# Legal Affairs and Governmental Relations Committee Meeting

Sep 11, 2019 2:00 PM EDT

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A Legal Affairs & Governmental Relations Committee meeting will be held on Wednesday, September 11th, 2019, immediately following the Audit Committee Meeting, at the Broward Health Corporate Spectrum Location: 1700 Northwest 49 Street, Fort Lauderdale, Florida, 33309. The purpose of this committee meeting is to review and consider any matters within the committee’s jurisdiction.

Persons with disabilities requiring special accommodations in order to participate should contact the District by calling 954-473-7100 at least 48 hours in advance of the meeting to request such accommodations.

Any person who decides to appeal any decision of the District’s Board with respect to any matter considered at these meetings will need a record of the proceedings, and for such purpose, may need to ensure that a verbatim record of the proceedings is made which record includes testimony and evidence upon which the appeal is to be based.
LEGAL AFFAIRS AND GOVERNMENTAL RELATIONS COMMITTEE MEETING
Immediately following the Pension & Investment Meeting
August 21, 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 2:12 pm

3. COMMITTEE MEMBERS

   X Andrew M. Klein / Chair (not present)
   √ Nancy W. Gregoire / Acting Chair
   √ Ray T. Berry
   √ Stacy L. Angier
   √ Christopher T. Ure
   X Marie C. Waugh (not present)

ADDITIONALLY PRESENT Gino Santorio/President/CEO, Alan Goldsmith/CAO, Alex Fernandez/CFO, Linda Epstein/General Counsel, Jerry Del Amo/Managing Sr. Associate/General Counsel, Brett Bauman/Associate General Counsel, Nigel Crooks/Chief Internal Auditor.

4. PUBLIC COMMENTS None

5. APPROVAL OF MINUTES

   Approval of the Legal Affairs & Governmental Relations Committee meeting minutes, dated July 24, 2019.

   MOTION It was moved by Commissioner Angier, seconded by Commissioner Gregoire, to:

       APPROVE THE LEGAL AFFAIRS & GOVERNMENTAL RELATIONS COMMITTEE MEETING MINUTES, DATED JULY 24, 2019.

   Motion carried unanimously.
6. **TOPIC OF DISCUSSION**

6.1. General Legal Department Updates – Linda Epstein

General Counsel, Linda Epstein, updated the Committee on items listed below.

- Engagement letters: None
- Electronic billing software, CounselLink: Launched
- August billing: Reported in September
- Hardcopy billing: transitioning to CounselLink.
- Standardized legal forms:
  - Who is the requestor?
  - What’s the issue?
  - What is the scope of the work?
  - Who the lawyers are assigned to the matter
  - Who is the in house lawyer responsible for managing the matter

- Matter charts will include:
  - Up-to-date budget totals to monitor spending
  - Periodic reviews provided by Mrs. Epstein
  - What the matters are
  - Legal spend

Mrs. Epstein clarified that the in-house attorney assigned to each matter would be doing the initial review, as they would be most familiar with the matter. General Counsel would be the final approver.

6.2. BHC, Approve Agreement for Hospice and Palliative Care Services, Dr. Codada

Mr. Santorio shared a brief educational background on Dr. Codada.

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

> THE BOARD OF COMMISSIONERS OF THE NORTH BROWARD HOSPITAL DISTRICT AUTHORIZE THE PRESIDENT/CEO TO ENTER INTO A NEW 2-YEAR EMPLOYMENT WITH MEDICAL DIRECTOR AGREEMENT WITH DR. SHIRLEY CODADA FOR THE PROVISION OF HOSPICE AND PALLIATIVE MEDICINE SERVICES AT BROWARD HEALTH MEDICAL CENTER AT THE 92ND PERCENTILE.

Motion *carried* unanimously.
6.3. BHMC and Salah Foundation, Pediatric & Adult Ophthalmology On Call Concurrent

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

THE BOARD OF COMMISSIONERS OF THE NORTH BROWARD HOSPITAL DISTRICT AUTHORIZE THE PRESIDENT/CEO APPROVAL TO ENTER INTO CONTRACTUAL AGREEMENTS FOR CONCURRENT PEDIATRIC AND ADULT OPHTHALMOLOGY ON-CALL SERVICES AT THE 90TH PERCENTILE.

Motion *carried* unanimously.

6.4. BHPG, Surgical Breast Oncology Clinical Services, Dr. Rable

No discussion was had on item 6.4, as Dr. Rable declined the offer shortly before the Legal Affairs and Governmental Relations Committee meeting commenced.

