

**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
December 5, 2012**

A Regular Meeting of the Board of Commissioners of the South Broward Hospital District (S.B.H.D.) was held at Memorial Regional Hospital, in Perry Auditorium, December 5, 2012, at 5:30 p.m.

The following members were present:

Mr. Hobel Florido	Chairman
Mr. Jose Basulto	Vice Chairman
Ms. Laura Raybin Miller	Secretary Treasurer (telephonically)
Mr. Alfredo Avalos	
Ms. Kathy Durham	
Mr. Albert C. Jones	
Ms. Sara E. Wolfer	

A registration sheet listing all attendees is on file in the Executive Office.

1. CALL TO ORDER

There being a quorum present, the meeting was called to order by Mr. Hobel Florido, Chairman. It was noted that Commissioner Miller was connected to the meeting telephonically and has requested telephonic participation in the meeting due to exceptional circumstances.

Ms. Wolfer moved, seconded by Mr. Basulto, that

**THE BOARD OF COMMISSIONERS APPROVE THAT COMMISSIONER MILLER
ATTEND THE MEETING TELEPHONICALLY DUE TO EXCEPTIONAL
CIRCUMSTANCES**

The motion ***carried*** unanimously.

2. APPROVAL OF MINUTES

a. Regular Meeting Held October 24, 2012

Mr. Avalos ***moved, seconded*** by Mr. Jones, that

**THE BOARD OF COMMISSIONERS APPROVE THE MINUTES OF THE
REGULAR MEETING HELD OCTOBER 24, 2012**

The motion ***carried*** unanimously.

3. REPORTS TO THE BOARD; REPORTS FROM BOARD OFFICERS AND STANDING COMMITTEES

**a. Finance Committee; Mr. J. Basulto, Chairman
Minutes of Meeting Held 11/15/12**

Mr. Basulto presented the Minutes of the Finance Committee meeting held November 15, 2012, a copy of which is on file in the Executive Office

(1) *Request Board Acceptance of the 403/457 Plans Investment Performance Reports for the Quarter Ending September 30, 2012 and the Flash Report for Period Ending October 31, 2012*

Mr. Jones ***moved, seconded*** by Ms. Wolfer, that

THE BOARD OF COMMISSIONERS ACCEPT THE 403/457 PLANS INVESTMENT PERFORMANCE REPORTS FOR THE QUARTER ENDING SEPTEMBER 30, 2012 AND THE FLASH REPORT FOR THE PERIOD ENDING OCTOBER 31, 2012

The motion **carried** unanimously.

(2) *Request Board Approval to Initiate Contract Negotiations with PNC Bank and if Unsuccessful, Negotiate with Bank of America to Provide Banking Services for the District for an Initial Three-Year Period Beginning May 1, 2013 and Providing for Two Additional One-Year Terms*

Mr. Jones ***moved, seconded*** by Ms. Durham, that

THE BOARD OF COMMISSIONERS APPROVE INITIATION OF CONTRACT NEGOTIATIONS WITH PNC BANK AND IF UNSUCCESSFUL, NEGOTIATE WITH BANK OF AMERICA TO PROVIDE BANKING SERVICES TO THE DISTRICT FOR AN INITIAL THREE-YEAR PERIOD BEGINNING MAY 1, 2013 AND PROVIDING FOR TWO ADDITIONAL ONE-YEAR TERMS

The following representatives of PNC Bank came forward for introduction to the Board: Mr. Ralph Swanson, Healthcare Banking Relationship Manager, Florida; Mr. Craig Grant, Regional V.P. East Florida; Ms. Andrea Smith, Healthcare Treasury Management Officer; Florida; and Mr. Jeff Wymard, PNC Healthcare Banking Group Manager.

On behalf of the team, Mr. Swanson sincerely thanked the Board for this opportunity and expressed PNC's commitment to exceed the System's expectations. Mr. Grant commented on PNC's growth in Florida, and specifically Broward County, and voiced PNC's excitement to partner with Memorial Healthcare System.

