

North Broward Hospital District Board of Commissioners  
1601 S. Andrews Avenue, Suite 100, Fort Lauderdale, FL 33316

**REGULAR BOARD MEETING  
4:00 p.m., Wednesday, February 22, 2023**

The Board of Commissioners Regular Board Meeting of the North Broward Hospital District was held at the Broward Health Sports Medicine Building, 1601 S. Andrews Avenue, Suite 100, Fort Lauderdale, FL 33316.

1. **NOTICE OF MEETING**

Official notice is attached to these minutes, titled EXHIBIT I. Agenda of this meeting is attached to the minutes, titled EXHIBIT II. Supporting documents, if applicable, are attached to these minutes, titled EXHIBIT III. These 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 Stacy L. Angier at 4:45 p.m.

3. **ROLL CALL**

*Present:*

- Commissioner Jonathan K. Hage (arrived in-person at 5:13 p.m.)
- Commissioner Levi G. Williams, Jr.
- Commissioner Ray T. Berry
- Commissioner Nancy W. Stamper
- Commissioner Paul C. Tanner, Secretary/Treasurer
- Commissioner Christopher J. Pernicano, Vice Chair
- Commissioner Stacy L. Angier, Chair

*Senior Leadership  
Additionally Present:*

- Shane Strum, President, Chief Executive Officer
- Alan Whaley, EVP, Chief Operating Officer
- Alex Fernandez, SVP, Chief Financial Officer
- Linda Epstein, Corporate General Counsel

4. **PLEDGE OF ALLEGIANCE**

The Pledge of Allegiance was led by Chair Stacy L. Angier.

5. **PUBLIC COMMENTS**

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

6. **APPROVAL OF MEETING MINUTES**

6.1. Approval of Regular Board Meeting Minutes dated January 25, 2023

Without objection, Chair Angier approved the minutes, dated January 25, 2023.

Motion *carried* without dissent.

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## 7. **INTRODUCTIONS / RECOGNITIONS**

7.1. Physician Introduction, Dr. Shawnette Saddler, Internal Medicine (Presenter - Shane Strum, President/CEO)

Mr. Strum introduced Dr. Saddler and shared her career highlights and accomplishments. Dr. Saddler provided her educational and training background.

7.2. BHCS, Quarterly Distinguished Physician Award, Dr. Hamed Komaiha, Infectious Disease (Presenter - Dr. Israel Penate)

Dr. Penate, Chief Medical Officer, BHCS, recognized Dr. Hamed Komaiha, Infectious Disease, who was honored with the Distinguished Physician Award. Unfortunately, Dr. Komaiha was not able to attend this meeting. Dr. Penate shared Dr. Komaiha's career highlights and accomplishments.

\* Commissioner Hage arrived in-person at 5:13 p.m.

## 8. **CHIEF MEDICAL STAFF UPDATES**

Medical staff updates were given by the following Chiefs of Medical Staff. Said reports highlighted each of the facilities' objectives, events, and awards received over the past month.

- 8.1.) Broward Health North - Dr. Evan Boyar
- 8.2.) Broward Health Coral Springs - Dr. Israel Penate
- 8.3.) Broward Health Medical Center - Dr. Sunil Kumar
- 8.4.) Broward Health Imperial Point - Dr. Fernando Narvaez

## 9. **PRESENTATIONS**

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

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 the facilities.

The following videos were shared:

- CBS 4 News:
  - In honor of Black History Month and Heart Month, a video was shared highlighting patient, Ms. Hyvelle Ferguson Davis, founder of "Heart Sistars", advocating Heart Health education and support. Ms. Davis spoke to the stroke and subsequent heart attack that she experienced at the age of 41. In addition, she noted the importance of prioritizing risk factors including, but not limited to, Diabetes and Heart Disease.
- Channel 10 News:
  - Video featured Broward Health Physician Group, Dr. Yordanka Reyna, Cardiologist, who raised awareness of excess levels uric acid and its negative effect on heart health.

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In closing, Mr. Strum recognized Alex Fernandez, SVP, Chief Financial Officer. Chair Angier recognized Mr. Fernandez and presented him with a token of appreciation for his service.

Applause was given and photos were taken.

