

**NORTH BROWARD HOSPITAL DISTRICT
BOARD OF COMMISSIONERS'
REGULAR MEETING
Wednesday, December 18, 2013 – 10:30 a.m.
Broward Health Imperial Point – Private Dining Room**

MINUTES

The Regular meeting of the Board of Commissioners of the North Broward Hospital District was held on Wednesday, December 18, 2013, at 10:30 a.m. in the Private Dining Room 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 Di Pietro called the meeting to order at 10:31 a.m.

ROLL CALL

Commissioners:

Present: Commissioner David Di Pietro – Chair
 Commissioner Joel Gustafson – Vice Chair
 Commissioner Debbie Kohl- Treasurer/Secretary
 Commissioner David Nieland - Board Member

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

COMMENTS FROM AUDIENCE: There were none

APPROVAL OF MINUTES

1. Request approval of the Minutes of a Regular Meeting of the Board of Commissioners held November 20, 2013 Board of Commissioners meeting.

It was moved by Commissioner Kohl, seconded by Commissioner Gustafson:

THAT THE MINUTES OF THE REGULAR MEETING OF THE BOARD OF COMMISSIONERS HELD ON NOVEMBER 20, 2013 BE APPROVED AS PRESENTED.

Motion carried unanimously.

2. Request approval of the Minutes of the Broward Health ACO Board held on November 20, 2013.

It was moved by Commissioner Kohl, seconded by Commissioner Nieland:

THAT THE MINUTES OF THE BROWARD HEALTH ACO BOARD MEETING HELD ON NOVEMBER 20, 2013 BE APPROVED AS PRESENTED.

Motion carried unanimously.

MEDICAL COUNCIL AGENDA

3. **BROWARD HEALTH IMPERIAL POINT**

Dr. Groene informed the Commissioners that AHCA performed a Life Safety Inspection and BHIP was found to have no deficiencies. She also thanked the Board for making Broward Health a smoke-free organization.

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 Kohl, seconded by Commissioner Gustafson:

THAT THE BOARD OF COMMISSIONERS APPROVE THE RECOMMENDATIONS OF BROWARD HEALTH IMPERIAL POINT'S MEDICAL COUNCIL OF ITEMS 3 (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.

4. **BROWARD HEALTH MEDICAL CENTER**

Dr. Chokshi provided the following update:

- Dr. El Sanadi was elected as the Chairman of the Board of Medicine for the State of Florida.
- BHMC MOPED office is seeing an average of 150 patients a day enrolling in the healthcare exchange.
- BHMC had an unannounced bi-annual CAP and AABB surveys last Wednesday and passed with no deficiencies.
- The annual Medical Executive Council Dinner meeting was held last week at the Riverside and Dr. Chokshi thanked all the board members who attended.

Dr. Chokshi informed the Commissioners that there was a correction to the BHMC Medical Council Report to defer the application of Dr. Celso Agner.

It was moved by Commissioner Gustafson, seconded by Commissioner Kohl that the Board defer the application of Dr. Celso Agner as requested. Motion carried unanimously.

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

It was moved by Commissioner Kohl, seconded by Commissioner Gustafson:

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 NORTH

Dr. Narendra Maheshwari provided the following update:

- On December 3rd and 4th, The Joint Commission conducted two more surveys for renewal of their Disease-Specific Care Certifications – Stroke Program and Alzheimer's Program. The closing for both surveys went very well and each program received full re-certifications.
- Over 200 guests attended the annual Menorah Lighting Ceremony earlier this month and a Christmas Tree Lighting Ceremony was held in the lobby for their employees.
- To close out the year, BHN held their Leadership Development Institute Conference (LDI) for all managers last Friday. Administration and management leaders attended a day packed with guest speakers and fellow colleagues focusing on employee relations, clinical best practices, and enhancement of leadership skills.
- Our annual donation of children gifts will be made to Women in Distress this year. Employees have adopted 50 "Angel Tree" children to buy presents for.

In the absence of Dr. Darren Hoffberger, Chief of Staff of Broward Health North, Dr. Narendra Maheshwari, Vice Chief, reported that the Medical Council had reviewed and

recommended for approval by the Board of Commissioners all exhibited Medical Staff Additions, Changes and Resignations; Medical Staff Reappointments; Allied Health Changes and Reappointments; and Community Health Reappointments.

