

**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
May 25, 2011**

A Regular Meeting of the Board of Commissioners of the South Broward Hospital District (S.B.H.D.) was held at Memorial Hospital West, in the Center for Education and Training, May 25, 2011, at 5:40 p.m.

The following members were present:

Mrs. Kathleen Durham	Chairman
Mrs. Sara E. Wolfer	Vice Chairman
Mr. Alfredo Avalos	Secretary Treasurer
Mr. Hobel Florido	
Mr. Albert C. Jones	
Ms. Laura Raybin Miller	

The following member was absent:

Mr. Jose Basulto

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 Mrs. Kathy Durham, Chairman.

2. PRESENTATIONS

a. Tour de Broward Presentations

(1) *Sheriff A. Lamberti, Chief J. Bukata, Sargeant L. McElhaney, BSO*

Mrs. Durham invited Sheriff Lamberti and Chief Bukata to the dais and thanked them for their support of the 2011 Tour de Broward benefiting the Joe DiMaggio Children's Hospital. In appreciation, they were presented with a plaque recognizing the contributions of the Broward Sheriff's Office.

Sheriff Lamberti thanked the Board and pledged BSO's continued full support of this event.

(2) *Chief K. Dunn, Miramar Police Department*

In appreciation for the support of the Miramar Police Department, Mrs. Durham presented Chief Dunn with a plaque of recognition for his department's contributions to the 2011 Tour de Broward.

On behalf of the City of Miramar, Chief Dunn thanked Memorial Healthcare System for being a great community partner and for all its done for the City of Miramar and South Broward.

(3) Division Chief B. Huff, Miramar Fire Rescue

Mrs. Durham presented Division Chief Huff with a plaque of appreciation for Miramar Fire Rescue's support of the 2011 Tour de Broward.

Chief Huff thanked the South Broward Hospital District for being a tremendous benefit to its citizens and a wonderful community partner. He looks forward to next year's Tour de Broward and pledged Fire Rescue's continued support.

(4) A. Fernandez, President, ANF Group, Inc.

Mr. Al Fernandez came forward to accept a plaque of appreciation in recognition of ANF Group, Inc.'s continued and unwavering support of the Tour de Broward. He was joined by ANF colleagues, Mr. Alberto Gil, Mr. Nelson Fernandez, and Mr. Alberto Fernandez, Sr.

Mr. Fernandez extended his personal thanks to Sheriff Lamberti, Chief Bukata, Chief Dunn and Division Chief Huff, noting that the Tour de Broward would not be possible without their support. Mr. Fernandez advised that this year's Tour raised over \$350,000 and hopes to make this a \$1 million event in the future.

b. Request Board Approval of Resolution Honoring Larry Shulruff, M.D., Former Chief of the Medical Staff at Memorial Regional Hospital

Mrs. Durham read aloud Resolution 346 honoring Larry Shulruff, M.D., former Chief of the Medical Staff at Memorial Regional Hospital.

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

**THE BOARD APPROVE THE RESOLUTION HONORING
LARRY SHULRUFF, M.D., FORMER CHIEF OF THE MEDICAL STAFF
AT MEMORIAL REGIONAL HOSPITAL**

The motion *carried* unanimously.

Dr. Shulruff came forward and was presented with a token of appreciation from the Board of Commissioners. He thanked the Board and administrative staff, stating it had been an honor and a pleasure to work with everyone. Dr. Shulruff expressed his appreciation for the tremendous work done by the Board and Administration and has enjoyed learning how the hospital system works together for the benefit of the patient and patient care.

c. Request Board Approval of Resolution Honoring Julie Long, M.D., Former Chief of the Medical Staff at Joe DiMaggio Children's Hospital

In the absence of Dr. Long, Mrs. Durham expressed her desire to defer this agenda item until next month's meeting.

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

**THE BOARD DEFER APPROVAL OF THE RESOLUTION HONORING
JULIE LONG, M.D., FORMER CHIEF OF THE MEDICAL STAFF AT JOE
DIMAGGIO CHILDREN'S HOSPITAL UNTIL THE JUNE BOARD
MEETING**

The motion *carried* unanimously.

d. Request Board Approval of Resolution Honoring David Weiss, M.D., Former Chief of the Medical Staff at Memorial Hospital West

Mrs. Durham read aloud Resolution 348 honoring David Weiss, M.D., former Chief of the Medical Staff at Memorial Hospital West.

