

**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
October 28, 2009**

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, October 28, 2009, at 5:37 p.m.

The following members were present:

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

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. Durham, Chairman.

2. APPROVAL OF MINUTES

a. Special Meeting Held September 23, 2009

There being no additions or corrections to the Minutes,

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

**THE BOARD APPROVE THE MINUTES OF THE
SPECIAL MEETING HELD SEPTEMBER 23, 2009**

The motion *carried* unanimously.

b. Regular Meeting Held September 23, 2009

There being no additions or corrections to the Minutes,

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

**THE BOARD APPROVE THE MINUTES OF THE
REGULAR MEETING HELD SEPTEMBER 23, 2009**

The motion *carried* unanimously.

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

a. **Finance Committee; Mrs. K. Durham, Chairman**
Minutes of Meeting Held 10/14/09

Mrs. Durham reviewed the Minutes of the Finance Committee meeting held October 14, 2009, a copy of which is on file in the Executive Office.

(1) Request Board Approval of the Use of the Series 2009 Bond Proceeds to Rebalance the Intermediate and Opportunistic Operating Portfolios to the Investment Policy Soft Targets with the Remaining Bond Proceeds Allocated to the Short-Term Portfolios

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

THE BOARD APPROVE THE USE OF THE SERIES 2009 BOND PROCEEDS TO REBALANCE THE INTERMEDIATE AND OPPORTUNISTIC OPERATING PORTFOLIOS TO THE INVESTMENT POLICY SOFT TARGETS WITH THE REMAINING BOND PROCEEDS ALLOCATED TO THE SHORT-TERM PORTFOLIOS

The motion *carried* unanimously.

(2) Request Board Approval to Award the Series 2009 Bond Construction Fund Investment Management Account to Smith Graham at an Annual Fee Not Greater than Ten (10) Basis Points Per Annum

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

THE BOARD APPROVE AWARD OF THE SERIES 2009 BOND CONSTRUCTION FUND INVESTMENT MANAGEMENT ACCOUNT TO SMITH GRAHAM AT AN ANNUAL FEE NOT GREATER THAN TEN (10) BASIS POINTS PER ANNUM

The motion *carried* unanimously.

It was noted that if Smith Graham is not amenable to the above, another of the District's existing managers would be approached. Smith Graham is a minority manager.

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

THE BOARD APPROVE THE MINUTES OF THE FINANCE COMMITTEE MEETING HELD OCTOBER 14, 2009

The motion *carried* unanimously.

b. Home Health Agency Committee; Mrs. S. Wolfer, Chairman
Minutes of Meeting Held 10/20/09

Mrs. Wolfer reviewed the Minutes of the Home Health Agency Committee meeting held October 20, 2009, a copy of which is on file in the Executive Office.

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

**THE BOARD APPROVE THE MINUTES OF THE HOME HEALTH
AGENCY COMMITTEE MEETING HELD OCTOBER 20, 2009**

The motion *carried* unanimously.

c. Audit and Compliance Committee; Mr. A. Avalos, Chairman
Minutes of the Meeting Held 10/20/09

Mr. Avalos reviewed the Minutes of the Audit and Compliance Committee meeting held October 20, 2009, a copy of which is on file in the Executive Office.

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

**THE BOARD APPROVE THE MINUTES OF THE AUDIT AND
COMPLIANCE COMMITTEE MEETING HELD OCTOBER 20, 2009**

The motion *carried* unanimously.

d. Contracts Committee; Mr. A. Avalos, Chairman
Minutes of the Meeting Held 10/20/09

Mr. Avalos reviewed the Minutes of the Contracts Committee meeting held October 20, 2009, a copy of which is on file in the Executive Office.

**(1) Renewal Agreement Between S.B.H.D. and Pediatric Hospitalists of South
Florida, P.A.**

Ms. Beauchesne provided an overview of the renewal agreement which provides Joe DiMaggio Children's Hospital and Memorial Hospital Miramar with 24 hour/ 7 day a week in-house pediatric hospitalist services.

