

**REGULAR BOARD MEETING
4:00 p.m., Wednesday, November 30, 2022**

The Board of Commissioners Regular Board Meeting of the North Broward Hospital District was held at the Broward Health Sports Medicine Building, 1601 S. Andrews Avenue, Suite 100, Fort Lauderdale, FL 33316.

1. NOTICE OF MEETING

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 Board.

2. CALL TO ORDER

There being a quorum present, the meeting was called to order by Chair Stacy L. Angier at 4:09 p.m.

3. ROLL CALL

Present:

- Commissioner Jonathan K. Hage
- Commissioner Levi G. Williams, Jr.
- Commissioner Ray T. Berry
- Commissioner Paul C. Tanner, Secretary/Treasurer
- Commissioner Christopher J. Pernicano, Vice Chair
- Commissioner Stacy L. Angier, Chair

Not Present: Commissioner Nancy W. Stamper

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. THE PLEDGE OF ALLEGIANCE

The Pledge of Allegiance was led by Commissioner Jonathan K. Hage.

5. PUBLIC COMMENTS

Chair Angier opened the floor for public comments, in which the following speakers came forward:

- Ms. Debbie Marshall, member of the community, whose husband received a liver transplant in June 2022 and is currently a patient at Broward Health Medical Center in the liver transplant unit. Ms. Marshall shared concern regarding correspondence received advising of the District's liver transplant unit closing.

Chair Angier requested that Shane Strum, President, Chief Executive Officer, assist Ms. Marshall with the matter.

- Mr. Vicente Thrower, member of the community, first thanked the District for the compassionate care his father received who is battling cancer. Additionally, Mr. Thrower expressed concerns related to the following:
 - o Public comments being limited to the beginning of the agenda; and
 - o New Electronic Health Record (EHR) platform, specifically patients medical record requiring to be downloaded, would hinder the elderly population access to their medical records due to technology.

6. **APPROVAL OF MEETING MINUTES**

6.1. Approve Regular Board Meeting Minutes dated October 26, 2022

Without objection, Chair Angier approved the Regular Board Meeting Minutes dated October 26, 2022.

Motion *carried* without dissent.

6.2. Approve Special Joint Board Meeting Minutes dated November 7, 2022

Without objection, Chair Angier approved the Special Joint Board Meeting Minutes dated November 7, 2022.

Motion *carried* without dissent.

7. **INTRODUCTIONS / RECOGNITIONS**

7.1. Dr. Avinash Persad, Family Medicine (Presenter - Shane Strum, President/CEO)

Mr. Strum introduced Dr. Persad and shared his educational background, career highlights and accomplishments. Dr. Persad thanked the Board for the recognition.

7.2. BHN, Distinguished Physician Award, Dr. Harold Rosen (Presenter - Dr. Evan Boyar)

Dr. Boyar along with Broward Health North Senior Leadership Team, Matthew Garner, CEO; Dr. Jerry Capote, Chief Medical Officer and, Eileen Manniste, Chief Nursing Officer recognized Dr. Harold Rosen, Gastroenterology, who was honored with the Distinguished Physician Award. Unfortunately, Dr. Rosen was not able to attend this meeting due to extenuating circumstances. Dr. Boyar shared Dr. Rosen's educational background, career highlights and accomplishments.

8. **MEDICAL STAFF CREDENTIALING REPORTS** (Presenter - Dr. Joshua Lenchus, System Chief Medical Officer)

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

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MOTION It was *moved* by Commissioner Tanner, *seconded* by Commissioner Pernicano, that:

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

Motion *carried unanimously*.

9. **CHIEF MEDICAL STAFF UPDATES**

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

- 9.1.) Broward Health Medical Center (via TEAMS)
- 9.2.) Broward Health North
- 9.3.) Broward Health Imperial Point
- 9.4.) ~~Broward Health Coral Springs~~

It was noted that Dr. Penate was not in attendance, therefore no report was given for Broward Health Coral Springs.

