

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

January 20, 2025

A Regular Meeting of the Board of Commissioners of the South Broward Hospital District (S.B.H.D.) was held in person, and by video and telephone conference, on Monday, January 20, 2025, at 5:35 p.m., in the Perry Board Room, 3111 Stirling Road, Hollywood, Florida, 33312.

The following members were present:

Ms. Elizabeth Justen	Chairwoman	In person
Mr. Steven Harvey	Vice Chairman	In person
Mr. Douglas Harrison	Secretary Treasurer	In person
Mr. Brad Friedman		In person
Ms. Laura Raybin Miller		In person

The following member was absent:

Dr. Luis Orta

1. CALL TO ORDER / PUBLIC MEETING CERTIFICATION

There being a physical quorum present, Ms. Justen called the meeting to order. She noted that public participation is welcome.

Ms. Linda Epstein, Interim General Counsel, confirmed and provided certification that all public notice and open meeting (Sunshine) legal requirements had been complied with for this meeting.

2. PLEDGE OF ALLEGIANCE

At the request of Ms. Justen, Mr. Harrison led the Pledge of Allegiance.

3. CHANGE OF COMMAND FLAG CEREMONY

Ms. Justen reported that Mr. Shane Strum, Interim Chief Executive Officer, has demonstrated leadership and a vision for the future, regarding Memorial's community of patients, families, and friends. As a result, the Board wished to recognize Mr. Strum. Mr. Alfredo Avalos, Senior Director of Security, then presented Mr. Strum with an American flag, which was retired on September 25; the date which Mr. Strum began his tenure as Interim Chief Executive Officer. The flag was presented in an honor fold.

Mr. Strum thanked the Board for their thoughtful gesture. Photographs were then taken.

4. **PRESENTATIONS**

None.

5. **APPROVAL OF MINUTES**

a. **Request Board Approval of the Minutes of the Regular Board Meeting Held on December 4, 2024**

A copy of the Minutes is on file in the Executive Office.

Mr. Harvey *moved, seconded* by Mr. Harrison, that:

**THE BOARD OF COMMISSIONERS APPROVES THE MINUTES OF
THE REGULAR BOARD MEETING HELD ON DECEMBER 4, 2024**

The Motion *carried* unanimously.

6. **BOARD REGULAR BUSINESS**

a. **Report from the President of the Medical Staff, Memorial Regional Hospital, Joe DiMaggio Children's Hospital, and Memorial Regional Hospital South; Nigel Spier, M.D.**

1) ***Request Board Approval of the Executive Committee Report Regarding Recommendations for Appointments, Advancements, etc.***

In the absence of Nigel Spier, M.D., Maria Gutierrez, M.D., thanked the Board for everything they do, and then presented the Executive Committee Report regarding recommendations for appointments, advancements, etc., convened on January 15, 2025, and submitted for consideration, a copy of which is on file in the Executive Office.

Mr. Friedman *moved, seconded* by Mr. Harvey, that:

**THE BOARD OF COMMISSIONERS APPROVES
RECOMMENDATIONS OF THE EXECUTIVE COMMITTEE OF
THE MEDICAL STAFF AT MEMORIAL REGIONAL
HOSPITAL, JOE DIMAGGIO CHILDREN'S HOSPITAL, AND
MEMORIAL REGIONAL HOSPITAL SOUTH**

The Motion *carried* unanimously.

b. **Report from the Chief of Staff, Memorial Hospital West; Fausto De La Cruz, M.D.**

1) ***Request Board Approval of the Executive Committee Report Regarding Recommendations for Appointments, Advancements, etc.***

In the absence of Fausto De La Cruz, M.D., Aharon Sareli, M.D., presented the Executive Committee Report regarding recommendations for appointments, advancements, etc., convened on January 13, 2025, and submitted for consideration, a copy of which is on file in the Executive Office.

Mr. Friedman *moved, seconded* by Mr. Harvey, that:

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

The Motion *carried* unanimously.

c. Report from the Chief of Staff, Memorial Hospital Miramar; Juan Villegas, M.D.

1) *Request Board Approval of the Executive Committee Report Regarding Recommendations for Appointments, Advancements, etc.*

Juan Villegas, M.D., wished everyone a Happy New Year, and then presented the Executive Committee Report regarding recommendations for appointments, advancements, etc., convened on January 8, 2025, and submitted for consideration, a copy of which is on file in the Executive Office.

