

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

### **REGULAR BOARD MEETING**

FEBRUARY 27, 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 February 27, 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 pm.

### **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

Commissioner Waugh was not present at the time of roll call; however, she arrived by 4:22 pm.

#### *Senior Leadership:*

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

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**THE PLEDGE OF ALLEGIANCE** – Nancy W. Gregoire

**PUBLIC COMMENTS** None

### **APPROVAL OF MINUTES**

1. Approve January 30, 2019 Regular Board meeting minutes.

Commissioner Klein suggested the minutes be tabled for further review.

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

**TABLE THE REGULAR BOARD MEETING MINUTES, DATED JANUARY 30, 2019.**

Motion *carried* unanimously.

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

- 2a) Broward Health North
- 2b) Broward Health Imperial Point
- 2c) Broward Health Coral Springs
- 2d) Broward Health Medical Center

Dr. Ta gave his monthly medical credentialing report.

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

**APPROVE ITEMS (2A) THROUGH (2D) MEDICAL STAFF CREDENTIALING.**

Motion *carried* unanimously.

### **CHIEF MEDICAL STAFF UPDATES**

- Broward Health North: Dr. Maheshwari provided an update of recent activities and introduced Trauma Surgeon, Dr. Margolis, to discuss the hospital's trauma program and issue of Critical Care Fellowship accreditation for the Trauma Program.
- Broward Health Imperial Point: Dr. Jensen provided an update of recent activities.
- Broward Health Coral Springs: Dr. Zingaro provided an update of recent activities.
- Broward Health Medical Center: Dr. Morrison provided an update of recent activities.

### **PRESENTATIONS**

- President/CEO Update, Gino Santorio:  
In honor of Cardiac Health month, Mr. Santorio recognized Ms. Eva Sunday from Broward Health Medical Center, who was an asset in the recovery of Commissioner Berry having

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suffered a massive heart attack in 2008. Commissioner Berry shared a few details of the experience and thanked Ms. Sunday for her caregiving.

Mr. Santorio presented his full monthly report highlighting the five pillars of the organization followed by a short channel 10 news segment, featuring Chairman Klein who also suffered a heart attack that resulted in quadruple bypass surgery.

### 3. Broward Health Medical Center Trauma Presentation – Dr. Ivan Puente

Dr. Puente, Trauma Medical Director at Broward Health Medical Center, gave a detailed and informative presentation of the Trauma Program.

## CONSENT AGENDA

Commissioner Angier requested item eight (8) be moved from the Consent Agenda to the Discussion Agenda.

4. Acceptance of the Interim Financial Statement for the month of January, 2019
5. BH System – RFP Award – 3DR
6. BHN Vascular Surgery Call
7. Capital Budget Exhibit for \$250K and over projects
8. Legal Budget Increase (*moved to Discussion Agenda*)
9. Compliance Budget Increase

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

**THE BOARD OF COMMISSIONERS OF THE NORTH BROWARD HOSPITAL DISTRICT APPROVE ITEMS 4, 5, 6, 7 AND 9 ON THE CONSENT AGENDA.**

Motion *carried* unanimously.

## DISCUSSION AGENDA

Chairman Klein suggested item eight (8), Legal Budget Increase, be heard first on the Discussion Agenda.

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

**THE BOARD OF COMMISSIONERS OF THE NORTH BROWARD HOSPITAL DISTRICT APPROVE INCREASE OF THE LEGAL BUDGET.**

Motion *carried* unanimously.

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10. Amendment to the Bylaws of the North Broward Hospital District – Lee Ghezzi

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

**THE BOARD OF COMMISSIONERS OF THE NORTH BROWARD HOSPITAL DISTRICT RATIFY THE PROPOSED REVISIONS TO ARTICLE IV OF THE BYLAWS TO ADD SEC. 1V-7.K AND ESTABLISH THE RISK COMMITTEE AS A PERMANENT STANDING COMMITTEE OF THE BOARD OF COMMISSIONERS.**

Motion *carried* unanimously.

Commissioner Berry and Commissioner Angier volunteered to serve on the Risk Committee with Chair Gregoire.

11. Approve Revised Code of Conduct – Steve Forman and Denise Moore

Note: Commissioner Gregoire excused herself from the meeting, however a quorum remained intact.

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

**THE BOARD OF COMMISSIONERS OF THE NORTH BROWARD HOSPITAL DISTRICT APPROVE THE CODE OF CONDUCT, AS AMENDED SUBJECT TO THE FOLLOWING REVISIONS: CHAIRMAN’S LETTER, THIRD PARAGRAPH, THIRD LINE, STRIKE THE WORD BUSINESS. PAGE TWELVE, FIVE (5) STAR VALUES, EXPLAIN WHAT THEY ARE. MENTION SOMEWHERE THAT WE ARE THE NORTH BROWARD HOSPITAL DISTRICT DOING BUSINESS AS BROWARD HEALTH. PAGE SEVEN, FIRST BULLET POINT, MODIFY TO READ THAT THE CHIEF COMPLIANCE OFFICER REPORTS TO THE NORTH BROWARD HOSPITAL DISTRICT BOARD OF COMMISSIONERS AND THE BOARD’S COMPLIANCE COMMITTEE. BOTTOM OF PAGE SEVEN AND THROUGHOUT, WHEN MENTIONING AN EMPLOYEE, GRAMATICALLY CHANGE TO HIS OR HER ACTIONS VERSES THEIR ACTIONS.**

Motion *carried* unanimously.