The motion **carried** unanimously.

Mr. Jones ***moved, seconded*** by Mr. Avalos, that

***THE BOARD OF COMMISSIONERS APPROVE THE MINUTES OF THE
FINANCE COMMITTEE MEETING HELD NOVEMBER 15, 2012***

The motion ***carried*** unanimously.

In response to Mr. Florido, Mr. Muhart and Ms. Boucher discussed several external factors resulting in delayed payments to the System and impacting days in receivables.

Mr. Sacco commented on the System's great fortune in having Ms. Boucher leading ARM, as the top AR executive in the state of Florida, if not the east coast of the U.S. He remarked on her successful conversion implementation, citing her as the best revenue management leader he has encountered in his career. Ms. Boucher acknowledged that she has a very good team.

***b. Community Relations Committee; Mr. J. Basulto, Chairman
Minutes of Meeting Held 11/15/12***

Mr. Basulto presented the Minutes of the Community Relations Committee meeting held November 15, 2012, a copy of which is on file in the Executive Office.

Mr. Jones ***moved, seconded*** by Mr. Avalos, that

***THE BOARD OF COMMISSIONERS APPROVE THE MINUTES OF THE
COMMUNITY RELATIONS COMMITTEE MEETING HELD NOVEMBER 15,
2012***

The motion ***carried*** unanimously.

At this point, Mr. Jones excused himself from the remainder of the meeting.

***c. Contracts Committee; Mr. A. Avalos, Chairman
Minutes of Meeting Held 11/26/12***

Mr. Avalos presented the Minutes of the Contracts Committee meeting held November 26, 2012, a copy of which is on file in the Executive Office.

***(1) Request Board Approval of Renewal Employment Agreement Between S.B.H.D.
and A. Sareli, M.D., Medical Director, Critical Care***

Mr. Piriz provided an overview of the renewal employment agreement with Aharon E. Sareli, M.D. for Medical Director of Critical Care Services.

Ms. Durham ***moved, seconded*** by Ms. Wolfer, that

***THE BOARD OF COMMISSIONERS APPROVE THE
RENEWAL PHYSICIAN EMPLOYMENT AGREEMENT WITH
AHARON E. SARELI, M.D., AS MEDICAL DIRECTOR OF CRITICAL
CARE SERVICES***

Dr. Sareli thanked the Board, Mr. Sacco, and the leadership team for their support. He stated it has been a privilege to serve as Medical Director for the past year and advised that the goal remains the same – to deliver the highest standards of evidence-based care to the patients served, while focusing on effective and efficient care throughout the System. Dr. Sareli noted that great strides have been made this year and he looks forward to making great strides in the future.

The motion ***carried*** unanimously.

(2) Request Board Approval of Renewal Employment Agreement Between S.B.H.D. and M. Cortelli, M.D., Chief, Adult Cardiac Surgery Program

Mr. Piriz provided an overview of the renewal employment agreement with Michael Cortelli, M.D. for the provision of Adult Cardiac Surgery Physician Services as Chief of the Adult Cardiac Surgery Program.

Mr. Basulto ***moved, seconded*** by Ms. Durham, that

***THE BOARD OF COMMISSIONERS APPROVE THE
RENEWAL PHYSICIAN EMPLOYMENT AGREEMENT WITH
MICHAEL CORTELLI, M.D., FOR ADULT CARDIAC SURGERY
PHYSICIAN SERVICES***

Dr. Cortelli thanked the Board, Mr. Sacco and leadership for considering his contract and stated he was proud to be a member of the Healthcare System. He reflected on the program's accomplishments toward the goal of becoming a comprehensive provider and leader of Cardiovascular Surgery in South Florida. He discussed achievement of a three star rating by the Society of Thoracic Surgery for the coronary bypass program and aortic valve surgery, placing MHS in the top 6% of the programs in the country. The program has also attained TAVR credentialing and CON approval for adult heart transplantation. Dr. Cortelli praised his team and the great work they have done.

