The Regular meeting of the Board of Commissioners of the North Broward Hospital District was held immediately following the ACO Board meeting on Wednesday, November 19, 2014, in the auditoriums at Broward Health 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 Di Pietro called the meeting to order at 4:04 p.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
  Commissioner Rocky Rodriguez - Board Member
  Commissioner Darryl Wright – Board Member

The invocation was given Chaplain Nathaniel Knowles of the Broward Sheriff’s followed by the Pledge of Allegiance led by Calvin Glidewell, CEO, Broward Health Medical Center.

RECOGNITION OF HOSPICE & PALLIATIVE CARE MONTH AND PRESENTATION OF PROCLAMATION BY GOVERNOR SCOTT

Mr. Kermit Springstead, director of the Hospice program, introduced Dr. Pamela Sutton, Medical Director of the Palliative Care program and Dr. Neal Meransky, the Hospice Medical Director of Gold Coast Hospice. Mr. Springstead read the Proclamation by Governor Scott designating the month of November as National Hospice and Palliative Care month honoring Hospice Care Givers.

Mr. Springstead said that BH has been providing hospice services to the Broward community since 1981. They incorporate the BH’s five star values in all of their provision of care and they are unique in the fact that their intake department is staffed seven (7) days a week so that there is always a live person on the other end of the telephone and never an answering machine. BH
Hospice services all people regardless of their ability to pay for the care. The national average for unfunded care is 4%; BH has an average of 12% charity care that is totally funded by donations to its hospice program. Mr. Springstead advised the Board that they are very fortunate to have an 8-bed all private room inpatient units at BHMC. Mr. Springstead invited all of the board members to tour the unit so that they can really see and understand the work that they are doing in caring for these patients and their families. Mr. Springstead also stated that they are accredited by CHAP, which stands for the Community Health Accreditation Program. Mr. Springstead thanked the Board for their continued support that they give to Hospice of Gold Coast.

**COMMENTS FROM THE AUDIENCE:**

In response to the number of people who have come to this Board meeting to speak on Dr. Chizner’s behalf, Chair Di Pietro introduced all of the Board members and informed everyone that this is their monthly meeting where they conduct their business in the Sunshine (FS 286). He then turned to Mr. Sam Goren, General Counsel who addressed the public comment process.

Mr. Goren informed everyone that this is a typical part of the agenda every month entitled, “Audience Comments” and it is governed by state law. State law allows members of the public to be heard on any matter on the agenda or not on the agenda. Given the nature of the number of people in attendance today, Mr. Goren assumed that they would be speaking on an item that is not on the agenda regarding Dr. Chizner. He advised those in the audience that state law allows for speakers to have at least 3 minutes to address the Board—3 minutes has been the history of BH. Since this item is not on the agenda, it cannot be voted on by any Commissioner.

Mr. Goren then provided a summary of what occurred on May 2011 when the federal government served a subpoena on BH. It was issued by the Office of the Inspector General and the Department of Justice and made reference 27 physicians employed by BH over the past 10 years, of which, Dr. Chizner was one. Once the subpoena was served, General Counsel engaged Arent Fox a law firm out of Washington DC (Linda Baumann and Jacque Smith) to assist BH on how to handle this matter. This is a public record and was published days after it was received.

At the present time, the District is represented by Special Counsel in Washington D.C. (Linda Baumann and Jacque Smith) who has been given BH advice since the subpoena was issued with regard to the physicians on the list and a review by the federal government in connection with compensation, fair market value items and things of that type relating to physician employment with a public hospital system.

On June the 4th, September 5, and October 22, the Board conducted three shade meetings with Linda Baumann, Jacque Smith, Frank Nask and Mr. Goren to be given specific legal advice on a confidential basis with regard to a false claims act case referenced in the OIG discussion. Mr. Goren commented that Administration and the Board of Commissioners have made a very serious effort to work with physician’s compensation over the past several years to bring compensation within fair market standards as well as to be commercially reasonable for compensation over that period of time.

Mr. Goren then provided some historical background as to what occurred at the June 2014 Board of Commissioners meeting when Laura Hunter, VP of Physician Services recommended with advise from legal counsel that 1) the board approve a matrix of compensation for physicians expressly to regulate within the parameters of the law what the compensation could be and
should be for those physicians; 2) the Board also approved a template agreement with the matrix of compensation terms to be offered up to those physicians. Following that meeting, staff met with the physicians and their attorneys. To date, of the 14 to 15 physicians on the master list back in June, all of the physicians with whom BH has had a relationship over the past several years have signed agreements consistent with and in accordance with the Board’s public approval back in June. The only two agreements still not finalized are with Dr. McCormack who was given a termination notice and Dr. Chizner.

