NOTICE OF MEETING

NORTH BROWARD HOSPITAL DISTRICT

BOARD OF COMMISSIONERS

A Governance Committee meeting will be held on Wednesday, April 17th, 2019, starting at 10:00 am, 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.
GOVERNANCE COMMITTEE
10:00 a.m., April 17, 2019

CALL TO ORDER

COMMITTEE MEMBERS

_____ Commissioner Ray T. Berry, Chair
_____ Commissioner Andrew M. Klein
_____ Commissioner Christopher T. Ure

PUBLIC COMMENTS

APPROVAL OF MINUTES

1. Approval of Governance Committee meeting minutes, dated February 20, 2019
2. Approval of Governance Committee meeting minutes, dated January 22, 2019
3. Approval of Governance Committee meeting minutes, dated November 26, 2018

TOPIC OF DISCUSSION

4. Bylaw Amendment, Composition, QAOC Committee – Lee Ghezzi

ADJOURNMENT

* Subject to change
GOVERNANCE COMMITTEE
February 20, 2019

CALL TO ORDER 1:35 pm

COMMITTEE MEMBERS
✓ Commissioner Ray T. Berry, Chair
✓ Commissioner Andrew M. Klein
✓ Commissioner Christopher T. Ure

PRESENT Commissioner Stacy L. Angier, Commissioner Nancy W. Gregoire, Commissioner Marie C. Waugh, 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

PUBLIC COMMENTS

APPROVAL OF MINUTES

1. Approval of Governance Committee meeting minutes, dated January 22, 2019

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

TABLE THE JANUARY 22, 2019 MEETING MINUTES.

Motion carried unanimously.

TOPIC OF DISCUSSION

2. Board Bylaws: Risk Management Committee Addition to Bylaws

Mr. Santorio presented the amendment to Article IV of the Bylaws to adopt Sec. IV-7.K, which would establish the Risk Management Committee as a permanent Standing Committee.

No action taken.

3. Introduction to Governance Consultant

Mr. Santorio introduced Linda Quick of Quick Bernstein Connections Group also former President of the South Florida Hospital and Healthcare Association for (22) years. Ms.
Quick briefly discussed her background in Healthcare and detailed the projects she would be completing for the Board.

**MEETING ADJOURNED** 2:32 pm

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

**ADJOURN THE GOVERNANCE COMMITTEE MEETING.**

Motion *carried* unanimously.

Respectfully submitted,
Commissioner Ray T. Berry
Secretary / Treasurer
MINUTES

GOVERNANCE COMMITTEE
January 22, 2019

CALL TO ORDER 4:06 pm

COMMITTEE MEMBERS
√ Commissioner Ray T. Berry, Chair
√ Commissioner Andrew M. Klein
√ Commissioner Christopher T. Ure

ADDITIONALLY PRESENT Commissioner Stacy L. Angier, Commissioner Nancy W. Gregoire, Commissioner Marie C. Waugh, Gino Santorio/President/CEO, Alan Goldsmith/CAO, Alex Fernandez/CFO, Gabe Imperato/Interim General Counsel, Nigel Crooks/Chief Internal Auditor

PUBLIC COMMENTS None

APPROVAL OF MINUTES

1. Approval of Governance Committee meeting minutes, dated November 26, 2018

MOTION It was moved by Commissioner Klein, seconded by Commissioner Ure, that:

THE MINUTES DATED NOVEMBER 26, 2018 BE TABLED.

Motion carried unanimously.

TOPIC OF DISCUSSION

2. Board Bylaws
   a. Revise Description and Membership of QAOC
   b. Discuss Risk Management Committee Addition to Bylaws

MOTION It was moved by Commissioner Ure, seconded by Commissioner Klein, that:

THE BOARD OF COMMISSIONERS OF THE NORTH BROWARD HOSPITAL DISTRICT RECOMMEND TO THE FULL BOARD ACCEPTANCE OF ITEMS (2A) and (2B)

Motion carried unanimously.

3. Board/Committee Agenda Policy and Procedure

Video footage of this meeting can be found at:
Commissioner Berry introduced the Agenda Procedure and stated it would provide structure for preparation of Board and Committee meetings as well as a more streamlined process to allow sufficient time for review of documents by all parties.

MEETING ADJOURNED 4:36 pm

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

ADJOURN THE GOVERNANCE COMMITTEE MEETING.

Motion carried unanimously.

