

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

REGULAR BOARD MEETING **4:00 p.m., Wednesday, February 24, 2021**

The Board of Commissioners Regular Board Meeting of the North Broward Hospital District was held at 4:00 p.m., on February 24, 2021, 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 are attached to these minutes, titled EXHIBIT III. These exhibits are presented for consideration of the Board

2. **CALL TO ORDER**

There being a quorum present, the meeting was called to order by Chair Nancy W. Gregoire at 4:00 p.m.

3. **ATTENDEES**

Present:

Commissioner Ray T. Berry
Commissioner Marie C. Waugh, Secretary/Treasurer
Commissioner Stacy L. Angier, Vice Chair
Commissioner Nancy W. Gregoire, Chair

Senior Leadership

Additionally Present:

Alan Goldsmith, Chief Operating Officer
Alex Fernandez, Chief Financial Officer
Linda Epstein, Corporate General Counsel
Jerry Del Amo, Deputy General Counsel

4. **THE PLEDGE OF ALLEGIANCE**

The Pledge of Allegiance was led by Commissioner Marie C. Waugh.

5. **PUBLIC COMMENTS**

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

6. **APPROVAL OF MINUTES**

6.1. Approval of Regular Board Meeting minutes dated January 26, 2021

6.2. Approval of meeting minutes for President/CEO Candidate Interviews dated February 8, 2021

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Without objection, Chair Gregoire approved the minutes, dated January 26, 2021 and President/CEO Candidate Interviews dated February 8, 2021.

Motion *carried* without dissent.

7. MEDICAL STAFF CREDENTIALING – Dr. Andrew Ta. Chief Medical Officer

- | | |
|-------------------------------------|-------------------------------------|
| 7.1.) Broward Health North | 7.3.) Broward Health Coral Springs |
| 7.2.) Broward Health Imperial Point | 7.4.) Broward Health Medical Center |

MOTION It was *moved* by Commissioner Angier, *seconded* by Commissioner Waugh, that:

The Board of Commissioners of the North Broward Hospital District approve Medical Staff Credentialing Reports, as presented.

Motion confirmed by roll-call vote:

- YES** Commissioner Ray. T. Berry
YES Commissioner Marie C. Waugh, Secretary/Treasurer
YES Commissioner Stacy L. Angier, Vice Chair
YES Commissioner Nancy W. Gregoire, Chair

Motion *carried* 4/0.

8. CHIEF MEDICAL STAFF UPDATES

Medical staff updates were given by Dr. Lehr for Broward Health North, Dr. Jensen for Broward Health Imperial Point, Dr. Penate for Broward Health Coral Springs, and Dr. Kumar for Broward Health Medical Center. Said reports highlighted each of the facilities' objectives, events, and awards received over the past month.

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| 8.1.) Broward Health North | 8.3.) Broward Health Coral Springs |
| 8.2.) Broward Health Imperial Point | 8.4.) Broward Health Medical Center |

9. PRESENTATIONS

- 9.1. COO Update (Presenter – Alan Goldsmith, EVP/Chief Operating Officer)

In the absence of the incoming CEO, Mr. Goldsmith presented the full monthly report, highlighting the five pillars (Quality, Service, People, Growth, and Finance) of the organization and the progress at each of the facilities.

Mr. Goldsmith noted his appreciation and thanks to Denise Moore and Diana Dwyer and their teams who make the presentation and video go smoothly each month.

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- A video was shared highlighting Ricardo Perez, cardiac patient.

The video featured:

- Kenneth Herskowitz, M.D., Medical Director of Cardiovascular Surgery.
- Andre Landau, M.D., Cardiologist and Medical Director of Cardiac Services.

