

**NORTH BROWARD HOSPITAL DISTRICT
BOARD OF COMMISSIONERS'
REGULAR MEETING
Monday, January 30, 2012- 3:00 p.m.
Broward Health Broward General Medical Center
Auditoriums**

MINUTES

The Regular meeting of the Board of Commissioners of the North Broward Hospital District was held on Monday, January 30, 2012, at 3:00 p.m. in the auditoriums at Broward Health Broward General Medical Center, 1600 South Andrews Avenue, 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 3:08 p.m.

The Invocation was given by Chaplain Lynn Trinkka, Broward General Medical Center Hospice, and followed by the Pledge of Allegiance led by Calvin Glidewell, CEO Broward Health Broward General Medical Center.

ROLL CALL

Commissioners:

Present: Commissioner Joel Gustafson, Chair
 Commissioner Jennifer O'Flannery Anderson, Vice Chair arr: 3:15 p.m.
 Commissioner Richard Paul-Hus, Treasurer
 Commissioner David Di Pietro, Assistant Secretary
 Commissioner Clarence McKee
 Commissioner Rhonda Calhoun

Excused absence: Commissioner Miguel Fernandez

SHINING STARS: The following employees were recognized as Shining Stars: Charles Volcy RN, 3 East, Broward Heath Coral Springs Medical Center; Monica Chin, RN Progressive Care Unit, Broward Health Broward General Medical Center; Brian Nicholas, Coordinator Health Information Management, Broward Health North Broward Medical Center; Antoinette (Toni) Hayward, Unit Secretary, Broward Heath Imperial Point Medical Center; Maryori Hernandez, Administrative Assistant, Information Technology; Jan Youngblood, DSM RN Case Manager, Annie L. Weaver Health Center, Broward Health Community Health Services.

COMMENTS FROM AUDIENCE:

Eugene Massagee said that after reading December Board minutes, he felt that his message was not clearly recorded. It was noted that verbatims are not transcribed; however, his entire message to the board was recorded on tape.

Vincente Thrower thanked the Board and others on the staff for participating in the Martin Luther King Day celebrations and encouraged the Board to participate in next year's event. Mr. Thrower reminded the Board that February is Black History month and he asked the Board to support Black History month events. He also said that he looks forward to them coming to Blanche Ely High School for one of the Board meetings.

Mr. Nask said that when they met with State Representative, Ms. Clark Reed, she asked that Broward Health do more community meetings like they did last year. Mr. Nask said that it was suggested that Broward Health hold one of its Board meetings at Blanche Ely High School, a magnet school specializing in health care programs. Mr. Nask said that he is reaching out to Carlton Johnson, the Principal of Blanche Ely High School, to see if Broward Health's March Board meeting could be held at the school. The Board agreed to hold the March meeting at Blanche Ely.

APPROVAL OF MINUTES

1. Request approval of the Minutes of a Regular Meeting of the Board of Commissioners held December 14, 2011.

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

THAT THE MINUTES OF THE REGULAR MEETING OF THE BOARD OF COMMISSIONERS HELD ON DECEMBER 14, 2011 BE APPROVED AS PRESENTED.

Discussion:

Commissioner Calhoun said the minutes need to be amended to reflect that Chair Gustafson called the meeting to order and not Commissioner Calhoun.

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

THAT THE MINUTES OF THE REGULAR MEETING OF THE BOARD OF COMMISSIONERS HELD ON DECEMBER 14, 2011 BE APPROVED AS AMENDED.

Motion carried unanimously.

Mr. Sam Goren, Broward Health's General Counsel, said that for the record, after conferring with Donna Lewis, it was determined that there may be some minor changes to the Audit Committee minutes to include comments from Ms. Lewis. He said that the minutes could be approved as drafted, but there may be some minor changes to them.

Commissioner O'Flannery Anderson asked that the revised Audit Committee minutes be sent out in next month's meeting packet.

MEDICAL COUNCIL AGENDA

2. **BROWARD HEALTH BROWARD GENERAL MEDICAL CENTER**

Dr. Chokshi, Chief of Staff of Broward Health Broward General Medical Center, provided the following update:

- The new GI Pediatric physicians from the University of Miami started January 1, 2012.
- Calvin Glidewell hosted five (5) healthcare CEOs from the Republic of China who visited Broward Health Broward General Medical Center to learn about its adaptation to changes brought about by health care reform.
- Broward Health Broward General Medical Center participated in the Joint Commission Orientation and Quality Expo. Broward Health Broward General Medical Center got 2nd place in StoryBoard category “Preventing—Deliveries.” The Labor & Delivery team revised the scheduling form, established a policy for scheduling and instituted a “hard stop” approach to reduce elective deliveries before 39 weeks. They reduced early deliveries from 19% to 8%. They also reported that there were no early deliveries over a four month period
- The daVinci Room recently passed AHCA inspection; the first procedure is scheduled for the week of February 20.