Respectfully submitted,
Commissioner Ray T. Berry
Secretary / Treasurer

Video footage of this meeting can be found at:
GOVERNANCE COMMITTEE
November 26, 2018

CALL TO ORDER 12:17 pm

COMMITTEE MEMBERS
✓ Commissioner Klein/Chair,
✓ Commissioner Gregoire
× Commissioner Wellins (absent)

ADDITIONALLY PRESENT Commissioner Ray T. Berry, Commissioner Stacy L. Angier, Commissioner Christopher T. Ure, Gino Santorio/Acting President/CEO, Alan Goldsmith/CFO, Jerry Del Amo/Senior Associate General Counsel, Lee Ghezzi/SVP of Quality and Case Management, Nigel Crooks/Chief Internal Auditor

PUBLIC COMMENTS None

TOPIC OF DISCUSSION

1. Retainer Agreements as Contracts - Commissioner Chris Ure

Commissioner Ure opened the discussion by stating his resolution proposal would clarify aspects of contracts, engagement letters with law firms and retainer agreements to meet compliance standards going forward Chair Klein echoed Commissioner Ure’s concerns and stated that there was lack of compliance with certain engagement agreements with law firms legal contracts that had not been entered into Compliance 360 system or put through the typical process. The Chair stated that he envisioned the revisions would be incorporated into the bylaws for future reference. Commissioner Angier requested legal guidance from Senior Associate Attorney, Jerry Del Amo, regarding how the proposal would affect the Corporate Integrity Agreement. Discussion continued among the Commissioners related to bylaw language for billing.

MOTION: It was moved by Commissioner Gregoire, seconded by Commissioner Klein, that:

THE BOARD OF COMMISSIONERS OF THE NORTH BROWARD HOSPITAL DISTRICT CONSIDER THE PROPOSAL FOR RESOLUTION RELEVANT TO ENGAGEMENT AGREEMENTS AS CONTRACTS FOR CONSIDERATION TO INCORPORATE RELEVANT TERMS OF BYLAWS INTO EFFECT AS REVISED, INCLUDE THE FOURTH LINE IN THE SECOND PARAGRAPH TO READ, “AND PROVIDED THAT THE CONTRACT HAS BEEN FULLY PROCESSED THROUGH BROWARD HEALTH’S VENDOR REGISTRATION AND CONTRACTING SYSTEMS”, INCLUDE THE FIRST SENTENCE OF ITEM #1 TO READ, “ALL RETAINER

Video footage of this meeting can be found at:
AGREEMENTS THAT OBLIGATE BROWARD HEALTH TO PAY FOR TIME AND COSTS FOR ANY SERVICES CONSIDERED CONTRACTS WITH RESPECT TO BROWARD HEALTH POLICIES AND MUST BE EXECUTED BY THE BOARD’S SECRETARY/TREASURER AND THE CEO”, INCLUDE ITEM #2 TO READ, “ALL RETAINER AGREEMENTS MUST INCLUDE THE SCOPE OF LEGAL SERVICES TO BE PROVIDED AND A FISCAL YEAR MAXIMUM CONTRACT AUTHORIZATION AMOUNT” AND INCLUDE ITEM #5 TO READ, “THE CEO IS DIRECTED TO IDENTIFY ALL CURRENT RETAINER AGREEMENTS NOT EXECUTED BY AN AUTHORIZED BOARD MEMBER OR THE CEO. THE CEO IS HEREBY PERMITTED TO TERMINATE, AMEND AND RE-AUTHORIZE SUCH RETAINER AGREEMENTS IF THE CONTRACT IS OTHERWISE CONSISTENT WITH THE RESOLUTION AND POLICY”.

Motion carried unanimously

2. Administrative Oversight of Board Reports - Commissioner Chris Ure

Chairman Klein opened the discussion by stating the purpose of the proposal was to revise rules and procedures for oversight of Board Reports that would include administrative reporting to the CEO. Commissioner Ure opined that the Chief Compliance Officer (CCO) reporting requirement needed to be clarified in the bylaws. Discussion ensued regarding the current policy in place. The Committee clarified the definition of who qualified as a Board Report and listed General Counsel, CEO, Board Liaison and Chief Internal Auditor.

Mr. Imperato, suggested the CCO report directly to the CEO, but still answer to the Board. The Committee agreed the CEO would have administrative oversight of Board Reports, for the exception of employing or terminating, which would remain with the Board.

MOTION: It was moved by Commissioner Gregoire, seconded by Commissioner Klein, that:

THE BOARD OF COMMISSIONERS OF THE NORTH BROWARD HOSPITAL DISTRICT CONSIDER THE PROPOSED RESOLUTION AS REVISED AND AMENDED TO REMOVE LINE ITEM #3 IN ITS ENTIRETY.

