

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

REGULAR BOARD MEETING **4:00 p.m., Wednesday, July 28, 2021**

The Board of Commissioners Regular Board Meeting of the North Broward Hospital District was held at 4:00 p.m., on July 28, 2021, at the Broward Health Corporate Spectrum Location, 1700 NW 49th Street, Suite 150, Fort Lauderdale, Florida 33309.

1. **NOTICE**

Notice and Agenda, titled EXHIBIT I and EXHIBIT II, are attached to the official meeting book archived at the Board of Commissioners' Office. Supporting documents, if applicable, are attached to these minutes, titled EXHIBIT III. Exhibits are presented for consideration of the Board.

2. **CALL TO ORDER**

There being a quorum present, the meeting was called to order by Chair Nancy W. Gregoire at 4:04 p.m.

3. **ROLL CALL**

Present:

Commissioner Jonathan K. Hage
Commissioner Christopher J. Pernicano
Commissioner Ray T. Berry
Commissioner Marie C. Waugh, Secretary/Treasurer
Commissioner Stacy L. Angier, Vice Chair
Commissioner Nancy W. Gregoire, Chair

Not Present:

Commissioner Levi G. Williams, Jr.

Senior Leadership

Additionally Present:

Shane Strum, President/Chief Executive Officer
Alan Goldsmith, Chief Operating Officer
Alex Fernandez, Chief Financial Officer
Linda Epstein, Corporate General Counsel

4. **THE PLEDGE OF ALLEGIANCE**

The Pledge of Allegiance was led by Commissioner Jonathan K. Hage.

5. **PUBLIC COMMENTS**

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

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

6. APPROVAL OF MINUTES

6.1. Approve Regular Board Meeting Minutes for June 30, 2021.

Without objection, Chair Gregoire approved the minutes, dated June 30, 2021.

Motion *carried* without dissent.

7. BHMC DISTINGUISHED PHYSICIAN AWARD TO DR. CELSO AGNER (Presenter – Dr. Sunil Kumar, Chief of Staff, Broward Health Medical Center)

Dr. Kumar, Chief of Staff of Broward Health Medical Center, introduced and presented Dr. Celso Agner, Interventional Neurologist at Broward Health Medical Center, with the Distinguished Physician Award.

It was shared that Dr. Agner is, “a truly exceptional physician and wonderful person. He works tirelessly to give the best evidence-based quality care to patients. Dr. Agner continuously teaches staff and has a pleasant attitude.”

8. MEDICAL STAFF CREDENTIALING (Presenter – Dr. Joshua Lenchus, Interim Chief Medical Officer

- | | |
|-------------------------------------|-------------------------------------|
| 8.1.) Broward Health North | 8.3.) Broward Health Medical Center |
| 8.2.) Broward Health Imperial Point | 8.5.) Core Privilege Forms |
| 8.3.) Broward Health Coral Springs | |

MOTION It was *moved* by Commissioner Berry, *seconded* by Commissioner Angier.

The Board of Commissioners of the North Broward Hospital District approve Medical Staff Credentialing Reports and Core Privilege Forms, as presented.

Motion confirmed by roll-call vote:

- YES** Commissioner Jonathan K. Hage
- YES** Commissioner Christopher J. Pernicano
- YES** Commissioner Ray. T. Berry
- YES** Commissioner Marie C. Waugh, Secretary/Treasurer
- YES** Commissioner Stacy L. Angier, Vice Chair
- YES** Commissioner Nancy W. Gregoire, Chair

Motion *carried* 6/0.

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

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

9.3.) Broward Health Coral Springs

9.4.) Broward Health Medical Center

10. PRESENTATIONS

10.1. CEO Update (Presenter - Shane Strum, President/Chief Executive Officer)

Mr. Strum recognized the four hospital Chiefs of Staff and Interim Chief Medical Officer (CMO), Dr. Lenchus, for working around the clock during the current increase in COVID-19 cases.

