

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

REGULAR BOARD MEETING 4:00 PM., WEDNESDAY, MAY 27, 2020

The Regular Meeting of the Board of Commissioners of the North Broward Hospital District was held at 4:00 pm., on May 27, 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 pm.

3. **BOARD MEMBERS**

Commissioners Present:

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

Not Present:

Commissioner Nancy W. Gregoire, Vice Chair

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, Jerry Del
Amo/Deputy 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

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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 Christopher T. Ure.

6. PUBLIC COMMENTS

None.

7. APPROVAL OF MINUTES

Staff Recommendation: That the Board of Commissioners of the North Broward Hospital District approve the minutes from April 28, 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

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

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 Stacy L. Angier, Secretary/Treasurer

YES Commissioner Christopher T. Ure

YES Commissioner Marie C. Waugh

YES Commissioner Ray T. Berry, Chair

Motion *carried* 4/0.

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. Kumar for Broward Health Medical Center. Said reports highlighted each of the facilities’ objectives, events and awards received over the past month.

9.1.) Broward Health North

9.2.) Broward Health Imperial Point

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9.3.) Broward Health Coral Springs

9.4.) Broward Health Medical Center

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 approve the election of new officers and committee appointments for Broward Health North, as listed below.

Department of Medicine:

- Chair: Nada Boskovic, M.D.
- Vice Chair: Jorge Barrero Jr., M.D.
- Secretary: Indulekha Gopal, M.D.

Department of Surgery

- Chair: Steven Naide, M.D.
- Vice Chair: John Malloy, D.O.
- Secretary: Seyed-Mojtaba Gashti, D.O.

Utilization Review Committee

- Chair: Naval Parikh, M.D.

Peer Review Committee

- Co-Chief of Staff: Seyed-Mojtaba Gashti, D.O.

A roll call vote was taken

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* 4/0.

10. **PRESENTATION**

10.1. President/CEO Update, Gino Santorio

Mr. Santorio presented his full monthly report highlighting the five pillars (Quality, Service, People, Growth, Finance) of the organization and progress at each of the facilities. Mr. Santorio also integrated into his report the progress the organization experienced in dealing with the Covid-19 crisis for the last month.

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A *Being Healthy Starts Here* video was shared. The video included several CBS and NBC news segments, highlighting Broward Health's Covid-19 procedures and precautions towards patient care.

A welcome was extended to Kimberly Washington, General Counsel Associate and Pilar Ortegon, MD.

11. CONSENT AGENDA

11.1. Policy GA-004-500, Call Coverage Policy

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

The Board of Commissioners of the North Broward Hospital District approve item 11.1., on the Consent Agenda, with a modification to the *Procedure section, 3.a.i., Qualified Physicians*, as seen below.

3. Qualified Physicians:

a. In order to be a Qualified Physician, the physician shall be appropriately credentialed and a member of the Medical Staff in good standing, with the requisite training or certification in the clinical Specialty, as determined by the credentialing process.

i. In determining whether a physician is a Qualified Physician, the MSO shall consult with the Call Coverage Management Team to determine whether a particular Specialty has additional criteria that must be met for a physician to be considered a Qualified Physician. The Call Coverage Management Team shall maintain a current list of Broward Health system-wide, Specialty-specific criteria, developed by, at minimum, the Broward Health Chief ~~Operating Officer ("COO")~~ Chief ~~Administrative Officer ("CAO")~~ or similarly equivalent position...

A roll call vote was taken

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* 4/0.

12. DISCUSSION AGENDA

12.1. Chief Financial Officer Presentation

Mr. Fernandez presented the CFO financial report for the Month of April, highlighting the gains and losses that the organization experienced financially.

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Mr. Fernandez also presented a Coronavirus Aid Relief and Economic Security (“CARES”) Act Overview.

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

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

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

A roll call vote was taken

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* 4/0.

12.3. BHMC/BHIP, On-call Thoracic Vascular Surgery

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 thoracic and vascular surgery services at the 82nd percentile at Broward Health Medical Center, and the 90th percentile for concurrent at Broward Health Medical Center and Broward Health Imperial Point.

A roll call vote was taken

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* 4/0.

12.4. Systemwide, Locum Tenens Coverage for Hospital Call, Trauma and Physician Services

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

Staff Recommendation: That the Board of Commissioners of the North Broward Hospital District authorize the District the approval of additional funding in the amount of one (1) million dollars for Fiscal Year 2020 and two (2) million dollars for Fiscal Year 2021 to pay for the

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Locums Tenens services to support the on-call requirements of the Level I and Level II Trauma Services.

A roll call vote was taken

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* 4/0.

12.5. Systemwide, Healthcare Recovery Services LLC (HRS) for Medicare Disproportionate Share (DSH) Reimbursement Services

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

Staff Recommendation: That the Board of Commissioners of the North Broward Hospital District authorize the District to approve the payment of invoices under this contract.