Mr. Goren stated that for the record on November 4th, there was a termination letter issued by Frank Nask as the CEO, with the assistance of Linda Baumann and Jacque Smith and Bruce Johnson to Dr. Chizner. Mr. Goren read the entire letter (copy on file in the official minute book) so that the public could hear what was contained in that letter. This letter is a matter of public record and was issued by administration in accordance with the findings that were made by the Board in June regarding the matrix of compensation as well as the template agreement that was also approved.

Chair Di Pietro asked that Mr. Goren to explain the role of the Board with regard to the contract negotiation process. Mr. Goren explained the Board’s role with regard to this matter in great detail. He referred to the Special Act as well as the revised Fair Market Value policy.

Mr. Goren stated that upon Dr. Chizner receiving the termination letter, his legal counsel in a letter dated November 5, advised BH that the District was in violation of its contract with Dr. Chizner.

Mr. Goren reminded the Board that having had some shade sessions on the subject they are aware that there are some limitations as to what they can. With regard to the public, they have the right to be heard but they do not have the right to be disruptive at this meeting. They have 3 minutes to speak and there are no rollover of minutes unless the Chair decides otherwise.

Chair Di Pietro stated that he will ask Senator George LeMieux to speak first with no time limit since he is Dr. Chizner’s attorney and after that since there are a lot of people in attendance today who wish to be heard, and he wants everyone to be heard, he will stay with a 3 minute time limit since the Board has 13 items on its agenda today.

Senator George LeMieux, who represents Dr. Chizner, thanked the Board for allowing him to speak on behalf his client and friend. In response to some of the things said by Mr. Goren, Senator LeMieux stated that it is true that on November 4 the District issued a letter of notice of termination purportedly terminating Dr. Chizner under the provision that was stated in the letter that was read by Mr. Goren. Senator LeMieux said that they sent a response which was referenced by Mr. Goren on November 5th stating that they did not agree with the provision that Mr. Goren was invoking. They believe that the situation that BH is in now is that not only will BH be paying Dr. Chizner for a year to not work for the people of Broward County but BH will be paying him for two years because he has a valid and enforceable agreement.

Senator LeMieux stated that Dr. Chizner’s agreement has been in place for several years and is supported by several fair market opinions that the District has had including one from Arent Fox. He said that Dr. Chizner is a well-acclaimed member of the community and has saved thousands of lives and spoke to his many achievements locally as well as nationally. Dr. Chizner has given his devotion to this District for over 30 years and takes very seriously his responsibilities to BH and its patients.
Senator LeMieux stated that the process to terminate Dr. Chizner began with an anonymous letter defaming Dr. Chizner—a letter that no one would put their name to. During that same time period in March, this District and folks who work for the District started a process of trying to terminate Dr. Chizner. He then referred to Ms. Hunter’s presentation to the Board recommending that they cap physician compensation because of the investigation that BH is under by Washington D.C.

Senator LeMieux said that he wanted to dispel some rumors and false information that the Board may have heard that will help clear up how they go here and how it can be resolved.

1) The first thing is Dr. Chizner will not negotiate any deal—not true. Mr. Goren and Senator LeMieux have been negotiating over the past several months and from the very beginning this has never been about finances. Dr. Chizner had agreed to the new cap and RVU from the beginning and this is more than a 30% cut in compensation that he did not have to accept—he has an agreement that is enforceable for 25 more months which they believe if they take this to court they could get those damages for him; however, this is not what Dr. Chizner wants. Dr. Chizner wants to work here at BH and serve the people of Broward County as the head of the Heart Center of Excellence. After the June meeting, Dr. Chizner was stripped of his title as the head of the Heart Center of Excellence—nothing to do with finances or with OIG or Justice.

2) It’s been said that it was all about the money—it has never been about the money—it is about his ability to serve this community as the Health Center of Excellence.

3) The parties are too far apart and that is why the agreement had to be terminated. Not true. One of the documents that Mr. Goren failed to reference was Senator LeMieux’s letter dated October 16 stating that they had come down to the last few points to be negotiated between Dr. Chizner and the District. Mr. Glidewell and Dr. Chizner met at the direction of counsel for the District to try and hammer out the final points and those points were agreed to by Mr. Glidewell and Dr. Chizner.

Senator LeMieux said that there are about four (4) points that are still remaining and they are all within the cap. He believes if the Board directs staff to go back and finish the negotiations this can be done in a day. He said that he was not asking the Board to do anything that would be in violation of what that they had decided prior to this meeting—all he was asking was that the Board instruct management to go back to the table and get this done before the end of the year.