Ms. Beauchesne introduced Allan Greissman, M.D., a partner in the group, and Jamie Clute, M.D., Medical Director. Dr. Clute addressed the Board, noting that over the past two years, the group has implemented numerous quality improvement initiatives. He expressed pride in the services provided by the group and looks forward to continuation of the agreement.

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

THE BOARD OF COMMISSIONERS APPROVE THE RENEWAL AGREEMENT FOR PEDIATRIC HOSPITALIST SERVICES FOR THE MEMORIAL HEALTHCARE SYSTEM WITH PEDIATRIC HOSPITALISTS OF SOUTH FLORIDA (PHOSF)

Dr. Long advised that the medical staff is grateful for the services provided by PHOSF. Pediatric lengths of stay have decreased, and the group is doing an excellent job relative to safety and quality.

The motion *carried* unanimously.

(2) Renewal Agreement Between S.B.H.D. and ROP Consultants of South Florida, P.A. – Pediatric Ophthalmology Professional Services

Ms. Beauchesne presented an overview of the renewal agreement which provides for pediatric ophthalmology services for premature infants at risk for developing Retinopathy of Prematurity (ROP). Services will be provided 24 hours/7 days per week by Mark Dorfman, M.D. and Scott Cardone, M.D. for infants at risk in the Neonatal ICU's at Joe DiMaggio Children's Hospital, Memorial Hospital West, and Memorial Hospital Miramar, including all indigent patients requiring this care.

Scott Cardone, M.D., thanked the Board for the opportunity to work for the System and provide this service to the children.

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

THE BOARD OF COMMISSIONERS APPROVE RENEWAL OF THE PROFESSIONAL SERVICES AGREEMENT FOR PEDIATRIC OPHTHALMOLOGY WITH ROP CONSULTANTS OF SOUTH FLORIDA, P.A.

The motion *carried* unanimously.

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

THE BOARD APPROVE THE MINUTES OF THE CONTRACTS COMMITTEE MEETING HELD OCTOBER 20, 2009

The motion *carried* unanimously.

e. Building Committee; Mr. K. Tynan, Chairman
Minutes of Meeting Held 10/21/09

Mr. Tynan reviewed the Minutes of the Building Committee meeting held October 21, 2009, a copy of which is on file in the Executive Office.

(1) Request Board Acceptance of the Lowest Bidder, Thornton Construction Company, Inc., In the Amount of \$202,410 for the Women's Center Project at Memorial Hospital Miramar

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

THE BOARD OF COMMISSIONERS ACCEPT THE LOWEST BIDDER, THORNTON CONSTRUCTION COMPANY, INC., IN THE AMOUNT OF \$202,410 FOR THE WOMEN'S CENTER PROJECT AT MEMORIAL HOSPITAL MIRAMAR

Mr. Thomas Thornton, President, Thornton Construction Company, Inc., thanked the Board for the opportunity to work on both of the projects awarded to his firm and assured that the projects would run smoothly.

The motion *carried* unanimously.

(2) Request Board Acceptance of the Lowest Bidder, Thornton Construction Company, Inc., in the Amount of \$161,558 for the Pre-Op Registration Project at Memorial Regional Hospital South

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

THE BOARD OF COMMISSIONERS ACCEPT THE LOWEST BIDDER, THORNTON CONSTRUCTION COMPANY, INC., IN THE AMOUNT OF \$161,558 FOR THE PRE-OP REGISTRATION PROJECT AT MEMORIAL REGIONAL HOSPITAL SOUTH

The motion *carried* unanimously.

(3) Request Board Acceptance of the Lowest Bidder, ANF Group, Inc., in the Amount of \$232,530 for the Women's Imaging Project at Memorial Regional Hospital South

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

THE BOARD OF COMMISSIONERS ACCEPT THE LOWEST BIDDER, ANF GROUP, INC., IN THE AMOUNT OF \$232,530 FOR THE WOMEN'S IMAGING PROJECT AT MEMORIAL REGIONAL HOSPITAL SOUTH

On behalf of ANF, Ms. Ivette Vichot, Senior Project Manager for the Joe DiMaggio Children's Hospital project, expressed ANF's gratitude for their continued relationship with Memorial Healthcare System.