10. CONSENT AGENDA

- 10.1. Approval to Commit Up to \$10 Million in Private Equity in the Unrestricted Fund per Congress Asset Management's Recommendation
- 10.2. Rebalancing Recommendation Per Segal Marco Advisor's Recommendations:
 - 10.2.1. Approval to Reduce Unrestricted Fund Manager: Brown Advisory by \$14M
 - 10.2.2. Approval to Reduce Unrestricted Fund Manager: Westfield Capital Management by \$6M
 - 10.2.3. Approval to Reduce Unrestricted Fund Manager: Vanguard Extended Market Index by \$6M
 - 10.2.4. Approval to Reduce Unrestricted Fund Manager: Wellington International by \$10M
 - 10.2.5. Approval to Increase Unrestricted Fund Manager: Baird by \$10M
 - 10.2.6. Approval to Increase Unrestricted Fund Manager: Blackstone Alternative Asset by \$8M
 - 10.2.7. Approval to Increase Unrestricted Fund Manager: Vanguard STAR by \$9M
 - 10.2.8. Approval to Increase Unrestricted Fund Manager: Vanguard Global Wellington by \$9M
- 10.3. Approval of the Amended North Broward Hospital District Unrestricted Investment Policy Statements, the Amended North Broward Hospital District Pension Fund Investment Policy Statements and the Asset Allocation
- 10.4. Approval of Interim Financial Statement for the month of January 2021
- 10.5. Approval of Systemwide, Patient Vital Sign Monitors, Group Purchase Organization (GPO) Vendor, GE
- 10.6. Approval of Systemwide, Centralized Electronic Intensive Care Unit (EICU) Systems, Phillips
- 10.7. Approval of Resolution FY21-15: Resolution to Amend the Codified Resolutions of the Board of Commissioners of North Broward Hospital District to Address the Expedited Process for Physician Appointments and Reappointments
- 10.8. Approval of Proposed Response for the Office of Chief Inspector General Draft Report

MOTION It was *moved* by Commissioner Berry, *seconded* by Commissioner Angier, that:

The Board of Commissioners of the North Broward Hospital District approve items 10.1 through 10.8 on the Consent Agenda.

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Motion confirmed by roll-call vote:

YES Commissioner Ray. T. Berry
YES Commissioner Marie C. Waugh, Secretary/Treasurer
YES Commissioner Stacy L. Angier, Vice Chair
YES Commissioner Nancy W. Gregoire, Chair

Motion *carried* 4/0.

11. **DISCUSSION AGENDA**

11.1. Selection of Officers of the Joint Conference Committee

MOTION It was *moved* by Commissioner Berry, *seconded* by Commissioner Angier, to:

Nominate Commissioner Marie C. Waugh as a member of the North Broward Hospital District Joint Conference Committee.

Motion confirmed by roll-call vote:

YES Commissioner Ray. T. Berry
YES Commissioner Marie C. Waugh, Secretary/Treasurer
YES Commissioner Stacy L. Angier, Vice Chair
YES Commissioner Nancy W. Gregoire, Chair

Motion *carried* 4/0.

MOTION It was *moved* by Commissioner Angier, *seconded* by Commissioner Waugh, to:

Nominate Commissioner Ray T. Berry as a member of the North Broward Hospital District Joint Conference Committee.

Motion confirmed by roll-call vote:

YES Commissioner Ray. T. Berry
YES Commissioner Marie C. Waugh, Secretary/Treasurer
YES Commissioner Stacy L. Angier, Vice Chair
YES Commissioner Nancy W. Gregoire, Chair

Motion *carried* 4/0.

MOTION It was *moved* by Commissioner Waugh, *seconded* by Commissioner Berry, to:

Nominate Stacy L. Angier as a member of the North Broward Hospital District Joint Conference Committee.

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Motion confirmed by roll-call vote:

- YES** Commissioner Ray. T. Berry
- YES** Commissioner Marie C. Waugh, Secretary/Treasurer
- YES** Commissioner Stacy L. Angier, Vice Chair
- YES** Commissioner Nancy W. Gregoire, Chair

Motion *carried* 4/0.

MOTION It was *moved* by Commissioner Angier, *seconded* by Commissioner Waugh, to:

Nominate Nancy W. Gregoire as a member of the North Broward Hospital District Joint Conference Committee.

Motion confirmed by roll-call vote:

- YES** Commissioner Ray. T. Berry
- YES** Commissioner Marie C. Waugh, Secretary/Treasurer
- YES** Commissioner Stacy L. Angier, Vice Chair
- YES** Commissioner Nancy W. Gregoire, Chair

Motion *carried* 4/0.

MOTION It was *moved* by Commissioner Angier, *seconded* by Commissioner Waugh, to:

Nominate Commissioner Ray T. Berry as the Chair of the North Broward Hospital District Joint Conference Committee.

Motion confirmed by roll-call vote:

- YES** Commissioner Ray. T. Berry
- YES** Commissioner Marie C. Waugh, Secretary/Treasurer
- YES** Commissioner Stacy L. Angier, Vice Chair
- YES** Commissioner Nancy W. Gregoire, Chair

Motion *carried* 4/0.

MOTION It was *moved* by Commissioner Angier, *seconded* by Commissioner Berry, to:

Nominate Commissioner Marie C. Waugh as the Vice Chair of the North Broward Hospital District Joint Conference Committee.

