

SOUTH BROWARD HOSPITAL DISTRICT

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

INCLUDING REPRESENTATIVES OF THE MEDICAL STAFF OF EACH OF ITS HOSPITALS

July 24, 2024

The Annual Meeting of the Board of Commissioners of the South Broward Hospital District (S.B.H.D.) was held in person, and by video and telephone conference, on Wednesday, July 24, 2024, at 5:50 p.m., in the Perry Board Room, 3111 Stirling Road, Hollywood, Florida, 33312.

The following members were present:

Ms. Elizabeth Justen	Chairwoman	In person
Mr. Steven Harvey	Vice Chairman	By telephone (part)
Mr. Douglas Harrison	Secretary Treasurer	In person
Mr. Brad Friedman		In person
Dr. Luis Orta		Via WebEx
Ms. Laura Raybin Miller		In person

1. CALL TO ORDER / PUBLIC MEETING CERTIFICATION

There being a physical quorum present, Ms. Justen called the meeting to order and noted that public participation is welcome. She confirmed which Board members were in attendance, both in person and via WebEx.

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

2. PRESENTATIONS

There were no presentations.

3. APPROVAL OF MINUTES

a. Request Board Approval of the Minutes of the Regular Meeting Held on June 26, 2024

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

Mr. Harrison *moved, seconded* by Ms. Miller, that:

***THE BOARD OF COMMISSIONERS APPROVES THE MINUTES OF
THE REGULAR MEETING HELD ON JUNE 26, 2024***

The Motion *carried* unanimously.

b. **Request Board Approval of the Minutes of the Special Meeting Held on July 15, 2024**

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

It was agreed that these Minutes would be reviewed at the next meeting.

4. **BOARD REGULAR BUSINESS**

a. **Report from the President of the Medical Staff, Memorial Regional Hospital, Memorial Regional Hospital South, 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.***

In the absence of Nigel Spier, M.D., Maria Gutierrez, M.D., presented the Executive Committee Report regarding recommendations for appointments, advancements, etc., convened on July 17, 2024, submitted for consideration, a copy of which is on file in the Executive Office.

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

**THE BOARD OF COMMISSIONERS APPROVES
RECOMMENDATIONS OF THE EXECUTIVE COMMITTEE OF
THE MEDICAL STAFF AT MEMORIAL REGIONAL HOSPITAL,
MEMORIAL REGIONAL HOSPITAL SOUTH, 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 July 8, 2024, submitted for consideration, a copy of which is on file in the Executive Office.

Mr. Harrison ***moved, seconded*** by Mr. Friedman, 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 July 10, 2024, submitted for consideration, a copy of which is on file in the Executive Office.

Mr. Friedman ***moved, seconded*** by Mr. Harrison, 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 July 15, 2024, submitted for consideration, a copy of which is on file in the Executive Office.

Mr. Harrison ***moved, seconded*** by Ms. Miller, that:

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

The Motion ***carried*** unanimously.

2) ***Request Board Approval of the Infection Control Plan – all Hospitals***

Aharon Sareli, M.D., Executive Vice President and Chief Medical Officer, presented the Infection Control Plans for all the hospitals, copies of which are on file in the Executive Office. He confirmed that each hospital has its own plan, and gave details of the amendments made.

Mr. Harrison ***moved, seconded*** by Ms. Miller, that:

**THE BOARD OF COMMISSIONERS APPROVES THE
INFECTION CONTROL PLANS FOR MEMORIAL REGIONAL
HOSPITAL, MEMORIAL REGIONAL HOSPITAL SOUTH, JOE
DIMAGGIO CHILDREN'S HOSPITAL, MEMORIAL HOSPITAL
WEST, MEMORIAL HOSPITAL MIRAMAR, AND MEMORIAL
HOSPITAL PEMBROKE**

The Motion ***carried*** unanimously.

e. **Financial Report; Mr. David Smith, Executive Vice President, Chief Administrative Officer and Chief Financial Officer**

1) ***Request Board Approval of the Financial Report for the Month of June 2024***

Mr. Smith presented the financial report for the month of June 2024, and took questions.

