

**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 2, 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, December 2, 2009, at 5:35 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	
Mr. Kevin P. Tynan	

The following member was absent:

Ms. Laura Raybin Miller

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. Regular Meeting Held October 28, 2009

There being no additions or corrections to the Minutes,

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

**THE BOARD APPROVE THE MINUTES OF THE
REGULAR MEETING HELD OCTOBER 28, 2009**

The motion *carried* unanimously.

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

**a. Community Relations Committee; Mr. A C. Jones, Chairman
Minutes of Meeting Held 11/11/09**

Mr. Jones reviewed the Minutes of the Community Relations Committee meeting held November 11, 2009, a copy of which is on file in the Executive Office.

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

**THE BOARD APPROVE THE MINUTES OF THE COMMUNITY
RELATIONS COMMITTEE MEETING HELD NOVEMBER 11, 2009**

The motion *carried* unanimously.

b. Contracts Committee; Mr. A. Avalos, Chairman
Minutes of Meeting Held 11/16/09

Mr. Avalos reviewed the Minutes of the Contracts Committee meeting held November 16, 2009, a copy of which is on file in the Executive Office.

(1) Request Board Approval of Agreements Between S.B.H.D. and Axolotl Corporation

Mr. Blanton provided an overview of the agreement with Axolotl Corporation to provide Health Information Exchange (HIE) services and Electronic Medical Record (EMR) Light services. MHS plans to offer subsidized EMR Light services to its voluntary medical staff, and HIE services will be offered to other not-for-profit and public hospitals in the region for a fee.

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

**THE BOARD APPROVE THE AGREEMENTS BETWEEN S.B.H.D.
AND AXOLOTL CORPORATION**

The motion *carried* unanimously.

(2) Request Board Approval of Agreement Between S.B.H.D. and Epic Systems Corporation

Mr. Blanton advised that the Epic services contained in the agreement had been thoroughly reviewed and evaluated by over 300 staff members. He discussed the initial scope of implementation, which begins with replacement of the System's Revenue Cycle Management System. Implementation of electronic medical record and practice management services to the System's employed physicians will follow and subsequently be offered to affiliated members of the medical staff through a subsidized process. Mr. Blanton also provided a breakdown of the total project cost, where it was noted that all upgrades to the Epic system are included in the initial investment.

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

**THE BOARD APPROVE THE AGREEMENT BETWEEN S.B.H.D.
AND EPIC SYSTEMS CORPORATION**

The motion *carried* unanimously.

(3) Request Board Approval of Employment Agreements Between S.B.H.D. and G. Birken, M.D., J. Long, M.D., and D. Drucker, M.D., Pediatric General Surgery Services

Ms. Beauchesne provided an overview of the employment agreements with Drs. Birken, Long, and Drucker for pediatric general surgery services. She noted that in order to further develop the pediatric general surgery and trauma program, as well as expand the physician and support services required for these specialized services, the District is in need of employed pediatric surgeons to provide services and on-call coverage in this specialty 24 hrs./day, 7 days/week.

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

THE BOARD APPROVE THE EMPLOYMENT AGREEMENTS FOR G. BIRKEN, M.D., J. LONG, M.D., AND D. DRUCKER, M.D., FOR PEDIATRIC GENERAL SURGERY SERVICES

Dr. Birken thanked the Board, noting he looks forward to a secure future with respect to pediatric surgery in the new Children's Hospital.

Dr. Long also expressed her thanks to the Board and her excitement to be part of such an outstanding healthcare system. She is hopeful that the employment model will attract new talent to the hospital.

The motion *carried* unanimously.

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

Ms. Beauchesne provided an overview of the renewal agreement with Pediatric Critical Care of South Florida, P.A. for the provision of pediatric critical care administrative and professional services.

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

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

On behalf of the group, Gerald Lavandosky, M.D. thanked the Board and members of the administrative staff for their support and confidence. The group looks forward to the opportunity and will continue to serve the District well.

The motion *carried* unanimously.

(5) Request Board Approval of Renewal Employment Agreements Between S.B.H.D. and G. Zorman, M.D., L. Rodriguez, M.D., A. Poisik, M.D., and H. Duong, M.D., Neurosurgery Services

Mr. Piriz provided an overview of the neurosurgery services renewal employment agreements for Drs. Zorman, Rodriguez, Poisik, and Duong. The group provides premier adult neurosurgery services to the region, as well as pediatric neurosurgery services through Luis Rodriguez, M.D. Mr. Piriz noted recruitment is in process for pediatric neurosurgeons.