Dr. Rajiv Chokshi 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, Community Health Services and Weston Urgent Care Center Reappointments

Dr. Chokshi said there is a correction to the report: Dr. David Bimston’s specialty is Surgery and not Urology.

It was moved by Commissioner Paul-Hus, seconded by Commissioner O’Flannery Anderson:

THAT THE BOARD OF COMMISSIONERS APPROVE THE RECOMMENDATIONS OF THE BROWARD HEALTH BROWARD GENERAL MEDICAL CENTER’S MEDICAL COUNCIL OF ITEMS 2 (A – F) AS CORRECTED:

- 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.

Commissioner McKee asked Dr. Chokshi if he had any comments about the renaming of Broward Health Broward General Medical Center. Dr. Chokshi said that this had not been discussed at their Council. He said that he would prefer to discuss this matter with the Medical Council and get their input before commenting. He said that the Medical Staff Council had no idea about the proposed renaming.

Dr. Chokshi said personally it did not matter to him since, as Chief of Staff, he must follow what the Medical Staff directs him to do. That is his job as Chief of Staff.

Dr. Chokshi did say that Broward Health Broward General Medical Center does see patients coming from Memorial Hospital Pembroke and that those patients do not perceive Memorial Hospital Pembroke as a community or county hospital. Dr. Chokshi said he was not sure why—was it because of their name.

3. **BROWARD HEALTH NORTH BROWARD MEDICAL CENTER**

Dr. Douglas Ford, Chief of Staff of Broward Health North Broward Medical Center, provided the following update:

- Joint Commission recertified Broward Health North Broward Medical Center's Joint Program. The surveyors said that Broward Health North Broward Medical Center has done an outstanding job and they were impressed with its program. Dr. Ford said that Broward Health North Broward Medical Center not only does the most joints in Broward County, but they do the most anterior hips in South Florida. In 2011, they did 742 total joint replacements starting with less than 300 four years ago. The re-certification was without recommendations for improvements.
- Recertification of the Primary Stroke Center was conducted and received on January 24. The re-certification was without recommendations for improvements.
- In late December, Broward Health North Broward Medical Center received national recognition for the great care that its Trauma/ED team provided to Lt. Colonel Trenker who was shot by robbers in Deerfield Beach. Lt. Trenker was a Marine who had survived numerous tours of duty in Afghanistan and Iraq.
- Broward Health North Broward Medical Center's Administrative team, physicians and staff sent their heartfelt sympathy to the family and friends of the Pompano Beach Firefighter who lost his life during a recent exercise.

Dr. Ford 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; Medical Staff Reappointments; Allied Health Reappointments and Community Health Reappointments.

It was moved by Commissioner Calhoun, seconded by Commissioner McKee:

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

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

- D. Allied Health Reappointments
- E. Community Health Reappointments

Motion carried unanimously.

4. **BROWARD HEALTH IMPERIAL POINT MEDICAL CENTER**

Dr. Linda Groene, Chief of Staff of Broward Health Imperial Point Medical Center, provided the following update:

- Broward Health Imperial Point Medical Center received re-certifications from the Joint Commission on their Heart Failure and Stroke programs.
- Broward Health Imperial Point Medical Center received NICHE re-designation.
- Broward Health Imperial Point Medical Center completed CAP lab survey with 99.8% compliance.
- High tea and trivia community event for seniors was held and there were 75 seniors in attendance.
- Broward Health Imperial Point Medical Center won 1st place in Showcase and 3rd place in Storyboard at Quality Expo.
- Medical Staff awarded three \$1,000 scholarships for students at Blanche Ely High School. They will be attending the annual staff meeting to receive their scholarships.

Dr. Groene said that the Medical Staff have not addressed the hospital re-naming issue but she will bring it up at the Medical Council. For her it is a non-issue. She feels that people will continue to call the hospital Broward Health Imperial Point Medical Center.

Dr. Groene 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 O’Flannery Anderson:

THAT THE BOARD OF COMMISSIONERS APPROVE THE RECOMMENDATIONS OF BROWARD HEALTH IMPERIAL POINT MEDICAL CENTER’S MEDICAL COUNCIL OF ITEMS 4 (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.

5. **BROWARD HEALTH CORAL SPRINGS MEDICAL CENTER**

Dr. Carrie Greenspan, Chief of Staff of BHCoral Springs Medical Center, provided the following update:

- Broward Health Coral Springs Medical Center received great results from the Quality Expo. In the Showcase they received 3rd place on the topic of “Deceasing Pressure Ulcers in the ICU and CCU” which was decreased to zero; Story Boards received 1st place “Mission Impossible Reducing Infections One Line at a Time”.
- Broward Health Coral Springs Medical Center was recognized for excellence in Community Public Education Program for Drowning Prevention partnering with the City of Coral Springs and Coral Springs Fire Department.

