

**NORTH BROWARD HOSPITAL DISTRICT  
BOARD OF COMMISSIONERS'  
REGULAR MEETING  
Auditoriums**

**MINUTES**

The Regular meeting of the Board of Commissioners of the North Broward Hospital District was held on Wednesday, August 29, 2012, at 4:00 p.m. in the auditoriums at Broward Health Imperial Point, 6401 North Federal Highway, Fort Lauderdale, Florida.

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. Original registration sheets listing attendees, as well as those who wished to address the Board, are attached to the official Minutes on file in the Board of Commissioners' office.

Chair Gustafson called the meeting to order at 4:03 p.m.

**ROLL CALL**

*Commissioners:*

Present: Commissioner Joel Gustafson – Chair  
Commissioner Jennifer O’Flannery Anderson – Vice Chair –arrived 4:15 p.m.  
Commissioner Richard Paul-Hus - Treasurer/Secretary  
Commissioner Miguel Fernandez - Board Member  
Commissioner David Di Pietro - Board Member – via phone  
Commissioner Clarence McKee – Board Member—arrived 4:30 p.m.  
Commissioner Debbie L. Kohl – Board Member

The invocation was given by Rabbi Lewis Littman, followed by the Pledge of Allegiance led by Alice Taylor, CEO, Broward Health Imperial Point.

**PRESENTATION OF SHINING STARS:** The following employees were recognized as Shining Stars for the 1<sup>st</sup> quarter: Jean Starkey, Chronic Care Specialist, Children’s Diagnostic and Treatment Center; David Faulks, SSA PACU, Surgical Services Broward Health Coral Springs; Katalin Vanegas , CVICU RN, Broward Health Medical Center; Steven Wade, Part-time Receptionist, Broward Health Weston; Lisa Scarantino, Patient Attendant Surgical Services, Broward Health North; Dana Lopez, Patient Access Specialist, Broward Health Imperial Point and; Irene Beaulieu, LPN Gold Coast Home Health, Community Health Services.

**COMMENTS FROM AUDIENCE:**

Mr. John deGroot addressed the employees who were recognized as the 1<sup>st</sup> quarter Shining Stars. He said it was too bad that this only occurs 4 times a year. The employees who interact with patients do an extraordinary job. They are the people that he cares about and respects.

Vincente Thrower commented that he visited the Memory Disorder Center at Broward Health North and met with the manager. He said there is not another program like this in the county. He said that in his community this program is more than needed, it is essential. He asked the

Board to look at how they can better support and fund the Memory Disorder Center. There are a lot of residents who are suffering from this disease and need this service.

State Representative Gwendolyn Clarke Reed, House District 92, addressed the Board as a former patient. She said that she had the good fortune of being a patient at BH Imperial Point last week (eye surgery) and complimented Ms. Taylor and her staff who she said that were truly magnificent. From the intake person until she was released, everyone was pleasant, professional and she enjoyed getting a phone call the following morning to see how she was doing. Rep. Clarke Reed said that she will be going back in October to complete the surgery in her other eye.

### **APPROVAL OF MINUTES**

1. Request approval of the Minutes of the Regular Meeting of the Board of Commissioners held July 27, 2012.

**It was moved by Commissioner O’Flannery Anderson, seconded by Commissioner Fernandez:**

**Discussion:**

**Commissioner Di Pietro stated that on Page 10, the minutes should be amended to reflect that the Memorial Healthcare proposed millage rate is .075 and not 2.75.**

**THAT THE MINUTES OF THE REGULAR MEETING OF THE BOARD OF COMMISSIONERS HELD ON JULY 27, 2012 BE APPROVED AS AMENDED.**

**Motion carried unanimously.**

### **MEDICAL COUNCIL AGENDA**

#### **2. BROWARD HEALTH IMPERIAL POINT**

Dr. Groene presented the following update:

- BHIP had its triennial survey from the Joint Commission the week of August 20<sup>th</sup>. They did very well and received some recommendations for improvement that are being addressed.
- The contracts for both medicine and psychiatry hospitalists have been signed and the credentialing process has begun. The new physicians will be starting as soon as possible.
- The ED Committee has been meeting regularly and addressing concerns and working on improvement opportunities. That has resulted in improvements and efficiencies to both the hospital staff and the physicians.
- A policy has been approved to address the processes that were already in place for adult observers that wish to round with physicians.
- BHIP had a CME program at the Med-Surg. meeting which provided education to physicians on how to deal with patients with addiction issues. This was well attended and well received.