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

***THE BOARD OF COMMISSIONERS APPROVES THE
FINANCIAL REPORT FOR THE MONTH OF JUNE 2024***

The Motion ***carried*** unanimously.

f. **Legal Report; Mr. Frank Rainer, Senior Vice President and General Counsel**

1) ***Request Board Approval of the Risk Management Plan***

Mr. Rainer presented the Risk Management Plan for approval, as required annually. He confirmed that there were no changes, other than updating the dates.

Mr. Harrison requested that Mr. Rainer instead present this at the next Governance Committee meeting for review and discussion, and this was agreed by the Board.

5. **REPORTS TO THE BOARD; REPORTS FROM BOARD OFFICERS AND STANDING COMMITTEES**

a. **Finance Committee Meeting Held on July 15, 2024; Ms. Elizabeth Justen, Chairwoman**

Ms. Justen presented the Minutes of the Finance Committee Meeting held on July 15, 2024, a copy of which is on file in the Executive Office. Mr. Veda Rampat, Vice President and Treasurer, then gave details of the items discussed at the meeting.

1) ***Request Board Approval of the Minutes of the Finance Committee Meeting Held on July 15, 2024***

The Board agreed that the Investment Workplan should be renamed Sample Investment Workplan, as this required detailed discussion.

Ms. Justen asked that the amendment be made, and that the Minutes be brought back to the next Regular Board Meeting for approval.

b. **Contracts Committee Meeting Held on July 15, 2024; Mr. Steven Harvey, Chairman**

In the absence of Mr. Harvey, Ms. Justen presented the Minutes of the Contracts Committee Meeting held on July 15, 2024, a copy of which is on file in the Executive Office. Mr. Vedner Guerrier, Executive Vice President and Chief Transformation Officer, then gave details of the individual contracts.

- 1) ***Request Board Approval of the Renewal Physician Employment Agreement between Amy Aronovitz, M.D., for Chief, Endocrinology Services, and South Broward Hospital District***

Mr. Harrison ***moved, seconded*** by Ms. Miller, that:

THE BOARD OF COMMISSIONERS APPROVES THE RENEWAL PHYSICIAN EMPLOYMENT AGREEMENT BETWEEN AMY ARONOVITZ, M.D., FOR CHIEF, ENDOCRINOLOGY SERVICES, AND SOUTH BROWARD HOSPITAL DISTRICT

The Motion ***carried*** unanimously.

- 2) ***Request Board Approval of the Renewal Physician Employment Agreement between Miguel Castro, M.D., for Cardiology – Advanced Heart Failure Services, and South Broward Hospital District***

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

THE BOARD OF COMMISSIONERS APPROVES THE RENEWAL PHYSICIAN EMPLOYMENT AGREEMENT BETWEEN MIGUEL CASTRO, M.D., FOR CARDIOLOGY – ADVANCED HEART FAILURE SERVICES, AND SOUTH BROWARD HOSPITAL DISTRICT

The Motion ***carried*** unanimously.

Mr. Guerrier then reported on additional contracts, presented for information only.

- 3) ***Request Board Approval of the Minutes of the Contracts Committee Meeting Held on July 15, 2024***

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

THE BOARD OF COMMISSIONERS APPROVES THE MINUTES OF THE CONTRACTS COMMITTEE MEETING HELD ON JULY 15, 2024

The Motion ***carried*** unanimously.

c. **Audit and Compliance Committee Meeting Held on July 15, 2024; Mr. Steven Harvey, Chairman**

In the absence of Mr. Harvey, Ms. Justen presented the Minutes of the Audit and Compliance Committee meeting held on July 15, 2024, a copy of which is on file in the Executive Office. Ms. Denise DiCesare, Chief Compliance and Internal Audit Officer, then presented the fourth quarterly report for the fiscal year 2024, and other items discussed during the Committee Meeting.

- 1) ***Request Board Approval of the Audited Financial Statements, Audit Results Report and Management Letter for the Fiscal Period Ended April 30, 2024***

Mr. Harrison *moved, seconded* by Ms. Miller, that:

THE BOARD OF COMMISSIONERS APPROVES THE AUDITED FINANCIAL STATEMENTS, AUDIT RESULTS REPORT AND MANAGEMENT LETTER FOR THE FISCAL PERIOD ENDED APRIL 30, 2024

The Motion *carried* unanimously.

