GOVERNANCE COMMITTEE MEETING
Immediately following the Finance Committee Meeting
July 24, 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 1:26 p.m.

3. COMMITTEE MEMBERS

✓ Commissioner Ray T. Berry, Chair
✓ Commissioner Andrew M. Klein
X Commissioner Christopher T. Ure (not present)

ADDITIONALLY PRESENT Commissioner Nancy W. Gregoire, Commissioner Stacy L. Angier, Commissioner Marie C. Waugh (WebEx), Gino Santorio/President/Chief Executive Officer, Alan Goldsmith/Chief Administrative Officer, Alex Fernandez/Chief Financial Officer, Linda Epstein/Corporate General Counsel, Brett Bauman/Associate General Counsel, Nigel Crooks/Chief Internal Auditor

4. PUBLIC COMMENTS None

5. APPROVAL OF MINUTES

5.1 Approval of the Governance Committee meeting minutes, dated June 25, 2019.

MOTION It was moved by Commissioner Klein, seconded by Commissioner Berry, to:


Motion carried unanimously.

6. TOPIC OF DISCUSSION

6.1 Updates to Outside Legal Review of the Proposed Changes to the Board’s Bylaws – Russell Marcus, Gray Robinson Law Firm.
Mr. Russell Marcus, outside counsel for Broward Health, spoke to the status of the proposed bylaws and codified resolutions. Hardcopies were distributed containing revisions received earlier that day by Commissioner Klein.

Proposed bylaw revisions were individually discussed at length. Mr. Bauman and Mr. Marcus answered questions and walked the members through the reasoning behind the proposed changes for the remainder of the meeting. Members gave legal counsel direction, clarifying language and processes.

7. **ADJOURNMENT** 4:17 p.m.

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

**ADJOURN THE GOVERNANCE COMMITTEE MEETING.**

Motion carried unanimously.

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