Mrs. Wolfer *moved, seconded* by Mr. Avalos, that

**THE BOARD APPROVE THE RESOLUTION HONORING
DAVID WEISS, M.D., FORMER CHIEF OF THE MEDICAL STAFF AT
MEMORIAL HOSPITAL WEST**

The motion *carried* unanimously.

Dr. Weiss came forward and was presented with a token of appreciation from the Board of Commissioners. He thanked the Medical Staff of Memorial Hospital West for the honor of representing them in the capacity of Chief of Staff and commented on the learning experience provided by this role. Dr. Weiss expressed a greater understanding of the decision-making process and the amount of time and hard work that is put forth to operate a first class healthcare system, and he thanked the Board and Administration for their efforts.

e. Request Board Approval of Resolution Honoring Gary Barber, Former Senior Vice President and General Counsel of Memorial Healthcare System

Mrs. Durham presented Resolution 349 honoring Gary Barber, former Senior Vice President and General Counsel of Memorial Healthcare System, and read aloud the inscription on his plaque of appreciation.

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

**THE BOARD APPROVE THE RESOLUTION HONORING
GARY BARBER, FORMER SENIOR VICE PRESIDENT AND GENERAL
COUNSEL OF MEMORIAL HEALTHCARE SYSTEM**

The motion *carried* unanimously.

Mr. Barber was invited to the dais for presentation of his plaque from the Board of Commissioners. He thanked his wife for her support over the years, as well as that of the Board and everyone present, with special mention of Barbara Goas, Pat Marks, and Stuart Hopen.

Individual accolades and thanks were expressed to Mr. Barber and Drs. Shulruff and Weiss by the Commissioners.

3. APPROVAL OF MINUTES

a. Regular Meeting Held April 27, 2011

There being no additions or corrections to the Minutes,

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

**THE BOARD APPROVE THE MINUTES OF THE REGULAR MEETING
HELD APRIL 27, 2011**

The motion ***carried*** unanimously.

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

**a. Planning Committee; Mrs. S. Wolfer, Chairman
Minutes of Meeting Held 5/10/11**

Mrs. Wolfer presented the Minutes of the Planning Committee meeting held May 10, 2011, a copy of which is on file in the Executive Office.

(1) Request Board Approval to Engage Deloitte and Ropes & Gray to Assist the Board of Commissioners of the South Broward Hospital District and Memorial Healthcare System in Developing a Strategic Plan Using Funds Which Have Been Included in the Fiscal Year 2012 Budget

Mr. Sacco discussed the landscape of the current healthcare environment. He noted that the Healthcare System has not engaged an outside firm to develop a strategic plan for over 25 years; however, in light of the current and foreseen challenges associated with federal healthcare reform, management feels it prudent at this time to secure the expertise of Deloitte and Ropes & Gray.

Mr. Sacco advised that Deloitte would assist the Board in determining the most sustainable type of business organization for the District and develop a respective business strategy. He referred to the three-phase Deloitte consulting proposal; namely, 1) identification of strategic issues and imperatives; 2) formulation and testing of core strategies; and 3) preparation for implementation. He noted that Phase 3 costs are broken out separately, making this phase optional for the Healthcare System. Ropes & Gray would assist the District in modification and refinement of the District's legal structure.

Mr. Sacco emphasized the Board's participative role in this process, both individually and collectively, and stated that management, the Board, and the medical staff must collaboratively assume leadership for the District's future direction. He expressed his desire to conduct public, advertised meetings relative to consultants' recommendations.

Further discussion ensued between Board members and management relative to various aspects of the consulting proposals.

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

THE BOARD OF COMMISSIONERS OF THE SOUTH BROWARD HOSPITAL DISTRICT APPROVE ENGAGING DELOITTE AND ROPES & GRAY TO ASSIST THE BOARD OF COMMISSIONERS OF THE SOUTH BROWARD HOSPITAL DISTRICT AND MEMORIAL HEALTHCARE SYSTEM IN DEVELOPING A STRATEGIC PLAN USING FUNDS WHICH HAVE BEEN INCLUDED IN THE FISCAL YEAR 2012 BUDGET

The motion *carried* unanimously.