- 2) ***Request Board Approval of the Single Audit Report and Schedule of Expenditures of Federal Awards, State Financial Assistance, and Local and Other Entities Awards, and Supplementary Information and Schedule of Findings and Questioned Costs for the Year Ended April 30, 2024***

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

THE BOARD OF COMMISSIONERS APPROVES THE SINGLE AUDIT REPORT AND SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS, STATE FINANCIAL ASSISTANCE, AND LOCAL AND OTHER ENTITIES AWARDS, AND SUPPLEMENTARY INFORMATION AND SCHEDULE OF FINDINGS AND QUESTIONED COSTS FOR THE YEAR ENDED APRIL 30, 2024

The Motion *carried* unanimously.

- 3) ***Request Board Approval of the Minutes of the Audit and Compliance Committee Meeting Held on July 15, 2024***

Mr. Friedman *moved, seconded* by Ms. Miller, that:

THE BOARD OF COMMISSIONERS APPROVES THE MINUTES OF THE AUDIT AND COMPLIANCE COMMITTEE MEETING HELD ON JULY 15, 2024

The Motion *carried* unanimously.

d. **Building Committee Meeting Held on July 16, 2024; Ms. Elizabeth Justen, Chairwoman**

Ms. Justen presented the Minutes of the Building Committee meeting held on July 16, 2024, a copy of which is on file in the Executive Office. Mr. Mark Greenspan, Vice President, Construction and Property Management, then gave details of the items discussed at the meeting.

- 1) ***Request Board Acceptance of the Lowest Responsive and Responsible Bidder, Lee Construction Group, Inc., in the Amount of \$3,140,550 for the Memorial Hospital Miramar MRI / CT / Infusion Project, and Allocate a \$471,000 Contingency Amount, to be Controlled by Memorial Healthcare System***

Ms. Miller *moved, seconded* by Mr. Harrison, that:

THE BOARD OF COMMISSIONERS ACCEPTS THE LOWEST RESPONSIVE AND RESPONSIBLE BIDDER, LEE CONSTRUCTION GROUP, INC., IN THE AMOUNT OF \$3,140,550 FOR THE MEMORIAL HOSPITAL MIRAMAR MRI / CT / INFUSION PROJECT, AND ALLOCATE A \$471,000 CONTINGENCY AMOUNT, TO BE CONTROLLED BY MEMORIAL HEALTHCARE SYSTEM

The Motion *carried* unanimously.

- 2) **Request Board Acceptance of the Lowest Responsive and Responsible Bidder, Lee Construction Group, Inc., in the Amount of \$2,188,200 for the Urgent Care / Primary Care Center Located at 10175 Pines Boulevard (Chase Building) Project, and Allocate a \$328,230 Contingency Amount, to be Controlled by Memorial Healthcare System**

Ms. Miller *moved, seconded* by Mr. Harrison, that:

THE BOARD OF COMMISSIONERS ACCEPTS THE LOWEST RESPONSIVE AND RESPONSIBLE BIDDER, LEE CONSTRUCTION GROUP, INC., IN THE AMOUNT OF \$2,188,200 FOR THE URGENT CARE / PRIMARY CARE CENTER LOCATED AT 10175 PINES BOULEVARD (CHASE BUILDING) PROJECT, AND ALLOCATE A \$328,230 CONTINGENCY AMOUNT, TO BE CONTROLLED BY MEMORIAL HEALTHCARE SYSTEM

The Motion *carried* unanimously.

- 3) **Request Board Approval of the Minutes of the Building Committee Meeting Held on July 16, 2024**

Mr. Friedman *moved, seconded* by Ms. Miller, that:

THE BOARD OF COMMISSIONERS APPROVES THE MINUTES OF THE BUILDING COMMITTEE MEETING HELD ON JULY 16, 2024, AS AMENDED

A short discussion took place on the cost of the projects.

The Motion *carried* unanimously.

Ms. Justen recessed the meeting at 7:05 p.m.

The meeting reconvened at 7:11 p.m.

e. **Proposed Tax Millage Rates; Mr. David Smith, Executive Vice President, Chief Administrative Officer, and Chief Financial Officer**

Ms. Justen confirmed that Mr. Harvey had joined the meeting by telephone as the meeting reconvened.

