

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

April 24, 2024

A Regular 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, April 24, 2024, at 5:32 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	In person
Mr. Douglas Harrison	Secretary Treasurer	In person
Mr. Jose Basulto		Via WebEx
Mr. Brad Friedman		In person
Dr. Luis Orta		Via WebEx
Ms. Laura Raybin Miller		In person

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, Ms. Justen called the meeting to order and noted that public participation is welcome.

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

- a. **Memorial Foundation and Joe DiMaggio Children's Hospital Foundation Check Presentation to Memorial Healthcare System; Mr. Kevin Janser, Senior Vice President of Memorial Healthcare System, and President of Memorial and Joe DiMaggio Children's Hospital Foundations, and Mr. Brett Rose, Chairman of Memorial and Joe DiMaggio Children's Hospital Foundations**

Mr. Janser and Mr. Rose presented the Board of Commissioners with a check for \$15M, which will go towards the expansion of Joe DiMaggio Children's Hospital, and the Memorial Cancer Institute. Mr. Janser thanked the Board members for their support, and Mr. Scott Wester, President and CEO of Memorial Healthcare System, for making Memorial a place where people want to give back and make a difference.

He also thanked the hospital CEOs for their support, Mr. Rose for being a great Board Chairman and leader (and confirmed that Ms. Beth-Ann Krinsky will become the next Chairman of the Foundations), and Ms. Miller for her role as Liaison to the Foundation Boards.

Mr. Janser then gave a presentation to the Board on the Foundations. \$107M has been raised over the last five years, of which \$81M has been given to Memorial. One third of the Joe DiMaggio Children's Hospital expansion costs has come from donors. Mr. Janser listed funding highlights from both Foundations, including emergency financial assistance to patients and their families. He gave details of fundraising events such as the Fairy Tale Ball, Pink Angels, the KISS FM Radiothon, and the Conine Golf Classic, now in its 30th year. Mr. Janser reported that the Foundation Board members are volunteers who donate money to the Foundations themselves.

Mr. Rose thanked Mr. Janser for his contribution and leadership over the years, and gave an update on the search process for Mr. Janser's replacement. Mr. Rose confirmed that a search firm is being used and some great candidates have applied for the position. The Board will be kept updated on the search process.

3. **APPROVAL OF MINUTES**

a. **Request Board Approval of the Minutes of the Regular Meeting Held on March 27, 2024**

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

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

***THE BOARD OF COMMISSIONERS APPROVES THE MINUTES OF
THE REGULAR MEETING HELD ON MARCH 27, 2024***

The Motion *carried* unanimously.

b. **Request Board Approval of the Minutes of the Special Meeting Held on April 12, 2023**

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

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

***THE BOARD OF COMMISSIONERS APPROVES THE MINUTES OF
THE SPECIAL MEETING HELD ON APRIL 12, 2023***

The Motion *carried* unanimously.

4. **BOARD REGULAR BUSINESS**

The Board agreed that the Chiefs of Staff would each present their report, with a Motion made afterwards for approval of all the reports.

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., Juan Martinez, M.D., presented the Executive Committee Report regarding recommendations for appointments, advancements, etc., convened on April 17, 2024, submitted for consideration, a copy of which is on file in the Executive Office.

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 April 8, 2024, submitted for consideration, a copy of which is on file in the Executive Office.

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 April 10, 2024, submitted for consideration, a copy of which is on file in the Executive Office.

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.***

In the absence of Narendra Upadhyaya, M.D., Aharon Sareli, M.D., Executive Vice President and Chief Medical Officer, presented the Executive Committee Report regarding recommendations for appointments, advancements, etc., convened on April 11, 2024, submitted for consideration, a copy of which is on file in the Executive Office.

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

**THE BOARD OF COMMISSIONERS APPROVES
RECOMMENDATIONS OF THE EXECUTIVE
COMMITTEES OF THE MEDICAL STAFF AT
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 and Chief Financial Officer**

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

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

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

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

The Motion *carried* unanimously.

2) ***Request Board Approval of the Operating and Capital Budgets for Memorial Healthcare System for Fiscal Year 2025***

Mr. Smith presented the Operating and Capital Budgets for the Fiscal Year 2025 and took questions.

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

***THE BOARD OF COMMISSIONERS APPROVES THE
OPERATING AND CAPITAL BUDGETS FOR MEMORIAL
HEALTHCARE SYSTEM FOR FISCAL YEAR 2025***

The Motion *carried*, with Dr. Orta voting Nay.