It was moved by Commissioner Gustafson, seconded by Commissioner Kohl:

THAT THE BOARD OF COMMISSIONERS APPROVE THE RECOMMENDATIONS OF BROWARD HEALTH NORTH'S MEDICAL COUNCIL OF ITEMS 5 (A-D):

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

Motion carried unanimously.

6. **BROWARD HEALTH CORAL SPRINGS**

Dr. Sachedina provided the following update:

- BHCS Women's Center recently went through the Mammography Quality Standards Act (FDA Inspection) and passed with "zero" violations.
- Two day AHCA Life Safety Inspection with a total of one finding....The finding was their alarm pull stations needed to be within 5ft. of exit/egress doors this was the first time that it has ever been noticed with building being 26 ½ years old. The correction was made and a special thank you to their facility manager, Scott Payne, and his entire staff.
- Lab completed the College of American Pathology (CAP) Inspection last week and happy to announce they finished with "zero" deficiencies, so a 100% score....Excellent job done by our Lab Manager, Jeff Richards,....Chief of Pathology, Dr. Esfahani, and the entire laboratory and cardio team involved. A special thank you to Leo Serrano, Director of Broward Health Laboratories, for his time and support with being on location during the survey.
- On 12/5/13, The South Florida Chapter of the American Society for Training & Development held its 9th Annual "Champions of Workplace Learning" Awards Dinner to recognize eleven (11) organizations that submitted Best Practices into the competition. BHCS entered their award winning 2013 BH Quality Expo Showcase presentation titled "Nurse Mentoring Program Improves Retention". BHCS won the Silver Award (2nd Place).

Commissioner Di Pietro stated that due to a conflict he would be recusing himself from voting on Dr. Hector DiCarlo. Mr. Goren stated that Commissioner Di Pietro would be filing the appropriate paperwork with the Board Clerk prior to the January 2014 Board meeting.

Dr. Azeem Sachedina, 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 Kohl, seconded by Commissioner Nieland:

**THAT THE BOARD OF COMMISSIONERS APPROVE THE
RECOMMENDATIONS OF BROWARD HEALTH CORAL SPRINGS
MEDICAL'S MEDICAL COUNCIL OF ITEMS 6 (A-D):**

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

Motion carried. Vote was 3 to 1 (Commissioner Di Pietro did not vote)

CEO REPORT:

Mr. Nask reported

- CDTC held its annual Thanksgiving Basket Brigade and served 1200 people.
- Bernard P. Alicke Center held a Thanksgiving dinner for the homeless and served over 400 people.
- The Annual Heritage School party for the BH Pediatric Cancer program was held. The students raise approximately \$50,000 this year through events including a run to provide Christmas gifts to the Children. Mr. Nask said it is an incredible fundraiser. No matter what a child has put on their Christmas list, the students always raise enough money to make sure that they are given everything that is on their list. Mr. Nask encouraged leadership attendance at next year's party which is set for December 5th, 2014 at BHMC.
- The HCA / Nova CON was denied.
- January 1st, 2014, is the date for BH's Smoke Free Campus kickoff.
- Mr. Nask said that they are beginning to get a roll out of the Advocacy program for this year with the legislators. Ms. Mather will put a package together and give a report at one of the committee meetings. The two big items are the elimination of the CON process and the trauma expansion program which will be coming up again.
- Medicaid ITN application was submitted and denied. Every region in the state filed a bid protest and AHCA began negotiating with each county and BH ended up getting an award to be one of the PSNs along with two other HMOs and Better Health in Miami. Jackson Memorial decided not to participate in the program so it is just BH and Memorial. Mr. Nask said that they expect to pick up about 20,000 covered lives and that would move Medicaid into a capitated program rather than a DRG program. Mr. Nask explained that BH will get a capitated rate and BH will need to manage that population within that capitated rate. If BH out performs that rate, then BH will keep those savings. It was also noted by Mr. Martin that it also places BH under considerable risk if BH does not manage that population.

Mr. Nask also informed the Commissioners that the gentleman who sent a letter to all of them asking for help with is hospital bill has been contacted. Mr. Nask said when everything is finalized and in writing, they will be advised of the outcome.

CFO REPORT

Mr. Martin presented the financial performance for the month of November 2013 and for the first five months of the fiscal year. Overall volume was down from budget for the month.