- The CME program planned for the October 25<sup>th</sup> Med-Surg meeting will address the new anticoagulation drugs and how to deal with their complications. The medical staff funds will pay for a national speaker to be brought in for this lecture.
- BHIP is sad to say goodbye to Deborah Williams, Regional Quality Manager, whose last day at BHIP is this Friday.

Dr. Linda Groene, Chief of Staff of Broward Health Imperial Point, reported that the Medical Council had reviewed and recommended for approval by the Board of Commissioners all exhibited Medical Staff Changes and Additions; Medical Staff Reappointments; Allied Health Changes and Additions; and Allied Health Reappointments.

**It was moved by Commissioner Paul-Hus, seconded by Commissioner Fernandez:**

**THAT THE BOARD OF COMMISSIONERS APPROVE THE RECOMMENDATIONS OF BROWARD HEALTH IMPERIAL POINT'S MEDICAL COUNCIL OF ITEMS 2 (A-D):**

- A. Medical Staff Changes and Additions
- B. Medical Staff Reappointments
- C. Allied Health Changes and Additions
- D. Allied Health Reappointments

**Motion carried unanimously.**

### 3. **BROWARD HEALTH NORTH**

Dr. Ford presented the following report:

- Broward Health North was successfully surveyed by the Joint Commission two weeks ago. Overall, BHN was cited for one direct deficiency and five indirect deficiencies. It was one of their best surveys. The lead surveyor had very high praise for the overall operation of the hospital as well as the outstanding staff, and active involvement of the physicians.
- BHN has begun the assessment phase of its 70 million dollar renovation project. Over the next two weeks, the Heery Group (the program manager consultants) will be overseeing Time Motion studies in the ED and Surgery Departments to determine the right amount of space needed for these two departments.

Dr. Douglas Ford Chief of Staff of Broward Health North, reported that the Medical Council had reviewed and recommended for approval by the Board of Commissioners all exhibited Medical Staff Additions, Changes and Resignations; Allied Health Additions, Changes and Resignations; Community Health Resignations Medical Staff Reappointments; Allied Health Reappointments and Community Health Reappointments.

**It was moved by Commissioner Fernandez, seconded by Commissioner O'Flannery Anderson:**

**THAT THE BOARD OF COMMISSIONERS APPROVE THE RECOMMENDATIONS OF BROWARD HEALTH NORTH'S MEDICAL COUNCIL OF ITEMS 3 (A-E):**

- A. Medical Staff Additions, Changes and Resignations
- B. Allied Health Additions, Changes and Resignations
- C. Community Health Resignations
- D. Medical Staff Reappointments
- E. Allied Health Reappointments
- E. Community Health Reappointments

**Motion carried unanimously.**

4. **BROWARD HEALTH MEDICAL CENTER**

Dr. Chokshi provided the following update:

- BHMC received approval from AHCA for their Kidney Transplant program.
- Received pre-accreditation from the Joint Commission on their Stroke, Knee and Hip Replacement programs.
- Completed discussions with FIU for an outpatient behavioral health office in the west wing.

Dr. Rajiv Chokshi, Chief of Staff of Broward Health Medical Center, reported that the Medical Council had reviewed and recommended for approval by the Board of Commissioners all exhibited Medical Staff Changes and Additions; Allied Health Changes and Additions; Community Health Services Changes and Additions; Medical Staff Reappointments; Allied Health Reappointments; and Community Health Services and Weston Urgent Care Center Reappointments

Dr. Chokshi asked that BHMC's report be amended to exclude action on Dr. Toland Ash; Dr. Charles C. Cole III; Dr. Richard Spira and Dr. David Ring Jr.