Speaking not in behalf of Dr. Chizner: John de Groot and Vincente Thrower.

Tye Barber a medical resident student said that he was speaking on behalf of the other residents of BHMC. He was responding to an article which stated that BHMC was not a teaching hospital and referred to an article in the Sun Sentinel by Donna Gehrke-White. He wanted everyone to know that BHMC is in fact a statutory teaching hospital and was so designated by the Agency for Healthcare Administration.

Speaking on behalf of Dr. Chizner: Dr. Droller, Dr. Herskowitz, Sharon Freda, Dick Clark, Pastor Thompson, Pam Africk, John Bauer, Rabbi Littman, Margie Hemholt, Kathy Garrickeys, Ted Drum, Kathleen Windridge, Buddy Olan, Kingsley Guy, Norm Grad, Mark Grant, Elaine Baker, Irvin Baker, Martin Doring, Bob Leider, Kaitlyn Benjamin, Ed Benton, Dave Dittman, Barbara Grevior, Rosemary Barnett, Terry Stiles, Alan Levy, Joe Carpenter, James Benjamin, Andy Rosen, Bob Moss, Robert Bear, Emmett McTigue, Doug Coolman, Dr. Joel Gellman,
Chair Di Pietro asked Senator LeMieux to come and close as counsel for Dr. Chizner.

Senator LeMieux thanked them for allowing the community to speak on behalf of Dr. Chizner. He said that they have heard from members of the community on how important Dr. Chizner is to this community not just to their personal health but to the community. He again reiterated that this is not about money--it is about negotiating in good faith. Senator LeMieux said he believes that this can get done quickly and without going to court.

Mr. Frank Nask, President/CEO said that after substantial negotiations (almost 22 versions of a contract on September 26) a signed contract by Mr. Nask was sent Dr. Chizner a signed and it was rejected. He then offered an amendment to Dr. Chizner and that was rejected and as recently as last Friday, that same contract that was signed by Mr. Nask was also rejected. Mr. Nask said that he believes that they have made good faith efforts and it is every bit about the money because that is the issue at hand from the subpoena and the discussions that are being held. Mr. Nask does not believe that they are close to finalizing this contract. He said that the contract was withdrawn and rejected by Dr. Chizner. Mr. Nask said that after 22 versions with improvements that benefitted Dr. Chizner--it was still rejected. Again, Mr. Nask reinitiated that it is all about the money.

Chair Di Pietro stated that when he got appointed by Governor Scott in 2011 this subpoena from OIG was already present and as a lawyer he has absorbed it and has worked closely on this issue. Unfortunately, Chair Di Pietro said he could not comment on it but it is a serious matter. He said that he would like to make a recommendation; however, as a Board they cannot get involved in negotiations. They are lay board members and their job is oversight and compliance. Chair Di Pietro stated that this Board has made multiple positive changes to BH’s compliance program.

Chair Di Pietro recommended that management meet with Senator LeMieux and Dr. Chizner within 7 days to try and resolve this issue. He also recommended that Ed Pozzuoli, President/CEO of Tripp Scott meet with them as well and serve as the mediator. He understands that a waiver may be necessary since Tripp Scott also represents the District in other matters. Chair Di Pietro said that they are faced with tough decisions. He said that the Board cannot deviate from where they are; however, they do not want to jeopardize the healthcare that BH provides to the community. Chair Di Pietro said he would like to entertain a motion to direct management, Dr. Chizner, Senator LeMieux and Ed Pozzuoli to meet within 7 days and come back with a legally compliant contract if possible. If they cannot, then administration will bring it back to the Board and it will be dealt with accordingly.

Commissioner Wright asked if the Board was now bringing in additional counsel. Chair Di Pietro said that he is asking that Ed Pozzuoli serve as a mediator between the parties and see if they can settle the dispute. Chair Di Pietro asked Senator LeMieux if that was acceptable to him. The Senator replied that it was.

Chair Di Pietro also stated that by no means was he suggesting that compensation be increased—that is not what he was saying—he was saying that he wants them to sit down and try to work out is a deal that is compliant with the District’s policies and procedures as stated at the June 2014 meeting. If they cannot come up with a compliant contract then they will have to enforce the termination. Chair Di Pietro said that Mr. Pozzuoli will only serve as a mediator.
Commissioner Gustafson commented about this personal relationship with Dr. Chizner over the many years that he has known him. He stated that he has read the information in reference to the federal government’s interest in how BH runs this organization and as a Board it cannot be ignored. However, Commissioner Gustafson stated that he supports the recommendation by the Chair.