Mr. Smith advised that each year the Board of Commissioners of the South Broward Hospital District adopts a tax millage rate and budget. There are statutory requirements which must be strictly adhered to, commencing at this meeting with the selection of a proposed millage rate and date for a public Preliminary Tax Hearing. To assist in this process, Mr. Smith referred to his memorandum dated July 17, 2024 to Mr. Wester, which included the following items: a Tax Fund Budget Sensitivity Analysis for Fiscal Year 2025 with definitions, a Tax Fund Budget Millage Analysis, and the proposed tax budget calendar for the month of September 2024.

A review of the Tax Fund Budget Sensitivity Analysis was presented, reflecting projected tax revenue and expenditures based upon assessed values and various millage rates. The 2024 assessed valuations totaling \$90,903,111,392 were received from the Broward County Property Appraiser's Office and represented a 9.2% increase from the 2023 valuations.

Mr. Smith outlined the District's use of tax proceeds. Various millage rate options were then reviewed, with specific voting requirements outlined for each level, as mandated by property tax legislation.

Mr. Smith then reviewed the Tax Fund Budget Millage Analysis, which showed the use of tax proceeds at the prior year's rate of 0.0937 mills. The analysis reflected the amount of millage required for each element of the total tax fund budget, and, if selected, would still be the lowest in the District's history.

Mr. Smith advised that one of the actions required this evening was to select a rate to be reported in the Truth in Millage (TRIM) notice. He reminded the Board that while the rate set this evening would not be the final rate, selecting a rate higher than that established this evening would be extremely difficult to accomplish, due to notice requirements.

Mr. Smith also noted that the September budget calendar reflected Wednesday, September 11, 2024, as the proposed date of the Preliminary Tax Hearing and Wednesday, September 25, 2024, as the proposed date of the Final Tax Hearing, so as not to conflict with the School Board and Broward County Board of Commissioners meeting calendars; the District's tax hearings cannot coincide with them. Notice to property owners of the District's proposed millage rate and the date, time and place of the preliminary hearing would take place via the TRIM notices sent to all property owners by the Broward County Property Appraiser's Office.

Mr. Smith advised the Board that two Motions were required from the Board this evening. First, to select the proposed tax millage rate for the 2024 tax budget (the District's fiscal year 2025), and second, to select the dates and times of the Preliminary and Final Tax Hearings.

Ms. Justen invited comments from the Board members, and a discussion took place. Dr. Orta suggested a zero millage rate.

As a result of the comments made, Ms. Justen read the Motion pertaining to the millage rate of 0.0869 mills, which is equal to the rolled-back rate.

Ms. Miller *moved, seconded* by Mr. Harrison, that:

THE SOUTH BROWARD HOSPITAL DISTRICT INFORMS THE PROPERTY APPRAISER OF BROWARD COUNTY, FLORIDA, THAT THE PROPOSED MILLAGE RATE FOR THE 2025 TAX YEAR IS 0.0869 MILS, WHICH IS EQUAL TO THE ROLLED-BACK RATE

A roll call vote was taken, as follows:

Dr. Orta	No
Mr. Friedman	Yes
Ms. Miller	Yes
Mr. Harrison	Yes
Mr. Harvey	Yes
Ms. Justen	Yes

The proposed millage rate was confirmed as 0.0869 mils.

Ms. Justen then read the second Motion.

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

THE BOARD OF COMMISSIONERS SELECTS THE FOLLOWING DATES FOR THE PUBLIC HEARINGS ON ADOPTION OF THE TAX MILLAGE AND BUDGET:

PRELIMINARY HEARING: WEDNESDAY, SEPTEMBER 11, 2024, 5:30 P.M.

FINAL HEARING: WEDNESDAY, SEPTEMBER 25, 2024, 5:30 P.M.

The Motion *carried* unanimously.

6. REPORT OF SPECIAL COMMITTEES

None.

7. ANNOUNCEMENTS

None.

8. UNFINISHED BUSINESS

None.

9. PRESIDENT'S COMMENTS

Mr. Scott Wester reported on the following:

Memorial Hospital West received the American Heart Association “Get with the Guidelines” Gold Plus Award: Target Stroke.

Memorial Regional Hospital Emergency Department was one of only 94 emergency departments in the country to receive the Lantern Award.

Ms. Nydia Rivera-Berrious, Clinical Specialist at Memorial Hospital Pembroke Pharmacy, received the Patient First Award.

