

SOUTH BROWARD HOSPITAL DISTRICT

**REGULAR MEETING OF THE BOARD OF COMMISSIONERS OF THE
SOUTH BROWARD HOSPITAL DISTRICT**

INCLUDING REPRESENTATIVES OF THE MEDICAL STAFF OF EACH OF ITS HOSPITALS

October 25, 2023

A Regular Meeting of the Board of Commissioners of the South Broward Hospital District (SBHD) was held in person, and by video and telephone conference, on Wednesday, October 25, 2023, at 5:48 p.m., in the Memorial Hospital West Graduate Medical Education Building – Auditorium A, 703 North Flamingo Road, Pembroke Pines, Florida, 33028.

The following members were present:

Ms. Elizabeth Justen	Chairwoman	In person
Mr. Steven Harvey	Vice Chairman	In person
Mr. Douglas Harrison	Secretary Treasurer	In person
Mr. Jose Basulto		In person
Mr. Brad Friedman		In person
Dr. Luis Orta		In person

The following member was absent:

Ms. Laura Raybin Miller

A registration sheet listing attendees in person is on file in the Executive Office.

1. CALL TO ORDER / PUBLIC MEETING CERTIFICATION

There being a physical quorum present, the meeting was called to order by Ms. Justen, who noted that public participation is welcome.

Mr. Frank Rainer, Senior Vice President and General Counsel, confirmed and provided his certification as General Counsel that all public notice and open meeting (Sunshine) legal requirements had been complied with for this meeting.

Upon request by Ms. Justen, Mr. Joseph Stuczynski, Chief Executive Officer of Memorial Hospital West, welcomed everyone to the Memorial Hospital West Graduate Medical Education Building and introduced his senior staff team; Fausto De La Cruz, M.D., Chief of Medical staff; Ms. Denise Reynolds, Chief Nursing Officer; Ms. Judy Frum, Chief Operating Officer; Eric Freling, M.D., Chief Medical Officer; and Ms. Katherine Wong, Chief Financial Officer.

Ms. Justen thanked Mr. Stuczynski for hosting her Sherrif's Foundation meeting at Memorial Hospital West, which the group appreciated.

Mr. Scott Wester, Chief Executive Officer of Memorial Healthcare System, reported that Saima Chaudhry, M.D., Vice President and Chief Academic Officer, was also in attendance, and confirmed that Memorial Regional Hospital (including Joe DiMaggio Children's Hospital),

Memorial Regional Hospital South, and Memorial Hospital West, have all achieved statutory teaching hospital designation from the State of Florida's Agency for Health Care Administration (ACHA).

Ms. Justen thanked the IT team for their extensive preparation for the meeting, and the Food and Nutrition team for the impressive dinner. She also thanked Mr. Stuczynski and his team, and everyone who was involved in ensuring the successful set up of the meeting.

2. APPROVAL OF MINUTES

a. Request Board Approval of the Minutes of the Special Board Meeting – Final Tax Budget Hearing Held on September 27, 2023

A copy of the Minutes is on file in the Executive Office.

Mr. Harvey *moved, seconded* by Dr. Orta, that:

***THE BOARD OF COMMISSIONERS APPROVES THE MINUTES OF
THE SPECIAL BOARD MEETING – FINAL TAX BUDGET HEARING
HELD ON SEPTEMBER 27, 2023***

The Motion *carried* unanimously.

b. Request Board Approval of the Minutes of the Regular Meeting Held on September 27, 2023

A copy of the Minutes is on file in the Executive Office.

Mr. Basulto *moved, seconded* by Mr. Harrison, that:

***THE BOARD OF COMMISSIONERS APPROVES THE MINUTES OF
THE REGULAR MEETING HELD ON SEPTEMBER 27, 2023***

The Motion *carried* unanimously.

3. BOARD REGULAR BUSINESS

a. Report from the President of the Medical Staff, Memorial Regional Hospital and Joe DiMaggio Children's Hospital; Nigel Spier, M.D.

1) Request Board Approval of the Executive Committee Report Regarding Recommendations for Appointments, Advancements, etc.

