



NORTH BROWARD HOSPITAL DISTRICT
BOARD OF COMMISSIONERS
LEGAL COMMITTEE MEETING
1700 NW 49th Street, Ste. 150
Fort Lauderdale, FL
MAY 30, 2018

MINUTES

MEETING CALLED TO ORDER: 12:15 p.m.

COMMITTEE MEMBERS:

- Commissioner Gregoire, Chair
- Commissioner Klein
- Commissioner Ure
- Commissioner Wellins
- Commissioner Berry

PUBLIC COMMENTS: No public comments

APPROVAL OF MINUTES: No minutes to approve

TOPIC OF DISCUSSION:

1. Review of Certain Physician and Vendor Contracts

Mr. Santorio reported that he wanted to discuss four physician contracts and one coding services contract. In regards to the physician contracts, Mr. Santorio explained that currently the practice is that anything above the seventy-fifth percentile (75%) is brought to the Board for approval.

Ms. Barrett reported that in the interest of transparency, the CEO, COO and CFO of the District decided to bring anything over the seventieth percentile to the Board, although the policy does not require the Board to approve it under the seventy-fifth percentile.

Mr. Santorio reported that the two physicians being brought to the Board are very well qualified. Dr. Cumberbatch will go to Cora E Branyan Family Health Center to offer pediatric services as well as adult primary care. The Dr. Marcu, the second physician, will be providing services at Clinica de las Americas. Dr. Cumberbatch and Dr. Marcu are both new graduates. Technically their base is at the twenty-fifth percentile and total compensation is at the fiftieth percentile, however a new fair market value (FMV) survey was made specifically for new graduates, which in turn calculated the new graduates at the seventy-fifth percentile.

MOTION:

Motion was made by Commissioner Berry to authorize the President/CEO to approve and enter into a new (2) year agreement at the 75th percentile with Dr. Nadia Cumberbatch for Adult Family Medicine and Pediatric Primary Care services. Motion was seconded by Commissioner Wellins.

Motion carried unanimously.

Beth Cherry, SVP Physicians Practices, gave the Board a description of how Broward Health calculates physician bonuses. To determine a physician's performance, patient experience is recorded via quality surveys. There are eight (8) metrics. Each question represents a metric and each question has a 12.5 percentage assigned to it. The metrics are scored and a 90% satisfaction rate determines whether the physician has earned the bonus or not. If the physician does not pass a 96% in the coding segment of the survey, that individual is not eligible for the bonus. In addition, Ms. Cherry described the vetting, interviewing and contracting processes in contracting physicians. Physician Link is used to help with difficult recruiting.

MOTION:

Motion was made by Commissioner Klein to recommend that the Board authorize the President/CEO to approve and enter into a new (2) year agreement at the 75th percentile with Dr. Lori Marcu for adult Family Medicine services. Motion was seconded by Commissioner Wellins.

Motion carried unanimously.

Mr. Santorio reported that the third physician specializes in hematology and oncology and did his training at MD Anderson. This contract is not above the seventieth percentile, however in an effort to continue to show transparency, he wanted to bring it to the Board. A brief discussion regarding fair market value percentile rankings ensued clarifying the differences between when national rates are used versus when regional ones are used. Mr. Santorio further stated that he does not need a Motion for these agreements.

Mr. Santorio reported that due to the resignation of a fulltime pediatric endocrinologist in June of 2018, there will only two physicians left to cover the schedule. Consulting firm PYA, that provides FMV assessments, reported that the South Florida market is lacking in pediatric endocrinology. Mr. Santorio stated that the total compensation for Dr. Monica Rubio Martinez, who specializes in obesity, diabetes and thyroid issues, would be at the seventy-fifth percentile for a two year term.

MOTION:

Motion was made by Commissioner Wellins to recommend that the Board authorize the President/CEO to approve and enter into a new (2) year Agreement with Dr. Talia Zahra for Hematology Oncology services. Motion was seconded by Commissioner Klein.

Motion carried unanimously.