Dr. Greenspan informed the Board that at their last Medical Council meeting the proposed renaming project was presented and the Council felt that some clarification would be in order to help them understand the purpose of the project and what the advantages would be to changing Broward Health Coral Springs Medical Center’s name. She said that the Council felt that there were some significant disadvantages and they were put in writing and sent to the Governance Committee.

Dr. Greenspan said that the Broward Health Coral Springs Medical Center Medical Council would ask the Board of Commissioner to table any vote on the renaming project so that they can have a little better explanation of what the purpose is and how it would be beneficial to each of the individual medical centers. Dr. Greenspan said that they are concerned about the loss of the wording “medical center” from their hospital.

Dr. Greenspan 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 McKee:

THAT THE BOARD OF COMMISSIONERS APPROVE THE RECOMMENDATIONS OF BROWARD HHEALTH CORAL SPRINGS MEDICAL CENTER’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 announced that he will work with the principal of Blanche Ely High School to have the March Board of Commissioners meeting held at the school.

Quality Expo Results
Showcase:

- Broward Health Imperial Point Medical Center was 1st place in the Showcase which is a skit where they go through a quality program. Innovative Coordinated Care Transitioning one Patient at a time.

- Broward Health North Broward Medical Center was second with “World Class Employees Delivering World Class Care.
- Broward Health Coral Springs Medical Center was third with CSI Coral Springs Eliminating Hospital Acquired Pressure Ulcers.

Storyboards:

- Broward Health Coral Springs Medical Center won 1st place “Mission Impossible Reducing Infections One Line at a Time.
- Broward Health Broward General Medical Center – 2nd place “The Game of Life, Labor and Delivery. The team found increased NICU admissions and other factors in instances where infants were delivered electively prior to 39 weeks. Broward Health Imperial Point Medical Center came in 3rd place with “Clinical Documentation Improvement.

Mr. Nask said that the Showcase winners are now eligible for advancing to the Sterling Competition. The event was well attended and Commissioner Gustafson and Commissioner O’Flannery Anderson served as judges.

Mr. Nask said that Broward Health has qualified for Medicaid Meaningful Use reimbursement. During the past year, Broward Health had received \$6-7 million of Meaningful Use reimbursement from the State. Once Broward Health gets pass the Medicare Meaningful Use, which is a 90 day live testing mode which they are currently in and should be completed by the end of March, Broward Health will be eligible for Medicare reimbursement. In all, the reimbursement that is available is about \$28 million.

Mr. Nask informed the Commissioners that there is some discussion about a Bill that would increase county funding for Medicaid. Broward Health pays about \$10 million to the county to fund the Medicaid program. There is some discussion for making the funding trigger sooner for the counties around the State. Mr. Nask said that it looks to increase the county responsibility around the State by \$100 million from about \$200-300 million so it lessens the general fund revenue from the State and increases the funding by the counties and in Broward County it would increase Broward Health’s funding requirement. Mr. Nask said that the Bill has not been filed officially but it is in the wind. He said that if the Bill is filed and passed, it would mean an additional \$5-\$6 million funding that Broward Health would be required to pay the county.

Mr. Martin informed the Board that there is a Florida Statute that says any taxing district can pass the responsibility on to the hospitals within its taxing district. The county passed a resolution basically stating that the North and South Districts would be making payments to Broward County.

Mr. Nask stated that Senator Gaetz’ Bill was heard today and passed; however, it passed with some substantial amendments. Mr. Nask will circulate the Bill to the Commissioners for their review and information. Mr. Nask said that one of the things that was still contained in the Bill was that on its own, a for-profit entity could ask Broward Health to do an evaluation of its assets, which could cost somewhere between \$1-1½ million to do a fair market assessment. Mr. Nask said that once this Bill passes, Broward Health could possibly be asked to do an assessment. Commissioner Calhoun said there was an amendment that passed saying that the qualified purchaser or lessee shall pay for the final cost of the evaluation.

Mr. Nask informed the Commissioners that in an effort to put the Broward Health brand out to the community, The Marketing Department will be running 10 to 15 second ads on television. Some of the ads have already begun airing. He said that the ads were shown at the Leadership Symposium and the feedback was positive. Ms. Howley proceeded to show the upcoming ads. Ms. Howley commented that this was part of a larger campaign that includes billboards, newspaper ads, TV spots, web ads and internal marketing.

VALUE BASED PURCHASING UPDATE – Dr. Boutin/Deborah Rey

Debbie Rey presented the Value Based Purchasing results for the months of July-November 2011. She reported that the overall results were: BHBGMC - 45.49%; BHCSMC - 71.82%; BHIPMC - 59.26%; and BHNBMCM - 58.49%. Efforts are being made to increase compliance with all of the core measures and HCAHPS scores. The November and year-to-date core measure results were presented for information and will be presented at the monthly Finance Committee meetings.