10. **PRESENTATIONS**

- 10.1. CEO Update (Presenter - Shane Strum, President, Chief Executive Officer)

Mr. Strum presented his full monthly report, highlighting the five pillars (Quality, Service, People, Growth, and Finance) of the organization and the progress at each of the facilities.

In addition, the following videos were shared:

- Children's Diagnostic & Treatment Center (CDTC) Fundraiser event at Broward Health Medical Center, *Jorge and Friends*. Man of Style nominee, Jorge Hernandez, VP, Supply Chain / Chief Procurement Officer, invited fellow Leaders to join the red-carpet rehearsals in preparation of the 2022 Men of Style main event being held on December 1, 2022, at Galleria Mall.
- Broward Health Imperial Point's 50th anniversary celebration held on October 25, 2022.

11. **CONSENT AGENDA**

11.1. Approval of Quality Assessment and Oversight Committee Quarterly Reports, Data Q3 CY2022

- 11.1.1. Environment of Care
- 11.1.2. Antimicrobial Stewardship
- 11.1.3. Infection Prevention
- 11.1.4. NPSG - Hand Hygiene
- 11.1.5. Grievances
- 11.1.6. Medicare Readmissions
- 11.1.7. Medicare Mortalities

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11.1.8. Patient Satisfaction HCAHPS

11.1.9. Risk Management Quarterly Reports

11.2. Approval of the Interim Financial Statements for the month of October 2022

11.3. BHPG, Authorization to renew a two-year employment agreement up to the 90th percentile with Dr. Avinash Persad to provide Family Medicine services

11.4. BHMC, Authorization to enter into an Emergency Department on-call Coverage and Inpatient Services Agreement for Otolaryngology at the 75th percentile

11.5. Approval to execute a Settlement Agreement and Release with Bruce Lehr on behalf of Lehr, Levi & Mendez, PA and former Commissioner Christopher Ure, and approve payment in the amount of \$96,830 to Lehr, Levi & Mendez, PA for fees incurred in the State of Florida v. Christopher Ure, Case No 19-25AC10, in the Circuit Court of the 17th Judicial Circuit in and for Broward County, Florida

11.6. Approval to enter into a 20-year lease for the property located at 1527 SW 1st Avenue, Fort Lauderdale, Florida, 33315, for a lease amount of \$16,106,300.43 over the lease term, and an option to purchase such property for \$1 at the end of the lease term for a total cost of up to \$16,106,301.43

11.7. Approval to purchase the property located at 1527 SW 1st Avenue, Fort Lauderdale, Florida, 33315, on or after April 1, 2023, for a purchase price of \$6,965,760.00

11.8. Approval of Resolution FY23-05, Resolution of the Board of Commissioners of the North Broward Hospital District Waiving the Competitive Bidding Requirements of the District's Procurement Code in Accordance with Section 24(4) of the District's Charter and Authorizing the Selection of Epic Systems Corporation as the District's New Electronic Health Record Platform.

Point of order was given by Commissioner Williams rescinding vote on approval of Consent Agenda. A re-vote was taken approving items 11.1. through 11.7., to not include item 11.8., Approval of Resolution FY23-05, Resolution of the Board of Commissioners of the North Broward Hospital District Waiving the Competitive Bidding Requirements of the District's Procurement Code in Accordance with Section 24(4) of the District's Charter and Authorizing the Selection of Epic Systems Corporation as the District's New Electronic Health Record Platform, which was moved to the Discussion Agenda.

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

The Board of Commissioners of the North Broward Hospital District rescind vote on the acceptance of the Consent Agenda items 11.1. through 11.8 and take a re-vote on the Consent Agenda items, to exclude item 11.8.

Motion *carried unanimously*.

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

The Board of Commissioners of the North Broward Hospital District approve items 11.1 through 11.7 on the Consent Agenda.

