

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

LEGAL AFFAIRS AND GOVERNMENTAL RELATIONS COMMITTEE MEETING Immediately Following the Quality Assessment & Oversight Committee Meeting September 8, 2020

The Legal Affairs and Governmental Relations Committee of the North Broward Hospital District was held on September 8, 2020, immediately following the Quality Assessment & Oversight Committee meeting, 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 Committee.

2. CALL TO ORDER

There being a quorum present, the meeting was called to order by Chair Nancy W. Gregoire at 8:45 a.m.

3. COMMITTEE MEMBERS

Present:

Commissioner Nancy W. Gregoire, Chair
Commissioner Stacy L. Angier, Vice Chair
Commissioner Ray. T. Berry
Commissioner Marie C. Waugh

Not Present:

Commissioner Christopher T. Ure

*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

General Counsel delivered the Governor's Executive Order for the record.

"This public committee board meeting is being conducted through communications media technology in accordance with the Governor's Executive Order No. 20-69, as extended by the Governor's Executive Order No. 20-193, Section §120.545(b)2 of the Florida Statutes. This meeting is open to the public who are able to attend this meeting via telephone conference call.

MINUTES

NORTH BROWARD HOSPITAL DISTRICT

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The conference call information is currently posted on Broward Health's website. All requirements of Florida's Sunshine Law are still in effect including the memorialization of minutes. While not a requirement under Florida law, we will 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. PUBLIC COMMENTS

None.

6. APPROVAL OF MINUTES

The Legal Affairs and Governmental Relations Committee of the North Broward Hospital District approve the minutes from June 17, 2020.

Motion *carried* without dissent.

7. TOPIC OF DISCUSSION

7.1. General Legal Department Updates – presented by Linda Epstein, Corporate General Counsel

Ms. Epstein shared the following Legal Department updates with the committee, as seen below.

- Staff Updates
 - Broward Health attorney, Wendy Pike, resigned due to a move to Maine.
 - Broward Health attorney, Christina Guzman, resigned due to a move to Omaha, Nebraska.
 - Regional Compliance Manager, BMHC, Adlin Tuyu, transferred from the Compliance Department to the Legal Department. Ms. Tuyu is an attorney.
 - Ms. Tuyu introduced herself and shared her background. She started at Broward Health in February of 2018. She noted that she was a defense attorney for Americans for Immigrant Justice in Miami-Dade County.
 - A second new-hire from a Miami law firm will start in late September.
 - Interviews pending for a remaining open position.
- Legal Engagement
 - Ms. Epstein reported that there were no new legal engagements contracted since the last report.
- FY20 Actual/Incurred Costs through June 30, 2020 (for more detail, see slides 1-2 of the Legal Department's Budget Review Fiscal Year 2020 PowerPoint presentation)

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- Ms. Epstein complimented her legal team for controlling the legal expenses. She further reported that all categories came under budget with the exception of Fair Market Value (FMV) category.
 - Fiscal Year 19/20 Approved Budget: \$6,645,738.00.
 - Fiscal Year 19/20 Actual Spend through June 2020: \$3,571,422.92.
 - Fiscal Year 19/20 Actual Savings through June 2020: \$3,074,315.08
- CounselLink, legal billing software, was implemented August 2019.
 - All outside counsel are required to submit invoices and receipts electronically through this program.
 - The Legal Department no longer accepts paper bills.
 - Software rejects bills for fees above contracted rates.
 - Individual budgets are created for each legal matter.
- Fair Market Value (FMV) – presented by Jerry Del Amo, Deputy General Counsel (for more detail, go to slides 3 of the Legal Department’s Budget Review Fiscal Year 2020 PowerPoint presentation)
 - Mr. Del Amo first shared positive improvements that were made with respect to the FMV spend.
 - He further reported that the monthly spend was decreased from \$130k per month to \$75-\$80k. This implementation resulted in a cost savings.
 - FMV Budget: \$1,185,738.00.
 - FMV Actual Spend: \$1,240,225,29.
 - A third-party consulting company (HCA) was credited for the cost savings, as their charges were based on a flat monthly fee of \$40k per month versus case-by-case charges.
 - It was confirmed that the Legal Department would continue to work with FTI and PYA on more complex arrangements.

Ms. Epstein introduced a walk-on matter related to the “Pauline Grant Self-Disclosure Reportable Event” with the Civil Branch of the Department of Justice (DOJ). Ms. Epstein further reported that the DOJ reached out to outside counsel on September 7, 2020 with a settlement offer for Broward Health’s consideration.

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

The Board of Commissioners of the North Broward Hospital District Authorize the District By and Through Its General Counsel and Outside Counsel to Enter Into Settlement Negotiations With the Department of Justice (DOJ) Civil for a Settlement Amount of Up To \$450,000 or Less and To Negotiate and To Enter Into a Settlement Agreement with the Department of Justice (DOJ) in the “Pauline Grant Self-Disclosure Reportable Event Matter”.

Motion confirmed by roll call vote:

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

Motion carried 4/0.

8. **26:19 ADJOURNMENT**

There being no further business on the agenda, the Chair adjourned the meeting at 9:11 a.m.

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

APPROVED