

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

REGULAR BOARD MEETING 4:00 pm, April 28, 2020

The Regular meeting of the Board of Commissioners of the North Broward Hospital District was held at 4:00 pm. on April 28, 2020 at the Broward Health Corporate Spectrum location, via WebEx video conference.

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 Board.

2. CALL TO ORDER

There being a quorum present, the meeting was called to order by Chairman Berry at 4:00 p.m.

3. BOARD MEMBERS

Commissioners Present:

Commissioner Ray T. Berry, Chair
Commissioner Nancy W. Gregoire, Vice Chair
Commissioner Stacy L. Angier, Secretary/Treasurer
Commissioner Christopher T. Ure
Commissioner Marie C. Waugh

Not Present:

Senior Leadership Additionally Present:

Gino Santorio/President/Chief Executive Officer,
Alan Goldsmith/Chief Administrative Officer, Alex
Fernandez/Chief Financial Officer, Linda
Epstein/Corporate General Counsel, Brett Bauman,
Sr. Associate General Counsel

4. GOVERNOR'S EXECUTIVE ORDER ANNOUNCEMENT

Chairman Berry asked General Counsel to deliver the Governor's Executive Order for the record, as seen below.

"This public board meeting is being conducted through communications media technology in accordance with the Governor's Executive Order No. 2020-69, dated March 20, 2020, and § 120.54(5)(b)2., Florida Statutes. This meeting is open to the public who are able to attend this meeting via telephone conference call. The conference call information is currently posted on Broward Health's website. All the requirements of Florida's Sunshine Law are still in effect including the memorialization of minutes. While not a requirement under Florida law, we will

MINUTES

NORTH BROWARD HOSPITAL DISTRICT

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

attempt to record this meeting and post it on Broward Health’s website for the public and for those who may not be able to attend this live telephone conference.”

5. THE PLEDGE OF ALLEGIANCE

The Pledge of Allegiance was led by Commissioner Marie C. Waugh

6. PUBLIC COMMENTS

Chairman Berry read several public comments and inquiries on the record, in which the President/CEO, Mr. Santorio, provided responses.

7. APPROVAL OF MINUTES

Staff Recommendation: That the Board of Commissioners of the North Broward Hospital District approve the minutes from March 25, 2020.

Staff recommendation carried without dissent.

8. MEDICAL STAFF CREDENTIALING – Dr. Andrew Ta

- | | |
|-------------------------------------|-------------------------------------|
| 8.1.) Broward Health North | 8.3.) Broward Health Coral Springs |
| 8.2.) Broward Health Imperial Point | 8.4.) Broward Health Medical Center |

Staff Recommendation: That the Board of Commissioners of the North Broward Hospital District approve medical staff credentialing reports, as presented.

A roll call vote was taken

- YES Commissioner Nancy W. Gregoire, Vice Chair
- YES Commissioner Stacy L. Angier, Secretary/Treasurer
- YES Commissioner Christopher T. Ure
- YES Commissioner Marie C. Waugh
- YES Commissioner Ray T. Berry, Chair

Motion carried 5/0.

9. CHIEF MEDICAL STAFF UPDATES

Medical staff updates were given by Dr. Lehr for Broward Health North, Dr. Jensen for Broward Health Imperial Point, Dr. Penate for Broward Health Coral Springs and Dr. Morrison for Broward Health Medical Center. Said reports highlighted each of the facilities’ objectives, events and awards received over the past month.

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| 9.1.) Broward Health North | 9.3.) Broward Health Coral Springs |
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MINUTES

NORTH BROWARD HOSPITAL DISTRICT

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

9.2.) Broward Health Imperial Point

9.4.) Broward Health Medical Center

It was announced that Dr. Morrison's assignment as Chief of Medical Staff at Broward Health Medical Center was expiring that month. Dr. Jensen asked everyone to join him in a standing ovation in recognition of Dr. Morrison's work and leadership.

10. PRESENTATIONS

President/CEO Update, Gino Santorio

Mr. Santorio presented his full monthly report highlighting the five pillars of the organization and progress at each of the facilities.

A welcome was extended to Christina Grove, Executive Director of Physician Services and Urgent Care and Joseph Paul, CFO for Broward Health Imperial Point.

A Code-Happy video was shared with the Board, featuring patients as they were discharged from the hospitals to a standing ovation.

11. CONSENT AGENDA

No items on consent agenda, therefore no action was taken.