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

THE BOARD APPROVE THE EMPLOYMENT AGREEMENT RENEWALS FOR G. ZORMAN, M.D., L. RODRIGUEZ, M.D., A. POISIK, M.D., AND H. DUONG, M.D., FOR NEUROSURGERY SERVICES

On behalf of the group, Dr. Zorman thanked the Board. He noted this was his sixth five-year employment agreement and reflected on the District's successive achievements and growth over the length of his employment, including the creation of a very respectable neuroscience center. He stated it has been a privilege to spend his career with Memorial Healthcare System and a privilege to continue to work here. He thanked the Board and Administration for their support and looks forward to working together to accomplish great things over the next five years.

The motion *carried* unanimously.

(6) Request Board Approval of Renewal Agreement Between S.B.H.D. and Sheridan Healthcorp, Inc., Anesthesiology Services

Mr. Piriz presented the renewal agreement for anesthesiology services with Sheridan Healthcorp, Inc. for medical administrative and professional services. He noted Sheridan Healthcorp has been the sole provider of such services to the System since its inception.

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

THE BOARD APPROVE THE RENEWAL AGREEMENT WITH SHERIDAN HEALTHCORP, INC. FOR ANESTHESIOLOGY SERVICES, MEDICAL ADMINISTRATIVE AND PROFESSIONAL SERVICES

Mitchell Eisenberg, M.D., Chairman of the Board for Sheridan Healthcorp, Inc. expressed his thanks to the Board and the administrative staff for the privilege of working in the Healthcare System. He considers the System to be one of the finest in the country and appreciates the opportunity to continue to provide services over the next three years.

Gilbert Drozdow, M.D., President of Sheridan Anesthesia, stated it has been an honor and a privilege to work with Memorial Healthcare System and witness its growth over the years. He praised the excellence of the group of anesthesiologists working in the District, and thanked the Board for renewal of the agreement and its continued confidence in their organization.

The motion **carried** unanimously.

Dr. Long expressed her appreciation for the excellent group of pediatric anesthesiologists that have been recruited by Sheridan.

(7) Request Board Approval of Physician Recruitment Agreement Between S.B.H.D. and Francis Salazar, D.O.; Reyes & Reyes, M.D., P.A., Internal Medicine Services

Mr. Avalos provided an overview of the physician recruitment agreement between the District and Francis Salazar, D.O.; Reyes & Reyes, M.D., P.A., for internal medicine services.

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

THE BOARD APPROVE THE PHYSICIAN RECRUITMENT AGREEMENT FOR REYES & REYES, M.D., P.A. AND FRANCIS SALAZAR, D.O. FOR INTERNAL MEDICINE SERVICES

Mr. Sacco clarified that the agreement represents a net collection guarantee, which includes a base salary, malpractice costs, and incremental office expenses, including the hiring of office support staff. If total collections are equal to or exceed the amount stipulated, the District will incur no liability under the agreement and all payments that have been made by the District will be repaid.

Rene Reyes, M.D. thanked the Board and everyone involved for their hard work in recruiting Dr. Salazar. Dr. Reyes stated that Dr. Salazar will be a great fit for his office and the community.

Francis Salazar, D.O. stated it was an honor to be invited to become part of such a fine healthcare system and looks forward his future within the System.

The motion **carried** unanimously.

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

THE BOARD APPROVE THE MINUTES OF THE CONTRACTS COMMITTEE MEETING HELD NOVEMBER 16, 2009

The motion **carried** unanimously.

c. Senior Services Committee; Mrs. K. Durham, Chairman
Minutes of the Meeting Held 11/16/09

Mrs. Durham reviewed the Minutes of the Senior Services Committee meeting held November 16, 2009, a copy of which is on file in the Executive Office.

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

**THE BOARD APPROVE THE MINUTES OF THE SENIOR
SERVICES COMMITTEE MEETING HELD NOVEMBER 16, 2009**

The motion *carried* unanimously.

d. Finance Committee; Mrs. K. Durham, Chairman
Minutes of the Meeting Held 11/16/09

Mrs. Durham reviewed the Minutes of the Finance Committee meeting held November 16, 2009, a copy of which is on file in the Executive Office.