REPORT GENERAL COUNSEL

Mr. Goren, General Counsel, informed the Commissioners that they are diligently working on getting all of the PPUC contracts out to physicians so they can be signed. He explained that Federal Law requires that physicians who perform PPUC services must be under contract in order to get paid. As of today, out of 566 physicians who perform PPUC services, 519 have signed contracts, which equates to 92%. Those physicians who have not signed must get their signed contract in to Broward Health by February 1, 2012. If they are not received by the deadline, those physicians will not be paid. Letters will be going out to remind those physicians who have not yet signed.

Mr. Goren stated that at the direction of the Legal Affairs Committee, he and Commissioner Di Pietro conducted a conference call with Linda Baumann regarding Arent Fox's fees relating to the OIG matter. He said that as an adjunct to that call regarding fees, costs and expenses that are being generated by the reviews by the law firm, there was also a side analysis which was performed by Maria Panyi that was also being reviewed by Ms. Baumann's office. Mr. Goren said that they are expecting a memorandum through Commissioner Di Pietro, which will, hopefully going forward over the next 3 to 9 months, provide a floor for understanding what the costs and expenses will be as we progress forward. Mr. Goren said that there are 12,000 boxes that still need to be reviewed which will require some level of analysis and review as the matter progresses.

Mr. Goren informed the Board of Commissioners that there is a litigation matter referred to as North Broward Hospital District versus MCS, which is a case being handled by outside counsel, Levi Williams. He said that there are some exchanges that have occurred over the past several days that would suggest that there might be a potential to have a Shade Session at the February Board meeting. Mr. Goren said that he would not be able to hold the Shade Session, if needed, without the Board's approval.

A motion was made by Commissioner O'Flannery Anderson, seconded by Commissioner Paul-Hus granting approval for General Counsel to hold a Shade Session, if needed, at the February Board of Commissioners' meeting (February 28, 2012). Motion carried unanimously.

Mr. Goren provided an update on the Phoenix Contract. He said that there is currently underway an FMV analysis of Phoenix, which is currently being reviewed. A conference call is scheduled in the next couple of days to update or upgrade this discussion. At the present time, Administration and Legal cannot bring back the document for final approval. The parties have entered into an extension agreement to allow for the continuation of services during the contract negotiation period.

COMMITTEE REPORTS

Audit Committee- December 12, 2011 – Commissioner Rhonda Calhoun said that based upon the conversation earlier with General Counsel, she requested to hold the minutes and defer them to the February meeting. This item was tabled.

Building Committee- January 11, 2012 – Commissioner Jennifer O’Flannery Anderson said it was an excellent meeting and there are several items on the Consent agenda that will be considered by the full Board for final approval. Commissioner O’Flannery Anderson said that she was pulling No. 9 which was a request to enter into a contract with IMR Development Corp. to install a new CT Scan at Broward Health Coral Springs Medical Center. She explained that the issue is that when Broward Health went to negotiate the final contract, IMR could not commit to holding to the \$250,000 threshold. This item will be re-bid by the Tier II contractors. Commissioner O’Flannery Anderson commented that the Tier process is serving Broward Health very well and everything is moving along nicely.

Commissioner Gustafson stated that they would also be voting today on the selection of Turner Construction for the Sports Medicine and Orthopedic Center of Excellence. Commissioner O’Flannery Anderson confirmed it is item 6 on the Consent Agenda.

It was moved by Commissioner McKee, seconded by Commissioner Paul-Hus that the minutes be approved as presented. Motion carried unanimously.

Governance Committee- January 17, 2012 – Commissioner Clarence McKee said he would like to pull the item (not numbered) which followed Item 12 (The Proposed Re-Alignment Campaign) from the Consent Agenda.

Commissioner McKee said that the entire Governance Committee meeting focused on the realignment of changing the names of the Broward Health hospitals. He said it was not to be confused with the presentation on Broward Health. He said that there is no issue with the name of Broward Health. Commissioner McKee said that the Committee wanted to know why it would be beneficial to change the names of specific hospitals. Commissioner McKee said that he had asked the Chiefs for their input.

Highlights of the meeting:

- Dr. Greenspan wrote a letter on behalf of the Broward Health Coral Springs Medical Center Medical Council stating that they were not in favor of changing the name of Broward Health Coral Springs Medical Center. They were concerned that not including the word “medical center” in the name would not identify what they were.
- Dr. Ford said that he was also opposed to the name change, even though he had not spoken to his Medical Council, because he felt that it would be more beneficial to spend the money on advertising the physicians rather than changing the names of the hospitals.

- Commissioner Gustafson was concerned that people would not be able to identify what the facilities were; Commissioner Di Pietro expressed concern as to what it would do to the history and legacy of Broward Health Broward General Medical Center.
- Mr. Nask and Ms. Howley pointed out the reasons for changing the names of the hospitals. Mr. Nask said that cost factor was not an issue because the dollars had already been allocated.

Commissioner McKee said a vote was given to proceed with the realignment. The vote was 2-1 with Commissioner McKee voting against.