- **Admissions** were up 2% or 76 cases; uncompensated volume was up 14% and Compensated volume was down 1%.; Short stay cases down 11% or 175 cases (a lot ties back to the new Medicaid Midnight Rule. Mr. Martin explained that BHMC use to admit a lot of their 1 day stays so they are taking a financial hit from this rule whereas the other three facilities did not admit a lot of one day stays so they are getting the additional admissions); Births down 3%; Surgeries down 6% or 175 cases mainly on outpatient side at BHMC and BHCS; Outpatient visits down 3% or 650 cases; ED visits down 1% a little over 300 cases although compensated volume was up 2%. Year-to-date compared to prior year, volumes were up slightly over prior year; admissions were up 2% or 200 cases although the compensated cases are down 1% or 200 cases—the entire growth was on the uncompensated volume which is up 400 admissions from prior year; ED visits continue to grow with an increase of 3% or about 3100 cases –compensated volume has grown by 3,000 cases so all of that growth has been in the compensated arena.

Medical Center volume: BHMC volume is down from budget and prior year; BHN admissions up 7%--with compensated volume down 1% and uncompensated volume was up 49%; BHIP weak inpatient volume but strong outpatient volume; BHCS strong volume except in the outpatient surgical area, admissions were up 23% or more that 200 admissions; Surgeries were down by 17%--they continue to have volume shift in the outpatient surgical area so of it related to equipment needs and still some un-satisfaction over CPOE; ED Visits up 11% or over 500 visits for the month and of that compensated volume was up 12% or 400 cases. Mr. Martin said that BHCS continues to see their ED volume increase dramatically every month with a lot of it compensated and some of it coming from the new urgent care center located in the Magnolia Shopping Center.

Operating Statement: Net operating revenue for the month was \$80 million vs. a budget of \$82 million; negative variance from budget of \$1.9 million of that Bad Debt is up \$7 million over budget for the month due to the uncompensated volume; Salary and Benefits in line with budget; Supplies \$700,000 favorable variance; Other expenses \$300,000 unfavorable. Net loss from operations for the month was \$13.4 million vs. a budget of \$11.8 million—negative various for the month of \$1.5 million. Investment Income made \$14 million vs. a budget of \$1 million for a positive variance of \$13 million; Excess revenue over expense for the month was a positive of \$11 million vs. a budget break even positive variance for the month of \$11.3 million. Year to date Net Operating Revenue was \$401 million vs. a budget of \$414 million, so net revenue is down through the first (5) months by \$13 million. Salary and Benefits were favorable by \$4.4 million; Supplies \$2 million and Other Expense favorable by \$2 million. Net Loss from Operations for the first five (5) months is \$67 million vs. a budget of \$62 million or an unfavorable variance of \$4.6 million. Investment Income has a \$47 million positive vs. a budget of \$4.9 or a positive variance of \$42 million; Excess Revenue and expense for the first five months is at \$34 million vs. a budgeted loss of \$1.5 million or a positive variance of \$36 million and about \$17 million greater than the prior year.

Operating Results by Entity: BHMC for the month lost \$2.5 million vs. a budgeted loss of \$500,000 or a negative variance of \$2 million. YTD BHMC has lost \$10.5 million vs. a budgeted loss of \$5 million. BHMC is behind budget for the first five

months by \$5.6 million. Mr. Martin said that administration is working on an action plan to get BHMC back in line with budget and will be bringing that action plan to the Finance Committee in January. Mr. Nask said that they have met with BHMC and the plan had a little over \$5.5 million of improvements. One of the items that will address that is the board exhibit that is on the Discussion Agenda (Vent Unit) as well as having discussion with Med Assets (GPO vendor). Mr. Nask said that they plan on having a pretty aggressive plan to bring to the Finance Committee to remediate the budget variance. BHNorth for the month lost \$1 million favorable to budget; YTD BH North lost \$7.2 million; BHIP for the month lost \$700,000 or \$200,000 unfavorable to budget; YTD BHIP has lost \$3.5 million which is \$100,000 favorable to budget. BHCS lost \$900,000 for the month, \$100,000 unfavorable to budget; YTD BHCS has lost \$4.1 million which is \$100,000 unfavorable to budget. Home Health and Hospice lost \$1.4 million for the month-\$100,000 unfavorable to budget' YTD Home Health and Hospice has lost \$7.1 million which is \$400,000 unfavorable to budget. Mr. Martin said that all of the other facilities with the exception of BHMC are right near where they need to be for budget through the first five months of the year.