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

THE BOARD APPROVE THE MINUTES OF THE PLANNING COMMITTEE MEETING HELD MAY 10, 2011

The motion *carried* unanimously.

Mr. Avalos informed the Chair that he had to leave the meeting at this point and was excused.

b. Senior Services Committee; Mrs. K. Durham, Chairman
Minutes of Meeting Held 5/16/11

Mrs. Durham presented the Minutes of the Senior Services Committee meeting held May 16, 2011, a copy of which is on file in the Executive Office.

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

THE BOARD APPROVE THE MINUTES OF THE SENIOR SERVICES COMMITTEE MEETING HELD MAY 16, 2011

The motion *carried* unanimously.

c. Finance Committee; Mrs. K. Durham, Chairman
Minutes of the Meeting Held 5/16/11

Mrs. Durham presented the Minutes of the Finance Committee meeting held May 16, 2011, a copy of which is on file in the Executive Office.

Ms. Miller excused herself and exited the room prior to the discussion relative to the long/short equity mandate for the District's Pension Plan.

(1) Request Board Approval to Engage Lighthouse Partners for the Long/Short Equity Mandate for the District's Pension Plan

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

THE BOARD OF COMMISSIONERS APPROVE ENGAGING LIGHTHOUSE PARTNERS FOR THE LONG/SHORT EQUITY MANDATE FOR THE DISTRICT'S PENSION PLAN

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

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

**THE BOARD APPROVE THE MINUTES OF THE FINANCE COMMITTEE
MEETING HELD MAY 16, 2011**

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

Ms. Miller rejoined the meeting.

**d. Building Committee; Mr. A. Jones, Chairman
Minutes of Meeting Held 5/17/11**

Mr. Jones presented the Minutes of the Building Committee meeting held May 17, 2011, a copy of which is on file in the Executive Office.

**(1) Request Board Acceptance of the Lowest Bidder for the Operating Room Air
Handler Project at Memorial Regional Hospital South**

Mrs. Wolfer **moved, seconded** by Ms. Miller, that

**THE BOARD OF COMMISSIONERS ACCEPT THE LOWEST BIDDER,
THORNTON CONSTRUCTION COMPANY, INC., IN THE AMOUNT OF
\$420,291 FOR THE OPERATING ROOM AIR HANDLER PROJECT AT
MEMORIAL REGIONAL HOSPITAL SOUTH AND ALLOCATE A \$63,000
CONTINGENCY AMOUNT TO BE CONTROLLED BY THE MEMORIAL
HEALTHCARE SYSTEM**

Mr. Thomas Thornton, President of Thornton Construction Company, Inc., thanked the Board for this opportunity and looks forward to working with the System again.

The motion **carried** unanimously.

Mrs. Wolfer **moved, seconded** by Ms. Miller, that

**THE BOARD APPROVE THE MINUTES OF THE BUILDING
COMMITTEE MEETING HELD MAY 17, 2011**

The motion **carried** unanimously.

5. REPORT OF SPECIAL COMMITTEES

None

6. ANNOUNCEMENTS

None

CORRESPONDENCE

None

7. UNFINISHED BUSINESS

None

8. BOARD REGULAR BUSINESS

a. Report from Chief of Staff, Memorial Regional Hospital; S. Steinlauf, M.D.

(1) *Executive Committee Report Re Recommendations for Appointments, Advancements, etc.*

Dr. Steinlauf presented the Executive Committee Report re recommendations for appointments, advancements, etc., dated May 17, 2011, a copy of which is on file in the Executive Office.

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

***THE BOARD APPROVE THE RECOMMENDATIONS OF
THE EXECUTIVE COMMITTEE OF THE MEDICAL STAFF
AT MEMORIAL REGIONAL HOSPITAL***

The motion ***carried*** unanimously.

(2) *Request Board Approval of Performance Improvement Plan*

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

***THE BOARD APPROVE THE MEMORIAL HEALTHCARE SYSTEM
PERFORMANCE IMPROVEMENT PLAN***

Mrs. Wolfer noted that she attends the quality improvement meetings for all of the System's hospitals. She drew the Board's attention to Section IV. B., *Oversight and Intent of Performance Improvement Initiatives*, of the MHS Performance Improvement Plan, designating the ultimate responsibility for oversight, direction and support of the MHS Performance Improvement Plan to the Board of Commissioners. She further discussed Section C., *Delegation of Authority*.