**It was moved by Commissioner O'Flannery Anderson, seconded by Commissioner Kohl:**

**That the Board of Commissioners approve the suggested amendment to the BHMC Medical Council report.**

**Motion carried unanimously.**

**It was moved by Commissioner O'Flannery Anderson, seconded by Commissioner Kohl:**

**THAT THE BOARD OF COMMISSIONERS APPROVE THE RECOMMENDATIONS OF THE BROWARD HEALTH MEDICAL CENTER'S MEDICAL COUNCIL OF ITEMS 4 (A – F) AS AMENDED.**

- A. Medical Staff Changes and Additions
- B. Allied Health Changes and Additions
- C. Community Health Services Changes and Additions

- D. Medical Staff Reappointments
- E. Allied Health Reappointments
- F. Community Health Services and Weston Urgent Care Center Reappointments

**Motion carried unanimously.**

5. **BROWARD HEALTH CORAL SPRINGS**

Dr. Greenspan provided the following update:

- Because of their very busy ER, BHCS has initiated a new program which began at the beginning of August whereby a physician remains in the triage area between 11 a.m. – 11 p.m. This has resulted in a decrease in the number of patients who have left the ER without being seen.
- Wound Care and Ostomy specialists Patty Paxton is involved in the quality measures for pressure ulcers and will be presenting her poster entitled “A Systematic Approach to Decreasing the Incidents of Pressure Ulcers in the Intensive Care and Coronary Care Units” at the Symposium on Advanced Wound Care in Baltimore in September.

Dr. Carrie Greenspan, Chief of Staff of Broward Health Coral Springs, reported that the Medical Council had reviewed and recommended for approval by the Board of Commissioners all exhibited Medical Staff Appointments and Changes; Medical Staff Reappointments; Allied Health Appointments and Allied Health Reappointments.

**It was moved by Commissioner O’Flannery Anderson, seconded by Commissioner Fernandez:**

**THAT THE BOARD OF COMMISSIONERS APPROVE THE RECOMMENDATIONS OF BROWARD HEALTH CORAL SPRINGS MEDICAL’S MEDICAL COUNCIL OF ITEMS 5 (A-D):**

- A. Medical Staff Appointments and Changes
- B. Medical Staff Reappointments
- C. Allied Health Appointments
- D. Allied Health Reappointments.

**Motion carried unanimously.**

**CEO REPORT:**

Mr. Nask provided a report on the recent Joint Commission surveys of all Broward Health facilities. Commissioner Di Pietro asked that Mr. Nask provide a summary report on the findings and their correction plans for each of the facilities. Mr. Nask stated that the facilities have a 90 day time frame to put corrections in place.

CDTC was recently awarded a HERSA Grant for \$2 million for HIV patients. Ms. Widmayer said it was the highest award except for the State of New Jersey. This grant is for a 3 year period.

With regard to the Hospitalist program, Mr. Nask commented that BHCoral Springs had 23 applicants and hired the Medical Director and filled four (4) out of the 8 physician slots. They are on track to having this completed by October.

Alice Taylor reported that they are in the process of meeting with a potential Medical Director and they should meet their target date of December 2012.

Mr. Nask thanked the staff for their participation in the Hurricane Readiness program. He reported that there were hourly phone calls involving 30 people on a conference call every 3 hours for updates as well as being in contact with the County Emergency Department. He said that the staff did a good job monitoring the storm so that staff could come to work. Scott Di Marzo represents Broward Health on the EOC.

