

**REGULAR BOARD MEETING  
NOVEMBER 28, 2018  
4:00 P.M.**

The Regular meeting of the Board of Commissioners of the North Broward Hospital District was held at 4:00 p.m. on November 28, 2018 at Broward Health Corporate Spectrum Location: 1700 NW 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. 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 Executive Office.

A registration sheet listing all attendees is on file in the Executive Office.

**CALL TO ORDER**

There being a quorum present, the meeting was called to order by Chairman Klein at 4:13 p.m.

**ROLL CALL**

*Commissioners:*

Present: Commissioner Andrew Klein – Chair  
Commissioner Christopher Ure – Vice Chair  
Commissioner Ray Berry - Secretary/Treasurer  
Commissioner Nancy Gregoire– Board Member  
Commissioner Stacy Angier – Board Member

*Senior Leadership:*

Present: Beverly Capasso/Former CEO, Gino Santorio/Acting CEO, Alan Goldsmith/COO, Gabriel Imperato/Interim General Counsel, Steve Foreman/Interim Chief Compliance Officer, Nigel Crooks/Chief Internal Auditor, Lee Ghezzi, SVP, Quality & Case Management

**PLEDGE OF ALLEGIANCE**

The Pledge of Allegiance was led by Commissioner Nancy Gregoire

**PUBLIC COMMENTS** Reasonable opportunity for the public to be heard as required by section 286.0114.FLA.STAT. (CHAPTER 2013-227, LAWS OF FLORIDA).

Mr. Ed Mass and Mr. Vicente Thrower made public comments.



As Chair of the Governance Committee, Commissioner Klein reported what was discussed at the November 26, 2018 committee meeting. Minutes have been drafted, a copy of which is on file in the Executive Office.

**Finance Committee** **11/26/2018** **Commissioner Berry**

As Chair of the Finance Committee, Commissioner Berry reported what was discussed at the November 26, 2018 meeting. Minutes have been drafted, a copy of which is on file in the Executive Office.

**Legal Affairs & Gov. Relations Committee** **11/26/2018** **Commissioner Gregoire**

As Chair of the Legal Affairs and Governmental Relations Committee, Commissioner Gregoire reported what was discussed at the November 26, 2018 committee meeting. Minutes have been drafted, a copy of which is on file in the Executive Office.

**Compliance Committee** **11/26/2018** **Commissioner Gregoire**

As Chair of the Compliance and Ethics Committee, Commissioner Gregoire reported what was discussed at the November 26, 2018 committee meeting. Minutes have been drafted, a copy of which is on file in the Executive Office.

For further detail, please see live stream videos for the abovementioned committee meetings at: [www.browardhealth.org/pages/board-calendar](http://www.browardhealth.org/pages/board-calendar)

**MEDICAL STAFF CREDENTIALING** Dr. Andrew Ta, Chief Medical Officer

- 3a) Broward Health North
- 3b) Broward Health Imperial Point
- 3c) Broward Health Coral Springs
- 3d) Broward Health Medical Center

Dr. Ta, CMO, presented the Medical Staff Credential Report, submitted for consideration, a copy of which is on file at the Executive Office. Recommendations for changes, additions and reappointments for Medical Staff and Allied Health providers were given. At the end of the report, Dr. Ta informed the Board that the (C&Q) Credentialing & Quality Committee and (MEC) Medical Executive Committee, recommended 31 providers be involuntarily resigned due to lack of payments owed to the medical staff. He further reported that numerous notices were sent to the providers over the course of six months, however, there was no response received nor payment collected. The next course of action is that providers be sent a letter noticing them of the involuntary resignation.

Dr. Ta reported that another provider was listed on the November 20, 2018 Exclusion Report. As per stipulated in the Medical Staff Bylaws, the provider was put on an automatic

administrative suspension at all four facilities. The Quality Committee at Imperial Point initially suspended the provider for several quality and safety issues, in which a pattern was identified for lack of quality of care. The case is currently in the appellate review process and will be reported at the December Regular Board Meeting.