Mr. Sacco advised that the American Hospital Association and various governance organizations recommend that 15 to 20 percent of the Board's meetings be focused on quality and peer review. Through the Board's attendance of the quarterly MHS Board Peer Review meetings, it has been calculated that over the past three years, the Board has achieved best practice, spending 25 to 30 percent of its time on quality matters.

The motion ***carried*** unanimously.

(3) *Request Board Ratification of Changes in Medical Staff Leadership*

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

***THE BOARD RATIFY THE CHANGES IN MEDICAL STAFF
LEADERSHIP***

The motion *carried* unanimously.

b. Report from Chief of Staff, Joe DiMaggio Children's Hospital; M. Jofe, M.D.

(1) Executive Committee Report Re Recommendations for Appointments, Advancements, etc.

Dr. Jofe presented the Executive Committee Report re recommendations for appointments, advancements, etc., dated May 16, 2011, a copy of which is on file in the Executive Office.

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

**THE BOARD APPROVE THE RECOMMENDATIONS OF THE
EXECUTIVE COMMITTEE OF THE MEDICAL STAFF AT
JOE DIMAGGIO CHILDREN'S HOSPITAL**

The motion *carried* unanimously.

(2) Request Board Approval of Performance Improvement Plan

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

**THE BOARD APPROVE THE MEMORIAL HEALTHCARE SYSTEM
PERFORMANCE IMPROVEMENT PLAN**

The motion *carried* unanimously.

(3) Request Board Ratification of Changes in Medical Staff Leadership

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

**THE BOARD RATIFY THE CHANGES IN MEDICAL STAFF
LEADERSHIP**

The motion *carried* unanimously.

c. Report from Chief of Staff, Memorial Hospital West; J. Cooper, M.D.

(1) Executive Committee Report Re Recommendations for Appointments, Advancements, etc.

Dr. Cooper presented the Executive Committee Report re recommendations for appointments, advancements, etc., dated May 16, 2011, a copy of which is on file in the Executive Office.

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

**THE BOARD APPROVE THE RECOMMENDATIONS OF THE
EXECUTIVE COMMITTEE OF THE MEDICAL STAFF AT MEMORIAL
HOSPITAL WEST**

The motion *carried* unanimously.

(2) Request Board Approval of Performance Improvement Plan

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

**THE BOARD APPROVE THE MEMORIAL HEALTHCARE SYSTEM
PERFORMANCE IMPROVEMENT PLAN**

The motion *carried* unanimously.

(3) Request Board Ratification of Changes in Medical Staff Leadership

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

**THE BOARD RATIFY THE CHANGES IN MEDICAL STAFF
LEADERSHIP**

The motion *carried* unanimously.

d. Report from Chief of Staff, Memorial Hospital Miramar; H. Pombo, M.D.

(1) Executive Committee Report Re Recommendations for Appointments, Advancements, etc.

Dr. Pombo presented the Executive Committee Report re recommendations for appointments, advancements, etc., dated May 16, 2011, a copy of which is on file in the Executive Office.

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

**THE BOARD APPROVE THE RECOMMENDATIONS OF THE
EXECUTIVE COMMITTEE OF THE MEDICAL STAFF AT MEMORIAL
HOSPITAL MIRAMAR**

The motion *carried* unanimously.

(2) Request Board Approval of Performance Improvement Plan

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

**THE BOARD APPROVE THE MEMORIAL HEALTHCARE SYSTEM
PERFORMANCE IMPROVEMENT PLAN**

The motion *carried* unanimously.

(3) Request Board Ratification of Changes in Medical Staff Leadership

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

**THE BOARD RATIFY THE CHANGES IN MEDICAL STAFF
LEADERSHIP**

The motion *carried* unanimously.

e. Report from Chief of Staff, Memorial Hospital Pembroke; E. Bolton, D.O.

(1) Executive Committee Report Re Recommendations for Appointments, Advancements, etc.

Dr. Bolton presented the Executive Committee Report re recommendations for appointments, advancements, etc., dated May 16, 2011, a copy of which is on file in the Executive Office.