It was moved by Commissioner O’Flannery Anderson, seconded by Commissioner Di Pietro that the Minutes of the Governance Committee meeting be approved as presented. Motion carried unanimously.

Finance Committee – January 17, 2012 – Commissioner Richard Paul-Hus said that the items discussed at the Finance Committee meeting have been placed on the Consent Agenda for final approval. He also asked Mr. Martin to give a brief financial update.

Mr. Martin presented the financial statement for the month of December 2011 and year to date for the first 6 months of the fiscal year. He said that for the month Broward Health’s net loss from Operations was \$1.9 million more than budget and year-to-date Broward Health is now \$3.5 million negative from budget for the first 6 months. He said that the main cause was due to lower volumes than what was budgeted. Broward Health is 1% below admissions vs. the prior year. Mr. Martin stated this was not just a Broward Health issue –it is countywide. The County is down about 2½%, with South District being down about 8% from the prior year. He said that Broward Health is looking to pick up volume in the second part of the year and that January is looking much stronger.

It was moved by Commissioner O’Flannery Anderson, seconded by Commissioner Calhoun that the Minutes of the January 17, 2012 Finance Committee be approved as presented. Motion carried unanimously.

Legal Review Committee – January 17, 2012 – Commissioner David Di Pietro reviewed the minutes in detail. He spoke to the discussion regarding the 21st Century Radiation Oncology Agreement and the terms of that agreement. He also stated that Mr. Nask provided background information with regard to the prior radiation agreement with Dr. Agarwal and what position that left the District in financially—which was currently a loss. The history of 21st Century was discussed in detail—28 years of service—number of facilities in both North and South America. Commissioner Di Pietro also discussed some of the highlights in the agreement. Dr. Lieberfard, Medical Director, Radiation Oncology, gave a presentation and explained the care that will be given to all patients, insured or uninsured. He also explained how the subsidy would be paid. There was also a discussion as to whether the PPUC patients would be going to any of 21st Century’s facilities—it was noted that they would not. All PPUC patients would remain at Broward Health. Commissioner Di Pietro said that the Legal Affairs Committee voted 6-1 to approve the agreement—with Commissioner McKee voting No. There was also an update on the Phoenix contract by Mr. Nask.

Commissioner Di Pietro said that he has been looking at the Arent Fox bills and, even though they are a highly qualified law firm, the numbers are too high. He said that Ms.

Panyi also provided him with an analysis of Arent Fox bills. After reviewing Ms. Panyi's analysis, Commissioner Di Pietro found that it was not paralegal fees that were the issue, but the associates' fees, who on average make over \$400 per hour. Commissioner Di Pietro said that he could not get a ceiling on the fees but he expects to get an exact number of what it will be costing Broward Health going forward. He expects to get that figure within the week. He said that he will continue to look at these fees and hopes that he will be able to save the Board and Broward Health some money on these particular legal fees.

Commissioner Di Pietro also stated that the Legal Affairs Committee agreed to support Senate Bill 292 (Public Notice) which was requested by Commissioner Calhoun.

It was moved by Commissioner O'Flannery Anderson, seconded by Commissioner Paul-Hus that the minutes of the Legal Affairs Committee be approved as presented. Motion carried unanimously.

Commissioner McKee asked that Item 12 be pulled from the Consent agenda for further discussion.

AGENDA CHANGES: Items 9 and 12 and the Proposed Re-Alignment Project were pulled from the Consent Agenda and placed on the Discussion agenda.

CONSENT AGENDA

(Items listed below were previously reviewed and recommended for approval at Building Committee, Finance Committee, Legal Review Committee and Governance Committee)

The Chair entertained a motion to approve Items 6 7, 8, 10, and 11 as listed on the Consent Agenda.

6. Request approval for the Selection of Turner Construction for the BGMC Sports Medicine and Orthopedic Center of Excellence.
7. Request approval for the selection of MBR Construction for the CHS Healthcare for the Homeless Grant Project.
8. Request approval to enter into a contract with IMR Development Corporation to install a new CT Scan at Imperial Point Medical Center using Tier 1 Contractors.
10. Request acceptance of the Interim Financial Statement for the month of December, 2011.
11. Request authorization to enter into an agreement with Florida International University for the provision of Psychiatric Medical Care for patients without a private psychiatrist.

It was moved by Commission Calhoun, seconded by Commissioner O'Flannery Anderson that those items be approved as listed. Motion carried unanimously.

DISCUSSION AGENDA

9. Request approval to enter into a contract with ANF Group, Inc. to install a new MRI at Coral Springs Medical Center using Tier 2 Contractors.—**Pulled from the Consent Agenda**—

It was moved by Commissioner O’Flannery Anderson, seconded by Commissioner McKee that Item 9 be tabled.

Motion carried unanimously.