Chair Di Pietro asked if there were any further comments. He asked Mr. Goren the Board supports my recommendation can he entertain a motion to that affect. Chair Di Pietro asked if they need two motions: 1) accepting his recommendation and 2) accepting the conflict waiver for Ed Pozzuoli to serve as mediator.

Mr. Goren stated for the record that the Tripp Scott firm is currently engaged by BH on a monthly basis; they are on retainer and perform services not just for the general counsel office but for other matters affecting the district. From a standpoint of Mr. Pozzuoli’s engagement and since this has been disclosed on the record, whatever this Board takes action to do by motion, he would certainly not object to Mr. Pozzuoli acting a mediator. However, bear in mind the ethical issue of disclosure.

Chair Di Pietro said he recognizes that as well.

Chair Di Pietro said that he would like to entertain a motion if the Board supports his recommendation.

Mr. Nask commented that he was under the impression that the Board could not take any action on this matter.

Commissioner Nieland asked where they stand on the No Interference policy regarding this issue.

Mr. Goren said that he opened his comments today by saying that there was no proposition item on today’s agenda relating to this item. So there was no agenda item referencing Dr. Chizner; and the Board is under public discussion. However, Mr. Goren stated that if the Commission wishes to adopt a motion as a point of guidance to administration and to counsel to take some level of action, they are certainly able to make such a motion but there is a point about interference. Mr. Goren reminded the Board that they are policy makers and they have done all of the things they needed to do in their good faith effort to respond to the federal government’s current inquiry which is still pending. It is a very serious matter; it’s as serious as they come in the context of implication on their fiduciary obligation and not just theirs but everyone. Mr. Goren said he could not determine on the record today if it was interference. He said that they can direct administration to perform the function of negotiating which they did in June when they adopted a template and a matrix; however, they have a coordinated effort with administration which does have concerns about interference and intervention at this particular time. Mr. Goren said that was the best answer he could give them today.

Chair Di Pietro said that if his motion could be considered interference; he would withdraw it.

Commissioner Wright commented that as he understands it as long as it is in the spirit of the law and the train of thought that they had in June then he did not believe it was interference.
Mr. Goren said that is one aspect. However, Mr. Goren stated for the record, there is not intent to determinate a contract but a termination is out the door and it was sent and signed by administration on November 4th. So bearing in mind that the Board is dealing with reviving the contract and the only contract that they have to deal with is the current contract with Dr. Chizner which expires on December 31, 2016. The contract offer that was provided which had multiple provisions was removed from the table, it is no longer there.

Mr. Nask said that he would like to make this easy and take this issue off the Board. Mr. Nask or Mr. Goren will engage Ed Pozzuoli to serve as a mediator without going through the motion issue. They can meet in the next 3, 5 or 7 days to try and get this resolved.

Chair Di Pietro said that was fine.

Commissioner Rodriguez said that is fair.

Mr. Goren confirmed for the record going forward: Mr. Nask has offered an option whereby he would take the consensus of the Board, although not a motion, to encourage the engagement of Mr. Ed Pozzuoli to have a conversation with Mr. Nask, Mr. Goren, Maria Currier, who has been the Board’s lead counsel and who has drafted every physician contract that has been approved. Mr. Goren suggested that she be included in any consensus building that is being offered back to Mr. Nask.

Mr. Nask said just to be clear, IHS is BH’s fair market value company and BH will be relying on them for a fair market value assessment and BH will not be shopping around for a company and if they meet BH’s terms, then administration will sign the contract. Mr. Nask said that the Board would not need to get involved with this anymore at this point.

Commissioner Kohl said they have agreed on the money.

Mr. Nask said yes as long as the economic value of the contract doesn’t change and it is compliant then administration will be in a position to execute a contract.

Commissioner Kohl asked Mr. Nask if he was saying that the economic value of the contract could change. Mr. Nask said no. The Board approved a template and matrix. Many of the changes that were made in the contract or at least some of them, was addressing the title issue and some other things that got tightened up in terms of the residency fellowship program and clarifying the hours, so those things can get cleaned up on our own as long as the fair market value of the contract stays the same.

Chair Di Pietro asked when they usually do the fair market value. Mr. Nask said it is the last thing that is done. Whenever it is signed off on, it is sent in, so whatever the fair market value company opines on is in the contract and they paraphrase things that are in the contract as to what they agreed to.

Chair Di Pietro said that they need directives as to minimum or maximum RVU base pay. Mr. Nask correct. Chair Di Pietro so there will be no deviation. Mr. Nask replied no.

Mr. Goren commented that the contract that was signed by the CEO was compatible and consistent with the template and matrix of compensation as approved by IHS. The September 26th document was negotiated in good faith and was offered as a product of this organization and
was tested by the IHS folks. For the purpose of the record, IHS is the outside consulting firm that considered issues of fair market value and commercial reasonableness. That contract met that test and any deviation would have to be retested.