Nigel Spier, M.D., presented the Executive Committee Report regarding recommendations for appointments, advancements, etc., convened on October 18, 2023, submitted for consideration, a copy of which is on file in the Executive Office.

Mr. Basulto *moved, seconded* by Mr. Harrison, that:

***THE BOARD OF COMMISSIONERS APPROVES
RECOMMENDATIONS OF THE EXECUTIVE COMMITTEE OF***

**THE MEDICAL STAFF AT MEMORIAL REGIONAL HOSPITAL
AND JOE DIMAGGIO CHILDREN'S HOSPITAL**

The Motion *carried* unanimously.

b. Report from the Chief of Staff, Memorial Hospital West; Fausto De La Cruz, M.D.

- 1) *Request Board Approval of the Executive Committee Report Regarding Recommendations for Appointments, Advancements, etc.***

Fausto De La Cruz, M.D., presented the Executive Committee Report regarding recommendations for appointments, advancements, etc., convened on October 9, 2023, submitted for consideration, a copy of which is on file in the Executive Office.

Dr. Orta *moved, seconded* by Mr. Harvey, that:

**THE BOARD OF COMMISSIONERS APPROVES
RECOMMENDATIONS OF THE EXECUTIVE COMMITTEE OF
THE MEDICAL STAFF AT MEMORIAL HOSPITAL WEST**

The Motion *carried* unanimously.

c. Report from the Chief of Staff, Memorial Hospital Miramar; Juan Villegas, M.D.

- 1) *Request Board Approval of the Executive Committee Report Regarding Recommendations for Appointments, Advancements, etc.***

Juan Villegas, M.D., presented the Executive Committee Report regarding recommendations for appointments, advancements, etc., convened on October 11, 2023, submitted for consideration, a copy of which is on file in the Executive Office.

Dr. Orta *moved, seconded* by Mr. Friedman, that:

**THE BOARD OF COMMISSIONERS APPROVES
RECOMMENDATIONS OF THE EXECUTIVE COMMITTEE OF
THE MEDICAL STAFF AT MEMORIAL HOSPITAL MIRAMAR**

The Motion *carried* unanimously.

d. Report from the Chief of Staff, Memorial Hospital Pembroke; Narendra Upadhyaya, M.D.

- 1) *Request Board Approval of the Executive Committee Report Regarding Recommendations for Appointments, Advancements, etc.***

Narendra Upadhyaya, M.D., presented the Executive Committee Report regarding recommendations for appointments, advancements, etc., convened on October 16, 2023, submitted for consideration, a copy of which is on file in the Executive Office.

Mr. Harvey *moved, seconded* by Dr. Orta, that:

**THE BOARD OF COMMISSIONERS APPROVES
RECOMMENDATIONS OF THE EXECUTIVE COMMITTEE OF
THE MEDICAL STAFF AT MEMORIAL HOSPITAL PEMBROKE**

The Motion *carried* unanimously.

e. Financial Report; Mr. Irfan Mirza, Vice President, Finance

1) Request Board Approval of the Financial Report for the Month of September 2023

In the absence of Mr. David Smith, Executive Vice President and Chief Financial Officer, Mr. Mirza presented the financial report for the month of September 2023.

Mr. Harvey *moved, seconded* by Mr. Friedman, that:

**THE BOARD OF COMMISSIONERS APPROVES THE FINANCIAL
REPORT FOR THE MONTH OF SEPTEMBER 2023**

The Motion *carried* unanimously.

g. Legal Counsel; Mr. Frank Rainer, Senior Vice President and General Counsel

1) Public Records Requests / Closed Meetings Update

Mr. Rainer reported that there were no requests from the third quarter of 2023, for which documents were withheld or redacted pursuant to Section 395.3035, Florida Statutes.

He further reported that there were no closed meetings which needed to be reported to the Governor under the provisions of Section 395.3035(9)(b), for the quarter July 1, 2023 to September 30, 2023.

The report was for information only and no action was required by the Board.