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

1) ***Public Records Requests and Closed Meetings***

Mr. Rainer reported that there were 16 public records requests, of which seven were withheld or redacted under Florida Statute Section(s) 395.3035, 395.3025(9), 815.045, 119.0715, 812.081(1)(c), 119.071, 395.3025(9), and 768.28(16)(b).

He further reported that there were no meetings or portions of meetings that were closed under the provisions of Section 395.3035(4)(a), Florida Statutes.

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

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

a. **Governance Committee Meeting Held on February 12, 2024; Mr. Douglas Harrison, Chairman**

Ms. Justen presented the Minutes of the Governance Committee meeting held on February 12, 2024, a copy of which is on file in the Executive Office.

1) ***Request Board Approval of the Minutes of the Governance Committee Meeting Held on February 12, 2024***

Mr. Harrison noted an error on the Minutes and asked for this to be corrected.

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

***THE BOARD OF COMMISSIONERS APPROVES THE
MINUTES OF THE GOVERNANCE COMMITTEE MEETING
HELD ON FEBRUARY 12, 2024, AS AMENDED***

The Motion ***carried*** unanimously.

Mr. Wester reported that Ms. Ashley Boxer, President of The Boxer Strategy, is coordinating with Memorial's lobbyist group in Tallahassee. In addition, Mr. Blair Childs, Senior Vice President of Public Affairs at Premier, is coordinating with local representatives in the Washington, DC, area.

b. **Audit and Compliance Committee Meeting Held on April 8, 2024; Mr. Steven Harvey, Chairman**

Mr. Harvey presented the Minutes of the Audit and Compliance Committee meeting held on April 8, 2024, a copy of which is on file in the Executive Office. Ms. Denise DiCesare, Chief Compliance and Internal Audit Officer, then presented the third quarterly report for the fiscal year 2024, and other items discussed during the Committee Meeting.

Mr. Harvey read into the record that the Board takes all reports from staff seriously and wants everyone to feel safe when reporting issues. He listed the various reporting channels to the Audit and Compliance Department and emphasized that there was zero tolerance against retaliatory action.

1) ***Request Board Approval of the Fiscal Year 2025 Compliance and Audit Work Plan***

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

***THE BOARD OF COMMISSIONERS APPROVES THE FISCAL
YEAR 2025 COMPLIANCE AND AUDIT WORK PLAN***

The Motion ***carried*** unanimously.

Dr. Orta thanked Mr. Harvey for his comments on protecting staff when reporting issues to the Audit and Compliance Department.

2) ***Request Board Approval of the Minutes of the Audit and Compliance Committee Meeting Held on April 8, 2024***

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

***THE BOARD OF COMMISSIONERS APPROVES THE
MINUTES OF THE GOVERNANCE COMMITTEE MEETING
HELD ON APRIL 8, 2024***

The Motion *carried* unanimously.

c. Contracts Committee Meeting Held on April 15, 2024; Mr. Steven Harvey, Chairman

Mr. Harvey presented the Minutes of the Contracts Committee Meeting held on April 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.

The Board agreed that the physicians' contract details would be given first, with a Motion made afterwards to approve their contracts.

- 1) ***Request Board Approval of the New Physician Employment Agreement between Eric Pachter, M.D., for Urology Services, and South Broward Hospital District***
- 2) ***Request Board Approval of the Renewal Physician Employment Agreement between Nicole Akar-Ghibril, M.D., for Pediatric Allergy and Immunology Services, and South Broward Hospital District***
- 3) ***Request Board Approval of the Renewal Physician Employment Agreement between Courtney M. Edwards, M.D., for Endocrine and Thyroid Surgery Services, and South Broward Hospital District***

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

THE BOARD OF COMMISSIONERS APPROVES THE NEW PHYSICIAN EMPLOYMENT AGREEMENT BETWEEN ERIC PACHTER, M.D., FOR UROLOGY SERVICES, AND SOUTH BROWARD HOSPITAL DISTRICT

THE BOARD OF COMMISSIONERS APPROVES THE RENEWAL PHYSICIAN EMPLOYMENT AGREEMENT BETWEEN NICOLE AKAR-GHIBRIL, M.D., FOR PEDIATRIC ALLERGY AND IMMUNOLOGY SERVICES, AND SOUTH BROWARD HOSPITAL DISTRICT

THE BOARD OF COMMISSIONERS APPROVES THE RENEWAL PHYSICIAN EMPLOYMENT AGREEMENT BETWEEN COURTNEY M. EDWARDS, M.D., FOR ENDOCRINE AND THYROID SURGERY SERVICES, AND SOUTH BROWARD HOSPITAL DISTRICT

The Motion *carried* unanimously.