### **CFO REPORT**

Mr. Robert Martin provided an overview of the July financial results: Overall volume was soft with the exception of short stay cases which continue to grow in double percentage rate as well as the emergency room visits for the month; admissions were down 3% but offset by short stay cases that were up 13%; surgeries down 6% for the month, outpatient visits down 5%; ED visits up 2%; insured visits down 2%; and uninsured volume up 9%; physician visits down 24% for the month but up 15% for prior year. Many physicians take vacation time during the month of July. Operating revenue was \$2 short of budget but managed our costs which were down 2.2 million—net loss from operations \$200,000 favorable to budget. Good investment month \$2.4 million vs. a budget of \$900,000. Broward Health continues to have a strong balance sheet although cash is soft due to soft investment market and the substantial Medicaid rate reductions that BH has received over two years; collected \$74 million in cash for the month which is about \$6 million more than the average for the prior three July's.

Mr. Martin then provided a brief overview of June financials for last fiscal year. He reported that the auditors continue their year-end work-- there have been no major findings to date and the audit should be completed by the end of September. Financially for FY 2012, Broward Health's net operating revenue came in at \$999 million, just shy of \$1 billion which was \$600,000 favorable to budget; total expenses were \$15.6 million favorable to budget; net loss from operations for the year was \$114 million or \$16 million favorable to budget. Mr. Martin reported that BH had a poor investment year and lost \$800,000 vs. a budget of \$11 million. Excess revenue over expense for the year was at \$16.7 million vs. a \$17.3 million. Broward Health came in very close to budget.

Commissioner Paul-Hus commented that given all of the rate cuts, Administration is doing an outstanding job. BH is running efficiently; clinically BH is performing well; a quality report is presented at the Finance Committee meetings and those metrics are moving in the right direction. All-in-all performance is moving in the right direction. Commissioner Paul-Hus stated that the work that is being done for this community is well appreciated its residents.

Mr. Martin reminded the Board that they are scheduled to meet with Standard & Poor's on September 14<sup>th</sup>. Moody's has reconfirmed BH's rating.

Mr. Martin said that one of the concerns with Standard and Poor's was the reduction of Medicare/Medicaid DISH going forward in the Affordable Care Act as well as the ongoing Medicaid expansion as planned in Florida.

### **GENERAL COUNSEL REPORT**

Mr. Goren reminded the Commissioners that at the last Board meeting there were three Commissioners who recused themselves from voting on separate issues due to conflicts. He reported that Commissioner Kohl, Commissioner McKee and Commissioner Di Pietro have all filed the appropriate 8B Voting Conflict form and they are on file with the Board Clerk.

He also informed the Board that following the regular meeting of the Board of Commissioners this morning, pursuant to Section 286.011 (8) F.S., there will be a Shade Session to discuss two cases: William Sansbury (case no.06-001393(5) and Anne Marie Mantle (case no. 09-034649(8)). Mr. Goren then proceeded to explain this process in detail. These shade sessions were approved at July Board meeting.

Mr. Goren reminded the Board of their discussion with regard to regulating smoking in BH's facilities and areas on the campuses of the hospitals. He said that even though he not was present at the Chief's meeting, there was a brief discussion today at their about this issue. Following that meeting, he had a conversation with Dr. Groene and Dr. Boutin about that discussion. Mr. Goren said that his law firm was preparing a memorandum to submit to the Board by next month to seek some guidance because this is a large issue and requires some deep consideration. He said that they will also be meeting with BH's administration and the administrative staff on this issue. Mr. Goren reported that some surveys were completed as requested by the Board. Data was received from several venues: South District, Jupiter Medical Center and Cleveland Clinic. He said that this is a very delicate review because state law does have a major role to play in this discussion. Mr. Goren said that there might be a need for legislation either on a local basis by special act or on a statewide basis to essentially provide potential further authority with regard to regulating smoking within public hospital buildings. He said that there have been some exceptions given recently for school districts. Mr. Goren said that the memorandum will better describe the details of the survey as well as the legal analyses.

Mr. Goren said that there were no requests for shade sessions for September.