(1) Request Board Approval to Hire TCW Asset Management to Replace Logan Circle Partners to Manage the Fixed Income Assets for the District's Pension Fund Subject To, At Management's Discretion, Successful Fee Negotiations

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

**THE BOARD APPROVE THE HIRING OF TWC ASSET
MANAGEMENT TO REPLACE LOGAN CIRCLE PARTNERS TO
MANAGE THE FIXED INCOME ASSETS FOR THE DISTRICT'S
PENSION FUND SUBJECT TO, AT MANAGEMENT'S
DISCRETION, SUCCESSFUL FEE NEGOTIATIONS**

Mr. Muhart provided an overview of the fee negotiation process.

The motion *carried* unanimously.

(2) Request Board Acceptance of the 403/457 Plans Investment Performance Analysis for the Quarter Ending September 30, 2009

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

**THE BOARD ACCEPT THE 403/457 PLANS INVESTMENT
PERFORMANCE ANALYSIS FOR THE QUARTER ENDING
SEPTEMBER 30, 2009**

The motion *carried* unanimously.

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

**THE BOARD APPROVE THE MINUTES OF THE FINANCE
COMMITTEE MEETING HELD NOVEMBER 16, 2009**

The motion *carried* unanimously.

e. Government Relations Committee; Mr. K. Tynan, Chairman
Minutes of Meeting Held 11/20/09

Mr. Tynan reviewed the Minutes of the Government Relations Committee meeting held November 20, 2009, a copy of which is on file in the Executive Office.

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

**THE BOARD APPROVE THE 2010 MHS STATE LEGISLATIVE
AGENDA**

The motion *carried* unanimously.

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

**THE BOARD APPROVE THE 2010 MHS FEDERAL LEGISLATIVE
AGENDA**

The motion *carried* unanimously.

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

**THE BOARD APPROVE THE MINUTES OF THE GOVERNMENT
RELATIONS COMMITTEE MEETING HELD NOVEMBER 20, 2009**

The motion *carried* unanimously.

f. Building Committee; Mr. K. Tynan, Chairman
Minutes of Meeting Held 11/20/09

Mr. Tynan reviewed the Minutes of the Building Committee meeting held November 20, 2009, a copy of which is on file in the Executive Office.

- (1) Request Board Acceptance of the Lowest Bidder, Link Construction Group, Inc., in the Amount of \$724,568 for the Urgent Care Center Project at Memorial Hospital Pembroke and Allocate a \$75,000 Contingency Amount to be Controlled by the Memorial Healthcare System**

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

THE BOARD ACCEPT THE LOWEST BIDDER, LINK CONSTRUCTION GROUP, INC., IN THE AMOUNT OF \$724,568 FOR THE URGENT CARE CENTER PROJECT AT MEMORIAL HOSPITAL PEMBROKE AND ALLOCATE A \$75,000 CONTINGENCY AMOUNT TO BE CONTROLLED BY THE MEMORIAL HEALTHCARE SYSTEM

Mr. Miguel Cerra, Vice President of Link Construction Group, Inc., thanked the Board for the opportunity and looks forward to continued work within the System.

On behalf of the nurses and physicians of the U.C.C., Gustavo Gonzalez, M.D., U.C.C. Medical Director, expressed his thanks for this renovation and expansion, which will significantly benefit the South Broward community.

The motion *carried* unanimously.

- (2) Request Board Acceptance of the Lowest Bidder, Thornton Construction Group, Inc., in the Amount of \$677,479 for the 6th Floor Renovation Project at Memorial Regional Hospital South and Allocate a \$70,000 Contingency Amount to be Controlled by the Memorial Healthcare System**

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

THE BOARD ACCEPT THE LOWEST BIDDER, THORNTON CONSTRUCTION GROUP, INC., IN THE AMOUNT OF \$677,479 FOR THE 6TH FLOOR RENOVATION PROJECT AT MEMORIAL REGIONAL HOSPITAL SOUTH AND ALLOCATE A \$70,000 CONTINGENCY AMOUNT TO BE CONTROLLED BY THE MEMORIAL HEALTHCARE SYSTEM

Mr. Thomas Thornton, President of Thornton Construction Group, Inc., thanked the Board for the opportunity and stated it is a pleasure to serve the Hospital District.

The motion *carried* unanimously.