12. Request approval to enter into a Services Agreement and Licensing Agreement which will result in Broward Health outsourcing the day-to-day operation of Radiation Oncology to 21st Century Oncology. **Pulled from Consent Agenda.**

Mr. Goren said that with regard to this item, there were some conditions for approval- General Counsel and Administration’s Approvals; Administration’s Approval is conditioned on the receipt of two FMVs one sq. ft. space and the other percentage of Medicare. Mr. Goren said that there have been several modifications to the documents not in the backup which reflect several discussions among counsel both for the vendor and Broward Health. They are basically clarification issues that have been addressed.

Commissioner McKee explained that he voted NO because he has a problem with any 10 year contract. He said that 21st Century is a great company, but he questioned why it did not go out for a bid. Also, assuming that everything goes well and Broward Health does not terminate 21st Century within the 10 year period, Commissioner McKee said that 21st Century would be getting a 25 year contract. He felt that the contract is too long and it should have gone out for bid. Commissioner McKee wants it on the record that he holds nothing against 21st Century but he felt that this should have gone out for Bid and opened to everyone in the country.

Chair Gustafson asked when this agreement could be terminated. Mr. Nask said that there are a couple of triggers within the 36-month period on the professional fee side should the reimbursement change. Mr. Nask said that if healthcare reform comes in and Broward Health is no longer a taxing authority that would trigger a re-negotiation of the financial terms. After the next 36 months, the contract can be terminated without cause with 270 days notice.

Commissioner Calhoun said that she does not look at this agreement as a 25 year contract; she sees it as a 10 year contract with options to renew. She said the base is 30 days with cause to terminate or 9 months after the first 36 months. After 10 years, if Broward Health is not pleased with the performance, then the agreement would not be renewed.

Mr. Nask said that when Dr. Agarwal left, Broward Health needed to get someone in to make the transition. Mr. Nask said that they were able to resolve this issue in a matter of 120 days and there was no requirement to do the RFP. Mr. Nask explained that Broward Health Broward General Medical Center and Broward Health North Broward Medical Center were losing \$3.5 million a year on the previous program. One of the components

in this agreement is the ancillary revenue. Mr. Nask said there is capacity to double the volume and if that happens, there would be an additional \$700,000 that would accrue to Broward Health from their ability to grow the practice; thereby, reducing the shortfall in this program.

Commissioner Paul-Hus commented that with the previous agreement, Broward Health was losing \$3.5 million until this service agreement was put in place. He asked if there was another company beside 21st Century that is well positioned as they are to mediate as much of a loss as with this contract. Mr. Nask said he did not know if there was another company that size. However, Mr. Nask said that Broward Health has engaged a company that is in control of the market, instead of competing against the market which was done unsuccessfully for five years with our previous arrangement.

Dr. Leiberfard introduced Mr. Gheorghe Pusta, 21st Century's Vice President of Business Operations. Mr. Pusta said that he believes that 21st Century is uniquely positioned among providers not only nationally but they also have a very strong presence in Broward County. They have over 30 physicians in the community that work with them as well as six other radiation offices in Broward County, mostly in the west. All of 21st Century physicians in Broward County are on staff at Broward Health hospitals to deal with coverage issues.

Commissioner Calhoun said that she understands that 21st Century is making a substantial financial commitment to resources for Broward Health and she had no problem with a 10-year agreement. She said that after 10 years, if this agreement is not working out, then there would be no renewals. Commissioner Calhoun then asked if 21st Century was a State of Florida company. The response was yes.

Commissioner Calhoun said that there were two components to this agreement: one was financial and the other is the people side. Commissioner Calhoun asked what assurances 21st Century is giving to current Broward Health employees. Mr. Pusta stated that Jennifer Grubert, 21st Century's Human Resource Officer, has been working with Dionne Wong putting together side-by-side comparisons of the benefits packages. He said that they have done a step-by-step process of comparing the benefits and wherever appropriate to keep the employees whole. There are 23 full time employees affected, plus six per diem employees.

Mr. Nask said that the benefits lined up with one shortcoming and that was the healthcare benefit. He said that 21st Century is going to add the difference into the employees' paychecks. Secondly, everyone will be offered a position and it has been agreed that the people that transition over will receive some form of income for at least six months, either by being employed by 21st Century, or by receiving a severance that will financially protect them for six months. Mr. Pusta also said that they will be honoring the seniority of those employees who are coming on board.

Commissioner Calhoun said her only concern was an assurance to the 23 people so that they would at least have an opportunity to prove themselves. Mr. Pusta said they have been working with these employees on a daily basis and they are an excellent staff. Commissioner Calhoun asked if this will be included in the revised contract. Mr. Nask replied it would be.

Commissioner Di Pietro asked about the transition for patients. Mr. Pusta said over the past six months they have been seen by 21st Century physicians and there have been no issues. He said it has gone very smoothly.