Commissioner McKee commented that it was his belief that the smoking issue was going to be an issue that was going to be addressed at a Governance Committee meeting. Mr. Goren said that they would be happy to submit the memorandum to the Governance Committee. Commissioner McKee said that there could be a joint meeting of Governance and Legal Review so everyone would be included.

Commissioner Paul-Hus asked Mr. Goren to look at Baptist Healthcare System's policy as it relates to smoking. Mr. Goren said he would request a copy of their policy.

Mr. Nask said that he would like to take attendance for the First Tax Hearing meeting (9/12) and the Second and Final Tax Hearing (9/19). Mr. Goren said that a physical quorum of four is needed and any others could call in. Following discussion, it was

noted that there was not going to be a physical quorum present on 9/12; therefore, the dates of the tax hearings needed to be changed.

Mr. Martin informed the Commissioners that he had contacted the Property Appraisers office and they said that since their original tax bill went out with the first tax hearing date of 9/12, if that date is now changed by Broward Health, Broward Health would now be responsible for notifying every tax payer in Broward County which could be very costly. Mr. Goren said the Department of Revenue has a different view. They believe that if you know now that the date is going to be changed, there is an actual notice of property tax correction. It is a corrected date, time and place for the public hearing and does require a quarter page ad and must be advertised 10 days before the public hearing. Mr. Goren said that if these dates are going to be changed, Administration needs to know today at this meeting. It was also noted by Mr. Martin and Mr. Goren, there are certain guidelines that must be followed in setting these dates.

**Following further discussion, it was moved by Commissioner Fernandez, seconded by Commissioner O’Flannery Anderson that administration look at September 17 or 18<sup>th</sup>, for possible dates for the First Tax Hearing and somewhere around the 27<sup>th</sup> for the Second and Final Tax Hearing following the Regular Board meeting.**

### **COMMITTEE REPORTS**

Finance Committee- August 22, 2012 – Commissioner Richard Paul-Hus

**Following a financial update by Mr. Robert Martin Sr. VP/CFO, Commissioner Fernandez moved that the Finance Committee minutes of August 22, 2012 be approved as presented. Seconded by Commissioner Paul-Hus. Motion carried unanimously.**

Legal Review Committee – August 22, 2012 – Commissioner David Di Pietro

Commissioner Di Pietro said Commissioner McKee wanted to include the following additions/corrections to the minutes:

Page 4 Paragraph 1 needs to be added to the 1st sentence:

“Commissioner McKee then read from a series of emails on February 25 between General Counsel Marc Goldstone, Deputy General Troy Kishbaugh, and Chief Compliance Officer Lance Bradley stating that the A 001-085 relating was declared void in November of 2008 by an opinion of Mr. Kishbaugh and was retired by Mr. Bradley in policy updates of January 20, 2009”.

Page Four, After Paragraph 3:

“Commissioner McKee then read from the September 22, 2011 minutes of the Legal Review Committee which cited “Commissioner O’Flannery Anderson recommending the policy should be aligned with the Procurement Code of \$250,000, with the exception of professional and consulting services, physician services, legal services, lobbying and marketing and whatever else the Committee would like to review...”; and then Commissioner Calhoun’s recommendation that “all contracts with respect to professional and consulting services, physicians: services, legal services, lobbying services, and

marketing services shall be reviewed by the Legal Review Committee without cost value.”

Page 5, First Paragraph, after first sentence:

Commissioner McKee then asked Mr. Nask if he recalled that a proposed new policy had been prepared and authored by him and Mr. Martin. Mr. Nask responded that he did not recall such a proposal.

Page 5 under Roll Call:

Commissioner McKee voted yes

Commissioner Di Pietro also asked that with regard to Jodi Lawrence’s report, it was mentioned that there was one year of missing time sheets for Dr. Agarwal. This needs to be included in the minutes.