Mr. Sacco commended Dr. Cortelli's outstanding and effective leadership, which has resulted in the many accomplishments of the Cardiovascular Surgery program.

The motion ***carried*** unanimously.

(3) Request Board Approval of Renewal Agreement Between S.B.H.D. and Sheridan Healthcorp, Inc., Anesthesia

Mr. Piriz provided an overview of the renewal Medical Administrative and Professional Services Agreement with Sheridan Healthcorp, Inc. for the provision of anesthesia services, pain management performance by anesthesiologists, and patient controlled analgesia (PCA) medical services.

Mr. Basulto ***moved, seconded*** by Ms. Durham, that

***THE BOARD OF COMMISSIONERS APPROVE THE RENEWAL
MEDICAL ADMINISTRATIVE AND PROFESSIONAL SERVICES
AGREEMENT WITH SHERIDAN HEALTHCORP, INC. FOR THE
PROVISION OF ANESTHESIA SERVICES***

The motion **carried** unanimously, with the abstention of Ms. Miller.

(4) Request Board Approval of Renewal Agreement Between S.B.H.D. and Pediatric Hospitalists of South Florida, P.A.

Mr. Piriz provided an overview of the renewal Pediatric Hospitalist Physician Services Agreement, Administrative and Professional Services, with Pediatric Hospitalists of South Florida, P.A. for the provision of pediatric hospitalist physician services.

Ms. Durham **moved, seconded** by Ms. Wolfer, that

**THE BOARD OF COMMISSIONERS APPROVE THE RENEWAL
PEDIATRIC HOSPITALIST PHYSICIAN SERVICES AGREEMENT,
ADMINISTRATIVE AND PROFESSIONAL SERVICES, WITH
PEDIATRIC HOSPITALISTS OF SOUTH FLORIDA, P.A. FOR THE
PROVISION OF PEDIATRIC HOSPITALIST PHYSICIAN SERVICES**

On behalf of Pediatric Hospitalists of South Florida, P.A., Dr. Allan Greissman stated it was an honor to be here and thanked the Board and administration for the expansion of the Children's Hospital and all of the programs they have been involved in.

The motion **carried** unanimously.

(5) Request Board Approval of Renewal Agreement Between S.B.H.D. and Pediatric Critical Care of South Florida, P.A.

Mr. Piriz provided an overview of the renewal agreement for Pediatric Critical Care Professional and Administrative Services with Pediatric Critical Care of South Florida, P.A. for the provision of pediatric critical care services.

Mr. Basulto **moved, seconded** by Ms. Durham, that

**THE BOARD OF COMMISSIONERS APPROVE THE RENEWAL
PEDIATRIC CRITICAL CARE SERVICES AGREEMENT,
ADMINISTRATIVE AND PROFESSIONAL SERVICES, WITH
PEDIATRIC CRITICAL CARE OF SOUTH FLORIDA, P.A. FOR THE
PROVISION OF PEDIATRIC CRITICAL CARE PROFESSIONAL AND
ADMINISTRATIVE SERVICES**

On behalf of Pediatric Critical Care of South Florida P.A., Dr. Jason Adler, Medical Director of the Pediatric ICU, thanked the Board, Mr. Sacco and Ms. Beauchesne for the endorsement of their contract. Dr. Adler stated it was a privilege to be here and work in the pediatric ICU. He discussed the growth that has occurred over the past year, including a 12 bed intermediate care unit.

The motion **carried** unanimously.

(6) Request Board Approval of Amendment to Employment Agreement Between S.B.H.D. and A. Hussein, M.D., Director, Comprehensive Cancer Institute

As the following amendments related to one another and contained elements of leadership redesign, Mr. Piriz provided a combined overview of the amendments to the Physician Employment Agreements with Atif Hussein, M.D. for physician services as Director, Hematology/ Oncology East Operations, Memorial Comprehensive Cancer Institute, and Luis Raez, M.D., for physician services as Medical Director, Hematology/ Oncology, Memorial Comprehensive Cancer Institute.