Mr. Friedman *moved, seconded* by Mr. Harvey, that:

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

The Motion *carried* unanimously.

d. Report from the Chief of Staff, Memorial Hospital Pembroke; Narendra Upadhyaya, M.D.

1) *Request Board Approval of the Executive Committee Report Regarding Recommendations for Appointments, Advancements, etc.*

In the absence of Narendra Upadhyaya, M.D., Aharon Sareli, M.D., presented the Executive Committee Report regarding recommendations for appointments, advancements, etc., convened on January 9, 2025, and submitted for consideration, a copy of which is on file in the Executive Office.

Mr. Friedman *moved, seconded* by Mr. Harvey, that:

**THE BOARD OF COMMISSIONERS APPROVES
RECOMMENDATIONS OF THE EXECUTIVE COMMITTEE OF
THE MEDICAL STAFF AT MEMORIAL HOSPITAL
PEMBROKE**

The Motion *carried* unanimously.

e. **Financial Report; Mr. David Smith, Executive Vice President and Chief Financial Officer**

1) ***Request Board Approval of the Financial Report for the Month of November 2024***

Mr. Smith presented the financial report for the month of November 2024, and took questions. He confirmed that he would present the reports for December 2024 and January 2025 at the February Regular Board Meeting.

Mr. Harvey *moved, seconded* by Ms. Miller, that:

**THE BOARD OF COMMISSIONERS APPROVES THE
FINANCIAL REPORT FOR THE MONTH OF NOVEMBER 2024**

The Motion *carried* unanimously.

f. **Legal Report; Ms. Linda Epstein, Interim General Counsel**

1) ***Request Board Ratification of the Approval by the President / Chief Executive Officer / Administrator of the December Medical Staff Executive Committee Report for Each of the Hospitals that are Owned and / or Operated by the South Broward Hospital District, as Set Forth in Board Resolution No. 509, Delegating Such Authority Until Further Meeting of the Board of Commissioners***

Ms. Linda Epstein presented Resolution No. 509 to the Board.

Mr. Harvey *moved, seconded* by Ms. Miller, that:

**THE BOARD OF COMMISSIONERS RATIFIES THE
APPROVAL BY THE PRESIDENT / CHIEF EXECUTIVE
OFFICER / ADMINISTRATOR OF THE DECEMBER MEDICAL
STAFF EXECUTIVE COMMITTEE REPORT FOR EACH OF
THE HOSPITALS THAT ARE OWNED AND / OR OPERATED
BY THE SOUTH BROWARD HOSPITAL DISTRICT, AS SET
FORTH IN BOARD RESOLUTION NO. 509, DELEGATING
SUCH AUTHORITY UNTIL FURTHER MEETING OF THE
BOARD OF COMMISSIONERS**

The motion *carried* unanimously.

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

a. **Finance Committee Meeting Held on January 13, 2025; Ms. Elizabeth Justen, Chairwoman**

Ms. Justen presented the Minutes of the Finance Committee Meeting held on January 13, 2025, a copy of which is on file in the Executive Office. Mr. Veda Rampat, Vice President and Treasurer, then gave details of the items discussed at the meeting.

- 1) ***Request Board Approval of the Proposed Changes to the Operating Fund Investment Policy Statement to Permit the Switch from the Current Vanguard Global Minimum Volatility Equity Fund to the State Street MSCI ACWI Index Fund, While Maintaining the Same 10% Allocation***

Mr. Harvey *moved, seconded* by Ms. Miller, that:

THE BOARD OF COMMISSIONERS APPROVES THE PROPOSED CHANGES TO THE OPERATING FUND INVESTMENT POLICY STATEMENT TO PERMIT THE SWITCH FROM THE CURRENT VANGUARD GLOBAL MINIMUM VOLATILITY EQUITY FUND TO THE STATE STREET MSCI ACWI INDEX FUND, WHILE MAINTAINING THE SAME 10% ALLOCATION

The Motion *carried* unanimously.