Mr. Santorio briefly explained the way the Charter governs the procurement process through an RFP. First an RFP must be conducted. Next, rates are negotiated and then a contract is brought to the Board for approval. Approximately 100 physicians at Broward Health have been coding their own services. Audits show that there has been an error rate in coding that is above the threshold of management's comfort level. To improve timeliness and accuracy, enhance revenue capture, and maintain compliance, Mr. Santorio is requesting Himage Solutions, an independent professional coding vendor, be contracted for a total of two years for two million five hundred and forty-six thousand five hundred and ten dollars (\$2,546,510). Although Mr. Santorio cannot currently offer Himage a contract, he requested that the Board approve he move forward based on what has been negotiated already.

Commissioner Berry stated that he would prefer to see the RFPs in the future versus bringing the contracts to the Board. Once the RFP is reviewed, he feels leadership should make the final decision.

MOTION:

Motion was made by Commissioner Klein that the Legal Affairs and Governmental Relations Committee adopt the staff recommendation that the Board authorize the President/CEO to enter into the contractual arrangement with Himage Solutions for a (2) year term at the annual cost of \$2,546,510 for professional fee coding services. Motion was seconded by Commissioner Berry.

Motion carried unanimously.

Mr. Santorio reported that both trauma centers at Broward Health North and Medical Center have issues with on call services. As a requirement of having a trauma center, it is mandatory that there be on call services for ENT, Ophthalmology and Thoracic Vascular surgery. As of the end of the current month, being May 2018, there will not be ENT or Ophthalmology coverage at either location. Mr. Santorio reported that for the past two months Ms. Barrett has been working with PYA in an effort to attain appropriate rates for the market. PYA has only released verbal rates, which for Thoracic Vascular is at the seventy-ninth percentile and

ENT is above the ninetieth percentile, both commercially reasonable and at fair market value. Ophthalmology is just above the fiftieth percentile. Mr. Santorio explained that he cannot wait another month for PYA to provide an official FMV rate report to then have to also bring a contract before the Board for approval. Although the Bylaws allow him to move forward on an emergency basis, he would prefer to ask the Board for their blessing. He further reported that competitors are currently paying at the ninetieth percentile for ENT. Vascular Thoracic is at the seventy-ninth percentile. Ophthalmology is at the fiftieth percentile, however Ms. Barrett clarified that it could easily go up to the seventy-fifth percentile.

MOTION:

Motion was made by Commissioner Wellins to recommend that the Board authorize the CEO to enter into contracts for ENT, Vascular Thoracic and Ophthalmology at Fair Market Value and commercially reasonable as determined by PYA. Motion seconded by Commissioner Klein.

Motion carried unanimously.

2. Certain Form Agreements

Commissioner Gregoire requested that Ms. Barrett give a brief explanation of some of the new contracts that have been put in place since the beginning of 2015, after the CIA was signed. The Legal department created all new form agreements for most of Broward Health arrangements with physicians and other referral sources.

Ms. Barrett gave a brief description of the key contracts used by the system daily, however approximately twenty five forms have been revised or created. Specific agreements were discussed, that included employment agreements, medical agreements, lease agreements and hospital based agreements.

3. Outside Counsel Utilization

Ms. Barrett briefly explained how the District's Legal Department is structured. There is an attorney assigned to each of the four facilities, as well as one assigned to Community Health Service and another to CDTC. The attorneys visit their respective facility once a week and report to the legal department as one common voice.

Ms. Barrett gave a year-to-date explanation of the legal expenses within the utilization of outside counsel. The accounts payable data refers to when invoices were paid opposed to when the services were actually provided. The figures listed dated back from 2013 to the present.

Ms. Barrett provided some detail on who the outside legal firms were in addition to the years they provided services.

Ms. Barrett referred to an area on the chart indicating legal fees have been steadily decreasing.

Ms. Barrett clarified that some of the billing referring to outside counsel was occasionally consultants or outside entities who were retained for government entity production requests.

Ms. Barrett also gave a description of the timeline of legal services and how the expenses are categorized. She also reported that most of the legal tasks are currently receiving internal legal support from the six (6) attorneys on staff.

MEETING ADJOURNMENT:

Commissioner Klein motioned to adjourn the meeting, seconded by Commissioner Wellins.

Motion carried unanimously.

Meeting was adjourned at 2:15 p.m.

Authentication of Minutes: Patricia Alfaro, Special Assistant to the Executive Office.

*Audiotape available upon request.