

# MINUTES

## NORTH BROWARD HOSPITAL DISTRICT

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

### GOVERNANCE COMMITTEE

10:00 a.m., April 17, 2019

#### 1. NOTICE

Notice of this meeting is attached to the official Minutes as EXHIBIT I. The official Agenda for this meeting, as presented for the consideration of the Committee, is attached to the official Minutes as EXHIBIT II.

#### 2. CALL TO ORDER 10:25 am

#### 3. COMMITTEE MEMBERS

- ✓ Commissioner Ray T. Berry, Chair
- ✓ Commissioner Andrew M. Klein
- ✓ Commissioner Christopher T. Ure

**ADDITIONALLY PRESENT** Commissioner Nancy W. Gregoire, Commissioner Stacy L. Angier (WebEx), Commissioner Marie C. Waugh (WebEx), Gino Santorio/President/CEO, Alan Goldsmith/CAO, Alex Fernandez/CFO, Jerry Del Amo/Managing Senior Associate, Brett Bauman/Associate General Counsel, Nigel Crooks/Chief Internal Auditor, Lee Ghezzi/VP Quality & Case Management, Brian Kozik/Chief Compliance Officer

#### 4. PUBLIC COMMENTS None

#### 5. APPROVAL OF MINUTES

5.1 Approval of Governance Committee meeting minutes, dated February 20, 2019

**MOTION** It was *moved* by Commissioner Klein, *seconded* by Commissioner Ure, to:

**APPROVE THE GOVERNANCE COMMITTEE MEETING MINUTES DATED FEBRUARY 20, 2019.**

Motion *carried* unanimously.

5.2 Approval of Governance Committee meeting minutes, dated January 22, 2019

**MOTION** It was *moved* by Commissioner Klein, *seconded* by Commissioner Ure, to:

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### **APPROVE THE GOVERNANCE COMMITTEE MEETING MINUTES DATED JANUARY 22, 2019.**

Motion *carried* unanimously

5.3 Approval of Governance Committee meeting minutes, dated November 26, 2019

**MOTION** It was *moved* by Commissioner Klein, *seconded* by Commissioner Ure, to:

### **APPROVE THE GOVERNANCE COMMITTEE MEETING MINUTES DATED NOVEMBER 26, 2018.**

Motion *carried* unanimously

## **6. TOPIC OF DISCUSSION**

6.1 Bylaw Amendment, Composition, QAOC Committee – Lee Ghezzi

Mr. Ghezzi reported that in the last six months the Quality Management department drafted revisions to article 4-7 of the bylaws, on how the Quality Assessment and Oversight Committee functions so that it is more efficient and to focus on actionable items and presentation to the Board. Their recommendation was to refine the QAOC membership from 30 voting members to 9, with rotating ad hoc members who would be brought in, dependent on the issues being presented. The 9 members would be comprised of 3 appointed commissioners, 2 executive corporate members, 2 corporate quality representatives, 1 CMO or his or her delegate, 1 CNO. All regional quality management staff members would be present as ad hoc. Changes in title or re-organization would not affect the composition of the committee.

Amendment to Article IV of the Bylaws to modify the Composition of Sec. IV-7.J., the Quality Assessment and Oversight Committee (“QAOC”), in the manner specified below.

J. Quality Assessment and Oversight Committee (“QAOC”)

1) Composition. The QAOC shall consist of the following voting members: Three (3) members of the Board who shall be appointed by the Chair; the President/CEO; two (2) senior corporate members assigned by President/CEO; two (2) members of Corporate Quality and Risk Management; the Chief Medical Officer or a physician designated by the Chief Medical Officer; and one (1) Regional Chief Nursing Officer. The QAOC shall also consist of the following non-voting ex officio members: the Corporate Safety Officer; the SVP, Ambulatory Services; the Administrator of Gold Coast Home Health & Hospice; AVP, Clinical Services Ambulatory Division; the General Counsel, or his or her designee; the Chief Internal Auditor; and the four (4) Regional CEOs, CMOs, and Quality Services Managers.

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

**THE GOVERNANCE COMMITTEE RECOMMENDS THAT THE BOARD OF COMMISSIONERS OF THE NORTH BROWARD HOSPITAL DISTRICT RATIFY THE PROPOSED REVISION TO THE COMPOSITION OF SEC. IV-7.J. OF THE BYLAWS TO PROPERLY REFLECT THE CURRENT ORGANIZATIONAL STRUCTURE OF THE DISTRICT AND THE INTERESTED STAKEHOLDERS OF THE QUALITY ASSESSMENT AND OVERSIGHT COMMITTEE.**

Motion *carried* unanimously

Mr. Santorio confirmed that revisions to the bylaws would be brought to the June 17<sup>th</sup> Governance committee meeting.

7. **ADJOURNMENT** 10:36 am

**MOTION** It was *moved* by Commissioner Klein, *seconded* by Commissioner Ure, to:

**ADJOURN THE GOVERNANCE COMMITTEE MEETING.**

Motion *carried* unanimously.

Respectfully submitted,  
Commissioner Ray T. Berry, Secretary/Treasurer.