

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

### REGULAR BOARD MEETING JANUARY 30, 2019 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 January 30, 2019 at Broward Health Corporate Spectrum Location: 1700 Northwest 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.

This meeting was live streamed and is also available for viewing on the Broward Health website.

#### **CALL TO ORDER**

There being a quorum present, the meeting was called to order by Chairman Klein at 4:10 p.m.

#### **BOARD MEMBERS**

##### *Commissioners:*

Present: Commissioner Andrew M. Klein – Chair  
Commissioner Christopher T. Ure – Vice Chair  
Commissioner Ray T. Berry – Secretary, Treasurer  
Commissioner Nancy W. Gregoire – Board Member  
Commissioner Stacy L. Angier – Board Member  
Commissioner Marie C. Waugh – Board Member

##### *Senior Leadership:*

Present: Gino Santorio/President/CEO, Alan Goldsmith/Acting CAO, Alex Fernandez/Acting CFO, Gabriel Imperato/Interim General Counsel, Jerry Del Amo/Managing Senior Associate General Counsel, Nigel Crooks/Chief Internal Auditor, Melanie Hatcher/VP Acting CHRO, David Clark/Acting Sr. VP for Operations, Dr. Andrew Ta/EVP CMO, Steve Forman/Interim Chief Compliance Officer

#### **PLEDGE OF ALLEGIANCE**

The Pledge of Allegiance was led by Commissioner Christopher T. Ure

# MINUTES

## NORTH BROWARD HOSPITAL DISTRICT

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

Interim General Counsel, Gabe Imperato, reported that the only outside counsel in attendance was, Myla Reizen with Foley and Lardner.

**PUBLIC COMMENTS** None

### **RATIFICATION**

1. Resolution of the Board of Commissioners of the North Broward Hospital District Approving the President/Chief Executive Officer's Appointment of a Senior Vice President/ Chief Financial Officer of the North Broward Hospital District

Mr. Santorio delivered the ratification of Mr. Alex Fernandez and read a brief bio listing his accomplishments.

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

**THE BOARD OF COMMISSIONERS OF THE NORTH BROWARD HOSPITAL DISTRICT ADOPT THE RESOLUTION, AS PROPOSED.**

Motion *carried* unanimously

**APPROVAL OF MINUTES** A copy of the minutes referenced below is on file in the Executive Office.

2. Approve December 12, 2018 Regular Board meeting minutes

Chairman Klein clarified for the record that Commissioner Berry should have been announced as Chair of the Governance Committee during Committee Appointments, which was noted on the record following conclusion of the shade session and reopening of the public meeting.

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

**THE BOARD OF COMMISSIONERS OF THE NORTH BROWARD HOSPITAL DISTRICT APPROVE REGULAR BOARD MEETING MINUTES, DATED DECEMBER 12, 2018.**

Motion *carried* unanimously.

### **COMMITTEE REPORTS**

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

### **THE BOARD OF COMMISSIONERS OF THE NORTH BROWARD HOSPITAL DISTRICT DISPENSE WITH THE COMMITTEE REPORTS.**

Motion *carried* unanimously.

#### **MEDICAL STAFF CREDENTIALING** Dr. Andrew Ta

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

Dr. Ta presented to update with the Medical Credentialing report for the month of January.

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

### **THE BOARD OF COMMISSIONERS OF THE NORTH BROWARD HOSPITAL DISTRICT APPROVE MEDICAL STAFF CREDENTIALING AS PRESENTED UNDER TABS 3A THROUGH 3D.**

Motion *carried* unanimously

#### **CHIEF MEDICAL STAFF UPDATES**

- Dr. Morrison provided an update of recent activities at Broward Health Medical Center and presented the Distinguished Physician Award to Dr. Christopher Van Smith. Dr. Smith's education, work history and accomplishments were listed and he thanked Dr. Morrison and the Board for the recognition.
- Dr. Maheshwari provided an update of recent activities at Broward Health North.
- Dr. Jensen provided an update of recent activities at Broward Health Imperial Point and introduced Dr. Robert Raggi, the new Regional Medical Officer for BHIP.
- Dr. Zingaro provided an update on recent activities at Broward Health Coral Springs.

#### **PRESENTATIONS**

- CEO Update, Gino Santorio

Mr. Santorio gave his full monthly report followed by a five minute informative video that was gratefully received by the Board.

Mr. Santorio gave a brief update on the findings from performed audits, as requested by Commissioner Angier at the January 22<sup>nd</sup> Audit Committee meeting.

- Chairman's Update

Chairman Klein discussed the success the organization had achieved in the past year and offered insight on the direction going forward, including the scheduling of a Board Strategic Planning Session.