6.5. Children’s Diagnostic & Treatment Center, Extend Employment Contract, Dr. Rojas

**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 TO ENTER INTO A FIRST AMENDMENT TO EMPLOYMENT AGREEMENT TO EXTEND GUARANTEED SALARY FOR AN ADDITIONAL TWELVE (12) MONTHS AT THE 75TH PERCENTILE.

Motion *carried* unanimously.

6.6. BHIP / BHN, Establishment of Intensivist Services, GPA Specialty Care, LLC and Nuview Telehealth

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

THE BOARD OF COMMISSIONERS OF THE NORTH BROWARD HOSPITAL DISTRICT AUTHORIZE THE PRESIDENT/CEO TO ENTER INTO AN EXCLUSIVE ARRANGEMENT FOR INTENSIVIST SERVICES AT BROWARD HEALTH IMPERIAL POINT WITH GPA SPECIALTY, LLC AND AT BROWARD HEALTH NORTH WITH NUVIEW TELEHEALTH, LLC.

Motion *carried* unanimously.
Commissioner Berry announced to the committee that he wanted to add Bylaws and Election items to the board meeting agenda the following week for public discussion.

7. **ADJOURNMENT** 2:29 PM

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

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

Motion *carried* unanimously.

Respectfully submitted,
Commissioner Stacy L. Angier Secretary/Treasurer
SUMMARY OF REQUEST

DATE: September 27, 2019

FACILITY: Broward Health Physician Group

PROGRAM/PRODUCT LINE: Pediatric Hematology Oncology Service Line

REQUEST: Approval to enter into a new two-year employment agreement up to the 91st percentile with Dr. Hector Rodriguez-Cortes for clinical and Medical Director Pediatric Hematology Oncology services.

PURPOSE: To continue to provide clinical and Medical Director Pediatric Hematology Oncology services to the community.

CAPITAL REQUIRED: None

FISCAL IMPACT: An independent third-party appraiser has determined: (1) the arrangement to be commercially reasonable, and (2) the total maximum compensation is within Fair Market Value (FMV).

BUDGET STATUS: Budgeted

LEGAL REVIEW: The contract is subject to General Counsel’s review and approval as to legal form and conditioned on no material changes in the approved business terms.

APPROVED: 

Gino Santorio, President/CEO BH

DATE: 8/22/19
MEMORANDUM

TO: Board of Commissioners
FROM: Gino Santorio, President/CEO BH
DATE: September 27, 2019

SUBJECT: Approval to enter into a new two-year employment agreement with Dr. Hector Rodriguez-Cortes up to the 91st percentile to provide clinical and Medical Directorship Pediatric Hematology Oncology services within the community.

BACKGROUND

The Physician Group of North Broward Hospital District d/b/a Broward Health ("Broward Health"), is seeking to enter into a new employment agreement with Dr. Hector Rodriguez-Cortes. Dr. Hector Rodriguez-Cortes has a current agreement that is expiring. Dr. Hector Rodriguez-Cortes received his Doctor of medicine, having received a medical degree from the University of Puerto Rico School of Medicine in San Juan, Puerto Rico in 1991. Physician has completed a residency in Pediatrics at the Pediatric University Hospital, University of Puerto Rico School of Medicine, San Juan, Puerto Rico, in June, 1992, a residency in General Pediatrics at Pediatric University Hospital, University of Puerto Rico School of Medicine, San Juan, Puerto Rico in June, 1994, a post-doctoral clinical and research fellowship in Pediatric Hematology Oncology at the University of Texas Southwestern Medical Center and Children's Medical of Dallas, Dallas Texas in June, 1997 is board certified in Pediatric Hematology Oncology, and has obtained and currently maintains an unrestricted license to practice medicine in the State of Florida. Dr. Rodriguez-Cortes joined Broward Health in 2005 and has been instrumental in the development of Broward Health Medical Center’s Pediatric Hematology Oncology Program. The program has implemented live-saving cancer treatment protocols for Broward Health’s Pediatric Hematology Oncology population. A community needs assessment has shown an insufficient number of pediatric hematology oncologists to meet the current and future needs of Broward Health’s service area. Dr. Rodriguez-Cortes will be extending the Pediatric Hematology Oncology program to the western part of Broward County where he will be providing better access to care.

ACTION/PROJECT DESCRIPTION

Broward Health is requesting that the Board of Commissioners authorize the President/CEO to enter into a new contractual agreement with Dr. Hector Rodriguez-Cortes for a 2-year term. A fair market value assessment for the proposed payment to Dr. Rodriguez-Cortes was conducted by an independent third party with FMV up to the 91st percentile and deemed to be within the FMV for similar services being provided across the country and the arrangement was determined to be commercially reasonable. Dr. Rodriguez-Cortes will be at the Salah Children’s Foundation at BHMC.
Administrative Services will include being Medical Director for the Pediatric Hematology Oncology Department and Salah Foundation Children’s Hospital at BHMC. He will also be responsible for serving as the principal investigator for the Pediatric Cancer Children’s Oncology Group. This is budgeted for FY20.