12. DISCUSSION AGENDA

12.1. Chief Financial Officer Presentation

Mr. Fernandez presented the CFO financial report for the Month of March, followed by a Covid-19 financial presentation to highlight the impacts that the organization received financially.

12.2. Acceptance of Interim Financial Statement for the Month of March 2020

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

Staff Recommendation: That the Board of Commissioners of the North Broward Hospital District accept the interim financial statement for the month of March 2020.

A roll call vote was taken

YES Commissioner Nancy W. Gregoire, Vice Chair

YES Commissioner Stacy L. Angier, Secretary/Treasurer

YES Commissioner Christopher T. Ure

YES Commissioner Marie C. Waugh

YES Commissioner Ray T. Berry, Chair

Motion carried 5/0.

MINUTES

NORTH BROWARD HOSPITAL DISTRICT

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

12.3. Broward Health Imperial Point, Approve Laparoscopic Video Towers, Karl Storz, GPO Vendor

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

Staff Recommendation: That the Board of Commissioners of the North Broward Hospital District authorize the District to purchase five laparoscopic towers from a Group Purchasing Organization (GPO) vendor, Karl Storz, in accordance with the District's Procurement Code, for \$499,791.

Motion carried unanimously.

12.4. Broward Health Medical Center, Approve New Transplant Nephrology Service Agreement, Dr. Marco Ladino Avellaneda

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

Staff Recommendation: That the Board of Commissioners of the North Broward Hospital District authorize the District to enter into a new professional services agreement at the 75th percentile with Dr. Marco Landino Avellaneda of Florida Kidney Physicians SE Florida, LLC for the provision of Transplant Nephrology services at Broward Health Medical Center.

Motion carried unanimously.

12.5. Broward Health Medical Center, Approve On-call Agreements, General Surgery

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

Staff Recommendation: That the Board of Commissioners of the North Broward Hospital District authorize the District to enter into on-call agreements for general surgery services at the 83rd percentile at Broward Health Medical Center.

A roll call vote was taken

YES Commissioner Nancy W. Gregoire, Vice Chair

YES Commissioner Stacy L. Angier, Secretary/Treasurer

YES Commissioner Christopher T. Ure

YES Commissioner Marie C. Waugh

YES Commissioner Ray T. Berry, Chair

Motion carried 5/0.

12.6. Broward Health Medical Center, Approve On-call Agreements, Medicine Teaching and Non-Teaching

MINUTES

NORTH BROWARD HOSPITAL DISTRICT

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

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

Staff Recommendation: That the Board of Commissioners of the North Broward Hospital District authorize the District to enter into on-call agreements for medicine teaching and non-teaching services at the 80th percentile at Broward Health Medical Center.

A roll call vote was taken

YES Commissioner Nancy W. Gregoire, Vice Chair
YES Commissioner Stacy L. Angier, Secretary/Treasurer
YES Commissioner Christopher T. Ure
YES Commissioner Marie C. Waugh
YES Commissioner Ray T. Berry, Chair

Motion carried 5/0.

12.7. Broward Health Physician Group, Approve Hospice and Palliative Care Agreement, Dr. Miransky

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

Staff Recommendation: That the Board of Commissioners of the North Broward Hospital District authorize the District to enter a new 2-year employment with Medical Directorship agreement up to the 78th percentile with Dr. Neil Miransky for the provision of Hospice and Palliative Medicine services at Broward Health Medical Center.

A roll call vote was taken

YES Commissioner Nancy W. Gregoire, Vice Chair
YES Commissioner Stacy L. Angier, Secretary/Treasurer
YES Commissioner Christopher T. Ure
YES Commissioner Marie C. Waugh
YES Commissioner Ray T. Berry, Chair

Motion carried 5/0.

12.8. Approve Indefinite Postponement of Medical Staff Annual Meeting at all Four Regions

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

Staff Recommendation: That the Board of Commissioners of North Broward Hospital District approve the indefinite postponement of this year's Annual Meeting for all four (4) Medical Staffs until such time as the Medical Staffs deem it safe and necessary to hold this year's Annual Meeting

MINUTES

NORTH BROWARD HOSPITAL DISTRICT

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

and that the Board ratify and accept the appointment and installation of the Medical Staff Officers announced by each Medical Staff's Chief of Staff during each Chief of Staff's report to the Board.

Motion carried unanimously.

