority to engage counsel through the General Counsel's Office, independent of Broward Health, to help Broward Health evaluate and produce documents setting forth the details of the incentive compensation plan for all years. The motion was seconded by Commissioner Gregoire.

Motion carried unanimously.

COMMENTS BY COMMISSIONERS:

Commissioner Gregoire thanked fellow Commissioners and expressed that the Commissioners' public discussions and disagreements is in the best interest of Broward Health and the community and that it is required by the Sunshine Laws. She stated that the Board is trying to do the right and thanked the public for their support.

Commissioner Wellins thanked the members of the Board for their understanding and dedication and stated that he believes that everyone on the board accepted their roles because they care about the people that are being served. He also thanked the staff.

Commissioner Klein asked the General Counsel if appointment of Secretary/Treasurer should be addressed as he would be vacating that position, to which Ms. Barrett responded in the affirmative.

MOTION:

Commissioner made a motion to walk on the agenda appointment of secretary/treasurer to the Board. The motion was seconded by Commissioner Ure.

The Motion carried unanimously.

MOTION:

Commissioner Ure made a motion to name Commissioner Wellins as Secretary Treasurer. The motion was seconded by Commissioner Gregoire.

Commissioner Wellins stated that he would have to take it under advisement as he is not sure whether he could actually serve in the role of Secretary Treasurer as that would require him to Chair of Finance which may create conflict with his approval. As such Commissioner Ure may have to be nominated as Commissioner Wellins' replacement and roles may have to be changed from audit to finance. Commissioner Wellins requested that this be tabled until next meeting while he work with the General Counsel or CEO to lay out what can cannot be done from a conflict standpoint.

MOTION:

Commissioner Klein made a motion to table Commissioner Wellins' nomination as Secretary/Treasurer. The Motion was seconded by Commissioner Gregoire.

The Motion carried unanimously.

Commissioner Klein expressed his thanks to fellow commissioners for their confidence they have placed in him. He stated that he hopes to succeed in the capacity as Chairman of the Board and appreciate all the help he needs to fulfil that role.

Commissioner Klein noted that a closed strategic planning session follows adjournment of the Board Meeting, which is closed to the public. He announced that the next regularly scheduled Board Meeting is May 30, 2018 at 4:00 p.m.

Commissioner Klein recessed the public session for three minutes.

AUTHENTICATION OF MINUTES: Elizabeth Ferguson

*Audiotape available upon request.