FINANCIAL/BUDGETARY IMPACT

The proposed salary is budgeted for FY 20.

JUSTIFICATION

Broward Health has documented and objectively determined that there is a legitimate business purpose to provide Pediatric Hematology Oncology services at Broward Health Medical Center (BHMC).

Recommendations from the Community Needs Assessment suggest that a critical priority is providing better access to care by enhancing access to specialists throughout the service area.

STAFF RECOMMENDATION

Therefore, it is requested that the Board of Commissioners of the North Broward Hospital District authorize the President/CEO to enter into a new two-year employment agreement with a medical directorship up to the 91st percentile with Dr. Hector Rodriguez-Cortes for the provision of Pediatric Hematology Oncology services at Broward Health Medical Center.
SUMMARY OF REQUEST

DATE: September 27, 2019

FACILITY: Broward Health Physician Group

PROGRAM/PRODUCT LINE: Pediatric Hematology Oncology Service Line

REQUEST: Approval to enter into a new two-year employment agreement up to the 78th percentile with Dr. Alejandro Cambara for Pediatric Hematology Oncology services.

PURPOSE: To provide Pediatric Hematology Oncology clinical care services to the community.

CAPITAL REQUIRED: None

FISCAL IMPACT: An independent third-party appraiser has determined: (1) the arrangement to be commercially reasonable, and (2) the total maximum compensation is within Fair Market Value (FMV).

BUDGET STATUS: Budgeted

LEGAL REVIEW: The contract is subject to General Counsel’s review and approval as to legal form and conditioned on no material changes in the approved business terms.

APPROVED: _______________________________ DATE: 8/22/19
Gino Santorio, President/CEO BH
MEMORANDUM

TO: Board of Commissioners
FROM: Gino Santorio, President/CEO BH
DATE: September 27, 2019
SUBJECT: Approval to enter into a new two-year employment agreement up to the 78th percentile with Dr. Alejandro Cambara for Pediatric Hematology Oncology services

BACKGROUND

The Physician Group of North Broward Hospital District d/b/a Broward Health (“Broward Health”), is seeking to enter into a new employment agreement with Dr. Alejandro Cambara. Dr. Alejandro Cambara has a current agreement that is expiring. Dr. Alejandro Cambara received his Doctor of Medicine from University of Havana in Havana, Cuba, in 1995. He completed a residency in Pediatrics at the UPR Pediatric Hospital, in San Juan, Puerto Rico, in 2007, a fellowship in Pediatric Hematology-Oncology at the UPR Pediatric Hospital in San Juan, Puerto Rico in 2010, is board certified in Pediatric Hematology Oncology, and has obtained and currently maintains an unrestricted license to practice medicine in the State of Florida. As a safety-net system Broward Health is obligated to provide services to meet the community needs. Broward Health has documented and objectively determined that there is a legitimate business purpose for the services of a qualified physician to provide Pediatric Hematology Oncology services within the Broward Health service area. Dr. Cambara joined Broward Health in 2011 and has been instrumental in the development of Broward Health Medical Center’s Pediatric Hematology Oncology Program. The program has implemented live-saving cancer treatment protocols for Broward Health’s Pediatric Hematology Oncology population. A community needs assessment has shown an insufficient number of pediatric hematologist oncologists to meet the current and future needs of Broward Health’s service area. Dr. Cambara will be extending the Pediatric Hematology Oncology program to the western part of Broward County located in the Coral Springs region.

ACTION/PROJECT DESCRIPTION

Broward Health is requesting that the Board of Commissioners authorize the President/CEO to enter into a new contractual employment agreement with Dr. Alejandro Cambara for a two-year term. An independent third-party appraisal report determined that the proposed arrangement is commercially reasonable and the compensation is within fair market value. Specifically, the proposed salary is a one-year guaranteed base salary transitioning to the productivity model in year two set at the 51st percentile, twenty percent (20%) at risk for satisfaction of quality and compliance metrics, and an overall maximum compensation up to the 78th percentile.
FINANCIAL/BUDGETARY IMPACT

The proposed salary is budgeted for FY 20.

JUSTIFICATION

Broward Health has documented and objectively determined that there is a legitimate business purpose to provide Pediatric Hematology Oncology services at Broward Health Medical Center (BHMC).

