

### REGULAR BOARD MEETING 4:00 p.m., August 28, 2019

The Regular Board Meeting of the Board of Commissioners of the North Broward Hospital District was held at 4:00 p.m. on August 28, 2019 at the Broward Health Corporate Spectrum location, 1700 Northwest 49 Street, Fort Lauderdale, Florida.

#### 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 Board, is attached to the official Minutes as EXHIBIT II.

This meeting was live streamed and is also available for viewing on the Broward Health website.

#### 2. CALL TO ORDER

There being a quorum present, the meeting was called to order by Chairman Berry at 4:06 p.m.

#### 3. BOARD MEMBERS

*Commissioners  
Present:*

Commissioner Ray T. Berry, Chair  
Commissioner Nancy W. Gregoire, Vice Chair  
Commissioner Stacy L. Angier, Secretary/Treasurer  
Commissioner Christopher T. Ure  
Commissioner Marie C. Waugh (via WebEx)

*Not Present:*

Commissioner Andrew M. Klein

*Senior Leadership  
Additionally Present:*

Gino Santorio, President/CEO, Alan Goldsmith/CAO,  
Alex Fernandez/CFO, Linda Epstein/General Counsel,  
Brett Bauman/Associate General Counsel

#### 4. THE PLEDGE OF ALLEGIANCE Odin and Osiris Perez

#### 5. PUBLIC COMMENTS

Mr. Vicente Thrower inquired about both the *Pastor's Faith-Based Annual Meet and Greet* event and Broward Health's *Care for the Homeless Annual Thanksgiving Feast* event. Mr. Santorio reported that a new committee had been created, led by Director of Strategic

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Operations and Community Affairs, Vince Johnson. He also reported Mr. Johnson would be reaching out to members of the community to discuss upcoming events.

### 6. BROWARD HEALTH BYLAWS

Ms. Epstein spoke to legal matters in support of the Adoption of Proposed Bylaws and Codified Resolutions vote that took place at the Regular Board Meeting on July 31, 2019. Discussion ensued between commissioners, who were also in support of said vote.

### 7. BOARD OFFICER ELECTIONS

Chairman Berry recommended the election of officers' vote be retaken.

**MOTION** It was *moved* by Commissioner Angier, *seconded* by Commissioner Gregoire, to:

**NOMINATE COMMISSIONER RAY BERRY AS CHAIRMAN OF THE NORTH BROWARD HOSPITAL DISTRICT'S BOARD OF COMMISSIONERS.**

Motion *carried* unanimously.

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

**NOMINATE COMMISSIONER NANCY GREGOIRE AS VICE CHAIR OF THE NORTH BROWARD HOSPITAL DISTRICT'S BOARD OF COMMISSIONERS.**

Motion *carried* unanimously.

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

**NOMINATE COMMISSIONER STACY ANGIER AS SECRETARY / TREASURER OF THE NORTH BROWARD HOSPITAL DISTRICT'S BOARD OF COMMISSIONERS.**

Motion *carried* unanimously.

### 8. COMMITTEE ASSIGNMENTS

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

**COMMITTEE ASSIGNMENTS REMAIN THE SAME AND THAT THE COMMITTEE CHAIRS BE SELECTED BY RESPECTIVE COMMITTEE MEMBERS AT THE PROCEEDING COMMITTEE MEETING.**

Motion *carried* unanimously.

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### 9. APPROVAL OF MINUTES

9.1. Approve July 31, 2019 Regular Board Meeting minutes

**MOTION** It was *moved* by Commissioner Gregoire, *seconded* by Commissioner Angier, to:

**APPROVE THE JULY 31, 2019 REGULAR BOARD MEETING MINUTES.**

Motion *carried* unanimously.

### 10. MEDICAL STAFF CREDENTIALING – Dr. Andrew Ta

- |                                      |                                      |
|--------------------------------------|--------------------------------------|
| 10.1.) Broward Health North          | 10.3.) Broward Health Coral Springs  |
| 10.2.) Broward Health Imperial Point | 10.4.) Broward Health Medical Center |

**MOTION** It was *moved* by Commissioner Angier, *seconded* by Commissioner Gregoire to:

**ADOPT PROPOSED MEDICAL STAFF CREDENTIALING ITEMS (#10.1.) THROUGH (#10.4.).**

Motion *carried* unanimously.

