

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

HUMAN RESOURCE COMMITTEE MEETING
Immediately Following the Finance Committee Meeting
Wednesday, November 18, 2020

The Human Resource Committee Meeting of the North Broward Hospital District was held on November 18, 2020, immediately following the Finance Committee Meeting at the Broward Health Corporate Spectrum Location, 1700 NW 49th Street, Suite 150, Fort Lauderdale, Florida 33309.

1. **NOTICE**

Official notice and agenda of this meeting is attached to the Minutes, as EXHIBIT I and EXHIBIT II, as presented for consideration of the Committee.

2. **CALL TO ORDER**

There being a quorum present, the meeting was called to order by Chair Marie C. Waugh at 12:31 p.m.

3. **COMMITTEE MEMBERS**

Present:

Commissioner Christopher T. Ure
Commissioner Ray. T. Berry, Vice Chair
Commissioner Marie C. Waugh, Chair

Senior Leadership

Additionally Present:

Nancy W. Gregoire/Commissioner,
Stacy L. Angier/Commissioner,
Gino Santorio/President/Chief Executive Officer,
Alan Goldsmith/Chief Administrative Officer,
Alex Fernandez/Chief Financial Officer,
Linda Epstein/Corporate General Counsel,
Jerry Del Amo/Deputy General Counsel

4. **PUBLIC COMMENTS**

Chair Waugh opened the floor for public comments, in which there were none.

It was noted for the record that although Commissioners Gregoire and Angier were not committee members, they were also present.

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5. APPROVAL OF MINUTES

Without objection, Chair Waugh approved Human Resource Meeting Minutes, dated September 8, 2020.

Motion *carried* without dissent.

6. TOPIC OF DISCUSSION

6.1. Updated Executive Management Org Chart – presented by Gino Santorio, President/Chief Executive Officer

Mr. Santorio shared an updated executive management organizational chart and noted, as per bylaws, only Board Report modifications were required to be reported. There was a commitment to continue to report significant changes.

Mr. Santorio shared the following updates:

- Mr. Alan Goldsmith was transitioned from Chief Administrative Officer to Executive Vice President/Chief Operating Officer.
- The Vice President of Clinical Operations and Strategy role was elevated to Senior Vice President of Clinical Operations and Population.

Mr. Mark Sprada, Interim Human Resource Chief Officer, introduced Faith-Simone Hunte, Director, Employee Relations & Immigration; Rosana Beltres, Manager of Human Resource Information Systems; Les Luthle, Associate Vice President (AVP), Total Rewards.

6.2. Performance Review – presented by Faith-Simone Hunte, Director, Employee Relations & Immigration

6.2.1. Brian Kozik, Chief Compliance & Privacy Officer

Ms. Hunte presented Brian Kozik, SVP/Chief Compliance and Privacy Officer's aggregate scoring sheet.

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

The Human Resource Committee recommend that the Board of Commissioners of the North Broward Hospital District accept the Evaluation Scorecard and Goals on the Self-Assessment by the SVP, Chief Compliance and Privacy Officer, Brian Kozik, as presented.

Motion confirmed by roll-call vote:

YES Commissioner Christopher T. Ure

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YES Commissioner Ray T. Berry, Vice Chair
YES/Commissioner Marie C. Waugh, Chair

Motion *carried* 3/0.

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

The Human Resource Committee recommend that the Board of Commissioners of the North Broward Hospital District approve a 2% increase in salary for the SVP/Chief Compliance and Privacy Officer, Brian Kozik.

Motion confirmed by roll-call vote:

YES Commissioner Christopher T. Ure
YES Commissioner Ray T. Berry, Vice Chair
YES Commissioner Marie C. Waugh, Chair

Motion *carried* 3/0.

6.2.2. Linda Epstein, Corporate General Counsel

Ms. Hunte presented Linda Epstein, Corporate General Counsel's aggregate scoring sheet.

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

The Human Resource Committee recommend that the Board of Commissioners of the North Broward Hospital District accept the Evaluation Scorecard and Goals on the Self-Assessment for the General Counsel, Linda Epstein, as presented.

Motion confirmed by roll-call vote:

YES Commissioner Christopher T. Ure
YES Commissioner Ray T. Berry, Vice Chair
YES Commissioner Marie C. Waugh, Chair

Motion *carried* 3/0.

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

The Human Resource Committee recommend that the Board of Commissioners of the North Broward Hospital District approve a 3% increase in salary for the General Counsel, Linda Epstein.

Motion confirmed by roll-call vote:

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YES Commissioner Christopher T. Ure
YES Commissioner Ray T. Berry, Vice Chair
YES Commissioner Marie C. Waugh, Chair

Motion *carried* 3/0.