The motion *carried* unanimously.

- (4) Request Board Approval for Staff to Issue a Request for Qualification (RFQ) in Order to Begin the Selection Process for General Contractors Interested in Providing the Memorial Healthcare System with Construction Services for Projects Under Two Million Dollars Over a Three-Year Period**

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

THE BOARD OF COMMISSIONERS APPROVE STAFF ISSUANCE OF A REQUEST FOR QUALIFICATION (RFQ) IN ORDER TO BEGIN THE SELECTION PROCESS FOR GENERAL CONTRACTORS INTERESTED IN PROVIDING THE MEMORIAL HEALTHCARE SYSTEM WITH CONSTRUCTION SERVICES FOR PROJECTS UNDER TWO MILLION DOLLARS OVER A THREE-YEAR PERIOD

The motion *carried* unanimously.

- (5) Request Board Approval for Staff to Issue a Request for Qualification (RFQ) in Order to Begin the Selection Process for the Pre-Qualification of Architects to Provide the Memorial Healthcare System with Architectural Services Over the Next Three-Year Period for Multiple Projects**

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

THE BOARD OF COMMISSIONERS APPROVE STAFF ISSUANCE OF A REQUEST FOR QUALIFICATION (RFQ) IN ORDER TO BEGIN THE SELECTION PROCESS FOR THE PRE-QUALIFICATION OF ARCHITECTS TO PROVIDE THE MEMORIAL HEALTHCARE SYSTEM WITH ARCHITECTURAL SERVICES OVER THE NEXT THREE-YEAR PERIOD FOR MULTIPLE PROJECTS

The motion *carried* unanimously.

- (6) Request Board Approval for Staff to Issue a Request for Qualification (RFQ) in Order to Select a Construction Manager for the Family Birthplace Project at Memorial Regional Hospital**

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

THE BOARD OF COMMISSIONERS APPROVE STAFF ISSUANCE OF A REQUEST FOR QUALIFICATION (RFQ) IN ORDER TO SELECT A CONSTRUCTION MANAGER FOR THE FAMILY BIRTHPLACE PROJECT AT MEMORIAL REGIONAL HOSPITAL

A Request for Qualification for selection of a construction manager will be jointly advertised for both the Family Birthplace Project at Memorial Regional Hospital and the Bed Tower Project at Memorial Hospital West, necessitating only one round of interviews.

The motion *carried* unanimously.

- (7) Request Board Approval of an Incentive Plan to ANF Group, Inc. for the Early Completion of the Joe DiMaggio Children's Hospital Project Based Upon \$180,000 for a Sixty (60) Day Early Delivery, \$90,000 for a Forty-Five (45) Day Early Delivery, \$40,000 for a Thirty-Five (35) Day Early Delivery and No Incentive if Delivered Under Thirty-Five (35) Days**

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

THE BOARD OF COMMISSIONERS APPROVE AN INCENTIVE PLAN TO ANF GROUP, INC. FOR THE EARLY COMPLETION OF THE JOE DIMAGGIO CHILDREN'S HOSPITAL PROJECT BASED UPON \$180,000 FOR A SIXTY (60) DAY EARLY DELIVERY, \$90,000 FOR A FORTY-FIVE (45) DAY EARLY DELIVERY, \$40,000 FOR A THIRTY-FIVE (35) DAY EARLY DELIVERY AND NO INCENTIVE IF DELIVERED UNDER THIRTY-FIVE (35) DAYS

It was noted that the sixty day incentive offered for early project completion matches the daily penalty amount of \$3,000 for late delivery of the project.

The motion *carried* unanimously.