12.9. Approval of Medical Staff Officers at each Region

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

Staff Recommendation: That the Board of Commissioners of North Broward Hospital District approve the elected medical staff officers of Broward Health Imperial Point, as follows:

BROWARD HEALTH IMPERIAL POINT			
Incoming Medical Staff Officers 2020 - 2022	Dept. of Medicine	Dept. of Surgery	Dept. of Psychiatry
Chief of Staff: William Jensen, D.O. Vice Chief of Staff: Fernando Narvaez, M.D. Secretary/Treasurer: Rich Estacio, M.D.	Chair: Joel Gellman, M.D. Vice Chair: Luis Barreras, M.D. Secretary: Rafael Baez, M.D.	Chair: Jonathan Levine, M.D. Vice Chair: Vasana Cheanvechai, M.D. Secretary: Chi Zhang, M.D.	Chair: Sandeep Mendiratta, M.D. Vice Chair: Nelson Cordero-Torres, M.D.

Motion carried unanimously.

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

Staff Recommendation: That the Board of Commissioners of North Broward Hospital District approve the elected medical staff officers of Broward Health Medical Center, as follows:

BROWARD HEALTH MEDICAL CENTER		
Medical Executive Committee	Family Medicine	Dept. of OBGYN
Chief of Staff: Sunil Kumar, M.D. Vice Chief of Staff: Michael Ruddy, M.D. Secretary/Treasurer: Neil Miransky, D.O.	Chief of Family Medicine: Hector DiCarlo, M.D. Vice Chief of Family Medicine: France Occy, D.O. Secretary/Treasurer: Natalia Hegedosh, M.D.	Chair of OBGYN: Delisa Skeete-Henry, M.D. Vice Chair of OBGYN: Adolfo Gonzalez-Garcia, M.D.

Motion carried unanimously.

12.10. Resolution FY20-18, Resolution to Amend Certain Provisions of the Amended and Restated Bylaws of Children's Diagnostic & Treatment Center, Inc.

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

MINUTES

NORTH BROWARD HOSPITAL DISTRICT

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

Staff Recommendation: That the Board of Commissioners of North Broward Hospital District adopt staff's recommendation to approve Resolution FY20-18, Resolution to Amend Certain Provisions of the Amended and Restated Bylaws of Children's Diagnostic & Treatment Center, Inc.

Motion carried unanimously.

12.11. Resolution FY20-19, Resolution Authorizing the District to Open a Bank Account

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

Staff Recommendation: That the Board of Commissioners of North Broward Hospital District adopt staff's recommendation to approve Resolution FY20-19, Resolution Authorizing the District to Open a Bank Account, as amended.

Motion carried unanimously.

13. COMMENTS BY COMMISSIONERS

Closing comments were given by the Commissioners.

14. NEXT REGULAR BOARD MEETING

Next regularly scheduled Board of Commissioner's meeting will be held on Wednesday, May 27, 2020 at 4:00 p.m., location TBD.

15. ADJOURNMENT

There being no further business on the agenda, the Chair adjourned the meeting at 5:49 p.m.

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

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

Resolution FY20-18

Resolution to Amend Certain Provisions of the Amended and Restated Bylaws of Children's Diagnostic & Treatment Center, Inc.

WHEREAS, the Children's Diagnostic & Treatment Center, Inc. ("CDTC") is a Florida not-for-profit corporation duly organized pursuant to the Florida Not For Profit Corporation Act, § 617.01011, *et seq.*, Florida Statutes and 26 U.S.C. § 501(c)(3);

WHEREAS, Art. III of CDTC's Articles of Incorporation establishes CDTC for the purposes of charitable, educational, and scientific purposes to provide medical, family, and health care services to children;

WHEREAS, North Broward Hospital District (the "District") is a special taxing district of the State of Florida and is authorized and empowered to maintain hospitals and supportive facilities for the care and treatment of the people of said District;

WHEREAS, the District is the sole member of CDTC;

WHEREAS, Art. XIII of CDTC's Articles of Incorporation and Art. XVII of the Amended and Restated Bylaws of Children's Diagnostic & Treatment Center, Inc., as adopted as of March 25, 2015 (the "Bylaws") reserve the sole power to the District to make any alterations or amendments to the Bylaws;

WHEREAS, the District wishes to amend certain provisions of the Bylaws as set forth herein; and

WHEREAS, unless context otherwise requires, capitalized terms used but not defined herein have the meanings ascribed to such terms in the Amended and Restated Bylaws of the North Broward Hospital District and its accompanying Codified Resolutions of the Board of Commissioners of the North Broward Hospital District.