Motion confirmed by roll-call vote:

YES Commissioner Jonathan K. Hage
YES Commissioner Levi G. Williams, Jr.
YES Commissioner Ray T. Berry
YES Commissioner Paul C. Tanner, Secretary/Treasurer
YES Commissioner Christopher J. Pernicano, Vice Chair
YES Commissioner Stacy L. Angier, Chair

Motion *carried* 6/0.

12. **DISCUSSION AGENDA**

*It was agreed that Item 11.8., be moved from the Consent Agenda to the Discussion Agenda, as seen below.

11.8. Approval of Resolution FY23-05, Resolution of the Board of Commissioners of the North Broward Hospital District Waiving the Competitive Bidding Requirements of the District's Procurement Code in Accordance with Section 24(4) of the District's Charter and Authorizing the Selection of Epic Systems Corporation as the District's New Electronic Health Record Platform.

In regard to discussion on the District's electronic health record concerns, Chair Angier re-invited public speaker, Mr. Vicente Thrower, to the podium.

Mr. Thrower clarified that he had no objection to the new EHR platform but was more concerned with the lack of comfort seniors may have with technology in regard to accessing their medical records.

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

The Board of Commissioners of the North Broward Hospital District approve item 11.8., Approval of Resolution FY23-05, Resolution of the Board of Commissioners of the North Broward Hospital District Waiving the Competitive Bidding Requirements of the District's Procurement Code in Accordance with Section 24(4) of the District's Charter and Authorizing the Selection of Epic Systems Corporation as the District's New Electronic Health Record Platform.

Motion confirmed by roll-call vote:

YES Commissioner Jonathan K. Hage
NO Commissioner Levi G. Williams, Jr.
YES Commissioner Ray T. Berry
YES Commissioner Paul C. Tanner, Secretary/Treasurer
YES Commissioner Christopher J. Pernicano, Vice Chair
YES Commissioner Stacy L. Angier, Chair

Motion *carried* 5/1.

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13. COMMENTS BY COMMISSIONERS

Closing comments were given by the Commissioners.

14. NEXT REGULAR BOARD MEETING

The next regularly scheduled Board of Commissioner's Meeting will be held on Wednesday, January 25, 2023, at 4:00 p.m. at the Broward Health Sports Medicine Building, 1601 S. Andrews Avenue, Suite 100, Fort Lauderdale, FL 33316.

15. ADJOURNMENT

There being no further business on the agenda, the Chair adjourned the meeting at 5:43 p.m.

Respectfully submitted,
Commissioner Paul C. Tanner, Secretary/Treasurer

DRAFT

RESOLUTION FY23-05

A RESOLUTION OF THE BOARD OF COMMISSIONERS OF NORTH BROWARD HOSPITAL DISTRICT WAIVING THE COMPETITIVE BIDDING REQUIREMENTS OF THE DISTRICT'S PROCUREMENT CODE IN ACCORDANCE WITH SECTION 24(4) OF THE DISTRICT'S CHARTER AND AUTHORIZING THE SELECTION OF EPIC SYSTEMS CORPORATION AS THE DISTRICT'S NEW ELECTRONIC HEALTH RECORD PLATFORM

WHEREAS, the North Broward Hospital District (the "District") is a special taxing district of the State of Florida established by the Florida Legislature in 1951 under ch. 27438, Laws of Florida, and recodified in ch. 2006-347, Laws of Florida, as amended (collectively, the "District's Charter"), with the District's primary purpose being the operation of hospitals and health care facilities to advance the public health and the public good of the residents residing within the boundaries of the District;

WHEREAS, the District is governed by a governing body of seven (7) commissioners appointed by the Governor of the State of Florida (the "Board") and said Board is responsible for the oversight of the District and the District's operations;

WHEREAS, the District's Charter authorizes and empowers the Board to establish, maintain, and operate hospitals and other supportive facilities as is necessary, in the Board's opinion, for the needs and use of the District's residents, with the establishment, maintenance, and operations, as well as the terms, conditions, and consideration for the use thereof, being determined, fixed, and under the exclusive authority of the Board;