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

THE BOARD APPROVE THE MINUTES OF THE BUILDING COMMITTEE MEETING HELD OCTOBER 21, 2009

The motion *carried* unanimously.

4. REPORT OF SPECIAL COMMITTEES

**a. Bond Finance Committee; Mrs. K. Durham, Chairman
Minutes of Meeting Held 10/13/09 and Continued on 10/14/09**

Mrs. Durham reviewed the Minutes of the Bond Finance Committee meeting held October 13, 2009, and continued on October 14, 2009, a copy of which is on file in the Executive Office.

- (1) Request Board Ratification of the Bond Finance Committee's Award of the Sale of the Series 2009 Bonds to Goldman Sachs/Sterne Agee on Behalf of Themselves and JPMorgan, Siebert Brandford Shank and Edward Jones and All Actions Taken with Respect to Its Delegated Authorities Under Resolution No. 334**

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

THE BOARD RATIFY THE BOND FINANCE COMMITTEE'S AWARD OF THE SALE OF THE SERIES 2009 BONDS TO GOLDMAN SACHS/STERNE AGEE ON BEHALF OF THEMSELVES AND JPMORGAN, SIEBERT BRANDFORD SHANK AND EDWARD JONES AND ALL ACTIONS TAKEN WITH RESPECT TO ITS DELEGATED AUTHORITIES UNDER RESOLUTION NO. 334

Mr. Grant Ostlund of Ponder & Co., the District's independent financial advisor, provided an overview of the Series 2009 Bond issue. The \$150 million bond issue was sold in its entirety as Build America Bonds, realizing an approximate annual savings of \$900,000/year to the District versus the sale of tax-exempt bonds. The District incurred a thirty-five year debt, with an all-in true interest cost of 4.76%.

Mr. Albert del Castillo, Squire Sanders & Dempsey, the District's bond counsel, confirmed that all of the specific details of the bonds were within the parameters set forth by the Board in Resolution No. 334 and went on to individually review each parameter. He congratulated the Board on a very successful bond issue and commended Memorial Healthcare System (MHS) staff for their tireless efforts on behalf of the District.

On behalf of Goldman Sachs, Mr. Rondy Jennings, Managing Director, thanked the Board for the continued opportunity to work with the District. He commended the Board and management for their key decision to accelerate the process, allowing for rapid entry into the market. Mr. Jennings was also very pleased with the balanced distribution; one third retail, one third insurance companies, and one third investment advisors.

Mr. John Rodstrom, Managing Director, Sterne Agee, thanked the Board for the opportunity to serve as the District's underwriter and offered congratulations on another successful deal. He also commended MHS staff for accomplishing so much in such a short window of time.

The Chair also recognized the outstanding job done by Mr. Muhart, Mr. Wheatley, and staff to accomplish this successful bond issue.

The motion **carried** unanimously.

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

THE BOARD APPROVE THE MINUTES OF THE BOND FINANCE COMMITTEE MEETING HELD OCTOBER 13, 2009, AND CONTINUED ON OCTOBER 14, 2009

The motion **carried** unanimously.

5. **ANNOUNCEMENTS**

None

CORRESPONDENCE

None

6. **UNFINISHED BUSINESS**

None

7. **BOARD REGULAR BUSINESS**

a. **Report from Chief of Staff, Memorial Regional Hospital; L. Shulruff, M.D.**

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

Dr. Shulruff presented the Executive Committee Report re recommendations for appointments, advancements, etc., dated October 20, 2009, a copy of which is on file in the Executive Office.

Mr. Tynan ***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.

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

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

Dr. Long presented the Executive Committee Report re recommendations for appointments, advancements, etc., dated October 19, 2009, a copy of which is on file in the Executive Office.

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

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

The motion ***carried*** unanimously.

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

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

Dr. Weiss presented the Executive Committee Report re recommendations for appointments, advancements, etc., dated October 15, 2009, 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 HOSPITAL WEST**

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 October 19, 2009, a copy of which is on file in the Executive Office.