## **CONSENT AGENDA**

4. Approve Employee Performance Balanced Scorecard Analytics
5. Approve the proposed procedure to select VP of Compliance for the North Broward Hospital District

**Moved to the Discussion Agenda as item (#21a).**

6. Authorize the President/CEO to commence an RFP/RFQ for outside Audit firm to conduct an internal review of the Broward Health Audit Department
7. Authorize the President/CEO to commence an RFP/RFQ for a 403(b) Retirement Plan Provider
8. Authorize the President/CEO to enter into negotiation of a Purchase & Sale Agreement with the Ownership Entity Wells Fargo with conditions

**Moved to Discussion Agenda as item (#25).**

9. Authorize the President/CEO to submit for competitive bid for the consideration by the Listing broker, Rauch-Heim Commercial RE, for the sale/purchase agreement with Ownership Entity CEV Kirkiles, Inc., with conditions

**Moved to Discussion Agenda as item (#26).**

10. Approve Contractual Agreement for Air Gas Services
11. Approve Contractual Agreement for Primary Medical/Surgical Supplier
12. Approve Purchase through Group Purchasing Organization – Hill-Rom Beds

# MINUTES

## NORTH BROWARD HOSPITAL DISTRICT

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

13. Approve Contractual Agreement for Surgical Services Instrument Tracking Standardization – Impress
14. Approve Contractual Agreement for General Surgery On Call Services
15. Approve Contractual Agreement for Oral Maxillofacial Surgery On Call Services
16. Approve Contractual Agreement for Regent Rental Agreement – Sole Source
17. Approve Contractual Agreement for Cath/Neuro Biplane Interventional Suite – RFP and GPO of Broward Health Medical Center
18. Approve Purchase for Boilers – Group Purchasing Organization
19. Approve Contractual Agreement for Cardio Cath Lab Suite of Broward Health Coral Springs

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

**THE BOARD OF COMMISSIONERS OF THE NORTH BROWARD HOSPITAL DISTRICT APPROVE THE ITEMS ON THE CONSENT AGENDA.**

Motion *withdrawn*

**MOTION** It was *moved* by Commissioner Angier, *seconded* by Commissioner Waugh, to:

**MOVE ITEM (5) FROM CONSENT AGENDA TO THE DISCUSSION AGENDA.**

Motion *carried* unanimously

**MOTION** It was *moved* by Commissioner Angier, *seconded* by Commissioner Waugh, to:

**MOVE ITEM (8) AND (9) FROM CONSENT AGENDA TO THE DISCUSSION AGENDA.**

Motion *carried* unanimously

Chairman Klein announced items 5, 8 and 9 would be heard in the same order after items (20-24) the end of the Discussion Agenda.

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

**THE BOARD OF COMMISSIONERS OF THE NORTH BROWARD HOSPITAL DISTRICT APPROVE ITEMS 4, 6, 7, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19 ON THE CONSENT AGENDA.**

Motion *carried* unanimously

### **DISCUSSION AGENDA**

20. Consideration of President/CEO Employment Contract

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

**THE BOARD OF COMMISSIONERS OF THE NORTH BROWARD HOSPITAL DISTRICT APPROVE THE EMPLOYMENT AGREEMENT, AS PROPOSED.**

Motion *carried* unanimously

21. Consideration of the proposed procedure to select General Counsel for the North

Broward Hospital District

Discussion ensued regarding selection of General Counsel Candidates in an effort to establish an efficient screening process. Ms. Hatcher circulated a revised document containing the case law approved by Mr. Imperato.

Brett Bauman gave the Board a summary of the Open Meeting requirements related to the selection of General Counsel and took questions.

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

**THE BOARD OF COMMISSIONERS OF THE NORTH BROWARD HOSPITAL DISTRICT AUTHORIZE THE FORMATION OF A BOARD SUBCOMMITTEE FOR THE SELECTION OF GENERAL COUNSEL THAT WILL BE TASKED WITH EVALUATING THE FORTY-TWO (42) CANDIDATES FOR THE GENERAL COUNSEL POSITION AND NARROW DOWN THE CHOICES TO A NUMBER THAT THEY CHOOSE. THE SUBCOMMITTEE WOULD BE COMPRISED OF THE CHAIR OF THE LEGAL COMMITTEE, CEO, CEO DESIGNEE, INTERIM GENERAL COUNSEL AND MEDICAL STAFF DESIGNEE.**

Motion *amended* by Commissioner Angier to include Commissioner Waugh as a sixth member to the Subcommittee.

# MINUTES

## NORTH BROWARD HOSPITAL DISTRICT

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

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Amended Motion *carried* unanimously

Note: Chairman Klein allowed a pause from the Discussion Agenda to allow for Public Comments, as it was requested by a guest in the audience.

Urbano Santos of the Brazilian Community Center spoke to the mission of the Center. He extended an invitation to the Board for an event at the Broward Convention Center in August, 2019.