**It was moved by Commissioner O’Flannery Anderson, seconded by Commissioner Kohl that the minutes of the August 22, 2012 Legal Affairs Committee be approved as amended. Motion carried unanimously.**

Commissioner Fernandez said that when he received the Legal Affairs (LA) Committee book, he did not understand why some of the items were on that agenda when they were discussed 4 or 5 years ago. He said he called Mr. Nask to explain the reasons behind this but he could not. Commissioner Fernandez questioned the cost of printing and the time that senior staff spent in researching those documents to put this information together. He commented on not only the cost (he thought it could be around \$40,000 to \$50,000) but the loss of focus on current matters rather than going back to issues that were decided 4 or 5 years ago or even a year ago. He said that it appears that the Board is rehashing the same things over and over again.

Commissioner Fernandez said that the Board needs to drive this organization forward and not constantly looking at issues that happened in the past. He said that some of these issues could have easily been answered with a couple of phone calls. Commissioner Fernandez said he does not believe that this is the way to run this organization and moved that from now on the Board would be required to approve all committee agendas except for Finance.

Commissioner Di Pietro said he did not believe that the Legal Affairs committee was a waste of anyone’s time discussing some of those issues and thought it was very productive. He said that as a result of that meeting Donna Lewis was now looking at specific compliance issues that this Board now faces. He also felt that there are major governance loopholes that need to be addressed by the Board. Commissioner Di Pietro felt that missing one year and half of time sheets for Dr. Agarwal and not having a written FMV on file were major compliance issues.

In addition, Commissioner Di Pietro said that he disagrees with Commissioner Fernandez’s motion. He said that when he feels that something needs to be brought before the Board he will continue to bring it to the Board’s attention. He said that he will be respectful of everyone’s time when preparing the Legal Affairs agenda.

Commissioner Fernandez said he understands that Commissioner Di Pietro disagrees but in his opinion a lot of time and money was wasted. He said he understands about some of the compliance issues that were brought up but that could have been discussed on a one-on-one with Mr. Goren or Donna Lewis. Commissioner Fernandez feels that the Board is losing focus on moving this organization forward.

Commissioner McKee said that if the Board is required to approve all committee agendas, then committee chairmen are not needed. He feels that the chairman is responsible for preparing their committee's agenda. Commissioner McKee said he did not believe that the Legal Affairs book cost \$40,000 or \$50,000 as suggested by Commissioner Fernandez. Commissioner McKee asked Mr. Nask if that dollar amount was correct. Mr. Nask said that it took a lot of time in collecting the documents but did not know the actual cost of preparing the book.

Commissioner McKee said if it costs \$40,000 or \$50,000 to have accountability, transparency and be open to the public that was fine with him. He referred to Jackson's grand jury report and suggested that the Commissioners read it. Commissioner McKee said that he is against Commissioner Fernandez's motion.

Commissioner Paul-Hus said that he read the grand jury report thoroughly and the point of that grand jury report was exactly the opposite of what Commissioner McKee was suggesting. What was going on at Jackson is not going on at Broward Health. Commissioner Paul-Hus said that the Board has a role in oversight and they need to ask the right questions and make sure that things are not going on, but there needs to be trust in the management team. He said that the things that they were focusing on at the Legal Affairs meeting was a reflection of a lack of trust suggesting that there were some nefarious acts going on in the background. He knows he has an oversight responsibility to the organization and takes it very seriously but he is not going to manage this organization. Commissioner Paul-Hus stated that Broward Health has a very impressive team running this organization and the Board should let them run it. The Board can provide the proper oversight and let us look forward. The past is the past and let us continue to run this operation efficiently. Commissioner Paul-Hus said he trusts this team and he looks at what they have done. He feels that this public operation is the most efficiently run operation in South Florida and there is a good serious management in place and the Board should let them do their job and not get in their way.