Note: The meeting was called into a fifteen (15) minute recess and reconvened at 6:28 pm.

12. Interview Candidates for position of the Corporate Chief Compliance Officer – Melanie Hatcher

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Ms. Hatcher reported that earlier that day both candidates interviewed individually with the Chief Executive Officer and Chief Administrative Officer. They were also interviewed by three panels composed of the regional executive leadership team, corporate executive leadership team and representation from the medical staff. The panel members scored the candidates on a scale from (1-5) and then were averaged. She further reported that the scores would be shared with the Board at the end of each candidate’s presentation and board interviews.

Candidate, Joshua Aubey, gave a presentation, in which he listed his background, education, work history, and accomplishments. At the conclusion of Mr. Aubey’s presentation, the Board proceeded to interview him.

Candidate, Bryan Kozik, also gave a presentation, in which he listed his background, education, work history and accomplishments. Mr. Kozik highlighted his certifications in compliance and auditing. At the conclusion of Mr. Kozik’s presentation, the Board proceeded to interview him.

Ms. Hatcher passed out the scores collected from the three panels and read the averages aloud to the Board.

Alice Taylor, BHN CEO, gave a brief summary of the impression the regional leadership team had of each candidate and took questions from the Board.

Steve Forman, Interim Chief Compliance Officer, gave a brief summary of the impression the corporate executive team had of each candidate and took questions from the Board.

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

**THE BOARD OF COMMISSIONERS OF THE NORTH BROWARD HOSPITAL DISTRICT HIRE BRIAN KOZIK AS CHIEF COMPLIANCE OFFICER.**

A roll call was taken

- Commissioner Angier:       yes
- Commissioner Berry:       yes
- Commissioner Ure:         yes
- Commissioner Waugh:      yes
- Commissioner Klein:       no

Motion *carried* 4 to 1.

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

**THE CHIEF EXECUTIVE OFFICER EXECUTE IN HIS ADMINISTRATIVE CAPACITY THE HIRING OF THE CHIEF COMPLIANCE OFFICER AND MAKE THE POSITION A SENIOR VICE PRESIDENT POSITION**<sup>[SGR1]</sup>.

Motion *carried* unanimously.

Note: Commissioner Ure excused himself from the meeting, however a quorum remained intact.

13. Contemplation of budget target for FY 19 Balanced Scorecard Goal – Alex Fernandez

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

**THE BOARD OF COMMISSIONERS OF THE NORTH BROWARD HOSPITAL DISTRICT AUTHORIZE THE PRESIDENT/CEO TO APPROVE THE MANAGEMENT INCENTIVE COMPENSATION PLAN.**

Motion *carried* unanimously.

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

**THE BOARD OF COMMISSIONERS OF THE NORTH BROWARD HOSPITAL DISTRICT ADOPT \$117,042,896 AS THE ADJUSTED GAIN OR LOSS FROM OPERATIONS TARGET FOR THE INCENTIVE PLAN.**

Motion *carried* unanimously.

14. Board consideration and approval of the revised On-Call Policy – Dr. Andrew Ta

Mr. Santorio recommended that the Board table item fourteen (14) to give the Compliance department time to review the policy before it was approved.

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

**ITEM FOURTEEN (14) ON THE DISCUSSION AGENDA, APPROVAL OF THE REVISED ON-CALL POLICY, BE TABLED.**

Motion *carried* unanimously.

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15. Board consideration and approval of proposed Medical Staff Bylaw revisions originally approved by the Medical Staff Bylaws and Unified committees in December, 2017 and re-considered by Joint Conference Committee based on implementation concerns regarding two of the proposed bylaws – Dr. Andrew Ta

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

**THE BOARD OF COMMISSIONERS OF THE NORTH BROWARD HOSPITAL DISTRICT APPROVE THE PROPOSED MEDICAL STAFF BYLAW REVISIONS, AS PRESENTED.**

Motion *carried* unanimously.

### **COMMENTS BY COMMISSIONERS**

Closing comments were heard by Commissioner Waugh, Commissioner Angier and Commissioner Klein.

### **NEXT REGULAR BOARD MEETING**

The next regularly scheduled Board of Commissioners' meeting will be held on March 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** 8:57 pm

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

**THE BOARD MEETING BE ADJOURNED.**

Motion *carried* unanimously.

Respectfully submitted,  
Commissioner Ray T. Berry  
Secretary/Treasurer