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

***THE NORTH BROWARD HOSPITAL DISTRICT ADOPT THE MEDICAL STAFF CREDENTIALING REPORT AS PRESENTED IN TABS (3A) THROUGH (3D) IN THE REGULAR BOARD MEETING BOOK.***

Motion *carried* unanimously.

### **MEDICAL STAFF UPDATES**

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

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

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

**BHCS:** No report given.

### **ACTING PRESIDENT/CEO UPDATE** Gino Santorio

Mr. Santorio reported on strategic plans created by his team and himself in support of his role as Acting CEO for the District. The team identified five areas the entire organization will be responsible for, in which monthly updates will be provided to the Board and Community. Mr. Santorio listed the areas as *People, Growth, Service, Quality* and *Finance*. There are tentative plans to have an offsite strategic retreat that would include a board inclusive section, a section for medical staff and community resource committees. Sub-health committees may be considered for those in the community who have an interest in the organization.

Mr. Santorio reported that in the past 12 months 296 new physicians were recruited from the community, which he believes will aggressively increase numbers. Recently approved staff market adjustments resonated well with employees. Approval of the tier-two at risk incentive payments was also received well. Employees were extremely pleased that there were no increased costs for the additional benefits provided in open enrollment.

Mr. Santorio does not foresee changes in the direct board report structure if he remained permanent CEO. He believes what would be most beneficial and less disruptive to the organization is to create a structure allowing him to have community involvement, while still being active in operations to ensure the organization successfully comply, advance and complete what remains to be done in regards to the Corporate Integrity Agreement. To accomplish this, Mr. Santorio plans to tap on the support of several members already in leadership, such as from Dr. Andrew Ta, Mr. Lee Ghezzi, Ms. Diana Arteaga, and Ms. Melanie

Hatcher. Mr. Santorio would also modify the responsibilities of Alan Goldsmith, currently Chief Financial Officer and David Clark, currently VP of Construction, to that of a hybrid model, following the Memorial and Jackson healthcare systems. Mr. Goldsmith's role would be more of a Chief Administrator Officer role to help with operations and finances and Mr. Clark would fill in the remainder of operational needs. Alex Fernandez, currently Director of Finance, would step into the CFO role. Mr. Santorio would have also offer administrative oversight to the Chief Compliance Officer, as well as General Counsel.

A video was presented highlighting Broward Health employees that had been with the organization for more than 30 years. Many of who were featured in the video, were introduced to the Board.

### **CONSENT AGENDA**

4. Financials
  - 4.a Acceptance of the Financial Statement for the month of October 2018
  - 4.b Acceptance of Fiscal Year 2018 Audited Financial Statement
5. Approve Quality Assessment and Oversight Committee 3<sup>rd</sup> Quarter Standing Reports
6. BHMC – Orthopedic Trauma Contractual Agreement
7. BHRF – Primary Pharmacy Medication Distributor Contractual Agreement
8. BHS - Contractual Agreement for Marketing of Hospital Services, Education and Community Awareness
9. BHS - Contractual Agreement for Marketing of Hospital Services, Education and Community Awareness
10. BHS - Contractual Agreement for Marketing of Hospital Services, Education and Community Awareness
11. BH – Graduate Medical Education Program – Consulting Contractual Agreement
12. Approve Gabriel Imperato, Esq. as Interim General Counsel

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

***THE BOARD OF COMMISSIONERS OF THE NORTH BROWARD HOSPITAL DISTRICT APPROVE ITEMS (4) THROUGH (12) ON THE CONSENT AGENDA AS PRESENTED.***

Motion *carried* unanimously.

### **DISCUSSION AGENDA**

13. Broward Health Physician Group, Physician Services Recruitment Update Presentation – Beth Cherry, Sr. VP, Physician Services

Ms. Cherry gave details on Broward Health’s recruitment efforts and took questions. The presentation was given for informational purposes only.

14. Broward Health Physician Group – Locum Tenens Coverage for Hospital Call, Trauma and Physician Services– Beth Cherry, Sr. VP, Physician Services

Ms. Cherry reported that a 24-hour rate for Locum physicians ranges between \$2300 and \$3400 a day dependent on the specialty. Commissioner Ure requested that Locum spend and recruitment efforts be reported to the Board on a consistent basis.