Mr. Nask said that there was a point and time when the last outstanding issue was the inclusion of an additional year with a 90 day out notice. Mr. Nask said they thought that they were through with negotiations after putting in the 90 day out clause. Mr. Nask said he even called the Commissioners advising them that they have finalized the contract. However, when he came back in to the office on Monday, he found out that they were not done. Mr. Nask feels that they have made more than best efforts to get this done including delivering a signed copy.

Chair Di Pietro complimented Mr. Nask’s efforts. He said that as a litigator he has clients and cases that go astray for whatever reasons and people forget what they are fighting over. In no way did he want to diminish Administration’s efforts in negotiating this contract. Mr. Nask said he understands and will be happy to follow the direction of the Board or at least the sentiment of the Board.

**APPROVAL OF MINUTES**

1. Request approval of the Minutes of the Regular Meeting of the Board of Commissioners held October 29, 2014.

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

   **THAT THE MINUTES OF THE REGULAR MEETING OF THE BOARD OF COMMISSIONERS HELD ON OCTOBER 29, 2014 BE APPROVED AS PRESENTED.**

Motion carried unanimously.

**MEDICAL COUNCIL AGENDA**

2. **BROWARD HEALTH MEDICAL CENTER**

Dr. Yogel provided the following update:

- BHMC has been recognized by the Truven Health Analytics, which is another hospital consulting grading firm, as one of the top cardiovascular hospitals in the country.
- BHMC received its formal designation from the State of Florida’s Agency on Healthcare Administration as a statutory teaching hospital. BHMC will have over 7 residency and fellowship programs with over 100 residents.
- BHMC received an onsite review of its Liver Program by the United Network for Organ Sharing (UNOS) in November. The program remains in good standing with UNOS with only minor requirements to provide additional documentation of treatment process.
- Dr. Natasha Bray, BHMC’s current DIO and DME will be leaving in January. They are currently interviewing candidates to oversee the Medicine Residency; however, Dr. Bray has agreed to assist BHMC for some period of time after she leaves.
Dr. Louis Yogel, 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 Gustafson, seconded by Commissioner Kohl:

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

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.

3. **BROWARD HEALTH IMPERIAL POINT**

Ms. Alice Taylor informed the Commissioners that BHIP is doing really well. They held a BBQ for staff celebrating their Pathways to Excellence which has been a great designation for them as a hospital and also system wide.

In the absence of Dr. Howard Lewkowitz, Chief of Staff of Broward Health Imperial Point, Alice Taylor CEO 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 Nieland:

**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 NORTH**
Dr. Hoffberger provided the following update:
- BHNorth received two awards from Press Gainey Associates: The Beacon of Excellence Award for clinical quality and; The Guardian of Excellence Award for clinical quality and employee engagement. These awards are given out to hospitals that have achieved greater than 95% performance in these categories.
- BHNorth held its 5th Annual Lance Jones Volleyball Classic. It was for stroke awareness and they have a great turnout and raised over $25,000.

Dr. Darren Hoffberger 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 Reappointments; Allied Health Staff Additions, 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 4 (A-C):

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

Motion carried unanimously.

5. BROWARD HEALTH CORAL SPRINGS

Drew Grossman informed the Board that BHCS earned recognition by the Joint Commission as a top performer on key quality measures for 2013. This was formally announced on November 13 when the Joint Commission published its American Hospitals Improving Quality and Safety Report on their website and on the Joint Commission's Quality website. They were recognized for heart failure, surgical care and pneumonia.

In the absence of Dr. Azeem Sachedina, Chief of Staff of Broward Health Coral Springs, Drew Grossman CEO reported that the Medical Council had reviewed and recommended for approval by the Board of Commissioners all exhibited Medical Staff Appointments; 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 5 (A-D):

A. Medical Staff Appointments
B. Medical Staff Reappointments
C. Allied Health Appointments
D. Allied Health Reappointments
Motion carried unanimously.

CEO REPORT

Mr. Frank Nask advised the Board that BHMC was designated as a Statutory Teaching Hospital by the Agency on Healthcare Administration.

Mr. Nask stated that Mr. John Benz was scheduled to give a report on the SFCCN; however, he was unable to attend today’s meeting.

Mr. Nask reported that at the SFCCN board meeting last week it was announced that they have hired a CFO, CMO and Compliance Officer. They have also established a compliance committee which Mr. Nask will chair and Maria Panyi will also one of its members. Mr. Nask also advised the Board that Commissioner Kohl attended that meeting.