### **Continuation on Item #21**

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

**THE BOARD OF COMMISSIONERS OF THE NORTH BROWARD HOSPITAL DISTRICT MODIFY EXHIBIT B OF THE TIMELINE AS FOLLOWS: ITEMS A, B AND C WILL REMAIN THE SAME, AS PRESENTED. ITEM D WILL BE DELETED IN ITS ENTIRETY, ITEM E BE MODIFIED TO HAVE THE DATE REFLECT, ON OR BEFORE MARCH 13<sup>TH</sup>, 2019, AND THE ACTION VERBIAGE WOULD BE THAT THE BOARD SUBCOMMITTEE WILL PROVIDE THE HR COMMITTEE MEMBERS WITH SUMMARY FACT FINDING. THE REPORT WILL BE MADE AVAILABLE TO ADDITIONAL BOARD MEMBERS, AS REQUESTED. ITEM F WILL REMAIN THE SAME, AS PRESENTED AND ITEM G WILL REMAIN THE SAME, AS PRESENTED.**

Motion *carried* unanimously

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

**MOVE FORMER ITEM (#5) FROM THE CONSENT AGENDA AS ITEM (#21A) TO THE DISCUSSION AGENDA.**

Motion *carried* unanimously

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

21a. **(Previously item #5)** Approve the proposed procedure to select VP of Compliance for the North Broward Hospital District

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

**THE BOARD OF COMMISSIONERS OF THE NORTH BROWARD HOSPITAL DISTRICT AUTHORIZE THE ESTABLISHMENT OF A BOARD SUBCOMMITTEE FOR THE CHIEF COMPLIANCE OFFICER SELECTION PROCESS FOR THE CHIEF COMPLIANCE OFFICER SELECTION. THE SUBCOMMITTEE CONSISTS OF THE CHAIR OF THE COMPLIANCE COMMITTEE, CEO, CEO DESIGNEE, INTERIM CHIEF COMPLIANCE OFFICER, A MEDICAL STAFF DESIGNEE AND COMMISSIONER WAUGH.**

Motion *carried* unanimously

Discussion ensued regarding the modifications to the proposed timeline.

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

**THE BOARD OF COMMISSIONERS OF THE NORTH BROWARD HOSPITAL DISTRICT MODIFY EXHIBIT A OF THE TIMELINE AS FOLLOWS: ITEMS A, B AND C WILL REMAIN THE SAME, AS PRESENTED. ITEM D WILL BE DELETED IN ITS ENTIRETY, ITEM E BE MODIFIED TO HAVE THE DATE REFLECT, ON OR BEFORE FEBRUARY 18<sup>TH</sup>, 2019, AND THE ACTION VERBIAGE WOULD BE THAT THE BOARD SUBCOMMITTEE WILL PROVIDE THE HR COMMITTEE MEMBERS WITH SUMMARY FACT FINDING. THE REPORT WILL BE MADE AVAILABLE TO ADDITIONAL BOARD MEMBERS, AS REQUESTED. ITEM F WILL REMAIN THE SAME, AS PRESENTED AND ITEM G WILL REMAIN THE SAME, AS PRESENTED.**

Motion *carried* unanimously

Commissioner Ure suggested these processes be considered as the standard practice going forward when conducting a search for an Executive position. Chairman Klein recommended it be taken up at a future Governance Committee meeting.

Note: The meeting was called into recess at 6:26 pm and resumed at 6:45 pm.

22. Review and consider the Financial Statement for the month of November 2018

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



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

**THE BOARD OF COMMISSIONERS OF THE NORTH BROWARD HOSPITAL DISTRICT APPROVE THE FINANCIAL STATEMENT FOR THE MONTH OF NOVEMBER 2018, AS PRESENTED.**

Motion *carried* unanimously

23. Review and consider the Financial Statement for the month of December 2018

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

**THE BOARD OF COMMISSIONERS OF THE NORTH BROWARD HOSPITAL DISTRICT APPROVE THE FINANCIAL STATEMENT FOR THE MONTH OF DECEMBER 2018, AS PRESENTED.**

Motion *carried* unanimously

24. Consideration of Proposed Board/Committee Agenda Standard Operating Procedure (SOP)

Mr. Santorio presented the Standard Operating Procedure and outlined the deadlines. He further reported the electronic Board Portal would be going live in the near future to help streamline the processes further.

No action taken

25. **(Previously item #8)** Authorize the President/CEO to enter into negotiation of a Purchase & Sale Agreement with the Ownership Entity Wells Fargo with conditions.

David Clark, VP Operations, took questions related to the property and conditions of the agreement.

Discussion ensued regarding the scheduling of a Board Strategic Planning Session.