**Commissioner Paul-Hus seconded Commissioner Fernandez's motion.**

**Commissioner Fernandez restated the motion: It was moved that the Board is required to approve all commission agendas with the exception of Finance Committee. Seconded by Commissioner Paul-Hus.**

**Discussion on motion:**

Commissioner McKee asked why exclude Finance. Commissioner Fernandez said that the Finance Committee's agenda is to approve capital expenses and is provided by management and not a Commissioner. Commissioner McKee said he did not feel that they could pick and choose. Commissioner Fernandez asked for Mr. Goren's input.

Mr. Goren said that there is nothing in the current bylaws that dictates this answer. It is in their hands to make that decision. If the motion carries, all agendas except for Finance

would be approved by the full board. Mr. Goren commented how it would get implemented would have to be discussed.

Commissioner McKee said that the committee chairs are appointed by the Board Chair and at any time that the Board feels that a committee chair is not doing his job, he could be replaced.

Chair Gustafson commented that Mr. Nask has an open door policy and he has found that administration has been very responsive to any of his questions. He believes that many of the items that were discussed at the Legal Affairs committee could have been answered by a phone call or a face-to-face meeting with management.

Commissioner McKee said one-on-one with Mr. Nask or staff is fine but it would not be a public discussion. He said that Commissioners cannot talk to each other about issues unless they are in a public meeting. He then asked if a Commissioner thinks there is a major issue, how else would they be able to discuss it with all of the other Commissioners.

Chair Gustafson said that after having a one-on-one conversation with Administration and if the Commissioner is still not satisfied then that Commissioner should bring it to the Board for further discussion.

Commissioner Di Pietro felt that the motion was clearly made to silence him and if that is what the Board wants to do, that was fine with him. However, he would rather formally resign as Chair of the Legal Affairs Committee than to bootstrap the organization with a crazy motion whereby the Board would have to approve all committee agendas. He said that if the motion is amended to remove him a Legal Affairs chair that would be fine and he would support it but he thinks Commissioner Fernandez's motion is wrong and he felt that the discussion at Legal Affairs yielded a lot of issues.

Commissioner McKee said he would also resign as Governance Chair. Why be chair of a committee if they cannot set their own agenda?

Chair Gustafson said he had a logistical problem with the motion but was sympathetic with the idea of the motion.

Commissioner Fernandez commented that he was sure that there were only good intentions; however, the impact to the organization with regard to time and cost in staff researching facts to make sure that all the correct information was presented was substantial. He feels that the Board has a responsibility to lead.

**Clarification on the motion that was moved and seconded:**

**That the Board of Commissioners would approve all committee agendas except for the Finance Committee.**

Commissioner Di Pietro said that if the motion passed he had no interest in being chair of the Legal Affairs Committee. Commissioner McKee also stated that he would not want to be chair of the Governance Committee.

**Roll call on the Motion:**

Commissioner Gustafson	No
Commissioner O’Flannery Anderson	No
Commissioner Paul-Hus	Yes
Commissioner McKee	No
Commissioner Fernandez	Yes
Commissioner Di Pietro	No
Commissioner Kohl	Yes

**Motion failed.**

**AGENDA CHANGES—There were none**

**CONSENT AGENDA**

**(Items listed below were previously recommended for approval by the Finance and Legal Affairs Committees)**

Chair Gustafson asked if there were any items that needed to be pulled from the Consent Agenda. Commissioner McKee requested that Item 9 be pulled.

6. Acceptance of the Interim Financial Statements for the Month of June 2012.
7. Acceptance of the Interim Financial Statements for the Month of July 2012.
8. Approval for payment of the Arent Fox OIG Invoices for July 2012.
- 9. Approval of Conflict of Wavier – Greenberg Traurig – **Pulled****
10. Approval to authorize the President/CEO to execute a five-year agreement with Pediatrix Medical Group of Florida, Inc. for Neonatal and Pediatric Intensivist Services at Broward Health Coral Springs in the amount of \$175,000 annually, subject to General Counsel’s review and approval as to legal form and conditioned on no material changes in the approved business terms.
11. Approval to authorize the President/CEO to execute a five-year agreement with Pediatrix Medical Group of Florida, Inc., for Neonatal and Pediatric Intensivist Services at Broward Health Medical Center and Chris Evert Children’s Hospital in the amount of 585,900 per year, subject to General Counsel’s approval as to legal form and conditioned on no material changes in the approved business terms.