Motion confirmed by roll-call vote:

- YES** Commissioner Ray. T. Berry
- YES** Commissioner Marie C. Waugh, Secretary/Treasurer

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YES Commissioner Stacy L. Angier, Vice Chair

YES Commissioner Nancy W. Gregoire, Chair

Motion *carried* 4/0.

11.2. President and CEO Employment Agreement Update

MOTION It was *moved* by Commissioner Berry, *seconded* by Commissioner Waugh, that:

The Board of Commissioners of the North Broward Hospital District approve a \$25,000 sign-on bonus to be added to the incoming President/CEO's Employment Agreement for Shane Strum.

Motion confirmed by roll-call vote:

YES Commissioner Ray. T. Berry

YES Commissioner Marie C. Waugh, Secretary/Treasurer

YES Commissioner Stacy L. Angier, Vice Chair

YES Commissioner Nancy W. Gregoire, Chair

Motion *carried* 4/0.

MOTION It was *moved* by Commissioner Waugh, *seconded* by Commissioner Angier, that:

The Board of Commissioners of the North Broward Hospital District approve March 29, 2021 as the start date for the incoming President/CEO Shane Strum. .

Motion confirmed by roll-call vote:

YES Commissioner Ray. T. Berry

YES Commissioner Marie C. Waugh, Secretary/Treasurer

YES Commissioner Stacy L. Angier, Vice Chair

YES Commissioner Nancy W. Gregoire, Chair

Motion *carried* 4/0.

MOTION It was *moved* by Commissioner Berry, *seconded* by Commissioner Angier, that:

The Board of Commissioners of the North Broward Hospital District approve proposed changes to Section 2(b), Incentive Compensation, subject to proposed changes in Section 3(f), to the incoming President/CEO's Employment Agreement for Shane Strum.

Motion confirmed by roll-call vote:

YES Commissioner Ray. T. Berry

YES Commissioner Marie C. Waugh, Secretary/Treasurer

YES Commissioner Stacy L. Angier, Vice Chair

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YES Commissioner Nancy W. Gregoire, Chair

Motion *carried* 4/0.

MOTION It was *moved* by Commissioner Berry, *seconded* by Commissioner Angier, that:

The Board of Commissioners of the North Broward Hospital District approve proposed changes to Section 3(a), “With Cause”, to the incoming President/CEO’s Employment Agreement for Shane Strum.

Motion confirmed by roll-call vote:

YES Commissioner Ray. T. Berry

YES Commissioner Marie C. Waugh, Secretary/Treasurer

YES Commissioner Stacy L. Angier, Vice Chair

YES Commissioner Nancy W. Gregoire, Chair

Motion *carried* 4/0.

MOTION It was *moved* by Commissioner Berry, *seconded* by Commissioner Waugh, that:

The Board of Commissioners of the North Broward Hospital District approve proposed changes to Section 3(b), “Without Cause”, and to add language stating that the employee has an affirmative duty to notify the Board 90 days prior to his contract expiration, to the incoming President/CEO’s Employment Agreement for Shane Strum, . .

Motion confirmed by roll-call vote:

YES Commissioner Ray. T. Berry

YES Commissioner Marie C. Waugh, Secretary/Treasurer

YES Commissioner Stacy L. Angier, Vice Chair

YES Commissioner Nancy W. Gregoire, Chair

Motion *carried* 4/0.

MOTION It was *moved* by Commissioner Waugh, *seconded* by Commissioner Angier, that:

The Board of Commissioners of the North Broward Hospital District approve proposed changes to Section 3(c), Voluntary Termination of Employment by Employee without Good Reason, to the incoming President/CEO’s Employment Agreement for Shane Strum.

Motion confirmed by roll-call vote:

YES Commissioner Ray. T. Berry

YES Commissioner Marie C. Waugh, Secretary/Treasurer

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YES Commissioner Stacy L. Angier, Vice Chair

YES Commissioner Nancy W. Gregoire, Chair

Motion *carried* 4/0.

MOTION It was *moved* by Commissioner Angier, *seconded* by Commissioner Berry, that:

The Board of Commissioners of the North Broward Hospital District approve proposed changes to Section 3(d), Death or Disability, to the incoming President/CEO's Employment Agreement for Shane Strum.

Motion confirmed by roll-call vote:

YES Commissioner Ray. T. Berry

YES Commissioner Marie C. Waugh, Secretary/Treasurer

YES Commissioner Stacy L. Angier, Vice Chair

YES Commissioner Nancy W. Gregoire, Chair

Motion *carried* 4/0.