Commissioner McKee asked if they have the same lease agreement with other hospitals. Mr. Pusta said that they do because they have commitment to provide physicians as well as making significant investments in equipment. Radiation equipment is very costly. He said that they are making a commitment to Broward Health and only Broward Health in this market. This is an exclusive arrangement between 21st Century and Broward Health. Mr. Goren informed the Commissioners that the lawyers who have been involved with this project have been Jason Moon for 21st Century, Jim Davis and Gigi Tanghe from the Gunster firm for Broward Health. He said that they are prepared to move forward should the motion direct them to do so.

It was moved by Commissioner O’Flannery Anderson, seconded by Commissioner Calhoun that the Board of Commissioners approve the agreements with 21st Century subject to final legal review from General Counsel and the receipt of two FMVs.(sq.ft. and Medicare)

Discussion:

Vincente Thrower asked if the cost of service was going to be more expensive for his community and was the quality going to be better. Mr. Nask said it is going to be exactly what it is now for everyone insured and uninsured. The quality of service will be better and the coverage issue will be better.

Mr. Thrower said that he would hope that when community people attend these meetings that there will be a place on the agenda where they can express their thoughts on what is being voted on. Outsourcing is a very touchy item. As long as this does not cost his community any more money, he had no issues, but if it does, he said he would be back.

Motion carried. Commissioner McKee voted No.

Request approval to proceed with the Proposed Re-Alignment Campaign.

Commissioner McKee said that with regard to the re-alignment project, the committee voted 2-1 to move forward and recommended that it be moved to the Board agenda for final approval. Commissioner McKee said given what the Board heard today from the Chiefs, before making a decision, he would still like to get the viewpoint of the other two Chiefs (Broward Health Imperial Point Medical Center and Broward Health Broward General Medical Center) after they meet with their Medical Councils.

Commissioner McKee moved that the Board of Commissioners wait until they hear from the other two Chiefs after they have met with their Councils. The motion failed for lack of a second.

Commissioner Di Pietro said this needs to go back to the Chiefs so that they can go back to their Councils and give the Board a report/recommendation. He said that he is not necessarily opposed to this project, but that they should be given the opportunity to provide input. He would like to hear what the doctors and nurses think. Commissioner

Di Pietro said that he was in support of tabling the item and sending it back and then having it come back to the Board for further discussion.

Commissioner Calhoun said that Administration knew there was a sense within the Commission that they wanted the input from the hospitals. She said she hoped that within the last couple of weeks Administration did some outreach. Commissioner Calhoun said that she believes that there is a lot of miscommunication about this initiative. She said having the doctors sitting around the table discussing this is not the best way. Commissioner Calhoun recommended that Mr. Nask and Ms. Howley meet with physicians as well as other stakeholders at each medical center and give a presentation with regard to this project. Commissioner Calhoun feels that more information needs to be presented for clarification and after that they can come back to the Board with their input.

Mr. Nask said that he met with the Chiefs and the CEOs. He said that going back to 2007, the Board adopted the name Broward Health and went down the path of d/b/a Broward Health. The marketing campaign that was put out for Broward Health that everyone liked is directing everyone to Broward Health facilities. Mr. Nask explained that Imperial Point Medical Center would just be Imperial Point.

Ms. Howley said that they had spoken to the CEOs and Mr. Nask has reached out to the Chiefs as well. It is a re-alignment, not a renaming of hospitals. She explained from a marketing and strategic standpoint, they were trying to do it in a way that when it gets rolled out, it will be big news that everyone will embrace and it will be beneficial to all of the medical centers.

Commissioner O'Flannery Anderson said it is important to get input from the stakeholders but part of this is a professional decision. Because Broward Health is a public institution, we need to get public input and changing a name is upsetting to people. She said this is a business and market decision and we need to look at the companies and people who give us advice as they are professional marketing people. Commissioner O'Flannery Anderson said that Broward Health is trying to raise its presence in the community. Broward Health will serve those who cannot pay for their medical care as well as serving those people who can pay for their care. Commissioner O'Flannery Anderson stated that part of this is having an attractive brand that is easily recognizable. It is good to get input but sometimes you just have to make a business decision.

Commissioner Di Pietro said he is opposed to, and will continue to oppose changing the name of Broward General Medical Center. He believes that Broward General Medical Center is a huge staple in our community. He said when he asks people what they think about changing Broward General Medical Center's name, he has not had one person outside of this organization that says it's a good idea. Commissioner Di Pietro does not want to throw away the name Broward General Medical Center.

Commissioner Calhoun asked Commissioner Di Pietro if he would be opposed to Broward Health Broward General Medical Center. Commissioner Di Pietro said he would not oppose that name.

Commissioner Calhoun moved that this item be tabled until the March Board of Commissioners meeting. Seconded by Commissioner Di Pietro.

Discussion on the motion:

Commissioner Paul-Hus asked if the organization is being run by committee of 500 people. He asked what were the Commissioners there for if not to make a purely business decision as simple as this. Commissioner Paul-Hus said that with all due respect to the medical staff, this is an easy issue. He said the Board is in the position of responsibility and are expected to make decisions like this and now we are asking for the input from 500 people. Commissioner Paul-Hus said that this is the fifth time he has heard this and they should be making a decision on this and he doesn't see waiting 30 days. Commissioner Paul-Hus believes that the Board should be voting either up or down on this now.

