

# MINUTES

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

**LEGAL AFFAIRS AND GOVERNMENTAL COMMITTEE MEETING  
Immediately Following Governance Committee Meeting  
May 22, 2019**

**1. 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.

**2. CALL TO ORDER 11:26 am**

**3. COMMITTEE MEMBERS**

- √ Commissioner Andrew M. Klein, Chair
- √ Commissioner Christopher T. Ure
- X Commissioner Ray T. Berry (absent)
- √ Commissioner Nancy W. Gregoire
- √ Commissioner Stacy L. Angier
- X Commissioner Marie C. Waugh (absent)

**ADDITIONALLY PRESENT** Gino Santorio/President/CEO, Alan Goldsmith/CAO, Alex Fernandez/CFO, Gabriel Imperato/Interim General Counsel, Brett Bauman/Associate General Counsel

**4. PUBLIC COMMENTS None**

**5. APPROVAL OF MINUTES**

- 5.1 Approval of the Legal Affairs & Governmental Relations Committee meeting minutes, dated April 17, 2019.

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

**APPROVE THE LEGAL AFFAIRS & GOVERNMENTAL RELATIONS  
COMMITTEE MEETING MINUTES, DATED APRIL 17, 2019.**

Motion *carried* unanimously.

Chairman Klein requested that a sentence be reworded on paragraph two of the second page of the April 17<sup>th</sup> minutes, to reflect that the parties agreed to a 15% reduction of the \$1.4 million dollar balance that was under discussion. Said credit equaled to approximately \$210k.  
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### **6. TOPIC OF DISCUSSION**

#### 6.1 New Engagements and General Legal Updates

Mr. Imperato reported on the status of new legal engagements

- Tripp Scott replaced Foley Lardner on Grant civil case
- Clare Locke retained to address public statements and correspond with representatives from Politico Magazine
- Lewis Cohen retained to handle real estate matters
- Panza Maurer retained to review former Independent Review Organization's work
- Huron Consulting Group retained to review scope and opine if focus arrangement work performed by former Independent Review Organization met standards
- Carlton Fields retained to advise on recruitment regulation and compliance issues within recruitment of physicians
- Johnson Anselmo Murdoch Burke, Piper and Hochman engaged to provide opinion on governance issues
- Meade Roach and Annulis engaged to replace former Independent Review Organization

Mr. Imperato requested a closed shade session under Florida Statute 286.011 (8), seeking advice from the Board of Commissioners on matters related to criminal and civil litigation for the Pauline Grant cases.

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

**THE LEGAL AFFAIRS AND GOVERNMENTAL RELATIONS COMMITTEE RECOMMEND TO THE BOARD OF COMMISSIONERS OF THE NORTH BROWARD HOSPITAL DISTRICT THAT A SHADE SESSION BE SCHEDULED TO DISCUSS PENDING LEGAL MATTERS.**

Motion *carried* unanimously

#### 6.2 Broward Health Physician Group's Hospice and Palliative Care Services, 2-year Agreement, Dr. Maria Farrell

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

**THE LEGAL AFFAIRS AND GOVERNMENTAL RELATIONS COMMITTEE RECOMMEND THAT THE BOARD OF COMMISSIONERS OF THE NORTH**

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**BROWARD HOSPITAL DISTRICT AUTHORIZE THE PRESIDENT/CEO TO ENTER A NEW 2-YEAR EMPLOYMENT AGREEMENT WITH DR. MARIA FARRELL FOR THE PROVISION OF HOSPICE AND PALLIATIVE CARE SERVICES AT BROWARD HEALTH MEDICAL CENTER.**

Motion *carried* unanimously.

- 6.3 Broward Health Imperial Point, Cardiac Services Lease, Modular Cardiac Catheterization Laboratory

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

**THE LEGAL AFFAIRS AND GOVERNMENTAL RELATIONS COMMITTEE RECOMMEND THAT THE BOARD OF COMMISSIONERS OF THE NORTH BROWARD HOSPITAL DISTRICT AUTHORIZE THE PRESIDENT/CEO TO APPROVE THE RFP FOR A LEASE OF A MODULAR CARDIAC CATHETERIZATION LABORATORY FROM MODULAR DEVICES FOR \$727,500.00.**

Motion *carried* unanimously.

- 6.4 Approval of General Counsel Agreement

Ms. Hatcher detailed sections of the proposed agreement for General Counsel.

Additions and revisions requested by Chairman Klein are listed below.

- **Effective Termination of Employment** (section 3e) substitute the word “Directors” with “Commissioners”
- **Confidentiality Clause** (section 4) include “attorney client material” and “attorney work product material” to the list of what is defined as confidential information
- **Page 12** formatting should be reviewed and corrected
- **Operational and Legal Services Management** (exhibit a, section 7b) include language “legal advice to the Board of Commissioners”, as a third bullet point
- **Language to be included** “shade sessions will be noticed as requested by the Board of Commissioners”
- **Language to be included** (section 7a) “invoices submitted for payment by any legal service vendor should be critically evaluated by counsel”

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

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**APPROVE THE CONTRACT AND APPENDICES AS MODIFIED BY  
COMMISSIONER KLEIN.**

Motion *carried* unanimously.

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

**THE PREVIOUS MOTION LANGUAGE BE MODIFIED TO REFLECT THAT  
THE CONTRACT AND APPENDICES, AS JUST APPROVED, BE MODIFIED TO  
INCLUDE CURRENT AND FORMER LANGUAGE AS IT RELATES TO ALL  
PARTIES TO BE RELEASED UNDER ANY SEVERANCE AGREEMENT.**

Motion *carried* unanimously.

7. **ADJOURNMENT** 12:00 pm

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

**ADJOURN THE LEGAL AFFAIRS AND GOVERNMENTAL RELATIONS  
COMMITTEE MEETING.**

Motion *carried* unanimously.

Respectfully submitted,  
Commissioner Ray T. Berry Secretary / Treasurer