Commissioner Gustafson asked how BH numbers match with its competitors. Mr. Martin said that as it related to volume, BH is up 1% on Inpatient admissions and South District was up 2% and all other hospitals combined were down 2%. Mr. Martin said that BH is slightly behind South District but ahead of the other hospitals in the northern region.

Key Financial Indicators: Days Cash on Hand at 210 days; down 8 days from year end but up 21 days from prior year; collected additional \$74 million in cash collections for the month of December-- BH has added another 25 days of cash; AR Days 59.9 days down from last month but up 3 days from year end. Slow cash collection month in November; cash to debt is 238% positive; debt to capitalization very low at 23%; and excess margin is a solid 6.8% for the first five months. BH stated out the year with \$626.8 million of cash and investments; through operations and investments BH added an additional \$26.9 million. After factoring in taxes collected year to date, ending balance of cash and investments is \$607.7 million for a deficit of \$19.1 million year to date.

Community Benefit: Total cost \$136.5 million vs. a budget of \$136.4 million or \$100,000 unfavorable to budget. Total Government funding is \$88.6 million vs. a budget of \$88.2 million--\$400,000 favorable variance for the first five months; overall Community Benefit costs in excess of funding sources stands at \$47.9 million vs. a budget of \$48.2 million or \$300,000 favorable to budget.

Mr. Martin informed the Commissioners that through Monday, December 16th, volume is up significantly compared to where it has been.

GENERAL COUNSEL REPORT

Mr. Goren reported on the following:

- Commissioners Di Pietro and Nieland have filed the appropriate paperwork related to the conflicts noted at the October board meeting.
- **Hospice:** Mr. Goren stated that as a matter of State Statute the NBHD Board of Commissioners sits as the Board of BH's Hospice organization. Under State Statute, legal applied for and filed its renewal application back in the fall for a Hospice license for the

coming year. The statute clearly defined a governing body consisting of a minimum of 7 persons who are representative of the general population of the community served. Since the NBHD Board currently only sits 4 members, when the state reviewed the application they suggested that there was an error in the filing; however, it was just a lack of membership. Mr. Goren explained that as of December 17, they conferred with AHCA's general counsel and has come up with a solution. As an interim measure to be able to support the application before the year end to make sure that the application is complete, legal has come up with an approach with AHCA's counsel which will allow administration to make three temporary appointments so that the application can be processed. General Counsel will work with administration to get 3 temporary members on the Hospice Board and as the Governor makes appointments they would be deleted from the Hospice Roster.

- **CDTC:** The CDTC bylaws allow for the appointment of a member from the NBHD Board of Commissioners to serve on their Board. Former Commissioner Fernandez was the board appointee to that Board and now there is a need to appoint another member. Commissioner Nieland has offered to serve but it would be at the Chair's discretion. Chair Di Pietro asked if anyone on the Board would like to serve. Commissioner Nieland stated that he would be happy to serve. Chair Di Pietro nominated Commissioner Nieland to serve on the CDTC Board. **It was moved by Commissioner Gustafson, seconded by Commissioner Kohl that the NBHD Board of Commissioners ratify the appointment of Commissioner Nieland to serve on the CDTC Board of Directors. Motion carried unanimously.**
- **Shade Sessions:** Mr. Goren reminded the Board that following today's public meeting, three (3) Shade Sessions will be held to discuss the following cases that are due for trial: 1) Eddy Nelson vs. BHMC, US District Court; Case no. 12 cv 61867RS; 2) Sofia Vega vs. NBHD Circuit Court of the 17th Judicial Circuit, Case no. 11-16417 (25) and 3) Ann Maria Mantel vs. NBHD; Circuit Court of the 17th Judicial Circuit: Case No. 09-034649. Mr. Goren discussed the process in detail. Outside General Counsel for all three cases is Caren Rothchild.
- **Waive Assessment--Coral Springs Fire Rescue Case:** Mr. Goren stated that there is a hearing on the Coral Springs case in January in the Circuit Court of Broward. BH's General Counsel has opined that under BH's Special Act and State Law, the District cannot pay a special assessment unless the District agrees to do so for a specific purpose. Regrettably due to timing, the District has paid the City of Fort Lauderdale's special assessment bill under protest. Hopefully, when the Judge rules in January, there will be some meaningful decisions made that will legally impact the City of Fort Lauderdale "Wave" Special Assessment. In the interim, Administration is working with the City of Fort Lauderdale trying to have a meeting to allocate those funds that have been paid under protest. BH's General Counsel has taken the position that payment was legally appropriate but paid under protest.