2) Request Board Approval of Resolution No. 495 Delegating Authority to the President / Chief Executive Officer / Administrator to Approve Medical Staff Executive Committee Reports Until Further Meeting of the Board of Commissioners

Mr. Rainer explained that this Resolution is drawn up each year to delegate authority to the President / Chief Executive Officer / Administrator, due to there not being a Regular Board Meeting in November and December. This year, the Regular November and December Board Meetings will be consolidated into one Regular Board Meeting, to be held on Wednesday, December 6, 2023.

Mr. Harvey *moved, seconded* by Mr. Basulto, that:

**THE BOARD OF COMMISSIONERS APPROVES
RESOLUTION NO. 495 DELEGATING AUTHORITY TO THE
PRESIDENT / CHIEF EXECUTIVE OFFICER / ADMINSTRATOR
TO APPROVE MEDICAL STAFF EXECUTIVE COMMITTEE
REPORTS UNTIL FURTHER MEETING OF THE BOARD OF
COMMISSIONERS**

The motion *carried* unanimously.

4. REPORTS TO THE BOARD; REPORTS FROM BOARD OFFICERS AND STANDING COMMITTEES

a. Audit and Compliance Committee Meeting Held on October 19, 2023; Mr. Steven Harvey, Chairman

Mr. Harvey presented the Minutes of the Audit and Compliance Committee Meeting held on October 19, 2023, a copy of which is on file in the Executive Office. Ms. Denise DiCesare, Chief Compliance and Internal Audit Officer, then presented the first quarterly report for the fiscal year 2024.

1) *Request Board Approval of the Minutes of the Audit and Compliance Committee Meeting Held on October 19, 2023*

Ms. DiCesare reported that there was an amendment to be made to the Minutes under item 2:VII – Enforcement and Discipline. The sentence “None were sanctioned during the quarter” should read “One was sanctioned during the quarter”. It was agreed to amend the Minutes accordingly.

Mr. Harrison noted under item 2:V:B – Recurring Internal Audits, that the amount spent on Board expenses is significantly less than the Board’s budget of \$300K.

Mr. Harrison *moved, seconded* by Dr. Orta, that:

THE BOARD OF COMMISSIONERS APPROVES THE MINUTES OF THE AUDIT AND COMPLIANCE COMMITTEE MEETING HELD ON OCTOBER 19, 2023, WITH THE AMENDMENT, AS AGREED

The Motion *carried* unanimously.

b. Finance Committee Meeting Held on October 19, 2023; Ms. Elizabeth Justen, Chairwoman

Ms. Justen presented the Minutes of the Finance Committee Meeting held on October 19, 2023, a copy of which is on file in the Executive Office. Mr. Veda Rampat, Treasurer, then gave details of the items discussed at the meeting, and reported that some agenda items which were not discussed due to time constraints would be discussed at the next Finance Committee Meeting instead.

1) *Request Board Approval for an Extension to the PNC Bank Services Contract for up to Three Years, Commencing April 1, 2024, with the Condition that Management will Commence an RFP for Banking Services Earlier than is Currently Planned, if the Workday Implementation is Stabilized and the Deployment Plan is Ahead of the Current Schedule*

Mr. Harvey *moved, seconded* by Mr. Harrison, that:

THE BOARD OF COMMISSIONERS APPROVES AN EXTENSION TO THE PNC BANK SERVICES CONTRACT FOR UP TO THREE YEARS, COMMENCING APRIL 1, 2024, WITH THE CONDITION THAT MANAGEMENT WILL COMMENCE AN

RFP FOR BANKING SERVICES EARLIER THAN IS CURRENTLY PLANNED, IF THE WORKDAY IMPLEMENTATION IS STABILIZED AND THE DEPLOYMENT PLAN IS AHEAD OF THE CURRENT SCHEDULE

Mr. Harrison confirmed that this was a business deal only, and no gifts or bribes had been offered.

The Motion *carried* unanimously.

2) Request Board Approval of the Minutes of the Finance Committee Meeting Held on October 19, 2023

Mr. Harrison *moved, seconded* by Mr. Harvey, that:

THE BOARD OF COMMISSIONERS APPROVES THE MINUTES OF THE FINANCE COMMITTEE MEETING HELD ON OCTOBER 19, 2023

The Motion *carried* unanimously.