MOTION was *amended* by Commissioner Waugh, *seconded* by Commissioner Berry, that:

The Board of Commissioners of the North Broward Hospital District approve proposed Section 3(e), Termination of Employment by Employee for Good Reason, and to add clarifying language to 3(e)(i) that reflects approval for payment of incentive compensation, and to 3(e)(iii) to include a material diminution in the budget over which employee retains authority and which has a material impact on the ability of employee to perform his job functions.

Motion confirmed by roll-call vote:

YES Commissioner Ray. T. Berry

YES Commissioner Marie C. Waugh, Secretary/Treasurer

YES Commissioner Stacy L. Angier, Vice Chair

YES Commissioner Nancy W. Gregoire, Chair

Motion *carried* 4/0.

MOTION It was *moved* by Commissioner Angier, *seconded* by Commissioner Berry, that:

The Board of Commissioners of the North Broward Hospital District approve proposed Section 3 (f)(i); approve proposed Section 3(f)(ii) with modification that incentive compensation is paid if the Board approves same and upon execution of a severance agreement and release; approve proposed Section 3(f)(iii) with modification to reinstate the stricken language from page 6 of the Agreement, which provides, "Employee will be able to continue Health Insurance, Dental Insurance, Vision Insurance and/or Prescription Insurance Coverage (as per the Employee's Insurance coverage(s) as of the date of termination of Employment) at the Employee rate and Employee will be solely responsible for payment of said insurance contributions. At the expiration

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of the severance period, Employee will be eligible to continue insurance coverage pursuant to applicable law without any contribution by Broward Health.”

Motion confirmed by roll-call vote:

YES Commissioner Ray. T. Berry
YES Commissioner Marie C. Waugh, Secretary/Treasurer
YES Commissioner Stacy L. Angier, Vice Chair
YES Commissioner Nancy W. Gregoire, Chair

Motion *carried* 4/0.

MOTION It was *moved* by Commissioner Berry, *seconded* by Commissioner Waugh, that:

The Board of Commissioners of the North Broward Hospital District reinstate previously stricken language in the general section on page 6 of the Agreement, specifically the stricken language that read, “as well as other reasonable terms and conditions as required by Broward Health” and add clarifying language to include that terms to the Severance Agreement and Release are subject to reasonable modifications by Broward Health; that Broward Health will provide a Severance Agreement and Release attached as Appendix C to the Agreement; and, that the method of the severance payment will be in accordance with Appendix C to the incoming President/CEO’s Employment Agreement for Shane Strum.

Motion confirmed by roll-call vote:

YES Commissioner Ray. T. Berry
YES Commissioner Marie C. Waugh, Secretary/Treasurer
YES Commissioner Stacy L. Angier, Vice Chair
YES Commissioner Nancy W. Gregoire, Chair

Motion *carried* 4/0.

MOTION It was *moved* by Commissioner Waugh, *seconded* by Commissioner Berry, that:

The Board of Commissioners of the North Broward Hospital District replace proposed Sections 19 (a), (b), and (c) with, “see Severance Agreement and Release in Appendix C” for anything related to Code Section 409A, to the incoming President/CEO’s Employment Agreement for Shane Strum.

Motion confirmed by roll-call vote:

YES Commissioner Ray. T. Berry
YES Commissioner Marie C. Waugh, Secretary/Treasurer
YES Commissioner Stacy L. Angier, Vice Chair
YES Commissioner Nancy W. Gregoire, Chair

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Motion *carried* 4/0.

MOTION It was *moved* by Commissioner Angier, *seconded* by Commissioner Berry, that:

The Board of Commissioners of the North Broward Hospital District reinstate the phrase, “Effective Date” [effective date is March 29, 2021] on page 11 of the Agreement and strike “date first above written.” to the incoming President/CEO’s Employment Agreement for Shane Strum.

Motion confirmed by roll-call vote:

YES Commissioner Ray. T. Berry
YES Commissioner Marie C. Waugh, Secretary/Treasurer
YES Commissioner Stacy L. Angier, Vice Chair
YES Commissioner Nancy W. Gregoire, Chair

Motion *carried* 4/0.

MOTION It was *moved* by Commissioner Angier, *seconded* by Commissioner Waugh, that:

The Board of Commissioners of the North Broward Hospital District approve proposed language in Appendix B, Incentive Compensation, to the incoming President/CEO’s Employment Agreement for Shane Strum.

Motion confirmed by roll-call vote:

YES Commissioner Ray. T. Berry
YES Commissioner Marie C. Waugh, Secretary/Treasurer
YES Commissioner Stacy L. Angier, Vice Chair
YES Commissioner Nancy W. Gregoire, Chair

Motion *carried* 4/0.