A roll call vote was taken

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* 4/0.

12.6. Approval of Additional Capital Funding for FY20

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 approve the funding of the remaining \$35,496,795 for capital equipment, projects and improvements greater than \$400,000 per item as detailed in this Exhibit.

A roll call vote was taken

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* 4/0.

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12.7. Purchase and Sale Agreement for land in the northwest area of Broward County

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

Staff Recommendation: That the District execute a Purchase and Sale Agreement for land in the northwest area of Broward County.

A roll call vote was taken

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* 4/0.

12.8. Purchase and Sale Agreement for land and improvements in the central area of Broward County

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

Staff Recommendation: That the District execute a Purchase and Sale Agreement for land and improvements in the central area of Broward County.

A roll call vote was taken

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* 4/0.

12.9. Resolution FY20-20 Resolution Establishing Guidelines for Physician Recruitment Arrangements

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

Staff Recommendation: That the Board of Commissioners of the North Broward Hospital District adopt Resolution FY20-20, Resolution Establishing Guidelines for Physician Recruitment Arrangements, is approved unanimously.

A roll call vote was taken

YES Commissioner Stacy L. Angier, Secretary/Treasurer

YES Commissioner Christopher T. Ure

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

Motion *carried* 4/0.

13. **COMMENTS BY COMMISSIONERS**

Closing comments were given by the Commissioners.

14. **ANNOUNCEMENT OF THE NEXT REGULAR BOARD MEETING**

The Next regularly scheduled Board of Commissioner's meeting will be held on Wednesday, June 24, 2020 at 4:00 pm. Location to be announced due to the current situation.

15. **ADJOURNMENT**

There being no further business on the agenda, the Chair adjourned the meeting at 5:32 pm.

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

APPROVED

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Resolution FY20-20

Resolution Establishing Guidelines for Physician Recruitment Arrangements

WHEREAS, the Board of Commissioners (the “Board”) of the North Broward Hospital District (the “District”) is responsible for the oversight of the District and its operations pursuant to the District’s Charter;

WHEREAS, the District, as a tax-exempt public hospital system, is subject to substantial state and federal regulations which governs its affairs;

WHEREAS, Broward County and many areas across the country are facing physician shortages in various capacities and in various specialties;

WHEREAS, to ensure the health of the community, it has become necessary for the District from time to time to recruit physicians from other areas to practice medicine as a District employee or to be a member of the District’s Medical Staff while practicing medicine within the District’s community;

WHEREAS, the Board wishes to create a policy setting forth the guidelines for physician recruitment arrangements; 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 (“Codified Resolutions”).

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

1. The Board hereby establishes the following guidelines as they pertain to the District’s recruitment of physicians.
2. The President and Chief Executive Officer (“CEO”), Chief Financial Officer (“CFO”), or any of the respective authorized delegates of the CEO or CFO, are hereby authorized to enter into and execute recruitment agreements in any amount provided the recruitment arrangements comply with the guidelines below.
3. All physician recruitment arrangements shall comply with the Federal Anti-Kickback Statute as codified in 42 U.S.C. § 1320a-7b and the Physician Recruitment Exception to the Stark Law promulgated in 42 C.F.R. § 411.357(e), all as amended from time to time and any successor statutes or regulations thereof.
4. All recruitment arrangements shall comply with the IRS’s Revenue Ruling 97-21 (May 5, 1997).

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5. To the extent a physician is recruited to perform services for the District, while taking into consideration all the benefits provided to the physician, the compensation paid to the physician shall be reasonable in relation to the services the physician is providing in return.
6. In all instances of physician recruitment, there shall be documented evidence of a community need or other benefit to the community, the recruitment shall be in furtherance of the District's purpose, and the recruitment shall be reasonably related to the accomplishment of that purpose in promoting the health of the community and ensuring a high quality of medical care.
7. All physician recruitment arrangements shall be reasonable and negotiated at arms' length.
8. No physician arrangement may be conditioned upon a physician's referrals to the District, and the remuneration may not be determined, directly or indirectly, on the volume or value of actual or anticipated referrals or other business generated between the physician and the District.
9. Any benefit to the physician under the physician recruitment arrangement shall be incidental to the public purpose achieved in recruiting the physician.
10. The above-mentioned guidelines shall be monitored and regularly reviewed by the Board to ensure consistency with the District's tax-exempt purposes.
11. The above-stated policy shall be codified in Chapter 6 of the Codified Resolutions.
12. This resolution hereby supersedes, amends, replaces and repeals any conflicting resolution or conflicting policy previously adopted by the Board.

DULY ADOPTED this 27 day of May, 2020.

Time Adopted 5:23 PM