WHEREAS, state and federal law require health care providers to document, chart, and create medical records for each of their patients which detail, without limitation, such patients' medical histories, past and present problems and concerns, medications, clinical findings, test results, preoperative and postoperative care, and progress (collectively, "Medical Records"), and the District creates such Medical Records electronically (an "Electronic Health Record" or "EHR");

WHEREAS, the District's Electronic Health Records, along with other key administrative, financial, and clinical data relevant to patient care, are housed in multiple electronic health record platforms ("Electronic Health Record Platforms") that the District utilizes to manage its Electronic Health Records and associated data, and such Electronic Health Record Platforms are an integral part of the Board's and District's maintenance and operation of the District's hospitals and health care facilities;

WHEREAS, one of the District's main Electronic Health Record Platform's contracts for certain products including, without limitation, EHR, remote hosting, and other ancillary systems expires in or about 2025, and, sometime in the near future, various crucial components of the Electronic Health Record Platform, such as, but not limited to, systems related to revenue cycle, patient registration, and other products will sunset and no longer be supported;

WHEREAS, it is impractical to upgrade only those components that are sunsetting and the District's various Electronic Health Record Platforms need to be standardized and integrated into one (1) Electronic Health Record Platform;

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WHEREAS, such need has necessitated a decision as to the procurement of a new or updated Electronic Health Record Platform to replace all of the District's current Electronic Health Record Platforms;

WHEREAS, the proper selection of an Electronic Health Record Platform is vital and necessary to patient care and the operations and maintenance of the District and its facilities, as well as for the needs and use of the District's residents, insofar as these platforms are utilized and necessary to, without limitation: (a) house all of a patient's medical history and health information in one centralized location, (b) communicate with other clinicians, labs, and health plans and promote legible and complete documentation for patient access and accurate and streamlined coding and billing, (c) improve care coordination and provide real-time updates for patients seeing multiple specialists and making transitions between care settings, (d) generate safeguards to enable safer and more reliable prescribing, risk management measures, and reduce and prevent potential medical errors and adverse events, (e) develop increased patient participation through follow-up reminders, easy-to-use scheduling, and direct communication between patients and their health care providers, (f) enhance patient health and quality of care through greater disease management and patient education, (g) reduce overhead costs associated with chart management and duplication of testing and paperwork, (h) support the District's ability to meet important regulatory requirements such as the Physician Quality Reporting System administered by the Centers for Medicare & Medicaid Services, and (i) provide greater protection of patient data to ensure the proper privacy and security of such data;

WHEREAS, the appropriate selection of an Electronic Health Record Platform is integral to the needs of patient care, the District's residents, and for the operations and maintenance of the District's hospitals and facilities insofar as such residents and District patients are seen at various hospitals and medical locations throughout South Florida and elsewhere in the United States for their medical and psychiatric needs, and the interoperability of Electronic Health Record Platforms and ability to share EHR data among providers enhances patient outcomes;

WHEREAS, almost 60% of inpatient hospitals in the United States utilize one of the two Electronic Health Record Platforms created and administered by the EHR industry's two (2) biggest vendors: Epic Systems Corporation ("Epic") and Oracle Corporation ("Oracle Cerner");

WHEREAS, in or about July of 2022, both Epic and Oracle Cerner provided public demonstrations of their respective Electronic Health Record Platforms for the consideration of the Board and the District's physicians, residents, and other interested parties;

WHEREAS, a consulting firm hired by the District conducted an independent analysis of the District's systems and Electronic Health Record Platforms that detailed the costs, benefits, and disadvantages of Epic and Oracle Cerner, and the Board has held several public workshops to obtain the input and preference of the community and the District's physicians, clinicians, residents, and patients;

WHEREAS, during the Board's August 31, 2022, meeting, the consulting firm stated that time is of the essence for the selection of an Electronic Health Record Platform for the District's use, in order to ensure the proper, safe, and efficient transfer of patient data prior to the expiration of those expiring District contracts relating to, and the future sunseting of certain components of, the District's main Electronic Health Record Platform;