Mr. Strum also recognized Chair Gregoire, for her amazing leadership during a difficult year.

Mr. Strum presented his full monthly report, highlighting the five pillars (Quality, Service, People, Growth, and Finance) of the organization and the progress at each of its facilities.

The following videos were featured:

- Hands-Only CPR Training with Broward Health Imperial Point (BHIP) and Fort Lauderdale Fire Rescue
 - The video featured:
 - Stephen Gollan, Battalion Chief, Fort Lauderdale Fire Rescue, shared that the teams came together to train the community and BHIP staff.
- Broward Health Hurricane Supply Drive benefiting (40) CDTC families, organized by Broward Health's summer interns.
 - The video featured:
 - Dr. Ana Calderon Randazzo, Executive Director, CDTC.
 - Alyssa Biggs, Marketing Intern, Broward Health.
 - Carrie Rudderkimhy, Human Resources Partner, Broward Health.
 - Jelani Hamilton, Finance Intern, Broward Health.
- Broward Health Maternity Services
 - The video featured:
 - New moms shared their positive experiences.

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

- Heather Havericak, Chief Executive Officer, Broward Health Medical Center.
- Jared Smith, Chief Executive Officer, Broward Health Coral Springs.
- Dr. Heather Gabai Hernandez, Vice Chair of OBGYN, Broward Health Coral Springs.
- Melissa Leamon, Chief Nursing Officer, Broward Health Coral Springs.

11. CONSENT AGENDA

- 11.1. Approval of Settlement with the Former General Counsel
- 11.2. Resolution FY22-01: Resolution to Appoint Directors to Total Claims Administration, Inc.
- 11.3. BHMC, Approval to Enter ED On-Call Coverage and Inpatient Care Services Agreement for Pediatric Gastroenterology
- 11.4. Approval to Enter into a New Two-Year Employment Agreement with Dr. Ridwan Lin

MOTION It was *moved* by Commissioner Pernicano, *seconded* by Commissioner Hage, that:

The Board of Commissioners of the North Broward Hospital District approve items 11.1 through 11.4 on the Consent Agenda.

Commissioner Berry and Chair Gregoire formally recused themselves from voting on item number 11.1, Approval of Settlement with the Former General Counsel, as they were parties in the civil case.

Motion confirmed by roll-call vote:

- YES** Commissioner Jonathan K. Hage
- YES** Commissioner Christopher J. Pernicano
- YES** Commissioner Ray. T. Berry (11.2 through 11.4)
- YES** Commissioner Marie C. Waugh, Secretary/Treasurer
- YES** Commissioner Stacy L. Angier, Vice Chair
- YES** Commissioner Nancy W. Gregoire, Chair (11.2 through 11.4)

Motion *carried* 4/0 for items 11.1.

Motion *carried* 6/0 for Items 11.2 through 11.4.

12. DISCUSSION AGENDA

- 12.1. Purchase of four (4) separate parcels of real property in the western area of Broward County (Presenter – Shane Strum, President/Chief Executive Officer)

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

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

The Board of Commissioners of the North Broward Hospital District authorize the District to execute four (4) separate Purchase and Sales Agreements for four (4) separate parcels of real property in the western area of Broward County, contingent upon any findings discovered during due diligence.

Motion confirmed by roll-call vote:

YES Commissioner Jonathan K. Hage
YES Commissioner Christopher J. Pernicano
YES Commissioner Ray. T. Berry
YES Commissioner Marie C. Waugh, Secretary/Treasurer
YES Commissioner Stacy L. Angier, Vice Chair
YES Commissioner Nancy W. Gregoire, Chair

Motion *carried* 6/0.

12.2. Discussion of 2021-2022 Board and Committee Meeting Schedule

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

The Board of Commissioners approve the Fiscal Year 2021-2022 Board and Committee Meeting Schedule, as presented.