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

THE BOARD APPROVE THE RECOMMENDATIONS OF THE EXECUTIVE COMMITTEE OF THE MEDICAL STAFF AT MEMORIAL HOSPITAL PEMBROKE

The motion *carried* unanimously.

(2) Request Board Approval of Performance Improvement Plan

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

THE BOARD APPROVE THE MEMORIAL HEALTHCARE SYSTEM PERFORMANCE IMPROVEMENT PLAN

The motion *carried* unanimously.

(3) Request Board Ratification of Changes in Medical Staff Leadership

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

THE BOARD RATIFY THE CHANGES IN MEDICAL STAFF LEADERSHIP

The motion *carried* unanimously.

f. Administrative Staff

(1) Quarterly Statistical Report for Period Ending April 30, 2011; Mr. F. Sacco, President and Chief Executive Officer

Mr. Sacco reviewed the Quarterly Statistical Report for the period ending April 30, 2011, a copy of which is on file in the Executive Office.

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

No report.

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

(1) Medical Staff Malpractice Insurance

Ms. Stratos reviewed the Medical Staff malpractice insurance update memorandum dated May 16, 2011, a copy of which is attached to the Minutes on file in the Executive Office.

It was noted that a total of 297 physicians were uninsured as of May 2011, representing slightly less than 20 percent of the medical staff. Mr. Sacco noted that this percentage of uninsured physicians is lower than any other community hospital system in Dade or Broward Counties, with the exception of staff models such as the University of Miami or Cleveland Clinic.

It was noted that the yearly reappointment requirement for uninsured medical staff will be brought to an upcoming Governance Committee meeting for review. Mr. Sacco advised that this requirement has been in force for nine years and actuarial trending has reflected no differences in liability and quality performance between insured and uninsured physicians.

9. NEW BUSINESS

a. Memorial Foundation and Joe DiMaggio Children's Hospital Foundation Report for Fiscal Year Ending 2011; Ms. L. Miller

Ms. Miller presented the Memorial Foundation and Joe DiMaggio Children's Hospital Foundation Report for Fiscal Year Ending 2011, a copy of which is attached to the Minutes in the Executive Office. She also reflected on the outstanding transformational process of the Foundations over the ten years she has served as Board Liaison and its growth into a highly successful and sophisticated organization.

Among its many significant accomplishments, it was reported that the Foundations increased its overall funds raised by 21 percent compared to prior year. Another highlight was the presentation of a check for \$10 million by the Joe DiMaggio Children's Hospital Foundation to the S.B.H.D. Board of Commissioners in February 2011 as the first dedicated Capital Campaign payment to assist with the construction of the new Children's Hospital.

Under the leadership of Chairman Gary Birken, M.D., the Foundations' Board grew to its largest membership ever with 39 directors. In August, the role of Chairman will be assumed by Mitchell Eisenberg, M.D. Mr. Sacco remarked on the financial commitment and dedication of the Foundations' Board.

10. COMMISSIONERS COMMENTS

Mr. Jones commented on his recent attendance of the American Hospital Association's Committee on Governance Meeting in Washington, D.C. and shared several topics of discussion.

Mr. Sacco noted that the System would be implementing its smoke-free campus policy on November 17, 2011. The policy will apply to all workplaces within the System affecting employees, physicians, volunteers, and vendors. Ms. Grzymkowski, Administrative Fellow and champion of the initiative, came forward and discussed recommendations made by the Patient and Family Centered Care Councils.

Mr. Florido praised the Grants Department for their outstanding success in obtaining grant funds, especially in light of the current economic environment. He also thanked Mr. Hetlage for the hospitality shown by Memorial Hospital West in hosting the Board meeting.

Mrs. Wolfer made special mention of four Healthcare System physical therapists receiving their Doctorates this month: Nafe Khan, Memorial Home Health; Mac Innocent, Memorial Regional Hospital; Ken Lee, Memorial Regional Hospital; and Rhoda Johnson, Memorial Hospital West. She expressed her congratulations and thanks for their hard work.

In closing, Mrs. Durham also extended her thanks to Mr. Hetlage for his hospitality.

11. ADJOURNMENT

There being no further business to come before the Board, Mrs. Durham declared the meeting adjourned at 7:40 p.m.

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

BY: _____
Kathy Durham, Chairman

ATTEST: _____
Alfredo Avalos, Secretary Treasurer