WHEREAS, the Board established the District's currently used Master Procurement Code on October 30, 2019, via Resolution FY20-07: Resolution Creating a New Procurement Code and Establishing Emergency Waivers, pursuant to its authority under Section 24 of the Charter (the "District's Master Procurement Code");

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WHEREAS, Section 24(4) of the Charter permits the Board, via appropriate resolution, to waive the bidding procedures of Section 24 and the District's Master Procurement Code in emergency or unusual conditions;

WHEREAS, given the exigency of the current situation and necessity for the District to select a new or updated Electronic Health Record Platform, and because of emergency or unusual conditions, the Board wishes to waive the formal bidding procedures in accordance with Section 24(4) of the Charter and select a vendor to provide the District with a new Electronic Health Record Platform; and

WHEREAS, unless context otherwise requires, capitalized terms used but not defined herein have the meanings ascribed to such terms in the Amended and Restated Bylaws of the North Broward Hospital District and its accompanying Codified Resolutions of the Board of Commissioners of the North Broward Hospital District.

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

1. The above-stated recitals are true and correct in every respect and are hereby incorporated herein by reference.
2. The Board hereby finds and concludes that, given the transient nature of patients, tourists, and residents in South Florida, interoperability of the District's Electronic Health Record Platform with other platforms used by acute care hospitals and health care providers in South Florida and elsewhere in the United States is vital to the District's operations, patient care, and for the preservation of the public health, for the public good, and for the use of the residents and others in the District, as well as for the maintenance and operations of the District's hospitals.
3. The Board notes that approximately 60% of acute care hospitals in the United States use Epic or Oracle Cerner as their Electronic Health Record Platform, and, as such, the selection of either Epic or Oracle Cerner as the District's new or updated Electronic Health Record Platform is in the best interests of the District, the District's residents, and the District's patients, and for the preservation of the public health, for the public good, and for the use of the residents and others in the District, to ensure the interoperability of the District's Electronic Health Record Platform with other platforms, and to promote the appropriate transfer and sharing of Electronic Health Records for clinical and operational improvements, better care coordination, and patient engagement.
4. The Board hereby finds and concludes that both Epic and Oracle Cerner in or about July of 2022, provided public demonstrations of their respective Electronic Health Record Platforms for the consideration of the Board, and the District's physicians, clinicians, residents, and other interested parties, and such public demonstrations, which each lasted several hours, provided Epic and Oracle Cerner with the ability to provide data, answer questions, showcase their products and abilities, and highlight their future initiatives.
5. The Board hereby finds and concludes that further demonstrations, data, or documentation from Epic and Oracle Cerner are not necessary to better enable or assist the Board in its selection of an Electronic Health Record Platform.
6. The Board hereby finds and concludes that, based on the future expiration of certain contracts and the future sunseting of certain components related to one (1) of the District's current Electronic Health Record Platforms, and based on representations made by the consulting firm hired by the

District, time is of the essence for the selection of a new Electronic Health Record Platform in order to ensure the proper, safe, and efficient transfer of patient data to the new or updated Electronic Health Record Platform and for the provision of adequate training of the health care providers who will use the selected Electronic Health Record Platform.