COMMITTEE REPORTS:

Audit Committee – December 3, 2013 – Commissioner David Di Pietro

Chair Di Pietro stated that the Audit Committee minutes were previously sent out for review. He then asked for a motion to approve the minutes as presented:

It was moved by Commissioner Gustafson, seconded by Commissioner Kohl that the minutes be approved as submitted. Motion carried unanimously.

Quality Assessment and Oversight Committee –December 5, 2013 – Commissioner Joel Gustafson

Mr. Goren stated that the Quality Assessment and Oversight Committee held on December 5, 2013 lacked a quorum; therefore, it evolved into a workshop. The meeting occurred and for the purpose of the record, Mr. Goren asked that the Board approve/ratify those minutes of the workshop so that the actions taken at the workshop can be ratified by the full board as a full quorum. Chair Di Pietro said that for the record he did meet with the Compliance officer and Internal Auditor as did everyone else.

Mr. Nask stated that outside of the audit and compliance report on the Audit Committee agenda, was a report from BH's external auditors on the Management Letter. For the record, Mr. Nask said that he would like for the Board minutes to reflect that there were no findings, no internal weaknesses noted in their report which is significant.

It was moved by Commissioner Kohl, seconded by Commissioner Gustafson that Board of Commissioners ratify the actions taken at the Quality Assessment and Oversight workshop held on December 5, 2013.

AGENDA CHANGES—there were none

DISCUSSION AGENDA

7. Acceptance of the Interim Financial Statement for the month of November 2013.

It was moved by Commissioner Gustafson, seconded by Commissioner Kohl:

THAT THE BOARD OF COMMISSIONERS ACCEPT THE INTERIM FINANCIAL STATEMENT FOR THE MONTH OF NOVEMBER 2013.

Motion carried unanimously.

8. Approval for payment to Arent Fox for Invoices RE: OIG Matter for October services.

Mr. Goren stated that these invoices reflect what is heading toward a lesser sum on a monthly basis. Any suggested changes made by Commissioner Nieland and others have been reflected on their invoices and as far as Mr. Goren knows, Arent Fox have accepted the lesser payments as corrected. Chair Di Pietro asked that Mr. Goren confirm to see if Arent Fox has any other active anti-kickback cases. Arent Fox has been researching the Halifax and Toomey cases and BH is paying for it. If BH is the only client then that is fine; however, if they have other cases the question is why BH is paying for it all.

Mr. Goren said that he would raise that issue with counsel and report back to the Board.

It was moved by Commissioner Gustafson, seconded by Commissioner Kohl:

THAT THE BOARD OF COMMISSIONERS APPROVE PAYMENT TO ARENT FOX FOR INVOICES RELATED TO THE OIG MATTER FOR OCTOBER SERVICES.

Motion carried unanimously.

9. Approval of Resolution No. 12-18-13-01 (1) declaring as surplus the vacant land generally described as the North 100 feet of the South 621.17 feet of Government Lot 5 Section 22, Township 45 South, Range 43 East, lying West of the Spanish river at Ocean Ridge Florida 33435; more specifically identified by Palm Beach County Property Appraiser as Parcel ID No. 46-43-45-22-00-005-0040; and (2) solicit bids for the sale of this property, subject to Board of Commissioners' approval.

Mr. Echelard informed the Commissioners that he was asking for the Board to declare the above mentioned parcel of land surplus. He stated that this land is situated on a barrier island and is approximately 15 miles away from the district boundary of the Palm Beach county line. The majority of the area is submerged underwater and is vulnerable to Florida's inclement weather. The parcel of land is also zoned for single family residential use. It is not practical for the Broward Health to continue to retain ownership of this property and the recommendation is to sell. It is probable that a real estate developer might be willing to purchase this property as an investment. Mr. Echelard said BH would sell the property "as is" to the highest bidder. The District will prepare Public Notice to advertise, in local newspapers, the sale of the property and to solicit bids. Any sale would be approved by the Board.