Mr. Basulto ***moved, seconded*** by Ms. Durham, that

THE BOARD OF COMMISSIONERS APPROVE THE AMENDMENT TO PHYSICIAN EMPLOYMENT AGREEMENT WITH ATIF HUSSEIN, M.D., AS DIRECTOR, HEMATOLOGY/ONCOLOGY EAST OPERATIONS, MEMORIAL COMPREHENSIVE CANCER INSTITUTE

Ms. Maggie Wiegandt, V.P. of Oncology Services for the District, and Drs. Hussein and Raez came forward to provide clarification to the Board as to the leadership structure of the Memorial Cancer Institute. Ms. Wiegandt advised that east operations would be directed by Dr. Hussein and west operations directed by Dr. Raez, with Dr. Feinstein leading the hematology group and Dr. Perez continuing to direct the Breast Cancer group. Dr. Raez will assume responsibility for overall leadership of the entire Memorial Cancer Institute. Mr. Sacco stated that Dr. Hussein is one of the finest and most compassionate clinicians in the System, and the redesign will allow him to see more patients.

Dr. Raez thanked the Board for this opportunity to better serve the Healthcare System. He commented on the development of a five year plan to bring the Cancer Center to the next level and achieve national and international recognition.

Dr. Hussein expressed his gratitude for the continued support he and his team have received over the past eleven years and his pleasure in seeing patients being treated in their own community. He stated the future of the Cancer Center has never been brighter, and he is very proud to be part of it.

The motion ***carried*** unanimously.

(7) Request Board Approval of Amendment to Employment Agreement Between L. Raez, M.D., Medical Director, Thoracic Medical Oncology Services

Mr. Basulto ***moved, seconded*** by Ms. Durham, that

THE BOARD OF COMMISSIONERS APPROVE THE AMENDMENT TO PHYSICIAN EMPLOYMENT AGREEMENT WITH LUIS RAEZ, M.D., FOR THORACIC MEDICAL ONCOLOGY SERVICES, AS MEDICAL DIRECTOR, HEMATOLOGY/ONCOLOGY, MEMORIAL COMPREHENSIVE CANCER INSTITUTE

The motion ***carried*** unanimously.

For the Board's information, Mr. Piriz discussed the new physician employment agreement for Otolaryngology – Head and Neck Physician Services with Marika A. Fraser, M.D., whose compensation is within the approval authority of the President and CEO.

Ms. Durham ***moved, seconded*** by Mr. Basulto, that

***THE BOARD OF COMMISSIONERS APPROVE THE MINUTES OF THE
CONTRACTS COMMITTEE MEETING HELD NOVEMBER 26, 2012***

The motion ***carried*** unanimously.

***d. Strategic Planning Committee; Mr. H. Florido, Chairman
Minutes of Meeting Held 11/26/12***

Mr. Florido presented the Minutes of the Strategic Planning Committee held November 26, 2012, a copy of which is on file in the Executive Office.

(1) Request Board Approval of the 2013 State Legislative Priorities and the 2013 Federal Legislative Priorities

Mr. Basulto ***moved, seconded*** by Mr. Avalos, that

***THE BOARD OF COMMISSIONERS APPROVE THE 2013 STATE
LEGISLATIVE PRIORITIES AND THE 2013 FEDERAL LEGISLATIVE
PRIORITIES***

The motion ***carried*** unanimously.

Mr. Basulto ***moved, seconded*** by Ms. Durham, that

***THE BOARD OF COMMISSIONERS APPROVE THE MINUTES OF THE
STRATEGIC PLANNING COMMITTEE MEETING HELD NOVEMBER 26,
2012***

The motion ***carried*** unanimously.

4. REPORT OF SPECIAL COMMITTEES

None

5. ANNOUNCEMENTS

None

CORRESPONDENCE

Ms. Durham read aloud a letter received from Governor Rick Scott commending the South Broward Hospital District Board of Commissioners for taking seriously its role to provide quality healthcare and for being good stewards of the taxpayers' dollars. He remarked on the Board's action taken to reduce the District's millage rate, thereby reducing the financial burden on the families in Broward County. A copy of the letter is on file in the Executive Office.