Motion confirmed by roll-call vote:

YES Commissioner Jonathan K. Hage
YES Commissioner Christopher J. Pernicano
YES Commissioner Ray. T. Berry
YES Commissioner Marie C. Waugh, Secretary/Treasurer
YES Commissioner Stacy L. Angier, Vice Chair
YES Commissioner Nancy W. Gregoire, Chair

Motion *carried* 6/0.

12.3. Board Officer Elections

12.3.1. Board of Commissioners' Nomination of Chair

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

The Board of Commissioners nominate Commissioner Stacy L. Angier as Chair of the North Broward Hospital District.

Motion confirmed by roll-call vote:

YES Commissioner Jonathan K. Hage
YES Commissioner Christopher J. Pernicano

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

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

Motion *carried* 6/0.

12.3.2. Board of Commissioners' Nomination of Vice Chair

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

The Board of Commissioners nominate Commissioner Marie C. Waugh as Vice Chair of the North Broward Hospital District.

Motion confirmed by roll-call vote:

YES Commissioner Jonathan K. Hage
YES Commissioner Christopher J. Pernicano
YES Commissioner Ray. T. Berry
YES Commissioner Marie C. Waugh, Secretary/Treasurer
YES Commissioner Stacy L. Angier, Vice Chair
YES Commissioner Nancy W. Gregoire, Chair

Motion *carried* 6/0.

12.3.3. Board of Commissioners' Nomination of Secretary/Treasurer

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

The Board of Commissioners nominate Commissioner Christopher J. Pernicano as Secretary/Treasurer of the North Broward Hospital District.

Motion confirmed by roll-call vote:

YES Commissioner Jonathan K. Hage
YES Commissioner Christopher J. Pernicano
YES Commissioner Ray. T. Berry
YES Commissioner Marie C. Waugh, Secretary/Treasurer
YES Commissioner Stacy L. Angier, Vice Chair
YES Commissioner Nancy W. Gregoire, Chair

Motion *carried* 6/0.

13. COMMENTS BY COMMISSIONERS

Closing comments were given by the Commissioners.

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

14. NEXT REGULAR BOARD MEETING

The next regularly scheduled Board of Commissioner's Meeting will be held on Wednesday, August 25, 2021 at 4:00 p.m. at the Broward Health Corporate Spectrum location, 1700 Northwest 49th Street, Suite 150, Fort Lauderdale, Florida 33309.

15. ADJOURNMENT

There being no further business on the agenda, the Chair adjourned the meeting at 5:22 p.m.

Respectfully submitted,
Commissioner Christopher J. Pernicano, Secretary/Treasurer

APPROVED

Resolution FY22-01

Resolution to Appoint Directors to Total Claims Administration, Inc.

WHEREAS, Total Claims Administration, Inc. (“TCA”) 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 TCA’s Articles of Incorporation establishes TCA for the purposes of the administration of the self-insured employee plan of North Broward Hospital District (the “District”) and other employee health insurance programs;

WHEREAS, the District is the sole member of TCA;

WHEREAS, Art. V of TCA’s Articles of Incorporation and Art. III, s. 2 of the Bylaws of Total Claims Administration, Inc., as adopted as of March 14, 2012 (the “TCA Bylaws”), reserve the sole power to Board of Commissioners of North Broward Hospital District (the “Board”) to appoint directors to the board of TCA (“Board of Directors”);

WHEREAS, Art. III, s. 1 of the TCA Bylaws provides that the Board of Directors shall consist of at least three (3) and no more than five (5) employees of the District who manage the affairs of TCA;

WHEREAS, the Board wishes to appoint such employees of the District to the Board of Directors of TCA as provided 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 following employees of the District are hereby appointed to the Board of Directors of TCA to manage the affairs of TCA:
 - a. Susan Newton, Chief Operations Officer of Broward Health North
 - b. Alisa Bert, VP, Financial Operations of Broward Health
 - c. Alexander Fernandez, SVP, Chief Financial Officer of Broward Health
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 July 2021.

Time Adopted 4:56 PM