Following Mr. Echelard's presentation and comments from Commissioners,

It was moved by Commissioner Gustafson, seconded by Commissioner Kohl:

THAT THE BOARD OF COMMISSIONERS APPROVE RESOLUTION NO. 12-18-13-01 (1) DECLARING AS SURPLUS THE VACANT LAND GENERALLY DESCRIBED AS THE NORTH 100 FEET OF THE SOUTH 621.17 FEET OF GOVERNMENT LOT 5 SECTION 22, TOWNSHIP 45 SOUTH, RANGE 43 EAST, LYING WEST OF THE SPANISH RIVER AT OCEAN RIDGE FLORIDA 33435; MORE SPECIFICALLY IDENTIFIED BY PALM BEACH COUNTY PROPERTY APPRAISER AS PARCEL ID NO. 46-43-45-22-00-005-0040; AND (2) SOLICIT BIDS FOR THE SALE OF THIS PROPERTY, SUBJECT TO BOARD OF COMMISSIONERS' APPROVAL

Motion carried unanimously.

10. Approval to authorize the President/CEO to amend and execute a contract between the North Broward Hospital District, to include Broward Health Medical Center, and Special Care Providers of Broward Inc., in the amount of \$1,005 per patient day, as subject to General Counsel's review and approval as to legal form and conditioned on no material changes in the approved business terms.

Mr. Glidewell stated that this request is for the development of a special care unit. BHMC is putting together a financial mitigation plan as to what BHMC can do to address the variance from budget for this year which is attributable to many things but mostly volume related in ER and Surgery volume. Mr. Glidewell said this is a revenue opportunity that can help address the budget variance. Mr. Glidewell explained the differences between long term acute care and short term acute care hospitals. Mr. Glidewell stated that the state

recognizes these types of hospitals. However, some of the short term acute hospitals that are a little more forward and progressive in their thinking have questioned why they would transfer a patient to a long term acute care hospital if they have the ability to create a special care unit to take care of ventilator dependent patients like BH North has done.

Mr. Glidewell informed the Commissioners that BH North entered into an arrangement with Special Care Providers to set up a special care unit at BH North. It is a 20 bed unit that is managed by Special Care Providers. Special Care Providers also has units at Plantation and Jackson North facility. Special Care Providers has a long track record in taking care of these types of patients. Also, in their special care units which are located in short term acute care hospitals they typically have a better rate of weaning patients from ventilators. Since it has been successful at BH North, BHMC decided to take a look at this.

Mr. Glidewell informed the Commissioners that BHMC has 9-beds on the second floor tower in the ICU where this unit could be located. He explained that the way the contract works today at BH North, BH contracts with Special Care Providers to provide all of the personnel and equipment and manage that unit.

BHMC is asking for an amendment to that contract to set up this 9 bed unit at BHMC. BHMC would be paying the same rate that is being paid today at BH North. Mr. Glidewell said that there is no capital needed and the personnel would be provided by Special Care Providers. Today, BHMC transfers about 160 patients out of BHMC for ventilator care and about 90% go to Kindred facilities. In BHMC's pro forma they believe that they can capture about 60% of those patients and keep them at their facility.

Mr. Glidewell then reviewed the financial impact to BHMC in detail. He also mentioned that Dr. Richmond and Dr. Kumar are in favor of this project.

Commissioner Gustafson asked why does BHMC have to contract for this service when BHMC has people employed at the hospital currently that could perform this service. Mr. Glidewell explained that Special Care Providers has the staff and the expertise to care for these patients and BHMC would have to train staff because they do not currently have the expertise to care for these patients.

Ms. Pauline Grant, CEO at BH North informed the Commissioners that BH North entered into an agreement with Special Care Providers about nine years ago. She explained that Special Care Providers does the marketing and the leg work to get the patient up to the unit which is very critical. BH North gets most of its patients from hospitals in the northern part of Broward County as well as patients in BH North. Ms. Grant explained that patients in the southern part of the County do not want to go as far as BH North so there is an opportunity for BHMC to reach those patients. BH North pays Special Care Unit to take care of those patients, but they are BH North's patients and BH North bills for those patients. Ms. Grant said that this has been a very good program and has been very a very profitable cash flow for them.