### 11. CHIEF MEDICAL STAFF UPDATES (11.1.-11.4.)

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. Morrison for Broward Health Medical Center. Said reports highlighted each of the facilities' objectives, events and awards received over the past month.

\* Coral Springs CEO, Jared Smith, introduced the Boccard family in honor of Ms. Lisa Boccard who recently passed of Cancer. A video was shared, followed by a standing ovation in her memory.

\* Commissioner Waugh announced that she would take a leave of absence for approximately one hour.

### 12. DISTINGUISHED PHYSICIAN AWARD

Dr. Jensen recognized Dr. Richmond Estacio and awarded him with the Distinguished Physician Award.

### 13. PRESENTATIONS

- 13.1 President/CEO Update, Gino Santorio

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Mr. Santorio presented his full monthly report highlighting the five pillars of the organization and progress at each of the facilities.

- 15.1 Recommendation to appoint Heather Havericak to SVP, Chief Executive Officer for Broward Health Medical Center

Mr. Goldsmith and Mr. Santorio recognized Ms. Heather Havericak for her achievements during her time as Acting CEO and announced her appointment as the Permanent Chief Executive Officer for Broward Health Medical Center.

Ms. Havericak spoke to her background and thanked staff, board members and leadership for their continued support.

No action necessary on item 15.1.

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

**THE CONSENT AGENDA ITEMS (14.1) THROUGH (14.11) BE HEARD BEFORE ITEM 13.2. BOARD EDUCATIONAL COMPLIANCE ARRANGEMENTS TRAINING.**

Motion *carried* unanimously.

#### 14. **CONSENT AGENDA**

- 14.1. BH Contract Extension for Current Settlements in Process, JLA Associates
- 14.2. BHMC and BHCS, Infant Security Tagging System, Sole Source
- 14.3. Systemwide, Lease for Hematology Lab Equipment, STAGO
- 14.4. BHMC, Legacy Waiver, Roche Diagnostics
- 14.5. Strategic Analysis, Real Estate Strategies Inc.
- 14.6. BHC, Approve Agreement for Hospice and Palliative Care Services, Dr. Codada
- 14.7. BHMC and Salah Foundation, Pediatric & Adult Ophthalmology On Call Concurrent Services
- 14.8. Children's Diagnostic & Treatment Center, Extend Employment Contract, Dr.Rojas

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- 14.9. BHIP and BHN, Establishment of Intensivist Services, GPA Specialty Care, LLC and NuView Telehealth, LLC.
- 14.10. GA-004-285 Deficit Reduction
- 14.11. GA-004-345 Monitoring and Auditing

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

**ITEMS (14.1) THROUGH (14.11) ON THE CONSENT AGENDA BE APPROVED.**

Motion *carried* unanimously.

\* Meeting went into recess at 5:48 pm and reconvened at 6:12 pm.

\* Commissioner Waugh rejoined the meeting via WebEx at 6:20 pm.

### 13.2 Board Educational Compliance Arrangements Training

Mr. Brian Kozik, Chief Compliance Officer, presented the board with a Compliance Arrangements Training.

## 15. **DISCUSSION AGENDA**

- 15.2. Resolution to approve CFO to open an account with JP Morgan as directed by the Board of Commissioners of the North Broward Hospital District

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

**RESOLUTION FY20-02 (ATTACHED HERETO AND INCORPORATED HEREIN BY REFERENCE) BE APPROVED.**

Motion *carried* unanimously.

- 15.3. Discussion of Board Representation at Public Events, Process, Payment and Approval

Chairman Berry asked that item 15.3. be postponed and requested Secretary/Treasurer Angier take the lead on the item once staff had a chance to explore options and bring back recommendations. Discussion would be brought back to a future Governance Committee meeting.

No action taken.

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- 15.4. Appointment of the Board of Directors of Broward Health ACO, Services, Inc.

**MOTION** It was *moved* by Commissioner Gregoire, *seconded* by Commissioner Angier, to:

**APPROVE PROPOSED APPOINTMENTS OF THE BOARD OF DIRECTORS OF BROWARD HEALTH'S ACO SERVICES, INC.**

Motion *carried* unanimously.

\* Commissioner Waugh joined the meeting in person at 6:45 p.m.

### 16. **COMMENTS BY COMMISSIONERS**

Closing comments were given by the Board.

### 17. **NEXT REGULAR BOARD MEETING**

Next regularly scheduled Board of Commissioner's meeting will be held on September 25, 2019 at 3:00 p.m. at the Broward Health Corporate Office, Spectrum site, Suite 150, 1700 Northwest 49th Street, Ft. Lauderdale, Florida, 33309.