6.2.3. Gino Santorio, President/Chief Executive Officer

Ms. Hunt presented Gino Santorio, President/Chief Executive Officer's aggregate scoring sheet.

Mr. Sprada clarified that although Mr. Santorio was an outgoing member of the leadership team, the merit increase was warranted, as it reflected a performance review for the period of July 1, 2019 through June 30, 2020.

Mr. Santorio requested that the Board consider offering his increase to the incoming Chief Executive Officer.

Chair Waugh opened the floor for discussion, in which Mr. Santorio received positive feedback from each commissioner.

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

The Human Resource Committee recommend that the Board of Commissioners of the North Broward Hospital District accept the Evaluation Scorecard and Goals on the Self-Assessment for the President/CEO, Gino Santorio, as presented.

Motion confirmed by roll-call vote:

YES Commissioner Christopher T. Ure
YES Commissioner Ray T. Berry, Vice Chair
YES Commissioner Marie C. Waugh, Chair

Motion *carried* 3/0.

Commissioner Ure opined that although he applauded Mr. Santorio's request, the District's protocol should be followed, and that it was not up to the Board to determine how the compensation be distributed.

Commissioner Angier echoed Commissioner Ure's above comments and noted that the salaries needed to be addressed so that they were more aligned with the market and competitive.

Commissioner Berry recommended that Mr. Santorio's increase be approved and opined that the incoming CEO salary be set at \$1 million dollars.

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Chair Waugh echoed Commissioner Ure's comments regarding Mr. Santorio's request to forfeit his increase.

Commissioner Ure requested that the Financial Management metric on his evaluation for the CEO be revised from a score of 3 to a score of 5, resulting in an average rating of 44.8, rounding up to 45.

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

After an amendment, motion be adopted, that the Human Resource Committee adjust Commissioner Ure's score on the Financial Management Merit from a score of 3 to a score of 5, increasing the final average performance evaluation score to 45 for the President/Chief Executive Officer, Gino Santorio.

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

The Human Resource Committee recommend that the Board of Commissioners of the North Broward Hospital District approve a 3% increase in salary for the President/CEO, Gino Santorio.

Motion confirmed by roll-call vote:

YES Commissioner Christopher T. Ure

YES Commissioner Ray T. Berry, Vice Chair

YES Commissioner Marie C. Waugh, Chair

Motion *carried* 3/0.

6.3. Executive Compensation Market – presented by Mercer Consulting Firm

Gary Lawson/Partner, Bob Younskevicius/Senior Associate, and Michalla Nolan/Associate presented an executive compensation market review (for details, see the Human Resource Meeting Book, pages 14-35).

Mercer's presentation included a detailed review and analysis of Broward Health's compensation for the President/CEO, General Counsel, and SVP/Compliance & Privacy Officer positions in an effort to make appropriate recommendations and share best practices that are competitive to the market.

6.4. Compensation – presented by Lesly Luithle, AVP, Total Rewards and Mark Sprada, Interim Chief Human Resource Officer

Mr. Luithle shared a summary of key factors relevant to the recommendations made for the President/CEO, General Counsel, and SVP/Compliance & Privacy Officer within fiscal year 19/20.

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Mr. Luthle noted that in an effort to attract high-performers, the target compensation rate should be at the 65th percentile.

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

The Human Resource Committee recommend that the Board of Commissioners of the North Broward Hospital District approve to move current compensation structure from a 50% of market to a 65% of market for Board Reports, as a goal.

Chair Waugh opened the floor for discussion. Commissioner Ure suggested the Board consider a similar compensation structure for non-Board Reports. Commissioners Gregoire and Angier concurred.

Motion confirmed by roll-call vote:

YES Commissioner Christopher T. Ure
YES Commissioner Ray T. Berry, Vice Chair
YES Commissioner Marie C. Waugh, Chair

Motion *carried* 3/0.

Mr. Sprada confirmed he would present an incremental plan at the recommended 65% of market for non-Board Reports at a future Finance Committee meeting.

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

The Human Resource Committee recommend that the Board of Commissioners of the North Broward Hospital District approve a retroactive increase of 20% for the SVP/Chief Compliance and Privacy Officer, Brian Kozik, who is the acting Interim Chief Internal Audit Officer until the position is filled.

Motion confirmed by roll-call vote:

YES Commissioner Christopher T. Ure
YES Commissioner Ray T. Berry, Vice Chair
YES Commissioner Marie C. Waugh, Chair

Motion *carried* 3/0.

8. **ADJOURNMENT**

There being no further business on the agenda, the Chair adjourned the meeting at 2:04 p.m.

Respectfully submitted,
Commissioner Marie C. Waugh, Secretary/Treasurer