

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

**LEGAL AFFAIRS & GOVERNMENTAL RELATIONS COMMITTEE MEETING
Immediately Following the Quality Assessment & Oversight Committee Meeting,
Wednesday, December 16, 2020**

The Legal Affairs & Governmental Relations Committee of the North Broward Hospital District was held on December 16, 2020, immediately following the Quality Assessment & Oversight 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 Nancy W. Gregoire at 1:15 p.m.

3. **COMMITTEE MEMBERS**

Present:

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

Not Present:

Commissioner Marie C. Waugh

Senior Leadership

Additionally Present:

Gino Santorio, President/Chief Executive Officer
Alan Goldsmith, Chief Operating Officer
Alex Fernandez, Chief Financial Officer
Linda Epstein, Corporate General Counsel
Jerry Del Amo, Deputy General Counsel

4. **PUBLIC COMMENTS**

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

5. **APPROVAL OF MINUTES**

Without objection, Chair Gregoire approved the minutes, dated November 18, 2020.

Motion *carried* without dissent.

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6. TOPIC OF DISCUSSION

*Item 6.2, New Engagement Letters, was heard prior to Item 6.1, General Legal Department Update.

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

6.2 New Engagement Letters (Presenter – Linda Epstein, General Counsel)

- Two new outside law firms.
 - Akerman LLP
 - Russell Marcus, Esq. transitioned from GrayRobinson, PA to Akerman LLP.
 - Mr. Marcus assists Broward Health on corporate and governance issues.
 - Weiss, Serota, Helfman, Cole & Bierman, P.L.
 - Lewis Cullen, Esq. transitioned from his own firm to Weiss.
 - Mr. Cullen assists Broward Health on real estate.

6.1. General Legal Department Update (Presenter – Linda Epstein, General Counsel)

- Legal Budget

Ms. Epstein reported on Fiscal Year 2021 Legal Department Budget items, as seen below. For further detail, related slides are available on the Board of Commissioners' webpage.

- Report included the overall budget status for Fiscal Year 2021 through October 31, 2020.
- Law firms continue to submit legal bills through CounselLink.
- Health Care Regulatory budget is primarily consumed by ongoing FTC investigation.
- Litigation budget is comprised of approximately 10 active lawsuits.
 - Barrett case: Motion to Stay was granted on December 15, 2020, pending the outcome of arbitration.
 - North Broward Hospital District was dropped from the lawsuit; therefore, future attorney-client meetings must be held in the public and not under a shade meeting.
- Highlighted the column containing the Board Approved Budget .
- Highlighted the column containing the Actual/Incurred Costs.
- Highlighted the column containing the Percentage of Actual compared to the Total.
- Highlighted the column containing the Remaining Balance.

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- CounselLink (Update)
 - Legal billing software, implemented August 2019.
 - Broward Health attorneys receive email notifications if a CounselLink invoice is sitting and requires review/approval.
 - System is set up with specific parameters, including law firm rates. If a law firm mistakenly overcharges, CounselLink will correct the rate automatically or flag for review.
 - All invoices must be submitted by the 15th of the month for the prior month.

Fair Market Value (FMV) – presented by Jerry Del Amo, Deputy General Counsel

For further detail, related slides are available on the Board of Commissioners' webpage.

- Mr. Del Amo noted continued positive trends with respect to the FMV spend.
- It was projected to be under budget by \$2-300,000 dollars through a third of the fiscal year.
- The monthly spend is averaging below budget.
 - FMV Budget: \$80,000 per month.
 - FMV Actual Spend: \$50,000 per month (average spend).

Ms. Epstein gave an overview on the presentation attorney Brett Bauman held for the Chiefs of Staff of all four hospitals regarding peer reviews and MECs. Mr. Bauman will share a brief presentation with the committee at a future meeting. It was noted that Medical Staff Bylaws were in the process of being amended.

Linda Epstein, General Counsel, requested an attorney-client shade session under Florida Statute 286.0118, seeking the Board's advice regarding settlement negotiations and strategy sessions related to the District's litigation expenditures of pending litigation to which the District is a party, specifically case no. CACE-20-00253809, David Di Pietro versus North Broward Hospital District, et. al., currently pending in the Circuit Court, the Seventeenth Judicial Circuit, in and for Broward County, Florida, to be held following the commencement of a future open meeting.

7. ADJOURNMENT

There being no further business on the agenda, the Chair adjourned the meeting at 1:31 p.m.

Respectfully submitted,

Commissioner Marie C. Waugh, Secretary/Treasurer