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

***THE BOARD OF COMMISSIONERS OF THE NORTH BROWARD HOSPITAL DISTRICT AUTHORIZE THE PRESIDENT/CEO TO APPROVE ADDITIONAL FUNDING OF UP TO TWO MILLION DOLLARS TO PAY FOR LOCUMS TENENS SERVICES TO SUPPORT THE ON CALL REQUIREMENTS OF THE LEVEL I AND LEVEL II TRAUMA SERVICES.***

Motion *carried* unanimously.

15. Acting President/CEO authority to act in its capacity as a Member of CCP

Discussion ensued whether the CCP Committee should be dissolved.

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

***THE NORTH BROWARD HOSPITAL DISTRICT BOARD OF COMMISSIONERS DELEGATE ITS AUTHORITY TO ACT IN ITS CAPACITY AS A MEMBER OF CCP TO ITS ACTING PRESIDENT/ CEO, PURSUANT TO THE NORTH BROWARD HOSPITAL DISTRICT’S GOVERNING DOCUMENTS AND INTERNAL POLICIES AND PROCEDURES.***

Motion *carried* unanimously.

16. (CCP) Consideration Interlocal Agreement/Operation Agreement

Mr. Santorio reported that the motion would allow CCP to operate outside of Broward County so that it could function as a provider and compete with competitors outside of the county. In addition, it would allow CCP to transition from non-profit to for-profit. In regards to operating outside of the District, Mr. Santorio suggested General Counsel provide a written recommendation confirming that operating outside of the District is indeed possible and if not, being that a partnership exists within another company, could it be done through said entity instead.

Further consideration of this item was postponed until the December 12<sup>th</sup> Regular Board Meeting.

- a) Second Amendment
- b) Third Amendment

17. BH/CCP (PPUC) Provided Payment for Uncompensated Care Program and Administrative Agreement

Mr. Santorio reported that this agreement would allow the organization to explore potential opportunities for economies of scale allowing Community Care Plan to take over administration of PPUC efficiently.

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

***THE NORTH BROWARD HOSPITAL DISTRICT BOARD OF COMMISSIONERS AUTHORIZE THE ACTING PRESIDENT/CEO TO EXECUTE AN ADMINISTRATIVE SERVICES AGREEMENT WITH (CCP) COMMUNITY CARE PLAN TO BE ABLE TO PROVIDE ADMINISTRATIVE SERVICES FOR THE (PPUC) PHYSICIAN PAYMENT FOR UNCOMPENSATED CARE PROGRAM.***

Motion *carried* unanimously.

18. Retainer Agreements as Contracts

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

***THE BOARD OF COMMISSIONERS OF THE NORTH BROWARD HOSPITAL DISTRICT ADOPT THE PROPOSED POLICY FOR RETAINER AGREEMENTS AS CONTRACTS.***

Motion *carried* unanimously.

19. Administrative Oversight of Board Reports

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

***THE BOARD OF COMMISSIONERS OF THE NORTH BROWARD HOSPITAL DISTRICT ADOPT THE PROPOSED POLICY FOR ADMINISTRATIVE OVERSIGHT OF BOARD REPORTS.***

Motion *carried* unanimously.

20. Uniform Policy for Conducting Investigations

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

***THE BOARD OF COMMISSIONERS OF THE NORTH BROWARD HOSPITAL DISTRICT ADOPT THE PROPOSED UNIFORM POLICY FOR CONDUCTING INVESTIGATIONS.***

Motion *carried* unanimously.

21. Personal Leave Policy for Board Reports – Melanie Hatcher, VP, Human Resources

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

***THE BOARD OF COMMISSIONERS OF THE NORTH BROWARD HOSPITAL DISTRICT TAKE NO ACTION ON ITEM LISTED AS PERSONAL LEAVE POLICY FOR BOARD REPORTS.***

Motion *carried* unanimously.