## 10. CONSENT AGENDA

- 10.1. Approval to place the Invesco Real Estate fund in both the Pension and Unrestricted Funds on the Watch List based on performance.
- 10.2. Approval of Investment Policy Statements (Unrestricted and Pension)
  - 10.2.1. Approval of the February 16, 2022 Amended and Restated Investment Policy Statement of the North Broward Hospital District dba Broward Health Unrestricted Funds Investment Policy
  - 10.2.2. Approval of the February 16, 2022 Amended and Restated Investment Policy Statement of the North Broward Hospital District dba Broward Health Employees' Pension Plan
- 10.3. Approval for a salary increase for Mr. Shane Strum, President/CEO effective Wednesday, February 22, 2023
- 10.4. Approval of the Interim Financial Statements for the month of January 2023
- 10.5. Approval to execute a Settlement Agreement and Release in the Colson Hicks Eidson, P.A. v. NBHD case and to approve a settlement in the amount of \$235,000 for fees incurred in the State of Florida v Lynn Barrett Case Number 17010909MM10A in the Circuit Court of the 17th Judicial Circuit in and for Broward County, Florida
- 10.6. Ratification and approval of Deborah Hall's placement on paid administrative leave retroactively to Monday, February 19, 2023
- 10.7. Approval for the President/CEO to manage the employment status transition of Deborah Hall, Chief Internal Auditor, Interim Chief Compliance Officer and to execute documents in accordance with Broward Health Policies and Procedures
- 10.8. Approval for the President/CEO to hire interim consultants to manage the day-to-day activities of the Internal Audit Department and the Compliance Department until permanent replacements can be found for each department

# MINUTES

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**MOTION** It was *moved* by Commissioner Tanner, *seconded* by Commissioner Stamper, that:

The Board of Commissioners of the North Broward Hospital District approve items 10.1 through 10.8 on the Consent Agenda.

Motion *carried* unanimously.

## 11. **DISCUSSION AGENDA**

- 11.1. Approval of Resolution FY23-06, Resolution Amending the Bylaws and Modifying the Composition of the Board of Directors of Broward Health ACO Services, Inc.

Commissioner Williams echoed continued concern noted in the February Finance Committee Meeting of Resolutions specifically wherein the Board authorizes the President/CEO, or designee, to act on behalf of the Board.

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

The Board of Commissioners of the North Broward Hospital District approve Resolution FY23-06, Resolution Amending the Bylaws and Modifying the Composition of the Board of Directors of Broward Health ACO Services, Inc., as presented.

Motion confirmed by roll-call vote:

**YES** Commissioner Jonathan K. Hage  
**NO** Commissioner Levi G. Williams, Jr.  
**YES** Commissioner Ray T. Berry  
**YES** Commissioner Nancy W. Stamper  
**YES** Commissioner Paul C. Tanner, Secretary/Treasurer  
**YES** Commissioner Christopher J. Pernicano, Vice Chair  
**YES** Commissioner Stacy L. Angier, Chair

Motion *carried* 6 to 1.

## 12. **COMMENTS BY COMMISSIONERS**

Closing comments were given by the Commissioners.

## 13. **NEXT REGULAR BOARD MEETING**

The next regularly scheduled Board of Commissioner's Meeting will be held on Wednesday, March 29, 2023, at 4:00 p.m. at the Broward Health Sports Medicine Building, 1601 S. Andrews Avenue, Suite 100, Fort Lauderdale, FL 33316.

## 14. **ADJOURNMENT**

There being no further business on the agenda, the Chair adjourned the meeting at 5:34 p.m.

Respectfully submitted,  
Commissioner Paul C. Tanner, Secretary/Treasurer

**Resolution FY 23-06**

**Resolution Amending the Bylaws and Modifying the Composition of the Board of Directors of Broward Health ACO Services, Inc.**

**WHEREAS**, the North Broward Hospital District (the “District”) is a special taxing district of the State of Florida established for the health care needs of the residents of the District and is authorized and empowered to maintain hospitals and supportive facilities for the care and treatment of the people of said District, as well as establish subsidiary and affiliate organizations which foster the administration of such services;

**WHEREAS**, the District is governed by the seven-member Board of Commissioners of North Broward Hospital District (the “Board”) who are all appointed by the Governor of the State of Florida;

**WHEREAS**, the District established Broward Health ACO Services, Inc. (“ACO”) as a Florida not-for-profit corporation duly organized pursuant to the Florida Not For Profit Corporation Act, § 617.01011, *et seq.*, Florida Statutes;

**WHEREAS**, the Amended and Restated Articles of Incorporation of Broward Health ACO Services, Inc. (“Articles of Incorporation”), establishes the ACO and provides that the District is the sole member of the ACO;