Commissioner Di Pietro said he believes that the Chiefs and CEOs want to be heard. They want to give the Board their opinion. Whether the Board accepts their opinion or not, would be our decision. Not being heard is an injustice in itself. He said that our physicians and nurses interact with the patients. Patients are going to say, you changed your name, and what do you think. If they are not enthusiastic about it, it will spill over to the people we touch. He suggested that we get their reports and send it back to the Governance Committee.

Commissioner Calhoun said that she agrees with Commissioner Paul-Hus but what she wants through her motion is for the groups to have a clear understanding of what it is that they are trying to do. Commissioner Calhoun said that she will not accept an amendment to her motion to send it back to Governance; it is just another stop along the way.

Motion carried unanimously.

Chair Gustafson asked that the Board of Commissioners approve the action of Items 6 and 7 listed on the Consent Agenda.

Mr. Goren said that the Chair would like for the record to reflect that when the Building Committee met, the professional staff and administration essentially supported their recommendation, which was against the low bidder, and supported that with specific data which is included in both Items 6 and 7. The data from Mr. Polemeni and his professional staff and also the recommendation from Jones Lang LaSalle are quite significant legally. The documents were considered, not only by administration but by Mr. Goren's law firm as well. Mr. Goren said that they can legally support the suggested change based on the conditions set forth in the data that is part of the record. He explained that from the Building Committee to the Board meeting there was significant data and backup that was not fully before the Building Committee but is now part of the motion and record once approved by the Board.

It was moved by Commissioner O'Flannery Anderson, seconded by Commissioner Di Pietro that the Board of Commissioners approve on the Consent agenda separately Items 6 and 7 for the Sports Medicine Building and the Homeless Grant project.

Motion carried unanimously.

13. Request for approval of the recommendation of new Foundation Board members.

Mr. Dennis Stefanacci asked for approval to add new members to the Foundation Board of Directors. This is follow up from the last meeting that on an as needed basis, the Foundation can submit new members for approval.

The new members are: Nathan Landsbaum and Matthew Sacco - resumes were included.

It was moved by Commissioner O’Flannery Anderson, seconded by Commissioner Paul-Hus:

That that the Board of Commissioners approve the appointment of Mr. Landsbaum and Mr. Sacco to the Broward Health Foundation Board of Directors.

Motion carried unanimously.

COMMENTS BY COMMISSIONERS

Commissioner O’Flannery Anderson thanked everyone involved in the Quality Expo, especially Dr. Boutin and Deborah Rey. She said it was a privilege to be there and see the amazing work that is going on, especially by the nursing teams with guidance from physicians. Commissioner O’Flannery Anderson said it ties back in to the Value Based Purchasing. Commissioner O’Flannery Anderson congratulated the Shining Stars. She said that they are absolutely amazing. She also asked for information on the CDTC fundraising run.

Commissioner O’Flannery Anderson thanked her fellow Commissioners for a worthwhile trip to Tallahassee. She said it was always a pleasure to be with them and to serve with them.

Commissioner Gustafson said that he agreed with everything that Commissioner O’Flannery Anderson said about the Quality Awards. He said that is not an easy task to judge. This was the second year for him and he is just blown away by the effort that goes in to it.

Commissioner Paul-Hus said his comments were personal. They involved a little boy who turned 4 on January 16. A friend of his found his 3-year-old son in the bottom of the pool three weeks ago and pulled him out of the pool lifeless. Commissioner Paul-Hus said that because of the paramedics, the people at Broward Health North Broward Medical Center taking care of him and transporting him to Broward Health Broward General Medical Center to the PICU, that lifeless little 3-year old boy, who turned 4 on January 16, is now fully recovered. He said you can just imagine the “thank you’s” expressed by his parents to Broward Health in general are very heartfelt.

Commissioner Di Pietro said he had a great time in Tallahassee. It was very enjoyable. He commented that the Early Steps program isn’t on the chopping block now but there is a potential. He said, if needed, he would certainly go back up to Tallahassee to make sure that we keep the Early Steps program. Commissioner Di Pietro said he would like to visit the Children’s Diagnostic and Treatment Center.

Commissioner McKee said he also would like to visit the Children’s Diagnostic and Treatment Center.

NEXT REGULAR BOARD MEETING

The next regularly scheduled Board of Commissioners' meeting will be held on February 29, 2012 at 10:00 a.m. in the Medical Office Complex, Conference Center 1st floor, Coral Springs Medical Center, 3100 Coral Hills Drive, Coral Springs, Florida.

Meeting adjourned at 5:10 p.m.

Respectfully submitted,
Commissioner Richard Paul-Hus
Secretary/Treasurer

BY: Maryanne Wing

A FULL RECORDING OF THIS MEETING IS AVAILABLE ON TAPE