22. Review new job title, job description and salary for Board Liaison – Melanie Hatcher, VP, Human Resources

It was confirmed that the liaison is a Board Report and that the Administrative Oversight of Board Reports policy that was just adopted gives the President/CEO authority to manage all Board reports moving forward. Commissioner Angier recommended the Board materials be transitioned from hardcopy to an electronic process, which should cut down on expenses and labor. In addition, she mentioned the scheduling of meetings should be more spread out.

NOTE: Commissioner Ure announced his departure from the meeting.

23. Discussion of current litigation, legal expenses – Jerry Del Amo, Managing Sr. Associate

Mr. Imperato reported that letters requesting information were sent to outside firms to expedite the review of current legal matters. Mr. Imperato also recommended, and Mr. Santorio concurred, that the risk management cases be bifurcated from the corporate legal cases. Mr. Ghezzi confirmed that the exception to chapter 286 of the Florida Statutes applies only to pending claims—and not pre-litigation claims. The Board requested continuous updates on a regular basis regarding corporate legal cases and risk management cases.

24. Shade Meeting for Legal Review and Consideration of Pending Cases and Property Discussion – Jerry Del Amo, Managing Sr. Associate General Counsel

Mr. Imperato requested the advice of the Board and outside counsel representing the District in the Pauline Grant versus four District cases in the shade at a future meeting. The meeting would be held on December 12, 2018 subsequent to outside counsel's availability.

Mr. Imperato requested a strategic meeting shade session be scheduled to discuss potential properties, as well as provide updates on past properties.



25. Committee Assignments – Chairman Andrew Klein

Standing Committees	Chair	Members			
Executive	Klein	Ure	Berry		
Audit	Ure	Gregoire	Klein		
Building	Klein	Ure	Berry		
BH Foundation	Ure				
CDTC	Angier				
Compliance & Ethics	Berry	Gregoire	Ure	Klein	Angier
Finance	Berry	Klein	Ure	Gregoire	Angier
Governance	Gregoire	Klein	Ure		
Human Resources	Gregoire	Ure	Berry		
Joint Conference	Jensen	Ure	Gregoire	Klein	
Legal Affairs & Gov. Relations	Klein	Ure	Berry	Gregoire	Angier
Pension & Investment	Ure	Berry	Gregoire		
QAOC	Gregoire	Berry	Angier		
Risk Mgmt & Claims Review	Gregoire				
BHIP	Berry				
BHCS	Gregoire				
BHMC	Ure				
BHN	Angier				
Primary Care	Angier				
Senior Services	Angier				

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

***THE NORTH BROWARD HOSPITAL DISTRICT RATIFY AND APPROVE ALL COMMITTEE ASSIGNMENTS AS READ.***

Motion *carried* unanimously.

**COMMISSIONERS COMMENTS:**

Commissioner Angier mentioned how impressive the staff and leadership were while touring two facilities. There was special mention of the recruiting efforts as well as of employee, Brett Bauman, from the legal department. Inclosing, Commissioner Angier thanked the Board of Commissioners.

Commissioner Berry stated that he was glad to see things moving forward and likes the direction that Broward Health is going towards. He suggested Mr. Santorio's be put on the next agenda to discuss his permanency as CEO.

Commissioner Gregoire congratulated BHN for their Leapfrog "A" scores. She also thanked the community, committee and staff for their support while working through some of the most difficult months of her career. Commissioner Gregoire closed by thanking the legal and compliance departments and mentioned she would miss chairing them both.

Commissioner Klein echoed the sentiments that were shared by his fellow Commissioners as he felt optimistic to see things moving forward in a positive direction. He thanked the community healthcare staff for the outreach, specifically the recent Thanksgiving meal event. Commissioner Klein would like to see improvement upon enhancing services to compliment the hospitals and clinics. He mentioned extending services via Broward Health's mobile van, which could include blood pressure readings. Commissioner Klein looks forward to a great 2019.

**MEETING ADJOURNMENT:**

There being no further business to come before the Board, Chairman Klein declared the meeting adjourned at 7:01 p.m.

**MOTION:** It was *moved* by Commissioner Angier that:

***THE BOARD OF COMMISSIONERS REGULAR BOARD MEETING ADJOURN.***

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