

MINUTES

**HUMAN RESOURCE COMMITTEE MEETING
Immediately following the Compliance & Ethics Committee Meeting
September 12, 2018**

NOTICE

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 Committee, is attached to the official Minutes as EXHIBIT II.

CALL TO ORDER 1:40 p.m.

COMMITTEE MEMBERS

Present: Commissioner Steven A. Wellins, Chair
Commissioner Christopher T. Ure
Commissioner Ray T. Berry

Senior Leadership

Additionally Present: Nancy W. Gregoire/Commissioner, Andrew M. Klein/Commissioner, Beverly Capasso/President/Chief Executive Officer, Gino Santorio/Chief Operations Officer, Alan Goldsmith/Chief Financial Officer, Lynn Barrett/Corporate General Counsel, Nick Hartfield/Chief Compliance Officer, Nigel Crooks/Chief Internal Auditor

PUBLIC COMMENTS None

APPROVAL OF MINUTES

1. Approve Human Resource meeting minutes dated July 18, 2018.

MOTION It was *moved* by Commissioner Berry to:

Approve the Human Resource Committee meeting minutes dated July 18, 2018.

Motion *carried* unanimously, without a *second*.

TOPIC OF DISCUSSION

2. Board Resources

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

MINUTES

Recommend to the board that Patricia Alfaro, a Board Report, be elevated as an exempt employee with a new job description, a budget and the ability for her to hire an assistant.

Motion *carried* unanimously.

3. Review the Board Report Contract

Commissioner Wellins reported that a labor attorney was requested to provide a generic template agreement that could be customized according to the board report position. Commissioner Wellins asked that committee members review the template and send any questions or concerns to Ms. Barrett, so that the template be finalized and approved in October.

4. Contracting Processes

Commissioner Wellins reminded the committee of a previous discussion when Commissioner Ure requested he provide a bullet point draft of what he thought a more comprehensive and transparent contract process would look like. Commissioner Wellins walked the committee through the proposed process.

5. Personal Leave Policy

In regards to Board Reports, Commissioner Wellins opined that the personal leave policy should revert back to what was in place prior to the new policy that existed for Executive Management.

Mr. Goldsmith shared that prior to the policy change, employees were using the plan more as a retirement savings account versus a vacation plan; defeating the purpose of the plan. Mr. Goldsmith suggested the committee decide if they wanted to offer a strict vacation plan or if they were willing to let the time be accrued when not taken.

6. Head of HR

Commissioner Wellins shared that he requested Ms. Hatcher take on the Human Resource department's responsibilities during the interim of finding a permanent head of HR. Mr. Goldsmith clarified that Ms. Hatcher was already running the day-to-day responsibilities for the department and that he was the acting liaison between Ms. Hatcher, the CEO and COO.

7. HR SR VP Search

Commissioner Wellins suggested a top notch executive global firm be identified to fill the SVP, Chief Human Resource Officer position. Mr. Goldsmith agreed with the suggestion and reported that the procurement department was in the process of finding out if another organization had recently completed a similar bid, so that Broward Health could use it. He further reported that a national search historically took three months to process and that Senior Management wanted Commissioner Wellins' input.

MINUTES

8. Audit Resource Staff

Mr. Nigel Crooks, Interim Chief Internal Auditor, presented the audit department's budget to the committee. He reported that his department completed close to 30 audits with only 4 auditors, Mr. Crooks requested an incremental increase of \$500K within the next two years.

Commissioner Wellins suggested Mr. Crooks fine tune his budget and give the committee a best case scenario to do what he needed to do. He reminded Mr. Crooks that he would be responsible for critical audits the following year, therefore the new positions needed to be put in place as soon as possible.

9. CEO Workshop

Commissioner Wellins announced that two HR meetings would be scheduled at 1.5 hours each. The first meeting would cover all unfinished HR business and the second meeting would be allotted to discuss CEO metrics.

Commissioner Wellins listed pending items below:

- Recommendation of board resources
- Complete and approve contract process
- Complete board report agreement template
- Review personal leave policy for board reports
- Search and hire of senior vice president of human resource department
- Resolve audit budget
- Tier two document

Commissioner Gregoire stated that she was given the understanding that consideration of making Mr. Crooks permanent Chief Internal Auditor would be discussed at the current meeting. Commissioner Klein agreed to address it at the full board meeting.

ADJOURNMENT 3:15 p.m.

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

Adjourn the Human Resource Committee Meeting.

Motion *carried* unanimously.

Respectfully submitted,
Commissioner Stacy L. Angier, Secretary/Treasurer