

### REGULAR BOARD MEETING 3:00 pm, September 25, 2019

The Regular meeting of the Board of Commissioners of the North Broward Hospital District was held at 3:00 p.m. on September 25, 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 3:05 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

##### *Not Present:*

Commissioner Andrew M. Klein  
Commissioner Marie C. Waugh

##### *Senior Leadership*

*Additionally Present:* Gino Santorio/President/Chief Executive Officer, Alan Goldsmith/Chief Administrative Officer, Alex Fernandez/Chief Financial Officer, Linda Epstein/Corporate General Counsel, Brett Bauman/Sr. Associate General Counsel, Jerry Del Amo/Sr. Associate General Counsel

#### 4. THE PLEDGE OF ALLEGIANCE

Dylan Lindsey, a 6-year old leukemia patient who was recently diagnosed in remission, led in the Pledge of Allegiance with mother, Katrice Eason. A standing ovation was had as Dylan drove Broward Health's pediatric electric car around the room.

### 5. PUBLIC COMMENTS

### 6. COMMITTEE CHAIRS AND ASSIGNMENTS

Chairman Berry announced that he wanted the commissioners could discuss vacant committee appointments and chair assignments. The following assignments were filled:

- Building Committee: Commissioner Angier as Chair, Commissioner Ure as Vice Chair
- Governance Committee: Commissioner Gregoire as Vice Chair
- Human Resource Committee: Commissioner Waugh as Chair, Commissioner Berry as Vice Chair, Commissioner Ure as 3<sup>rd</sup> Member
- Pension and Investment Committee: Commissioner Gregoire as Vice Chair
- Risk Committee: Commissioner Angier as Vice Chair

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

**Committee assignments for the Board of Commissioners of the North Broward Hospital District be approved.**

Motion *carried* unanimously.

Point of Order was made by Ms. Alfaro reminding the board that the assignments would have to be approved at the respective committee's next meeting. Chairman Berry suggested the same assignments be considered for approval at the committee meetings.

Point of Order was made by Mr. Santorio reporting that Dr. Rodriguez had planned to give a report during public comments.

Dr. Hector Rodriguez-Cortes, M.D., pediatric hematologist/oncologist with the Broward Health Physician Group, spoke to the board regarding the progress and success of the hematology department at the Salah Foundation Children's Hospital.

### 7. APPROVAL OF MINUTES

- 7.1. Approve September 11, 2019 First Tax Hearing Minutes

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

**Approve the September 11, 2019 First Tax Hearing minutes, as proposed.**

Motion *carried* unanimously.

- 7.2. Approve August 28, 2019 Regular Board Meeting Minutes

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

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### **Approve the August 28, 2019 Regular Board Meeting minutes, as proposed.**

Motion *carried* unanimously.

7.3 Approve July 24, 2019 Special Board Meeting Minutes

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

### **Approve the July 24, 2019 Special Board Meeting minutes, as proposed.**

Motion *carried* unanimously.

#### 8. **MEDICAL STAFF CREDENTIALING** – Dr. Andrew Ta

- |                                     |                                     |
|-------------------------------------|-------------------------------------|
| 8.1.) Broward Health North          | 8.3.) Broward Health Coral Springs  |
| 8.2.) Broward Health Imperial Point | 8.4.) Broward Health Medical Center |

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

### **Adopt proposed Medical Staff Credentialing items 8.1 through 8.4.**

Motion *carried* unanimously.

#### 9. **CHIEF MEDICAL STAFF UPDATES** 9.1. - 9.4.

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.

#### 10. **PRESENTATIONS**

- 10.1. President/CEO Update, Gino Santorio

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

#### 11. **CONSENT AGENDA**

- 11.1. BH Systemwide, 3M Healthcare Information Systems Coding and Reimbursement Software Suite
- 11.2. BH Systemwide, Radiology Picture Archiving System, Intellispace, Philips Healthcare

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11.3. BHPG, Director Pediatric Hematology Oncology Services, Dr. Hector Rodriguez-Cortes

11.4. BHPG, Pediatric Hematology Oncology Services, Dr. Alejandro Cambara

11.5. BHPG, Clinical and Medical Director Interventional Cardiology Services, Dr. Violeta A. McCormack

11.6. GA-004-002 Compliance Office and General Counsel Protocol

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

**Items 11.1 through 11.6 on the Consent Agenda be approved.**

Motion *carried* unanimously.

### 12. **DISCUSSION AGENDA**

12.1. BH Community Health Services, Retain Board Composition, Healthcare for the Homeless Consumer Advisory Board

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

**The Board of Commissioners of the North Broward Hospital District retain the existing board composition and not pursue establishing a co-applicant board for the Healthcare for the Homeless Program.**

Motion *carried* unanimously.