Mr. Nask said that SFCCN is looking at an 88% loss ratio for July. That was important because their budget of a 93% loss ratio is what they get paid which shows that they are beating the budget. Any claims submitted after December 31, will not get paid. He explained that if they end up with an 88% loss ratio, SFCCN will be very happy. In addition, they would have the loss ratios for the respective months so they will be 8% ahead on July; 15% on August; and 26% on September. Mr. Nask said that they are still sorting these things out but it is under control.

Mr. Nask commented that SFCCN started out with 42,800 lives; however, there was some discussion about people bailing out of the program but when revisiting those numbers they found that 1,100 or 1,200 lives a month were ineligible for Medicaid and somewhere over 100 lives each month were moving out of the area. Mr. Nask said that they are maintaining the lives that they had for the SFCCN program and in October, they processed 412,000 claims.

Mr. Nask stated that the employees will transition to SFCCN on January 1, 2015 but for a start-up company they are doing well.

CFO REPORT

Mr. Nask reported on the following financial information:

- Volumes are up and the uncompensated volumes are down which is expected with the health exchanges.
- BH is $5 million ahead of budget and almost $7 million ahead of prior year. Net loss from operations was $3 million ahead of budget for the month and $21 million ahead of budget year-to-date and $30 million ahead of last year. Mr. Nask said that so from operations with the development of the health exchange’s patients BH’s operating results are doing substantially better.
- BH is $30 million ahead of last year and on the bottom line $19 million surplus year to date vs. a budget of $1.9 million. Compared to last year, BH is slightly behind mainly due to investment returns not being as high as they were last year. Indicators have impressive numbers with salary and wages are 59.6% of net revenue. Mr. Nask said that shows that BH is growing revenue by keeping fixed cost constant and only varying with whatever variable costs BH needs to take care of its patients, which shows that BH is managing cost.
reviewed those recommended changes and noted that they are now included in the policy and they were seeking final approval at today’s board meeting.

- Item 12 Conflict Waiver: Mr. Goren explained that this was a request from Jonathan Lynn one of the District’s outside defense counsels. Two cases were mentioned in the September 11, 2014 letter (Walker vs. Coe and Morales vs. Others) both involving the District. The request is to approve a waiver to allow Mr. Lynn’s law firm to represent individual doctors in both of those cases whereas the District has its own independent defense counsel. Mr. Goren said that he has conferred with Alumine Bellone, Director of Risk Management for the District on this issue. Mr. Goren said the primary issue, based on the waiver, is whether or not the alignment of the lawyers in this case would be inconsistent with ethical policy and to the contrary, they believe that the defense strategies with the representation of the doctors and the district are the same. Should they end up not being the same, then Mr. Goren will then readdress the issue. Mr. Goren said that they recommend approval of the waiver.

- With regard to the CEO search, under the terms and conditions of the Board’s policy and procedures, the Commissioners will rate by preference up to eight (8) of the 26 to 80 applicants that were reviewed by staff. He then explained why they were turning their list over to the Clerk at a public meeting. The Clerk will then turn the lists over to the Sr. VP of HR, Dionne Wong who will then proceed as requested by the Board. For the record, the Board members have submitted their preferences to the Clerk.

- Mr. Goren reminded the Board that following the public meeting today, a shade session will be held to discuss the Frank case. He explained that process in detail.

- Mr. Goren requested a shade session for the ARAUJO case. It is a case currently pending in the Broward Circuit court. Mr. Goren asked that the shade meeting be held following the public meeting on December 17, 2014.

It was moved by Commissioner Gustafson, seconded by Commissioner Kohl that the request be approved and that the shade session be held on December 17th, following the public meeting of the Board. Motion carried unanimously.

- Mr. Goren informed the Board that at the direction of the Board, Commissioner Nieland has been working very diligently with the security management system of all of BH’s facilities. Commissioner Nieland has met with Alumine Bellone and the risk department to talk about other measures. They are currently researching the Visitor Management System and other aspects of the security that the Commissioner has been asked to review. Mr. Goren asked for a shade session to be held either in December 2014 or January 2015 under the statute that governs Security of Public Buildings (Chapter 281 F.S.)

It was moved by Commissioner Gustafson, seconded by Commissioner Nieland that a shade session be approved for either December 2014 or January 2015 to discuss aspects of the Visitor Management System pursuant to Chapter 281 of the F.S. Motion carried unanimously.