Recommendations from the Community Needs Assessment suggest that a critical priority is providing better access to care by enhancing access to specialists throughout the service area.

STAFF RECOMMENDATION

Therefore, it is requested that the Board of Commissioners of the North Broward Hospital District authorize the President/CEO to enter into a new two-year employment agreement up to the 78th percentile with Dr. Alejandro Cambra for the provision of Pediatric Hematology Oncology services at Broward Health Medical Center.
SUMMARY OF REQUEST

DATE: September 27, 2019

FACILITY: Broward Health Physician Group

PROGRAM/PRODUCT LINE: Interventional Cardiology Service Line

REQUEST: Approval to enter into a new two-year employment agreement up to the 77th percentile with Dr. Violeta A. McCormack for clinical and Medical Director Interventional Cardiology services.

PURPOSE: To provide clinical and Medical Director Interventional Cardiology clinical care services to the community.

CAPITAL REQUIRED: None

FISCAL IMPACT: An independent third-party appraiser has determined: (1) the arrangement to be commercially reasonable, and (2) the total maximum compensation is within Fair Market Value (FMV).

BUDGET STATUS: Budgeted

LEGAL REVIEW: The contract is subject to General Counsel’s review and approval as to legal form and conditioned on no material changes in the approved business terms.

APPROVED: Gino Santorio, President/CEO BH

DATE: 8/22/19
MEMORANDUM

TO: Board of Commissioners
FROM: Gino Santorio, President/CEO BH
DATE: September 27, 2019
SUBJECT: Approval to enter into a new two-year employment agreement with Dr. Violeta A. McCormack up to the 77th percentile to provide clinical and Medical Directorship Interventional Cardiology services within the community.

BACKGROUND

The Physician Group of North Broward Hospital District d/b/a Broward Health ("Broward Health"), is seeking to enter into a new employment agreement with Dr. Violeta McCormack. Dr. McCormack has a current contract that is expiring. Dr. McCormack has completed an internship in Internal Medicine at Southern Nevada Memorial Hospital, University Medical Center, Las Vegas, Nevada in June, 1984, a residency in Internal Medicine at Southern Nevada Memorial Hospital, University Medical Center, Las Vegas, Nevada in December, 1985, a fellowship in Cardiology at University Medical Center, Las Vegas, Nevada in June, 1988, a third year fellowship in Cardiology at University of Miami, Jackson Memorial Medical Center, Miami, Florida in June, 1989, is board certified in Internal Medicine and Cardiovascular Disease, provides medical services to patients in the medical specialty of Interventional Cardiology, and has obtained and currently maintains an unrestricted license to practice medicine in the State of Florida.

As a safety-net system Broward Health is obligated to provide services to meet the community needs. Broward Health has documented and objectively determined that there is a legitimate business purpose for the services of a qualified physician to provide clinical and Medical Directorship Interventional Cardiology services within the Broward Health service area. Dr. McCormack joined Broward Health in 2005 and has been instrumental in the development of Broward Health Medical Center’s Cardiac Catheterization Laboratories and Interventional Cardiology Program. A community needs assessment has shown an insufficient number of Interventional Cardiologists to meet the current and future needs of Broward Health’s service area. Dr. McCormack will continue to serve the growing needs of our community.
ACTION/PROJECT DESCRIPTION

Broward Health is requesting that the Board of Commissioners authorize the President/CEO to enter into a new contractual agreement with Dr. Violeta McCormack for a two-year term. A fair market value assessment for the proposed payment to Dr. Violeta McCormack was conducted by an independent third-party and deemed to be within the FMV for similar services being provided across the country and the arrangement was determined to be commercially reasonable. Specifically the proposed base salary is set at the 41st percentile, clinical maximum compensation is set at the 65th percentile which includes 20% at risk for satisfaction of quality and compliance metrics, and overall maximum compensation up to the 77th percentile which includes compensation for her medical directorship.

FINANCIAL/BUDGETARY IMPACT

The proposed salary is budgeted for FY 20.

JUSTIFICATION

Broward Health has documented and objectively determined that there is a legitimate business purpose to provide Interventional Cardiology services and a medical directorship at Broward Health Medical Center (BHMC).

Recommendations from the Community Needs Assessment suggest that a critical priority is providing better access to care by enhancing access to specialists throughout the service area.

STAFF RECOMMENDATION

Therefore, it is requested that the Board of Commissioners of the North Broward Hospital District authorize the President/CEO to enter into a new two-year employment agreement with a medical directorship up to the 77th percentile with Dr. Violeta McCormack for the provision of Interventional Cardiology services at Broward Health Medical Center.