12.2. BH Community Health Services, Expand Oral Health Dentures Services, Healthcare for the Homeless

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

**The Board of Commissioners of the North Broward Hospital District approve the expansion of oral health services to include dentures for Healthcare for the Homeless dental patients.**

Motion *carried* unanimously.

12.3. BH Community Health Services, Healthcare for Homeless, Family Planning Services at Cora Branyon

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

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**The Board of Commissioners of the North Broward Hospital District approve the opening of Family Planning Services at Cora Branyon (CEB) to serve the community need and satisfy the Health Resources and Services Administration (HRSA) requirements.**

Motion *carried* unanimously.

12.4. BH Systemwide, Cerner Electronic Health Record

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

**The Board of Commissioners of the North Broward Hospital District authorize the President/CEO to execute a \$1,291,255 two-year agreement for professional services with Cerner.**

Motion *carried* 3 to 1, opposed by Chairman Berry.

12.5. BHC Healthcare for the Homeless Billing and Collections Policy

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

**The Board of Commissioners of the North Broward Hospital District authorize the President/CEO to approve Policy-CHS-003-014 Healthcare for the Homeless Billing and Collections.**

Motion *carried* unanimously.

12.6. BHC Healthcare for the Homeless approval of health care sites, MHS

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

**The Board of Commissioners of the North Broward Hospital District authorize the President/CEO to add the primary health care sites listed on the contract with Memorial Healthcare System to the scope of services on form SB for the Health Resources and Services Administration (HRSA) grant number H80CS000J9.**

Motion *carried* unanimously.

12.7. Resolution FY20-04 – A District Resolution Appointing the Board of Directors of Broward Health ACO Services, Inc. and Adopting the Amended and Restated Articles of Incorporation and Bylaws

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

**Accept staff's recommendation to adopt Resolution FY20-04, with one amendment under number 3, to change Dr. Mohammed Allarahka to Dr. Robert Raggi, which is attached hereto.**

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Motion *carried* unanimously.

### 12.8. Procurement Code

Mr. Santorio briefly updated the board on the status of the proposed procurement code, which included feedback received by the board and public, in addition to final legal review.

No action taken.

### 13. COMMENTS BY COMMISSIONERS

Closing comments were given by the Board Members.

### 14. NEXT REGULAR BOARD MEETING

Next regularly scheduled Board of Commissioner's meeting will be held on October 30, 2019 at 4:00 p.m. at the Broward Health Corporate Office, Spectrum site, Suite 150, 1700 Northwest 49th Street, Ft. Lauderdale, Florida, 33309.

### 15. ADJOURNMENT 4:32 p.m.

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

**The Regular Board Meeting of the North Broward Hospital District be adjourned.**

Motion *carried* unanimously.

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

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### Resolution FY20-04

A DISTRICT RESOLUTION  
APPOINTING THE BOARD OF DIRECTORS OF  
BROW ARD HEALTH ACO SERVICES, INC. AND ADOPTING THE AMENDED AND  
RESTATED ARTICLES OF INCORPORATION AND BYLAWS

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 Centers for Medicare & Medicaid Services (CMS), and to conduct any and all lawful affairs and business incident thereto;

WHEREAS, the District is the sole member (hereinafter, the "Member") of the ACO;

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

WHEREAS, the Member intends to amend and modify the ACO's Articles of Incorporation; and

WHEREAS, the cunent Bylaws of the ACO requires amendments to be made by the Member and the Member intends to make amendments to the ACO's Bylaws.

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

- 1) The Member hereby adopts the Broward Health ACO Services, Inc. Amended and Restated Articles of Incorporation attached hereto and incorporated herein as Exhibit A as discussed, revised, and recommended by the ACO Board at the September 11, 2019 ACO Board Meeting.
- 2) The Member hereby adopts the Broward Health ACO Services, Inc. Amended and Restated Bylaws attached hereto and incorporated herein as Exhibit B as discussed, revised, and recommended by the ACO Board at the September 11, 2019 ACO Board Meeting.
- 3) Effective immediately upon the filing of the Amended and Restated Articles of Incorporation with the Florida Department of State, the Member hereby removes each of the six ( 6) Commissioners from the ACO Board (consisting of Andrew Klein, Christopher T. Ure, Ray Beny, Nancy Gregoire, Stacy Angier, and Marie C. Waugh)and appoints Dr. Avinash Persad, Dr. Husman Khan, Dr. Robert Raggi, Dr. Joshua Lenchus, Dr. Keith

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Foster, and Modesto Gato to fill such directorships and serve as successors to the removed Directors so the ACO Board shall be consist of the following nine (9) Directors:

Gino Santorio,	President/CEO of BH
Aldo Calvo, MD	Physician Member
Dr. A vinash Persad	Physician Member
Dr. Husman Khan	Physician Member
Dr. Robert Raggi	Physician Member
Dr. Joshua Lenchus	Physician Member
Dr. Keith Foster	Physician Member
Jon Albee	Medicare Beneficiary
Modesto Gato	Member

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