7. The Board hereby finds and concludes that proceeding with the formal bidding requirements of Section 24 of the Charter and the District's Master Procurement Code would frustrate the exigent circumstances and the Board's need to proceed in a swift and informative manner to select the District's new or updated Electronic Health Record Platform to ensure the adequate, timely, and proper transfer of data, to implement the selected Electronic Health Record Platform, and to provide proper training to the District's health care providers.
8. The Board hereby finds and concludes that proceeding with the formal bidding requirements of Section 24 of the Charter and the District's Master Procurement Code would waste District resources and impede the efforts and demonstrations of Epic and Oracle Cerner to date.
9. Based on the above-mentioned circumstances detailed in this Resolution and Recitals, along with additional findings, conclusions, and support of the Board outside of this Resolution and as discussed by the Board in public at prior meetings and workshops, the Board hereby finds and declares that emergency or unusual circumstances exist such that compliance with the bidding procedures prescribed under Section 24 of the Charter, as implemented under the District's Master Procurement Code, would be detrimental to the interests of the District, and the Board accordingly authorizes the purchase of a new Electronic Health Record Platform without complying with the prescribed bidding procedures of Section 24 of the Charter and the Master Procurement Code.
10. The Board, consistent with the legislative authority conferred under Section 6 of the Charter and other statutory and common law, finds and concludes that the terms and conditions and the maintenance and operations of the District's health care facilities authorizes and enables the Board to select the District's new Electronic Health Record Platform.
11. The Board acknowledges that the selection of an Electronic Health Record Platform is a significant investment and decision of the Board and such Electronic Health Record Platform will likely be used by the District for several years following its implementation.
12. A KLAS Research study noted that "Epic continues to be the top choice for large organizations, and with nearly half of all acute care beds in the U.S., Epic is also chosen by many smaller hospitals looking to streamline data sharing via Community Connect," and that 32.9% of acute care hospitals in the United States use Epic and more than 250 million patients have an Electronic Health Record in Epic.
13. The "Best in KLAS Software and Services Report," published by KLAS Research, which covers over 1,000 software solutions, awarded Epic as the top overall software suite in 2022 for the 12th year in a row, along with nine (9) other Best in KLAS awards.
14. The Board recognizes that Broward County's other public health system, the South Broward Hospital District, and several other hospitals and health care providers within South Florida, utilize Epic as its Electronic Health Record Platform.
15. The Board recognizes that the District was legislatively established for the welfare and preservation

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of the public and the health care needs of the inhabitants of the North Broward Hospital District, and many of the District's inhabitants utilize South Broward Hospital District's hospitals and other health care facilities in South Florida.

16. The Board recognizes that part of the District's strategic plan includes a partnership with the South Broward Hospital District for the operation of a freestanding emergency department in Sunrise, Florida, and the Board hereby finds that it is essential that the District's new Electronic Health Record Platform integrate and function with Epic, the Electronic Health Record Platform utilized by South Broward Hospital District.
17. The Board recognizes that the majority of respondents responding to an anonymous survey following the demonstrations of Epic and Oracle Cerner preferred Epic over Oracle Cerner and the District's executive leadership have recommended moving forward with Epic as the District's new Electronic Health Record Platform.
18. The Board finds and concludes, based on all of the foregoing, that it is in the best interests of the District and for the preservation of the public health, for the public good, and for the use of the residents and others in the District that Epic is chosen as the District's new Electronic Health Record Platform.
19. The Board hereby authorizes and empowers the District's President and Chief Executive Officer ("CEO") and the District's Chief Financial Officer ("CFO"), as well as any authorized delegates of the CEO or CFO ("Authorized Delegees"), to proceed with the procurement of Epic Direct with Epic Systems Corporation directly or to proceed with the procurement of Epic Symphony through the South Broward Hospital District, as the CEO, CFO, and/or their Authorized Delegees deem necessary or appropriate in the best interests of the District.
20. The Board hereby authorizes and empowers the CEO, CFO, and/or their respective Authorized Delegees to take, or cause to be taken, any and all acts, deeds, and matters, in any form approved by the CEO, CFO, and/or their Authorized Delegees, and to make any filings or certifications, and to execute and deliver, or cause to be delivered all such agreements, notices, instruments and documents for, in the name of, and on the behalf of the District and in the best interests of the District, in each case, as the CEO, CFO, and/or their Authorized Delegees deem necessary or appropriate in order to carry out and effectuate the purposes and intent of this Resolution.
21. This Resolution shall become immediately effective upon adoption.
22. This resolution hereby supersedes, amends, replaces and repeals any conflicting resolution or conflicting policy previously adopted by the Board.

DULY ADOPTED this 30th day of November, 2022.

Time Adopted 5:31 PM