

MINUTES

NORTH BROWARD HOSPITAL DISTRICT

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

HUMAN RESOURCE COMMITTEE

8:30 AM, January 22, 2019

CALL TO ORDER 8:30 AM

COMMITTEE MEMBERS

√ Commissioner Ray T. Berry, Chair

√ Commissioner Andrew M. Klein

√ Commissioner Marie C. Waugh

PRESENT Commissioner Stacy L. Angier, Commissioner Christopher T. Ure, Commissioner Nancy W. Gregoire, Gino Santorio/President/CEO, Alan Goldsmith/Acting CAO, Alex Fernandez/Acting CFO, Gabe Imperato/Interim General Counsel, Nigel Crooks/Chief Internal Auditor

Note: Commissioner Waugh announced she would be leaving at 10 am due to her father being in the ICU at Broward Health and confirmed she would be in attendance via phone for the subsequent scheduled meetings.

PUBLIC COMMENTS None

APPROVAL OF MINUTES

1. Approval of Human Resource Committee meeting minutes, dated October 29, 2018.

The October 29, 2018 Human Resource meeting minutes were tabled until further clarification could be made on the following.

Commissioner Waugh asked if the Board Report Policy went into effect as of January 1, 2019, as reflected in the minutes. Melanie Hatcher stated it was not. Commissioner Klein suggested the minutes be tabled until next month's Human Resource meeting to allow additional time for further review.

Result: Upon further review, the Board Report policy had indeed passed on October 29, 2018. The recommendation was overturned at the November 28, 2018 Board meeting.

- **Exhibit "A": October 29, 2018 minutes (minutes in question and were tabled).**
- **Exhibit "B": Verbatim transcript of Human Resource Committee discussion and recommendation of item #1, Board Report Policy**

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- **Exhibit "C": November 28, 2018 Regular Board meeting minutes reflecting the deliberation overturning the Human Resource Committee recommendation on Item #21 on page 8.**

TOPIC OF DISCUSSION

2. Contract Template and FMV, President/CEO

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

THE HUMAN RESOURCE COMMITTEE RECOMMEND TO THE FULL BOARD THAT THE PAY OF THE CEO BE RETROACTIVE TO OCTOBER 31, 2018.

Motion *carried* unanimously.

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

THE HUMAN RESOURCE COMMITTEE RECOMMEND TO THE FULL BOARD THAT THE SALARY BE SET IN THE RANGE OF \$745,457 AS THE BASE SALARY SUBJECT TO INCLUSION OF APPROPRIATE INCENTIVES FOR BONUSES ABOVE THAT.

Motion *carried* unanimously.

3. Balanced Scorecard

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

THE HUMAN RESOURCE COMMITTEE RECOMMEND TO THE FULL BOARD ADOPTION OF THE BALANCE SCORECARD, AS REVISED.

Motion *carried* unanimously.

4. V.P. Compliance Search

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

THE HUMAN RESOURCE COMMITTEE RECOMMEND TO THE FULL BOARD TO CLOSE THE POSITION POSTING EFFECTIVE JANUARY 31, 2019 FOR THE VICE PRESIDENT OF CORPORATE COMPLIANCE AND PRIVACY.

Motion *carried* unanimously.

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

THE HUMAN RESOURCE COMMITTEE RECOMMEND TO THE FULL BOARD THE PROPOSED PROCESS BE ADOPTED WITH THE MODIFICATION THAT ITEM “E” BE AMENDED TO ADD A SECOND ITEM, WHICH WOULD INCLUDE BOARD MEMBERS TO INDIVIDUALLY REVIEW AND RANK THE FIVE CANDIDATES IDENTIFIED AND UNDER ITEM “F” DELETE ITEM #2 AND MODIFY #1 TO REFLECT THE EXECUTIVE TEAM TO SCHEDULE INTERVIEWS TO RECOMMEND TO THE FULL BOARD A FINALIST, OR TWO, FOR FURTHER CONSIDERATION AND TO AMEND ITEM “G” TO FEBRUARY 20TH, RATHER THAN FEBRUARY 21ST.

Motion *carried* unanimously.

5. General Counsel Search

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

THE HUMAN RESOURCE COMMITTEE RECOMMEND TO THE FULL BOARD TO CLOSE THE POSTING FOR GENERAL COUNSEL AS OF JANUARY 31, 2019 AND AT THE JANUARY 30TH BOARD MEETING, THE VP OF HUMAN RESOURCES PRESENT A REVISED PROPOSAL FOR THE SUBSEQUENT PROCESS CONSISTENT WITH THE DISCUSSION HAD AT THIS MEETING.

Motion *carried* unanimously.

MEETING ADJOURNED 11:25 am

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

ADJOURN THE HUMAN RESOURCE MEETING

Motion *carried* unanimously.

Respectfully submitted,
Commissioner Ray T. Berry
Secretary / Treasurer