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

**THE BOARD OF COMMISSIONERS OF THE NORTH BROWARD HOSPITAL DISTRICT AUTHORIZE THE PRESIDENT/CEO TO ENTER INTO NEGOTIATION OF A PURCHASE & SALE AGREEMENT WITH THE OWNERSHIP ENTITY WELLS FARGO WITH CONDITIONS.**

# MINUTES

## NORTH BROWARD HOSPITAL DISTRICT

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

### ROLL CALL

Commissioner Berry	aye
Commissioner Ure	aye
Commissioner Gregoire	aye
Commissioner Angier	nay
Commissioner Waugh	nay
Chairman Klein	aye

Motion *carried* 4 to 2

26. (**Previously item #9**) Authorize the President/CEO to submit for competitive bid for the consideration by the Listing broker, Rauch-Heim Commercial RE, for the sale/purchase agreement with Ownership Entity CEV Kirkiles, Inc., with conditions

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

**THE BOARD OF COMMISSIONERS OF THE NORTH BROWARD HOSPITAL DISTRICT AUTHORIZE THE PRESIDENT/CEO TO SUBMIT FOR COMPETITIVE BID FOR THE CONSIDERATION BY THE LISTING BROKER, RAUCH-HEIM COMMERCIAL RE, FOR THE SALE/PURCHASE AGREEMENT WITH OWNERSHIP ENTITY CEV KIRKILES, INC., WITH CONDITIONS.**

### ROLL CALL

Commissioner Berry	aye
Commissioner Ure	aye
Commissioner Gregoire	aye
Commissioner Angier	nay
Commissioner Waugh	nay
Chairman Klein	aye

Motion *carried* 4 to 2

Commissioner Gregoire raised an issue concerning invoices submitted by outside counsel Foley & Lardner, following a letter sent by Foley & Lardner to the Commissioners regarding same.

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

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

**THE BOARD OF COMMISSIONERS OF THE NORTH BROWARD HOSPITAL DISTRICT GIVE INTERIM GENERAL COUNSEL, GABRIEL IMPERATO, THE AUTHORITY TO PAY WHAT HE AND FOLEY & LARDNER NEGOTIATE AND WHAT HE DEEMS FAIR AND SUPPORTABLE AND THAT IT BE PAID EXPEDITIOUSLY.**

The Board was advised that Foley & Lardner had recently submitted invoices totaling approximately \$1.4 Million for the seven-month period June-December, 2018. Discussion ensued concerning the outstanding legal fees, untimely submission of invoices, quality of legal services, lack of detail in invoices to support the billing and information to be made available to Commissioners.

Motion and second *withdrawn*

Chairman Klein asked Kevin Hyde, Managing Partner of Foley & Lardner, Jacksonville office, to address the Board concerning the billing. Discussion continued between Chairman Klein and Mr. Hyde related to timeliness and content of billing, as well as the possibility of a conflict of interest involving Foley & Lardner Partner Myla Reizen.

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

**THE BOARD OF COMMISSIONERS OF THE NORTH BROWARD HOSPITAL DISTRICT AUTHORIZE THAT \$750,000.00 BE PAID TO FOLEY & LARNDER WITHIN THEIR FISCAL YEAR AND TO ALLOW BROWARD HEALTH'S INTERIM GENERAL COUNSEL, GABRIEL IMPERATO, TO NEGOTIATE THE REMAINING BALANCE AND BRING BACK THE NEGOTIATED AMOUNT TO THE BOARD FOR APPROVAL.**

Chairman Klein noted his objection to the Board approving payment to a vendor without notice as an agenda item, budget modification, or any supporting materials presented for consideration or verification. It was agreed that if the motion passed the managing partner from Foley & Lardner would meet with Chairman Klein and Mr. Imperato to discuss the Foley & Lardner invoices in detail.

### ROLL CALL

Chairman Klein	nay
Commissioner Ure	aye
Commissioner Berry	aye
Commissioner Gregoire	aye
Commissioner Angier	aye
Commissioner Waugh	aye

# MINUTES

## NORTH BROWARD HOSPITAL DISTRICT

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

Motion *carried* 5 to 1

### **COMMENTS BY COMMISSIONERS**

Commissioner Angier announced that she hoped to see many participants from Broward Health attend the Smart Ride event in November 2019, hosted by CDTC.

### **NEXT REGULAR BOARD MEETING**

The next regularly scheduled Board of Commissioners' meeting will be held on February 27, 2019 at 4:00 p.m. at the Broward Health Corporate Office, Spectrum Site, Suite 150, 1700 NW 49 Street, Fort Lauderdale, Florida.

**ADJOURNMENT** 8:19 pm

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

**ADJOURN THE REGULAR BOARD MEETING.**

Motion *carried* unanimously

Respectfully submitted,  
Commissioner Ray T. Berry  
Secretary/Treasurer