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

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

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 October 19, 2009, 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 HOSPITAL PEMBROKE**

The motion **carried** unanimously.

Mr. Sacco expressed pride in the recently published Modern Healthcare magazine survey results for the "Best Places to Work in Healthcare." Memorial Healthcare System was ranked No. 6 out of the top 100 healthcare organizations surveyed and the only organization with over 5,000 employees to be ranked in the top 50. Special recognition was given to Ms. Munson and the Marketing staff for completing the application process, with commendations extended to the administrative staff, Mr. Kendrick and the Human Resources staff, the Board of Commissioners, and those employees that participated in the survey.

f. Administrative Staff

No report

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

(1) Financial Report for the Month of September 2009

Mr. Muhart reviewed the Financial Report for the month of September 2009, a copy of which is on file in the Executive Office.

Mr. Sacco commended the outstanding expense management achieved by the administrative teams, as well as the managed care contracting negotiated by Mr. Benz, Ms. Miceli, and the managed care staff.

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

**THE BOARD APPROVE THE FINANCIAL REPORT FOR THE MONTH
OF SEPTEMBER 2009**

The motion **carried** unanimously.

h. Legal Counsel; Mr. G. Barber, Senior Vice President and General Counsel

(1) Request Board Ratification of the Motion Made at the October 5, 2009, Annual Meeting of Memorial Health System of Broward, Inc., Regarding the Election of a Director

Mr. Barber advised that Memorial Health System of Broward, Inc., is a Florida non-profit organization formed to assist the Hospital District meet its varying goals. At the October 5, 2009, annual meeting, Ms. Josie Bacallao was elected to the Board of Directors. As stipulated in the corporation's Bylaws, her election is subject to ratification by the South Broward Hospital District Board of Commissioners.

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

THE BOARD OF COMMISSIONERS RATIFY AND APPROVE THE ELECTION OF MS. JOSIE BACALLAO FOR A FOUR (4) YEAR TERM TO THE BOARD OF DIRECTORS OF MEMORIAL HEALTH SYSTEM OF BROWARD, INC.

It was noted that Ms. Bacallao serves as President and CEO of Hispanic Unity of Florida, an organization which the Healthcare System has partnered with on many community projects.

Mr. Sacco discussed the composition of the Board and provided insight regarding the utilization of Memorial Health System of Broward, Inc.'s assets both past and present.

The motion ***carried*** unanimously.

8. NEW BUSINESS

a. Board Meetings – November and December

Due to the upcoming holidays, the Board of Commissioners agreed to consolidate the November and December Board meetings into one meeting to be held on December 2, 2009.

9. COMMISSIONERS' COMMENTS

Mrs. Wolfer and her fellow Commissioners congratulated Mr. Tynan on his appointment to the Broward County School Board.

Mrs. Wolfer advised that she recently had the opportunity to meet with Mr. Ken Resmini, Director of Compliance and Audit, and his staff to review the audit process. She was very impressed with the experience of the staff and the department's thorough audit and follow up procedures, as well as Mr. Resmini's leadership of the department.

Due to his recent appointment to the School Board, Mr. Tynan advised that he is awaiting legal determination as to his ability to serve on two boards simultaneously. He remarked on how much he has enjoyed serving on the SBHD Board of Commissioners and would miss everyone if he is required to step down.

Mr. Jones discussed the upcoming City of Dania Beach's "Living Green" event.

Mr. Avalos expressed his gratitude for being able to participate in the groundbreaking of the new Joe DiMaggio Children's Hospital and commented on the success of the event.

Mrs. Durham echoed Mr. Avalos' sentiments regarding the groundbreaking and again congratulated Mr. Tynan on his School Board appointment.

10. ADJOURNMENT

There being no further business to come before the Board, Mrs. Durham declared the meeting adjourned at 6:52 p.m.

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

BY: _____
Kathleen Durham, Chairman

ATTEST: _____
Alfredo Avalos, Secretary Treasurer