5. REPORT OF SPECIAL COMMITTEES

None.

6. ANNOUNCEMENTS

None.

7. UNFINISHED BUSINESS

None.

8. NEW BUSINESS

None.

9. PRESIDENT'S COMMENTS

Mr. Scott Wester reported the following:

The Florida Department of Revenue has informed Memorial that due to an error in notification, the Final Tax Hearing will need to be re-noticed and re-held before the end of the year.

After a thorough evaluation and careful consideration, Memorial, Holy Cross Health and Oscar Health have decided not to renew the Medicare Advantage plan in Broward County for 2024. Mr. Matthew Muhart, Executive Vice President and Chief Strategy Officer, further explained the challenges faced, due to the competitive market, and the strict regulations of the Centers for Medicare and Medicaid Services (CMS). The plan will run until the end of the year and patients will be made aware of other options available to them so that they will not lose coverage.

Memorial has been certified as a “Great Place to Work”, not just across healthcare systems, but across all types of industries. 86.6% of staff completed the survey circulated by Memorial.

Memorial Regional Hospital’s Cardiac Catheterization Laboratory (Cath Lab) has received accreditation from the American College of Cardiology (ACC), for its compliance with the ACC’s standards for Cardiac Catheterization and Percutaneous Coronary Intervention (PCI).

Memorial Hospital Pembroke has received Geriatric Emergency Department Accreditation (GEDA) by the American College of Emergency Physicians (ACEP).

Memorial’s Marketing Department has updated the websites for both Memorial Healthcare System and Joe DiMaggio Children’s Hospital. The new websites are more interactive and engaging. Mr. Wester thanked the Marketing staff for their great work.

Mr. Wester noted the efforts of Mr. Peter Powers, Chief Executive Officer of Memorial Regional Hospital, and his team, and the Finance Department team, in preparing for the Memorial Regional Hospital Masterplan Board Workshop.

11. CHAIRWOMAN’S COMMENTS

After deferring her comments, to allow the other Board members to speak first, Ms. Justen thanked the IT, security, and food and nutrition teams, for their hard work in making this meeting possible. She also thanked Mr. Wester and Mr. Muhart, and welcomed Ms. Wong to Memorial.

Ms. Justen reiterated that the November/December combined Meeting would take place on Wednesday, December 6, 2023, in the Perry Board Room at 3111 Stirling Road.

12. COMMISSIONERS’ COMMENTS

Dr. Orta thanked everyone involved in setting up the tour of the new Memorial Cancer Institute, which was given to the Board members prior to the Meeting.

Mr. Friedman noted the number of different things that Memorial was involved in, and voiced his appreciation to all the staff for their hard work in making everything happen.

Mr. Basulto thanked the Board Members, and also Ms. Monica Puga, Senior Vice President and Chief Nurse Executive, and Ms. Natalie Zilban, Pharmacy Safety and Medication Officer, for their assistance in explaining things to him, and congratulated everyone on Memorial’s achievements.

Mr. Harrison thanked Mr. Stuczynski for hosting the meeting at Memorial Hospital West’s Graduate Medical Education building. He welcomed Ms. Wong to the team. He asked Ms. Anastasia Webb, Fellow, for her background, and assured her that she would enjoy her Fellowship with Memorial. He also appreciated meeting with Mr. Richard Holcomb, Vice President, Total Rewards, who educated him on Human Resources matters.

Mr. Harvey also thanked Mr. Stuczynski for hosting, and thanked Ms. Justen for the idea to host the meeting at various facilities, which he was looking forward to. He thought the new Cancer Institute was breathtaking and thanked everyone for their hard work. He encouraged everyone to keep pushing and be innovative.

13. ADJOURNMENT

There being no further business to come before the Board, Ms. Justen declared the meeting adjourned at 6:58 p.m.

THE BOARD OF COMMISSIONERS OF THE SOUTH BROWARD HOSPITAL DISTRICT

Elizabeth Justen

BY: _____
Elizabeth Justen, Chairwoman

Douglas A. Harrison

ATTEST: _____
Douglas Harrison, Secretary Treasurer