MOTION It was *moved* by Commissioner Waugh, *seconded* by Commissioner Berry, that:

The Board of Commissioners of the North Broward Hospital District approve modification of Appendix C title, “Form of Release”, to “Severance Agreement and Release” to the incoming President/CEO’s Employment Agreement for Shane Strum.

Motion confirmed by roll-call vote:

YES Commissioner Ray. T. Berry
YES Commissioner Marie C. Waugh, Secretary/Treasurer
YES Commissioner Stacy L. Angier, Vice Chair
YES Commissioner Nancy W. Gregoire, Chair

Motion *carried* 4/0.

MINUTES

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It was noted that a Special Board Meeting be noticed for March 11, 2021 at 4pm to revisit any outstanding items or changes to the CEO employment agreement. Should a meeting not be required, a cancellation will follow.

12. COMMENTS BY COMMISSIONERS

Closing comments were given by the Commissioners.

CFO, Alex Fernandez, announced that Broward Health just received a rating of Baa2 from Moody's Investors Service, Inc.

13. NEXT REGULAR BOARD MEETING

The next regularly scheduled Board of Commissioner's Meeting will be held on Wednesday, March 31, 2021 at 4:00 p.m. at the Broward Health Corporate Spectrum location, 1700 Northwest 49th Street, Suite 150, Fort Lauderdale, Florida 33309.

14. ADJOURNMENT

There being no further business on the agenda, the Chair adjourned the meeting at 5:56 p.m.

Respectfully submitted,
Commissioner Marie C. Waugh, Secretary/Treasurer

Resolution FY21-15

Resolution to Amend the Codified Resolutions of the Board of Commissioners of North Broward Hospital District to Address the Expedited Process for Physician Appointments and Reappointments

WHEREAS, the Board of Commissioners (the “Board”) of the North Broward Hospital District (the “District”) has established the Amended and Restated Bylaws of the North Broward Hospital District (the “Bylaws”) and its accompanying Codified Resolutions of the Board of Commissioners of the North Broward Hospital District (“Codified Resolutions”), both as amended from time to time;

WHEREAS, the Board, in conjunction with the four (4) medical staffs of the District, has established the Bylaws of the Medical Staff of Broward Health (the “Medical Staff Bylaws”) which governs the relationship between the Board and its four (4) medical staffs and provides the standards and guidelines which the four (4) medical staffs are required to follow;

WHEREAS, Art. V., s. 2.(b) of the Bylaws permits the Board, consistent with state and federal law and the Medical Staff Bylaws, to convene a Board committee consisting of at least two (2) Board members to approve appointments and reappointments of the District’s four (4) medical staffs (“Expedited Credentialing Committee”);

WHEREAS, Section 2.7.5.6. of the Medical Staff Bylaws delineates the process and circumstances where convening an Expedited Credentialing Committee is appropriate;

WHEREAS, the Board wishes to amend Section 5.2(b) of the Codified Resolutions as set forth herein to clarify and govern the action of the Board following credentialing and recredentialing actions taken by the Expedited Credentialing Committee; and

WHEREAS, unless the context otherwise requires, capitalized terms used but not defined herein have the meanings ascribed to such terms in the Bylaws and Codified Resolutions.

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners of the North Broward Hospital District, that:

1. The Codified Resolutions are hereby amended as provided below. Words ~~stricken~~ are deletions; words underlined are additions.
2. Paragraph (6) is created and added to subsection (b) of Section 5.2 of the Codified Resolutions to read as follows:

Section 5.2. – Medical Staff Bylaws

(b) Appointment to the Medical Staff.

(6) In those circumstances, consistent with Florida Law, federal laws, rules and regulations, and accreditation requirements, whereby it is appropriate to convene a committee of the Board consisting of at least two (2) Board members to approve appointments and reappointments of the District’s four (4) medical staffs as provided in Section 2.7.5.6. of the Medical Staff Bylaws (“Expedited Credentialing Committee”), the Board shall retroactively ratify, as of the date of the meeting of the Expedited Credentialing Committee, the actions of the Expedited Credentialing Committee at the Board’s next regularly scheduled Board meeting, or as soon as practical following the Expedited Credentialing Committee’s actions. Notwithstanding the foregoing, the failure of the Board to subsequently ratify the actions of the Expedited Credentialing Committee shall not invalidate the actions of the Expedited Credentialing Committee to the extent permissible under law.

3. This resolution hereby supersedes, amends, replaces and repeals any conflicting resolution or conflicting policy previously adopted by the Board.

DULY ADOPTED this 24 day of February, 2021.

Time Adopted 4:26 PM