### 18. **ADJOURNMENT** 6:50 pm

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

**THE REGULAR BOARD MEETING BE ADJOURNED.**

Motion *carried* unanimously.

Respectfully submitted,  
Commissioner Stacy L. Angier, Secretary/Treasurer

## **RESOLUTION FY20-02**

### **RESOLUTION AUTHORIZING INVESTMENT IN J.P. MORGAN FUNDS**

WHEREAS, the Board of Commissioners (the "Board") of the North Broward Hospital District (the "District") has determined that it is in the best interest of the District submit an application to, open and invest in one or more investment funds (the "J.P. Morgan Funds") managed by subsidiaries of JPMorgan Chase & Co. ("JPMorgan").

NOW, THEREFORE, BE IT RESOLVED, by the Board that:

1. The Senior Vice President and Chief Financial Officer of the District (the "CFO") is hereby authorized and empowered to, in the name of, and on behalf of, the District, submit an Institutional Account Application (the "Application") for one or more J.P. Morgan Funds and invest in one or more J.P. Morgan Funds as he deems proper for, in the name of, and on behalf of, the District, and to make arrangements for the administration of such J.P. Morgan Funds.
2. The CFO is hereby authorized and empowered to, in the name of, and on behalf of, the District, give instructions to purchase, exchange, redeem and transfer shares of the J.P. Morgan Funds (the "Shares") in the name of the District and the CFO is authorized to give other instructions regarding the Shares, including, without limitation, instructions to change (a) the bank account previously designated to receive the proceeds of redemptions of Shares, (b) the list of officers authorized to give instructions regarding the Shares and (c) other information in the Application completed and signed on behalf of the District to establish an account or accounts for the District in connection with the J.P. Morgan Funds.
3. The CFO and the Secretary/Treasurer of the Board are each authorized and empowered, in the name of, and on behalf of, the District, to execute and deliver any incumbency certificate requested or required by JPMorgan or its subsidiaries, including J.P. Morgan Institutional Investments Inc. ("JPMII"), in connection with the Application.
4. The CFO is authorized to prepare, execute, deliver and file, as appropriate, any and all documents, in such form as the CFO shall approve, the execution, delivery or filing by the CFO to be conclusive evidence of such approval, and to take all such further action as the CFO considers necessary or desirable, to carry out the purposes and intent of the foregoing resolutions.
5. The foregoing resolution and the authority thereby conferred shall remain in full force and effect until written notice of revocation or modification shall be received by JPMorgan or JPMII; that the CFO and the Secretary/Treasurer of the Board are hereby authorized

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and directed to certify to JPMorgan or JPMII the foregoing resolution, the names of the officers and their respective designees, any changes from time to time in said officers or designees and specimens of their respective signatures; and that JPMorgan may conclusively assume that the persons at any time so certified to it continue as such until receipt by JPMorgan or JPMII of written notice to the contrary.

6. This Resolution hereby supersedes, amends, replaces, and repeals any previous conflicting resolution, policy, or policies.

APPROVED



## Resolution FY20-03

### MEMBER RESOLUTION APPOINTING BOARD OF DIRECTORS OF BROWARD HEALTH ACO SERVICES, INC.

WHEREAS, the North Broward Hospital District (the “District”) authorized the creation of Broward Health ACO Services, Inc. (the “ACO”) for the purpose of providing healthcare services to patients who include, but are not limited to Medicare beneficiaries under contracts with third party payors who include, but are not limited to, the Center for Medicare and Medicaid Service (“CMS”), and to conduct any and all lawful affairs and business incident thereto;

WHEREAS, the District is the sole member (“Member”) of the ACO;

WHEREAS, Section 3(a) of the Bylaws of the ACO provide the Board of Directors of the ACO shall be appointed annually by the Member;

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners of the North Broward Hospital District, that:

1. The Member appoints the following nine (9) individuals to serve as the members of the Board of Directors as successors to all existing Board Members of the ACO:

#### **Broward Health ACO Services, Inc. Board of Directors:**

Andrew Klein	Director
Christopher T. Ure	Director
Ray Berry	Director
Nancy Gregoire	Director
Stacy Angier	Director
Marie C. Waugh	Director
Gino Santorio	Director
Aldo Calvo, MD	Physician Member
Jon Albee Medicare	Beneficiary Member

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