Mr. Nask said that in the interest of time, if BH wanted to transition in time they can; however, this gives BHMC the opportunity to put something in place that is fixed. To undertake the management of this type of unit, BH would need to go through the search of finding staff that would have this expertise. Mr. Nask said since BHMC is in need of finding some savings by engaging Special Care Providers this is the most expeditious way.

Chair Di Pietro asked who owned Special Care Providers and if the beds are empty, would BHMC have to pay. Mr. Glidewell confirmed that if the beds are empty, BHMC does not pay. Chair Di Pietro also asked if the daily average collections would be higher than \$1005. Mr. Glidewell said yes.

Mr. Glidewell introduced Mr. Richard Coren. Mr. Coren co-founded Special Care Provider 24 years ago. Mr. Coren said that they have two minority shareholders and are a Broward County company. They were awarded a contract at Jackson North two years ago and have been associated with some Miami facilities in the early days.

Commissioner Nieland asked who the two minority shareholders were. Mr. Coren said that they were Mr. Lawrence Levy, who was the initial investor and Joseph Eggleston Jr., who was the original shareholder at BH North and no one is employed at Broward Health. Chair Di Pietro asked if Mr. Eggleston was the former county Commissioner. Mr. Coren replied that he was not—it was his father who was the Commissioner.

Commissioner Nieland said that he would like for the term of the contract to be for a 3 year term rather than for 5 years.

Chair Di Pietro asked what the out clause was in the contract. Ms. Grant was it was 120 days.

Mr. Glidewell stated that he was asking for an amended contract.

Chair Di Pietro said he would like this item placed on the Legal Review Committee agenda in January so that they can review the terms of the contract.

Mr. Goren said that a motion was needed to authorize and direct BHMC to negotiate a modification to the existing contract with Special Care Providers as discussed and to bring it back to Legal Affairs in January and for final approval to the January Board meeting. The motion was made by Commissioner Nieland and seconded by Commissioner Kohl:

Motion carried unanimously.

COMMENTS BY COMMISSIONERS

Commissioner Nieland informed the Commissioners that he and Chris Wing met with the Weston officials regarding the signage and they were not willing to accept the variance for the signage on Weston Road. He said that they also discussed the signage on North Commerce and it was the same issue.

Commissioner Kohl wished everyone a Happy Holiday and was looking forward to 2014.

Commissioner Gustafson also wished everyone a Happy Holiday.

Chair Di Pietro asked if there were any hospital based contracts that still needed to be approved. Mr. Nask said not until next year. He also thanked Commissioner Nieland for helping CDTC

with the Turkey give-a-way; congratulated Dr. El Sanadi in becoming the Chairman of the Board of Medicine for the State of Florida. Chair Di Pietro wished everyone a Merry Christmas, Hanukkah and Happy New Year.

At this time, Chair Di Pietro acknowledged Rep. Gwendolyn Clarke Reed who wished to address the Board. Rep. Clarke Reed said that she attended the Legislative breakfast meeting at BHMC today and they are aware of BH's legislative agenda. She said that they will look at that agenda and they understand that there are some priorities. Rep. Clarke Reed stated that BH's priorities will become their priorities as they move into the next session. She wished everyone a Happy Holiday.

At 11:55 a.m. the Public Meeting of the Board of Commissioners recessed to enter in to three (3) Shade Sessions.

At 12:15 p.m. the Shade Sessions closed and the Public Meeting reconvened at 12:16 p.m.

A motion to adjourn the Public meeting was made by Commissioner Kohl and seconded by Commissioner Nieland. Motion carried unanimously.

NEXT REGULAR BOARD MEETING

The next regularly scheduled Board of Commissioners' meeting will be held on Wednesday, January 29, 2014 at 4:00 p.m. in the auditoriums at Broward General Medical Center, 1600 South Andrews Avenue, Fort Lauderdale, Florida

Meeting adjourned at 12:17 p.m.

Respectfully submitted,
Debbie L. Kohl, Secretary/Treasurer

BY: Maryanne Wing

A FULL RECORDING OF THIS MEETING IS AVAILABLE ON TAPE