- Mr. Goren informed the Commissioners that today they filed the Reply Brief in the Coral Springs litigation Fire Rescue case which is pending in the 4th District Court of Appeals on
the challenge of the fire rescue assessment. The City of Coral Springs filed its reply which is their brief and BH’s legal counsel is relying on the North Port decision. Mr. Goren stated that it is now in the hands of the 4th District to make a decision something in the next 3 to 6 months

**UPDATE ON CONDITIONS OF PARTICIPATION (COP) by Dr. Georges Boutin**

Dr. Boutin reminded the Board that at last month’s meeting there was a discussion regarding the need to establish a relationship with the Chief of Staffs and the Board. Dr. Boutin presented to the Board a draft policy that would address this issue. He asked that the Board review the policy prior to the December board meeting. Dr. Boutin said that he is planning on placing the policy on the December Board agenda for final approval so that they can try and schedule a meeting in January 2015.

He also advised the Board that he did contact the Joint Commission to try and clarify the issue of whether the chiefs needed to meet individually or as a group with the Board. Joint Commission had no preference and said that the Chiefs of Staff can meet individually or as a group. Dr. Boutin said that for the essence of time, he suggested that the Board and the Chiefs meet as a group and not individually; therefore, they would only need to meet twice a year rather than eight (8) times a year. Dr. Boutin asked how the Board wanted to schedule these meetings.

It was suggested that the meetings be scheduled at 3:00 p.m. prior to the Regular Board of Commissioner’s meetings. Dr. Boutin asked that the first meeting be scheduled in January of 2015 prior to the regular Board of Commissioners meeting. Everyone was in agreement.

**COMMITTEE REPORTS:**

**Governance Committee**

November 11, 2014

Commissioner Nieland asked that the minutes be corrected to show that he was not in attendance.

Mr. Nask informed the Board that in his recent discussions with Mr. Urbanowicz relating to the decision of the Governance Committee’s recommendation that the District’s bylaws be amended to create a Special Compliance Committee consisting of 6 board members; 1 healthcare attorney and 2 other attorneys, Mr. Nask said that Mr. Urbanowicz recommended that the committee consist only of two (2) Commissioners and one (1) healthcare attorney from the community.

It was moved by Commissioner Nieland, seconded by Commissioner Rodriguez that the Minutes of the Governance Committee of November 11, 2014 be approved as corrected. Motion carried unanimously.

The item of changing the membership structure of the Special Board level Compliance Committee will be addressed under Item 6.

**RATIFICATION OF COMMITTEE ASSIGNMENTS.**

Chair Di Pietro stated that all the Commissioners had asked to remain on their current committees.
It was moved by Commissioner Rodriguez, seconded by Commissioner Wright that the Committee assignments remain the same for 2014-2015. Motion carried unanimously.

CONSENT AGENDA

Item 6 moved pulled from the Consent agenda.

DISCUSSION AGENDA

Chair Di Pietro pulled Item 6 off of the Consent agenda.

6. Approval for General Counsel to prepare the amendment to the District bylaws for the creation of a special board level compliance committee. (Per Governance Committee—no documents—please refer to the minutes.

It was moved by Commissioner Kohl, seconded by Commissioner Wright that District bylaws be amended for the creation of a special board level compliance committee as amended with a 2 + 1 (2 commissioners and 1 healthcare attorney from the community) membership instead of 7 + 2 as stated in the minutes. It was also noted that the Governance Committee will serve in the interim capacity pending the board approval of the special board level compliance committee.

Serving on the Committee—Commissioner Nieland-chair and Commissioner Gustafson—plus one outside attorney from the community.

Motion carried unanimously.


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

That the Board of Commissioners accept the interim financial statement for the month of October 2014 as presented.

Motion carried unanimously.

8. Approval of three (3) candidates for Directors of Broward Health Foundation for remainder of FY 2014-1015: Kyle Boos; Tidra Staples; and Danielle Williams.

Mr. Stefanacci requested approval to add Mr. Kyle Boos, Tidra Staples and Danielle Williams to the Foundation’s Board of Directors.

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

That the Board of Commissioners approve the appointments of Mr. Boos, Ms. Staples and Ms. Williams to the Foundation’s Board of Directors for the remainder of FY 2014-2015.

Motion carried unanimously.
9. Approval of Amended Lobbying and Lobbyist Activities Policy.

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

That the Board of Commissioner approve the amended Lobbying and Lobbyist Activities Policy.

Motion carried unanimously.

10. Approval of BHN Hyperbaric Chamber Installation/Addition Bid Results—lowest responsive bidder—Turner Construction.

Mr. Richard Polemeli requested approval to award the Bid to Turner Construction, the lowest responsive bidder for the BHN Hyperbaric Chamber project.

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

That the Board of Commissioners award the Bid to Turner Construction for the BHN Hyperbaric Chamber Installation project.

Motion carried unanimously.