**WHEREAS**, Art. VII of the Articles of Incorporation and Art. IX of the Amended and Restated Bylaws of Broward Health ACO Services, Inc., effective as of September 25, 2019, (the “Bylaws”), as subsequently amended, reserve to the District the sole power to make any alterations or amendments to the Bylaws;

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

**WHEREAS**, the ACO is governed by a Board of Directors, the appointment and removal of whose Directors is reserved to the District pursuant to Art. V of the Articles of Incorporation and Section 3(a) and Section 5 of Art. III of the Bylaws;

**WHEREAS**, the District wishes to remove a Director from and appoint two new Directors to the ACO’s Board of Directors; 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 North Broward Hospital District, that:

1. The Bylaws are hereby amended as provided below. Except with respect to section titles and certain officer titles, words ~~stricken~~ are deletions and words underlined are additions.
2. Art. III, s. 3. of the Bylaws is hereby amended to read as follows:

**1) Section 3. Number, Appointment & Resignation.**

- (a) The Board of Directors shall consist of not less than five (5) but not more than nine (9) Directors. The number of Directors of the Corporation shall be fixed from time to time, within any limits set forth in the Articles of Incorporation, by ~~resolution of the Member.~~ ~~Any decrease in the number of Directors shall not shorten the term of an incumbent Director.~~ Directors shall be appointed by the Member from time to time as the needs of the Corporation may require. Each Director appointed shall hold office until his or her successor is duly appointed and qualified or until his or her resignation or removal. In the absence of an express determination by the Member, the number of Directors, until changed by the Member, shall be the total number of Directors appointed last fixed by the Member ~~during the preceding annual period.~~ The President/CEO of the North Broward Hospital District, or his or her designee, is authorized to act on behalf of the Member to appoint Directors and to fix the number of Directors within any limits set forth in the Articles of Incorporation.
- (b) A Director may resign at any time by delivering written notice to the Corporation. The resignation shall be effective upon receipt, unless the notice specifies a later effective date. If the resignation is effective at a later date and the Corporation accepts the future effective date, the Member may fill the pending vacancy, pursuant to Article III, Section 4 below, effective at the effective time of the resignation.

**3. Art. III, s. 4. of the Bylaws is hereby amended to read as follows:**

**Section 4. Vacancies.** Any vacancy occurring in the Board of Directors, including a vacancy created by an increase in the number of Directors, may be filled by appointment by the Member. ~~A Director appointed to fill a vacancy shall hold office for the unexpired term of his or her predecessor in office. Any Director position to be filled by reason of an increase in the number of Directors may be filled by appointment by the Member, but only for a term of office continuing until the next appointment of Directors.~~ The President/CEO of the North Broward Hospital District, or his or her designee, is authorized to act on behalf of the Member to fill by appointment a vacancy occurring in the Board of Directors.

**4. Art. III, s. 5. of the Bylaws is hereby amended to read as follows:**

**Section 5. Removal of Directors.** A Director may be removed by the Member with or without cause. The President/CEO of the North Broward Hospital District, or his or her designee, is authorized to act on behalf of the Member to remove a Director with or without cause.

- 5.** In accordance with Art. V of the Articles of Incorporation and Art. III, s. 5 of the Bylaws, the Board hereby removes Keith Foster, M.D. from his role as a Director of the Board of Directors of the ACO.
- 6.** In accordance with Art. V of the Articles of Incorporation and Art. III, s. 3(a) of the Bylaws, the Board hereby appoints James Roach, D.O. and Maxine Hamilton, M.D. to hold office and serve as Directors of the Board of Directors of the ACO.
- 7.** The number of Directors on the ACO Board of Directors is hereby fixed at eight (8).

8. As a result of the foregoing removal and appointment, the Board of Directors of the ACO therefore now consists of the following eight (8) individuals:

Jon Albee  
Aldo Calvo, D.O.  
Jerry Capote, M.D.  
Husman Khan, M.D.  
Joshua Lenchus, D.O.  
Avinash Persad, M.D.  
James Roach, D.O.  
Maxine Hamilton, M.D.

9. This resolution is effective immediately upon its ratification by the Board.

10. This resolution hereby supersedes, amends, replaces and repeals any conflicting resolution or conflicting policy previously adopted by the Board.

**DULY ADOPTED** this 22<sup>nd</sup> day of February, 2023.

Time Adopted 5:26 PM