

North Broward Hospital District Board of Commissioners
1700 Northwest 49th Street, Suite #150, Ft. Lauderdale, FL 33309

GOVERNANCE COMMITTEE MEETING **Immediately Following the Special Board Tax Announcement Meeting** **Wednesday, July 20, 2022**

The Governance Committee of the North Broward Hospital District was held immediately following the Special Board Tax Announcement Meeting at the Broward Health Corporate Spectrum Location, 1700 NW 49th Street, Suite 150, Fort Lauderdale, Florida 33309.

1. **NOTICE**

Official notice is attached to these minutes, titled EXHIBIT I. Agenda of this meeting is attached to the minutes, titled EXHIBIT II. Supporting documents, if applicable, are attached to these minutes, titled EXHIBIT III. These exhibits are presented for consideration of the Committee.

2. **CALL TO ORDER**

There being a quorum present, the meeting was called to order by Chair Stacy L. Angier at 10:26 a.m.

3. **COMMITTEE MEMBERS**

Present:

Commissioner Paul C. Tanner
Commissioner Jonathan K. Hage
Commissioner Levi G. Williams, Jr.
Commissioner Nancy W. Stamper
Commissioner Christopher J. Pernicano, Secretary/Treasurer
Ray. T. Berry, Vice Chair (via Teams)
Stacy L. Angier, Chair

Senior Leadership

Additionally Present:

Shane Strum, President/Chief Executive Officer
Alan Whaley, EVP/Chief Operating Officer
Alex Fernandez, SVP/Chief Financial Officer
Linda Epstein, Corporate General Counsel

4. **PUBLIC COMMENTS**

Chair Angier opened the floor for public comments, in which there were none.

5. **APPROVAL OF MINUTES**

Without objection, Chair Angier approved the minutes, dated June 23, 2021.

Motion *carried* without dissent.

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6. DISCUSSION AGENDA

6.1. Discussion of Board Officer Election Process (Presenter - Commissioner Ray Berry)

In light of newly appointed Commissioners and upcoming Board Officer Elections, Vice Chair Berry provided an overview of the current Board Officer Election Process. He shared that the current structure is for an incoming Commissioner to participate in all Board business for the first few years, while the tenured long-standing Commissioners rotate the three officer positions, beginning with Secretary and Treasurer of the Board, followed by the Vice Chair position, leading up to the Chair. Typically, these positions are held for one (1) year terms. This structure gives all Commissioners an opportunity to participate in governance of the organization.

Regarding nominations, Chair Angier recommended that the Governance Committee meet annually in either May or June, prior to the Annual Elections.

Commissioner Berry requested in advance of the July 27, 2022, Regular Board Meeting, that Commissioners review the Committee Assignment Selection Sheet and list which Committee(s) they are interested in serving as a Member and/or Officer.

Commissioner Williams urged that the Governance Committee discuss Article VI. - Codified Resolutions of the Board of the North Broward Hospital District. Chair Angier advised that it could be discussed at a future Governance Committee Meeting.

6.2. Discussion regarding Direct Board Reports (Presenter - Commissioner Ray Berry)

Vice Chair Berry listed the current Direct Board Reports roles as follows:

- President and Chief Executive Officer;
- General Counsel;
- Chief Internal Auditor; and
- Chief Compliance and Privacy Officer.

Discussion ensued regarding the pre-hire interview process for Direct Board Reports. It was agreed that the process could be more discreet to avoid putting candidates' careers at risk by interviewing in an open forum.

Chair Angier requested that the Governance Committee meet in August or October to discuss the abovementioned.

In addition, Chair Angier requested an outline for board member training, to include what should be presented and how often as this was a significant topic at the 2022 American Hospital Association (AHA) Leadership Summit, held earlier this month.

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7. ADJOURNMENT

There being no further business on the agenda, the Chair adjourned the meeting at 11:10 a.m.

Respectfully submitted,
Commissioner Christopher J. Pernicano, Secretary/Treasurer

DRAFT