6. UNFINISHED BUSINESS

None

7. BOARD REGULAR BUSINESS

a. Administrative Staff

**(1) *Quarterly Statistical Report for Period Ending October 31, 2012;
Mr. F. Sacco, President and Chief Executive Officer***

Mr. Sacco presented the Quarterly Statistical Report for the period ending October 31, 2012, a copy of which is on file in the Executive Office.

b. Financial Report; Mr. M. Muhart, Senior Vice President and Chief Financial Officer

(1) *Financial Report for the Month of October 2012*

Mr. Muhart reviewed the Financial Report for the month of October 2012, a copy of which is on file in the Executive Office.

Ms. Durham ***moved, seconded*** by Mr. Avalos, that

***THE BOARD OF COMMISSIONERS APPROVE THE FINANCIAL REPORT
FOR THE MONTH OF OCTOBER 2012***

The motion ***carried*** unanimously.

h. Legal Counsel; Ms. K. Stratos, Senior Vice President and General Counsel

(1) *Request Board Ratification of the Approval by the President and Chief Executive Officer of the November Medical Staff Executive Committee Reports for Each of the Hospitals that are Owned and or Operated by the South Broward Hospital District, as set forth in Board Resolution 365, Delegating Such Authority Until Further Meeting of the Board of Commissioners*

Mr. Basulto ***moved, seconded*** by Mr. Avalos, that

***THE BOARD OF COMMISSIONERS RATIFY THE APPROVAL BY
THE PRESIDENT AND CHIEF EXECUTIVE OFFICER OF THE
NOVEMBER MEDICAL STAFF EXECUTIVE COMMITTEE REPORTS
FOR EACH OF THE HOSPITALS THAT ARE OWNED OR
OPERATED BY THE SOUTH BROWARD HOSPITAL DISTRICT, AS
SET FORTH IN BOARD RESOLUTION 365 DELEGATING SUCH
AUTHORITY UNTIL FURTHER MEETING OF THE BOARD OF
COMMISSIONERS***

The motion ***carried*** unanimously.

(2) Request Board Approval of Resolution 366 in Accordance with the Plan of Dissolution and Distribution of Assets of Memorial Health System of Broward, Inc.

Mr. Sacco reflected on the history of Memorial Health System of Broward, Inc. and the purpose it has served since the mid-80's. It has been deemed this vehicle is no longer necessary going forward.

Ms. Stratos read Resolution 366 aloud, a copy of which is on file in the Executive Office.

Mr. Avalos ***moved, seconded*** by Ms. Durham, that

THE BOARD OF COMMISSIONERS APPROVE RESOLUTION 366 AS PRESENTED

The motion ***carried*** unanimously.

8. NEW BUSINESS

None to report.

9. COMMISSIONERS COMMENTS

The Chair recognized Mr. Kevin Janser, who extended an invitation to the Board to join in the KISS Cares for Kids Radio Thon to benefit Joe DiMaggio Children's Hospital. The event will take place in the lobby of JDCH on Dec. 6th and 7th from 6:00 a.m. to 6:00 p.m. He also noted the upcoming 25th Annual Toys in the Sun motorcycle run, which greatly benefits the Children's Hospital.

The Board was also invited to attend the kickoff event for the Tour de Broward, which will take place on Wed., Dec. 12th at Gulfstream Park. Mr. Janser advised that this year's Tour sponsor is Invicta.

In response to Mr. Florido, Mr. Janser advised that \$400,000 was raised at the Fairy Tale Ball, and he thanked everyone for their support. The poker tournament raised \$115,000.

10. ADJOURNMENT

There being no further business to come before the Board, Mr. Florido declared the meeting adjourned at 7:14 p.m.

**THE BOARD OF COMMISSIONERS OF THE SOUTH
BROWARD HOSPITAL DISTRICT**

BY: _____
Hobel Florido, Chairman

ATTEST: _____
Laura Raybin Miller, Secretary Treasurer