11. Approval of BHN MOB Re-Roofing Project Bid Results—lowest responsive bidder—Turner Construction.

Mr. Richard Polemeli requested approval to award the Bid to Turner Construction, the lowest responsive bidder for the BHN Re-roofing project.

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

That the Board of Commissioners award the Bid to Turner Construction for the BHN Hyperbaric Chamber Installation project.

Motion carried unanimously.

12. Approval of Conflict Waiver from Chimpoulis, Hunter, & Lynn P.A.

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

That the Board of Commissioners approve the Conflict Waiver from Chimpoulis, Hunter & Lynn P.A. as previously discussed under the General Counsel's report.

Motion carried unanimously.

13. Approval to authorize the President/CEO of the North Broward Hospital District to execute a new Dialysis Services agreement with Da Vita Healthcare Partners, Inc. for a three (3) year term commencing December 1, 2014 with a projected compensation of
$3,332,094 per year. In addition, this agreement also contains provisions to have the rates renegotiated before to reflect any significant impact (20%) impact of the Accountable Care Act which will be subject to a new Fair Market Value Analysis.

Mr. Paul Echelard presented Item 13 and requested approval to execute the new Dialysis services agreement with DaVita Healthcare Partners Inc. for a 3 year period commencing December 1, 2014 in the amount of $3,332,094 per year which is an increase of 2.81%.

Mr. Echelard informed the Commissioners that there is also a provision in the agreement that provides BH with the ability to renegotiate the subsidy to reflect any significant impact that is defined as 20% of the Accountable Care Act which would then be subject to a new Fair Market Value Analysis. BH has contracted with DaVita for over 10 years and has always received very good care for its patients. The quality outcomes from DaVita have consistently met or exceeded the norms. They have proven themselves to be a supportive and reliable clinical and business partner. Mr. Echelard said that BH would like to retain their services for the next three years. DaVita is a MedAsset provider as well.

It was moved by Commissioner Rodriguez, seconded by Commissioner Wright:

That the Board of Commissioners authorize the President/CEO of the North Broward Hospital District to execute a new Dialysis Services agreement with DaVita Healthcare Partners, Inc. for a three (3) year term commencing December 1, 2014 with a projected compensation of $3,332,094 per year. In addition, this agreement also contains provisions to have the rates renegotiated before to reflect any significant impact (20%) impact of the Accountable Care Act which will be subject to a new Fair Market Value Analysis.

Motion carried unanimously.

COMMENTS BY COMMISSIONERS

Commissioner Nieland thanked Ms. Dionne Wong and her staff for all the work they are doing regarding the CEO interview process. Secondly, Commissioner Nieland reminded the Board that CDTC has its annual basket brigade on Sunday at 8:00 a.m. and Santa will be appearing again.

On a sad note, Commissioner Nieland advised the Board that Captain Rick on of CDTC Board members passed away and in lieu of flowers, the family would like donations to CDTC.

Commissioner Gustafson advised everyone that there is a very exciting sports story in the BH Magazine. Commissioner Gustafson and his family were featured during a family flag football game.

Commissioner Rodriguez said he wanted to thank Frank Nask for having the patience of a saint. He said that for a while he thought that this meeting was turning into the American Idol and he hopes that the next time it turns into the Apprentice.

Chair Di Pietro thanked management for hanging through a very tough meeting. He commented that only about one-third of the story was told but it was hard to fight with the public. Hopefully
something can be worked out to make everyone happy. Chair Di Pietro complimented Mr. Nask and Sam Goren for enduring a lot of criticism unjustifiably.

PUBLIC MEETING RECESSED at 8:00 p.m. to enter into an Attorney Client Session in accordance with Florida Statute 286.011 to Frank vs. NBHD Circuit court of the 17th Judicial Circuit in and for Broward County, Florida, CACE #10-025040—Judge Bowman

PUBLIC MEETING RECONVENES:

Mr. Goren announced that the Public Meeting reconvened at 8:45 p.m. and present were: Commissioners’ Di Pietro, Gustafson, Rodriguez, and Niceland and by phone Commissioners’ Kohl and Wright. Also in attendance: Ms. Wing and Sandra Suarez, Court Reporter.

NEXT REGULAR BOARD MEETING

The next regularly scheduled Board of Commissioners’ meeting will be held at 10:30 a.m. in the Private Dining Room at Broward Health Imperial Point, 6401 North Federal Highway, Fort Lauderdale, Florida.

Meeting adjourned at 8:47 p.m.

Respectfully submitted,
Debbie Kohl, Secretary/Treasurer

BY: Maryanne Wing

A FULL RECORDING OF THIS MEETING IS AVAILABLE ON TAPE