**It was then moved by Commissioner O’Flannery Anderson, seconded by Commissioner Kohl that the Board of Commissioners approve Items 6 through 11, excluding Item 9 as presented on the Consent Agenda. Motion carried unanimously.**

**Item 9: Conflict of Waiver:**

This item was pulled from the Consent agenda by Commissioner McKee. Commissioner McKee wanted to make clear that the reasons he voted no on this item was that he does

not believe in waivers. His view was that there are other law firms that this item could have been referred to in Broward County that were capable of handling this matter.

Commissioner O'Flannery Anderson asked Mr. Goren to recap the reasons for the waiver which he did in detail.

**It was then moved by Commissioner Fernandez, seconded by Commissioner Paul-Hus that Item 9 be approved.**

**Motion carried. Commissioner McKee opposed.**

### **DISCUSSION AGENDA**

12. Approval of the Dates, Times and Location for the Regular Board of Commissioners Meetings; Finance Committee Meetings; Legal Affairs Committee Meetings; and Building Committee Meetings.

Chair Gustafson asked for approval subject to changes that might come up during the year.

**It was moved by Commissioner O'Flannery Anderson, seconded by Commissioner Fernandez:**

**That the Board of Commissioners approve the proposed dates, times and locations for the following meetings for 2012-2013: Regular Board; Finance, Legal Affairs and Building Committee meetings.**

Commissioner O'Flannery Anderson said that the Building Committee meeting scheduled for the 17<sup>th</sup> of September will be changed to 4:00 p.m.

**Motion carried unanimously.**

### **COMMENTS BY COMMISSIONERS**

Commissioner McKee gave a report on the Primary Care Community Relations Council. In attendance was the Chief of the Broward County Health Department, Dr. Paula Thaqi, who discussed the closing of AG Holley State Hospital that was the only facility to specialize in TB treatment; a group discussion on the TOUCH initiative was held; Ms. Jasmin Shirley gave a Primary Care Update and State Rep. Gwendolyn Clarke-Reed thanked BHIP for the excellent healthcare services she received at the outpatient eye surgery center.

Commissioner O'Flannery Anderson asked if there could be an update on the Wells Women's Center at BHMC and on the revised timeline of the Chris Evert Children's Hospital which was discussed at the Building Committee. She wanted to be sure that all of the Commissioners are aware of the changes to the CECH's timeline.

**At 5:45 p.m., Chair Gustafson announced that the Regular board meeting will now recess for a Shade Session:**

**Mr. Goren then announced that they were moving into a Shade Session to discuss the Sansbury and Mantel cases. Present for the shade session will be a court reporter from Bailey's Associate; Commissioners who were present for regular board meeting except for Commissioner Kohl; Frank Nask, Mr. Goren; Reid Cocalis Esq. Firm of Conrad Scherer ( William Sansbury); and Caran Rothchild, Esq. Greenberg Traurig law firm for (Ann Marie Mantle).**

**At 6:20 p.m., the Public meeting of the Board of Commissioners reconvened.**

Chair Gustafson announced the date, time and location of the next Regular Board meeting to be held on September 27, 2012 at 4:00 p.m. in the auditoriums at Broward Health Imperial Point, 6401 North Federal Highway, Fort Lauderdale, Florida.

It was moved by Commissioner Fernandez, seconded by Commissioner Paul-Hus that the Regular meeting of the Board of Commissioners be adjourned.

Meeting adjourned at 6:25 p.m.

Respectfully submitted,  
Richard Paul-Hus, Secretary/Treasurer

**BY: Maryanne Wing**

**A FULL RECORDING OF THIS MEETING IS AVAILABLE ON TAPE**