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners of the North Broward Hospital District, that:

1. The Bylaws are hereby amended as provided below. Words ~~stricken~~ are deletions; words underlined are additions.

2. Art. V, Section 2. of the Bylaws is amended to read as follows:

SECTION 2. PLACE OF MEETINGS. Meetings of the Corporation shall be held at the principal office of the Corporation or at any other place (~~within or without the State of Florida~~) or via any other means the Board of Directors or Member may from time to time select, subject to Article I hereof.

3. Art. VIII, Section 1. of the Bylaws is amended to read as follows:

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

SECTION 1. PLACE OF MEETINGS. Meetings of the Board, regular or special, may be held at the principal office of the Corporation, or at any place ~~within Broward County, Florida~~ or via any other means, including electronic or telephonic means if appropriate, that a majority of the Board of Directors may from time to time determine to hold a meeting, subject to Article I hereof.

4. Art. VIII, Section 6. of the Bylaws is amended to read as follows:

SECTION 6. VOTING OR QUORUM. At meetings of the Board, a majority of the Directors in office shall be necessary to constitute a quorum for the transaction of business. If a quorum is physically present or present via electronic or telephonic means, the acts of a majority of the Directors in attendance shall be the acts of the Board.

5. Art. VIII, Section 8.A. of the Bylaws is amended to read as follows:

SECTION 8. PRESENCE AT MEETINGS. Members of the Board or any committee may participate by telephone or other electronic means and vote at meetings based upon the following:

A. A quorum of the Board of Directors must otherwise be physically or electronically (via telephone or other electronic means) present at the meeting;

6. This resolution is effective immediately upon its ratification by the Board.
7. This resolution hereby supersedes, amends, replaces and repeals any conflicting resolution or conflicting policy previously adopted by the Board.

DULY ADOPTED this 28th day of April, 2020.

Time Adopted 5:34 PM

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

Resolution FY20-19

RESOLUTION AUTHORIZING THE DISTRICT TO OPEN A BANK ACCOUNT

WHEREAS, the Board of Commissioners (the “Board”) of the North Broward Hospital District (the “District”), at its January 29, 2020 regular board meeting, adopted Resolution FY20-15, Financial Institution Resolution, with respect to certain banking powers of the District (the “Banking Resolution”);

WHEREAS, the Board, at its March 25, 2020 regular board meeting, authorized the District to secure access to short-term capital through a banking or other financial institution;

WHEREAS, BankUnited, N.A. (“BankUnited”) offered the most favorable proposal to the District and the District has accordingly chosen BankUnited as the bank to secure a revolving credit line for access to short-term capital;

WHEREAS, BankUnited requires the District to maintain a financial account as a condition of receiving the credit line for access to short-term capital;

WHEREAS, the Banking Resolution requires Board approval to open financial accounts and such financial accounts must be with a “qualified public depository,” as such term is defined in § 280.02, Florida Statutes;

WHEREAS, BankUnited has been deemed a “qualified public depository” by the Florida Department of Financial Services, Division of Treasury, and the Board wishes to authorize the District to open deposit accounts with BankUnited; and

WHEREAS, unless context otherwise requires, capitalized terms used but not defined herein have the meanings ascribed to such terms in the Amended and Restated Bylaws of the North Broward Hospital District and its accompanying Codified Resolutions of the Board of Commissioners of the North Broward Hospital District.

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners of the North Broward Hospital District, that:

1. The Board hereby grants the authority to those authorized officials listed in the North Broward Hospital District Incumbency Certificate and Certification of Authorized Signatures to Financial Institution Accounts to open one or more financial accounts with BankUnited on such negotiated terms as deemed appropriate and prudent by the District’s Chief Financial Officer.
2. This resolution is effective immediately upon its ratification by the Board.
3. This resolution hereby supersedes, amends, replaces and repeals any conflicting resolution or conflicting policy previously adopted by the Board.


DULY ADOPTED this 28th day of April,

2020. Time Adopted 5:38 PM

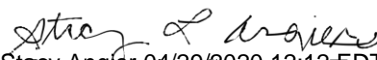
MINUTES

NORTH BROWARD HOSPITAL DISTRICT

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


Ray Berry 04/29/2020 12:10 EDT
Ray Berry, Chairman

Date April 29, 2020


Stacy Angier 04/29/2020 12:12 EDT
Stacy Angier, Secretary-Treasurer

Date April 29, 2020

APPROVED