Motion carried unanimously

3. Uniform Policy for Conducting Investigations - Commissioner Chris Ure

Commissioner Ure stated the purpose of the proposal was to set a clear understanding to the boundaries in regards to conducting investigations. Discussion ensued and the Committee modified the proposal.

Video footage of this meeting can be found at:
MOTION: It was moved by Commissioner Gregoire, seconded by Commissioner Klein, that:


Motion carried unanimously

4. Description and Membership of QAOC in Bylaws - Barry Gallison

Mr. Gallison provided the committee a handout of current roles and positions of the QAOC Committee outlined in the bylaws. Mr. Santorio requested the Committee table the item to allow additional time for review. Chairman Klein agreed to take this item under consideration and moved to the next item for discussion.

Item tabled.

5. Risk Management Committee Addition to Bylaws - Lee Ghezzi

Mr. Ghezzi reported the Risk Management Committee was established by the Board, but had no guidelines as to scope of duties or the process of reporting to the Board. The Risk Management Committee consists of a single member and could not be conducted in the Sunshine. Mr. Ghezzi stated he was not comfortable with the current operation of the committee and requested guidelines to be added to the bylaws. Mr. Santorio advised he would be attending a conference with several other hospital executives and recommended he receive feedback as to how they handle Risk Management. The Committee agreed.

Item tabled.

6. Board and Committee Agenda Policy and Procedure - Commissioner Ray Berry

Commissioner Berry requested the topic be tabled to allow additional time for review.

Commissioner Berry also requested that the Board Liaison, the CEO and CFO review and condense the agenda policy and procedure, as this would impact the bylaws. Chairman Klein requested that the committee meetings be taken into consideration when reviewing.
MOTION It was moved by Commissioner Gregoire, seconded by Commissioner Klein, to:

TABLE THE BOARD AND COMMITTEE AGENDA POLICY AND PROCEDURE PROPOSAL.

Motion carried unanimously

MEETING ADJOURNED 2:17 pm

MOTION It was moved by Commissioner Gregoire, seconded by Commissioner Klein, that:

THE GOVERNANCE COMMITTEE MEETING ADJOURN.

Motion carried unanimously

Respectfully submitted
Commissioner Ray T. Berry
Secretary / Treasurer
SUMMARY OF REQUEST

DATE: April 24, 2019

REQUEST PURPOSE: Amendment to the Bylaws of the North Broward Hospital District ("Bylaws").

REQUEST: Amendment to Article IV of the Bylaws to modify the Composition of Sec. IV-7.J., the Quality Assessment and Oversight Committee ("QAOC"), in the manner specified below.

J. Quality Assessment and Oversight Committee ("QAOC")

1) Composition. The QAOC shall consist of the following voting members: Three (3) members of the Board who shall be appointed by the Chair; the President/CEO; two (2) senior corporate members assigned by President/CEO; two (2) members of Corporate Quality and Risk Management; the Chief Medical Officer or a physician designated by the Chief Medical Officer; and one (1) Regional Chief Nursing Officer. The QAOC shall also consist of the following non-voting ex officio members: the Corporate Safety Officer; the SVP, Ambulatory Services; the Administrator of Gold Coast Home Health & Hospice; AVP, Clinical Services Ambulatory Division; the General Counsel, or his or her designee; the Chief Internal Auditor; and the four (4) Regional CEOs, CMOs, and Quality Services Managers.

APPROVED: ___________________________ DATE: __/__/19
Gino Santorio, President/CEO BH
MEMORANDUM

TO: Board of Commissioners

FROM: Gino Santorio, President/CEO

DATE: April 24, 2019

SUBJECT: Bylaws Revision: Changes to Composition of Quality Assessment and Oversight Committee ("QAOC")

BACKGROUND

The QAOC meets to assess the quality of the North Broward Hospital District’s (the “District”) delivery of health care services. Since its establishment, the membership of QAOC has undergone a number of changes and many of the original titles and positions of the QAOC members are no longer relevant or no longer exist. Accordingly, the changes to the composition proposed in the Summary of Request Section would update the current membership role consistent with the District’s organizational structure.

JUSTIFICATION

Modification of the composition of the QAOC will update the QAOC’s membership to reflect the current organizational structure of the District and ensure that the necessary regions and stakeholders are adequately represented.

STAFF RECOMMENDATION

Therefore, it is requested that the Board of Commissioners of the North Broward Hospital District ratify the proposed revision to the composition of Sec. IV-7.J. of the Bylaws to properly reflect the current organizational structure of the District and the interested stakeholders of the Quality Assessment and Oversight Committee.