- 4) ***Request Board Approval of the Renewal Medical Administrative and Professional Services Agreement between Sheridan Healthcorp, Inc., for Anesthesia Services, and South Broward Hospital District***

Mr. Guerrier gave details of the agreement, and a discussion took place.

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

THE BOARD OF COMMISSIONERS APPROVES THE RENEWAL MEDICAL ADMINISTRATIVE AND PROFESSIONAL SERVICES AGREEMENT BETWEEN SHERIDAN HEALTHCORP, INC., FOR ANESTHESIA SERVICES, AND SOUTH BROWARD HOSPITAL DISTRICT

The Motion *carried*, with Dr. Orta voting Nay.

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

5) Request Board Approval of the Minutes of the Contracts Committee Meeting Held on April 15, 2024

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

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

The Motion *carried* unanimously.

d. Finance Committee Meeting Held on April 15, 2024; Ms. Elizabeth Justen, Chairwoman

Ms. Justen presented the Minutes of the Finance Committee Meeting held on April 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 Adoption of the Financial Assistance Policy for Memorial Healthcare System that complies with Section 501(r) of the Internal Revenue Code

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

THE BOARD OF COMMISSIONERS ADOPTS THE FINANCIAL ASSISTANCE POLICY FOR MEMORIAL HEALTHCARE SYSTEM THAT COMPLIES WITH SECTION 501(R) OF THE INTERNAL REVENUE CODE

The Motion *carried* unanimously.

2) Request Board Approval of the Memorial Healthcare System Standard Practice – Transfer / Access to Emergency Care Financial Assistance Policy

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

THE BOARD OF COMMISSIONERS APPROVES THE MEMORIAL HEALTHCARE SYSTEM STANDARD PRACTICE – TRANSFER / ACCESS TO EMERGENCY CARE FINANCIAL ASSISTANCE POLICY

The Motion *carried* unanimously.

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

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

***THE BOARD OF COMMISSIONERS APPROVES THE
MINUTES OF THE FINANCE COMMITTEE MEETING HELD ON
APRIL 15, 2024***

The Motion ***carried*** unanimously.

6. **REPORT OF SPECIAL COMMITTEES**

None.

7. **ANNOUNCEMENTS**

Ms. Justen noted the incredible year Memorial has had financially and thanked everyone for their commitment. She reported that as a result, the Board and Executive Staff have recognized a one-time employee recognition bonus for the staff. Ms. Justen also confirmed that the Board will soon share Memorial's new strategic plan for the System and welcomed everyone's thoughts and ideas.

8. **UNFINISHED BUSINESS**

Ms. Justen gave an update on the letter she had previously received regarding one of Memorial's departments. She confirmed that the firm engaged to investigate the issue impartially had completed its investigation, to the Board's satisfaction. Based on the findings, some necessary action points were being addressed effectively, and the matter will then be closed. Ms. Justen confirmed that no further details will be given to keep the matter confidential.

9. **NEW BUSINESS**

None.

10. **PRESIDENT'S COMMENTS**

Mr. Scott Wester thanked Ms. Justen and Mr. Harvey for their comments regarding safe reporting to the Audit and Compliance Department, and their commitment.

Mr. Wester informed the Board that his report would focus on System highlights as they align to Memorial's pillars of excellence, the foundation of its values, and the framework for its culture.

Safety

Memorial's safety review has been conducted, with a 90% response rate. Mr. Wester thanked Ms. Monica Puga, Senior Vice President and Chief Nurse Executive, and the nursing leadership team for their involvement, and confirmed that Ms. Puga will provide a full summary of the survey during the upcoming Board Peer Review.

Quality

Memorial Regional Hospital has been designated the first Resuscitation Center of Excellence in the State of Florida. In addition, Memorial has met strict criteria for specialized treatment and therapy that improves survivor rates, especially in cardiology and extracorporeal membrane oxygenation (ECMO).

Service

Memorial's laundry plan provider, Novo Health Services, has been recognized by the Textile Rental Services Association of America as Plant of the Year.

