

Governance Committee Meeting

Jun 25, 2019 12:00 PM EDT

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NOTICE OF MEETING

NORTH BROWARD HOSPITAL DISTRICT

BOARD OF COMMISSIONERS

A Governance Committee meeting will be held on Tuesday, June 25th, 2019, starting at 12:00 pm, at the Broward Health Corporate Spectrum Location: 1700 Northwest 49 Street, Fort Lauderdale, Florida, 33309. The purpose of this committee meeting is to review and consider any matters within the committee's jurisdiction.

Persons with disabilities requiring special accommodations in order to participate should contact the District by calling 954-473-7100 at least 48 hours in advance of the meeting to request such accommodations.

Any person who decides to appeal any decision of the District's Board with respect to any matter considered at these meetings will need a record of the proceedings, and for such purpose, may need to ensure that a verbatim record of the proceedings is made which record includes testimony and evidence upon which the appeal is to be based.

MINUTES

NORTH BROWARD HOSPITAL DISTRICT

North Broward Hospital District Board Of Commissioners
1700 Northwest 49th 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:

**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.

MINUTES

NORTH BROWARD HOSPITAL DISTRICT

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

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 17th 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.