

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

**GOVERNANCE COMMITTEE MEETING
10:00 a.m., November 12, 2019**

1. **NOTICE**

Notice of this meeting is attached to the official Minutes as EXHIBIT I. The official Agenda for this meeting, as presented for the consideration of the Committee, is attached to the official Minutes as EXHIBIT II.

2. **CALL TO ORDER** 10:06 a.m.

3. **COMMITTEE MEMBERS**

Present: Commissioner Ray T. Berry, Chair
Commissioner Nancy W. Gregoire, Vice Chair
Commissioner Stacy L. Angier

Senior Leadership

Additionally Present: Marie C. Waugh/Commissioner, Gino Santorio/President/Chief Executive Officer, Alan Goldsmith/Chief Administrative Officer, Alex Fernandez/Chief Financial Officer, Linda Epstein/Corporate General Counsel, Brett Bauman/Sr. Associate, General Counsel

4. **PUBLIC COMMENTS** None

5. **APPROVAL OF MINUTES**

5.1. Approval of Governance Committee meeting minutes, dated July 24, 2019.

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

Approve the Governance Committee meeting minutes, dated July 24, 2019.

Motion *carried* unanimously.

6. **TOPIC OF DISCUSSION**

6.1. Board of Commissioners Travel Policy

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

The Governance Committee recommend that the Board of Commissioners of the North Broward Hospital District approve the Resolution FY 20-09 Travel Policy, as proposed.

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To ensure the public's understanding of the proposed resolution, Mr. Bauman presented a brief synopsis of the policy at the request of Commissioner Angier.

Motion *carried* unanimously.

Ms. Diana Arteaga, VP Governmental Relations & Community Affairs, shared schedules and logistics for upcoming administrative events, as seen below:

- Broward Days: January 21-22, 2020
- Safety Net Hospital Days: February 17-18, 2020

6.2. Board of Commissioners Philanthropy Committee Policy

Discussion ensued regarding potential modifications to the policy and standard operating procedures related to sponsorships. It was agreed that sponsorship updates be provided to the board quarterly.

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

The Governance Committee make a recommendation to the full Board of Commissioners of the North Broward Hospital District to have sponsorship activities handled through management with quarterly updates to the Board.

Motion *carried* unanimously.

6.3. Temporary Appointment of Committee Members to Fulfill Quorums of Committees

In response to certain member's lack of attendance and/or involvement, Chairman Berry requested that a bylaw amendment be drafted addressing temporary appointment of committee members to allow full participation. He in addition suggested a letter be drafted on behalf of the Board, requesting Governor DeSantis replace Commissioner Klein, as a result of his publicly announced resignation and fill the remaining open seats at the Governor's earliest convenience.

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

Chairman Berry draft a letter on behalf of the Board encouraging the Governor to replace Commissioner Klein's seat, as a result of his publicly announced resignation and fill the remaining open seats.

Motion *carried* unanimously.

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

Commissioner Waugh serve on the Audit Committee and Chairman Berry serve on the Joint Conference Committee.

Motion *carried* unanimously.

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6.4. Resolution FY20-10: Prohibition of Current and Former Commissioners from Lobbying and Conducting Business with the District

Ms. Linda Epstein, General Counsel, read the proposed resolution on record in its entirety.

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

The Governance Committee recommend that the Board of Commissioners of the North Broward Hospital District approve the Resolution FY20-10: Prohibition of Current and Former Commissioners from Lobbying and Conducting Business with the District.

Motion *carried* unanimously.

Ms. Epstein noted that a correction should be made to the resolution citing Florida Statue 112.326 under section 1.

Mr. Joe Cobo, former Commissioner, spoke to his recollection that the District already had policies and waivers in place enforcing the prohibition of current and former commissioners from lobbying and/or conducting business with the District.

7. **ADJOURNMENT** 10:57 a.m.

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

Adjourn the Governance Committee meeting.

Motion *carried* unanimously.

Respectfully submitted,
Commissioner Stacy L. Angier, Secretary/Treasurer