People

The Mobile Market for Employees was successfully implemented last month. The initiative allows employees, through a reduced-price structure, to fill a bag with typical groceries for only \$25.00, which is then matched by their school pantry program to feed a community family in need. The implementation was so successful that this resource will be added twice a month and expanded to evening and night shifts to allow more employees to participate.

Finance

This has been one of the best financial years in our history. Mr. Wester thanked the Finance team for putting together an aggressive budget.

Community

Mr. Wester reported on the tragic passing of 13-year-old Symaria Glenn from a sudden brain bleed in January. She became a hero when she saved the lives of five people through the gift of organ donation, one of whom was her father, who received her kidney, after being on dialysis for several years. Symaria's parents Dima and Shawn chose to honor their daughter's life and memory, and raise organ donation awareness, by allowing Memorial to tell this profound story of loss and life.

Growth

Mr. Wester thanked Dr. Sareli for the successful Board, Medical Staff and Leadership Retreat, and all those who offered their time and insights. He confirmed that their comments will be incorporated into Memorial's strategic plan.

Finally, Mr. Wester noted that today was Administrative Professionals' Day, and thanked his Senior Executive Assistants Ms. Ivonne Diaz and Ms. Cheryl Yeo for all their hard work and support which they give him.

11. CHAIRWOMAN'S COMMENTS

After allowing the other Board members to give their comments first, Ms. Justen thanked Ms. Diaz, Ms. Yeo and Mr. Wester for everything they do, and all staff for their commitment. She thanked everyone involved in the Medical Retreat and stated that it was so successful that staff were eager to have this take place more often. She also thanked Mr. Friedman's son and daughter for attending the meeting. Lastly, she confirmed that the Regular Board Meeting in May will be held at Memorial Hospital Pembroke's Innovation Center.

12. COMMISSIONERS' COMMENTS

Mr. Basulto thanked everyone for their amazing work. He particularly thanked Mr. Janser for everything he has done for the Foundations.

Dr. Orta thanked the Board and Mr. Wester for their recent kind words, which were very meaningful to him. He thanked Mr. Smith for his time and patience, which he appreciated. Lastly, he wished a Happy Passover to everyone celebrating the Passover Holiday.

Mr. Friedman thanked Mr. Janser for his earlier presentation and stated that the connections that Mr. Rose and Ms. Krinsky have with Memorial inspires everyone to do everything they can, recounting that his own son was in Memorial's NICU for a couple of days when he was born. Mr. Friedman thanked Dr. Sareli for the successful Medical Retreat. He thanked Mr. Wester for his leadership, and confirmed he had the utmost faith and belief that he was moving Memorial in the right direction. Lastly, he thanked everyone for their continued hard work.

Ms. Miller thanked everyone for Memorial's outstanding results, and confirmed she was proud to be involved, and excited for the upcoming strategic plan.

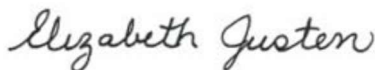
Mr. Harrison thanked Ms. Justen for her leadership over the last few months. He also thanked Mr. Joseph Stuczynski, Chief Executive Officer of Memorial Hospital West, Ms. Ashley Boxer and Ms. Yeo, for arranging the visit to the Memorial Cancer Institute and Memorial Hospital West for the Hon. Alando Terrelonge, MP, the State Minister in the Ministry of Foreign Affairs and Foreign Trade in Jamaica, and his team. Mr. Stuczynski responded that it was a pleasure for him and his team to host the visiting party, as they are all proud of where they work.

Mr. Harvey thanked Dr. Sareli for the great Medical Retreat, which left him energized and excited. He thanked Ms. Diaz and Ms. Yeo for everything they do for the Board. Lastly, he thanked Mr. Guerrier for his hard work and commitment with the Contracts Committee.

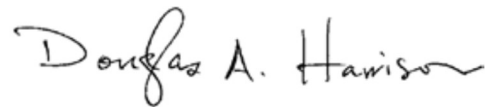
13. ADJOURNMENT

There being no further business to come before the Board, Ms. Justen declared the meeting adjourned at 7:12 p.m.

THE BOARD OF COMMISSIONERS OF THE SOUTH BROWARD HOSPITAL DISTRICT



BY: _____
Elizabeth Justen, Chairwoman



ATTEST: _____
Douglas Harrison, Secretary Treasurer