The JCC MyChart event took place at the David Posnack Jewish Community Center on June 26, where staff provided the community with access to their medical records via MyChart, and emphasized the importance of participating in their own healthcare.

Mr. Wester reported the passing of Ms. Barbara Jean Williams, who had retired from Memorial Healthcare System after 54 years service. Currently, there are 132 employees who have served over 40 years, and six who have served over 50 years.

Lotsy Dotsy, Power of Play Specialist at Joe DiMaggio Children’s Hospital, has received her very own “Clown Parking Only” space!

A volunteer recognition brunch took place on June 28 to recognize the crucial role volunteers play within the Memorial workplace.

The Memorial Excellence Awards took place on July 19, recognizing staff who consistently offer outstanding service to patients and families.

Jackson Walker, a Joe DiMaggio Children’s Hospital Patient, had his wish granted to write, direct, and act in his own movie.

\$10,000 worth of Nintendo Switches were donated to our patients by video gaming influencer, Ms. Avori Henderson.

The Miramar One City at a Time kickoff was held on June 29, and was a big success.

Mr. Wester also reported on the Memorial Regional Hospital emergency department / trauma renovation, the increase in kidney transplants, Operating Rooms data updates, including the launch of LeanTaas iQueue to help improve efficiency in the OR, and the Reimagine 1.0 team summaries.

10. NEW BUSINESS

a. The July Board Meeting is Designated by the Board of Commissioners as the Annual Meeting. Therefore, the Following Action is Required:

1) *Election of Officers*

Ms. Justen opened the floor for nominations.

Mr. Harrison *moved* that:

***MS. ELIZABETH JUSTEN BE RE-ELECTED TO THE OFFICE OF
CHAIRWOMAN OF THE BOARD***

**MR. STEVEN HARVEY BE RE-ELECTED TO THE OFFICE OF
VICE CHAIRMAN OF THE BOARD**

**MR. DOUGLAS HARRISON BE RE-ELECTED TO THE OFFICE OF
SECRETARY TREASURER OF THE BOARD**

The Motion was **seconded** by Ms. Miller.

The Motion to re-elect Ms. Justen to the office of Chairwoman of the Board, Mr. Steven Harvey to the office of Vice Chairman of the Board, and Mr. Harrison to the office of Secretary Treasurer of the Board **carried** unanimously.

Board members congratulated the Officers.

11. CHAIRWOMAN'S COMMENTS

After allowing the other Board members to give their comments first, Ms. Justen spoke of each Board member's strengths and what she appreciated about them.

She attended the Memorial Excellence Award event and highlighted the importance that leaders were recognizing their employees.

She toured Memorial Hospital West and spoke with patients who were appreciative of their nurses.

She also spoke of a couple of friends who had received great care whilst at Memorial.

She then presented a check for \$20K to Mr. Kevin Janser, Senior Vice President and President of the Memorial Foundation and Joe DiMaggio Children's Hospital Foundation.

Finally, she thanked everyone for the previous year's successes and stated she looked forward to the next year.

12. COMMISSIONERS' COMMENTS

Dr. Orta offered his congratulations to the Officers of the Board. He thanked Mr. Smith for his time and patience.

Mr. Friedman thanked Mr. Smith and Ms. Leah Carpenter, Executive Vice President and Chief Operating Officer, for their time and assistance with his son. He congratulated the Officers of the Board for a job well done. He voiced his appreciation for everyone's efforts.

Mr. Harvey thanked Ms. Justen for her leadership and for assisting with his attendance at tonight's meeting during his vacation. He then left the meeting at 7:51 p.m.

Ms. Miller thanked the Officers of the Board for their hard work. She requested that the Board discuss some Letters of Intent (LOIs) at one of the upcoming Governance Committee meetings. This was agreed by the other Board members.

Mr. Harrison thanked Ms. Justen for her leadership and focus. He also thanked Ms. Miller for her leadership in Governance and the Board members for their participation.

At Ms. Justen's request, Mr. Wester reported that Mr. Jose Basulto had resigned from the Board the previous week. Mr. Basulto would be celebrated at his discretion and the Board would be kept informed accordingly.

13. ADJOURNMENT

There being no further business to come before the Board, Ms. Justen declared the meeting adjourned at 8:04 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