- (3) Request Board Acceptance of the Lowest Bidder, Link Construction Group, Inc., in the Amount of \$430,670 for the Dietary Project at Memorial Hospital Pembroke and Allocate a \$50,000 Contingency Amount to be Controlled by the Memorial Healthcare System**

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

THE BOARD ACCEPT THE LOWEST BIDDER, LINK CONSTRUCTION GROUP, INC., IN THE AMOUNT OF \$430,670 FOR THE DIETARY PROJECT AT MEMORIAL HOSPITAL PEMBROKE AND ALLOCATE A \$50,000 CONTINGENCY AMOUNT TO BE CONTROLLED BY THE MEMORIAL HEALTHCARE SYSTEM

Mr. Cerra again thanked the Board for the opportunity.

The motion *carried* unanimously.

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

THE BOARD APPROVE THE MINUTES OF THE BUILDING COMMITTEE MEETING HELD NOVEMBER 20, 2009

The motion *carried* unanimously.

4. REPORT OF SPECIAL COMMITTEES

None

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 November 17, 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 November 10, 2009, a copy of which is on file in the Executive Office.

Mr. Jones *moved, seconded* by Mr. Avalos, 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 November 10, 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 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.

On behalf of Dr. Pombo, Dr. Fine presented the Executive Committee Report re recommendations for appointments, advancements, etc., dated November 15, 2009, a copy of which is on file in the Executive Office.

Mr. Tynan *moved, seconded* by Mr. Avalos, 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 November 15, 2009, a copy of which is on file in the Executive Office.

Mr. Tynan *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.

f. Administrative Staff

(1) Quarterly Statistical Report for Period Ending 10/31/09; Mr. F. V. Sacco, President and Chief Executive Officer

Mr. Sacco reviewed the Quarterly Statistical Report for the Period Ending October 31, 2009, a copy of which is on file in the Executive Office. He discussed the importance of physician recruitment to increase the volumes at Memorial Regional Hospital, Memorial Regional Hospital South, and Memorial Hospital Pembroke, as well as the critical need to construct a bed tower at Memorial Hospital West.

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

(1) Financial Report for the Month of October 2009

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

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

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

The motion *carried* unanimously.

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

**(1) Request Board Approval of Resolution Delegating Authority to the
President and Chief Executive Officer to Approve Medical Staff Executive
Committee Reports Until Further Meeting of the Board of Commissioners**

Mr. Barber presented the proposed resolution to grant authority to Mr. Sacco, President and CEO, to approve medical staff Executive Committee reports until further meetings of the Board.

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

**THE BOARD OF COMMISSIONERS APPROVE THE RESOLUTION
DELEGATING AUTHORITY TO THE PRESIDENT AND CHIEF
EXECUTIVE OFFICER TO APPROVE MEDICAL STAFF
EXECUTIVE COMMITTEE REPORTS UNTIL FURTHER MEETING
OF THE BOARD OF COMMISSIONERS**

The motion *carried* unanimously.

(2) Medical Malpractice Insurance Update

Mr. Barber reviewed the Medical Staff malpractice insurance update memorandum dated November 4, 2009, a copy of which is attached to the Minutes on file in the Executive Office.

It was noted that a total of 268 physicians were uninsured as of November 2009, representing 15% of the medical staff.

8. NEW BUSINESS

Mr. Sacco reported that he recently executed a one-year extension to the existing contract with the County for Primary Care reimbursement, which incorporates a 5% reduction in reimbursement to the District.

9. COMMISSIONERS' COMMENTS

Mrs. Wolfer remarked on her attendance of the November 13, 2009, ICABA event (Identify, Connect, Activate the Black Accomplished) honoring 100 of Florida's most accomplished blacks in law and healthcare. She noted it was a wonderful, well attended event, and among the honorees were Commissioner Albert C. Jones and Ms. Gail Bouie, Operations Director for MHS Primary Care Services.

Mr. Jones thanked Memorial Healthcare System for its support and sponsorship of him and Ms. Bouie at the ICABA event. He also thanked everyone for their support of his appointment to the Broward County Commission. Mr. Jones was pleased to note that he will be able to concurrently serve on both the SBHD Board of Commissioners and the Broward County Commission.

Mr. Avalos congratulated Mr. Jones on his Broward County Commission appointment.

Mrs. Durham also congratulated Mr. Jones on his appointment, as well as those MHS administrative staff members that have recently received promotions and position realignments. She thanked everyone for their hard work and joined her fellow Commissioners in wishing everyone a happy holiday and the best in the New Year.

10. ADJOURNMENT

There being no further business to come before the Board, Mrs. Durham declared the meeting adjourned at 7:10 p.m.

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

BY: _____
Kathleen Durham, Chairman

ATTEST: _____
Alfredo Avalos, Secretary Treasurer