- 2) ***Request Board Approval of the Minutes of the Finance Committee Meeting Held on January 13, 2025***

Mr. Harvey *moved, seconded* by Mr. Friedman, that:

THE BOARD OF COMMISSIONERS APPROVES THE MINUTES OF THE FINANCE COMMITTEE MEETING HELD ON JANUARY 13, 2025

The Motion *carried* unanimously.

b. Building Committee Meeting Held on January 13, 2025; Mr. Brad Friedman, Chairman

Mr. Friedman presented the Minutes of the Building Committee meeting held on January 13, 2025, a copy of which is on file in the Executive Office. In the absence of Mr. Mark Greenspan, Vice President, Construction and Property Management, Mr. David Smith gave details of the items discussed at the meeting.

- 1) ***Request Board Acceptance of the Lowest Responsive and Responsible Bidder, Lego Construction, in the Amount of \$3,840,661.65, for the Memorial Hospital Pembroke Roof Replacement Project, and Allocate a \$768,132 Contingency, to be Controlled by Memorial Healthcare System***

Ms. Justen *moved, seconded* by Mr. Harvey, that:

THE BOARD OF COMMISSIONERS ACCEPTS THE LOWEST RESPONSIVE AND RESPONSIBLE BIDDER, LEGO CONSTRUCTION, IN THE AMOUNT OF \$3,840,661.65, FOR THE MEMORIAL HOSPITAL PEMBROKE ROOF REPLACEMENT PROJECT, AND ALLOCATE A \$768,132 CONTINGENCY, TO BE CONTROLLED BY MEMORIAL HEALTHCARE SYSTEM

The Motion *carried* unanimously.

2) ***Request Board Approval of the Minutes of the Building Committee Meeting Held on January 13, 2025***

Ms. Justen ***moved, seconded*** by Mr. Harvey, that:

THE BOARD OF COMMISSIONERS APPROVES THE MINUTES OF THE BUILDING COMMITTEE MEETING HELD ON JANUARY 13, 2025

The Motion ***carried*** unanimously.

Mr. Friedman thanked all those who attended the Building Committee Meeting.

c. **Audit and Compliance Committee Meeting Held on January 16, 2025; Mr. Steven Harvey, Chairman**

Mr. Harvey presented the Minutes of the Audit and Compliance Committee meeting held on January 16, 2025, a copy of which is on file in the Executive Office. Ms. Denise DiCesare, Chief Compliance and Internal Audit Officer, then presented the second quarterly report for the fiscal year 2025, and other items discussed during the Committee Meeting.

1) ***Request Board Approval of the RSM Fiscal Year 2025 Overview of Audit Strategy***

Ms. Justen ***moved, seconded*** by Mr. Friedman, that:

THE BOARD OF COMMISSIONERS APPROVES THE RSM FISCAL YEAR 2025 OVERVIEW OF AUDIT STRATEGY

The Motion ***carried*** unanimously.

2) ***Request Board Approval of the Minutes of the Audit and Compliance Committee Meeting Held on January 16, 2025***

Ms. Justen ***moved, seconded*** by Mr. Friedman, that:

THE BOARD OF COMMISSIONERS APPROVES THE MINUTES OF THE AUDIT AND COMPLIANCE COMMITTEE MEETING HELD ON JANUARY 16, 2025

The Motion ***carried*** unanimously.

d. **Contracts Committee Meeting Held on January 16, 2025; Mr. Steven Harvey, Chairman**

Mr. Harvey presented the Minutes of the Contracts Committee Meeting held on January 16, 2025, a copy of which is on file in the Executive Office.

Mr. Alan Whaley, Interim Chief Operating Officer, reported that all pending contracts were deferred until revisions were made to a provision within the contracts. As a result, there were no contracts for Board approval at this time.

1) ***Request Board Approval of the Minutes of the Contracts Committee Meeting Held on January 16, 2025***

Ms. Justen ***moved, seconded*** by Mr. Harvey, that:

***THE BOARD OF COMMISSIONERS APPROVES THE
MINUTES OF THE CONTRACTS COMMITTEE MEETING
HELD ON JANUARY 16, 2025***

The Motion ***carried*** unanimously.

8. **REPORT OF SPECIAL COMMITTEES**

None.

9. **ANNOUNCEMENTS**

None.

10. **UNFINISHED BUSINESS**

None.

11. **NEW BUSINESS**

None.

12. **PRESIDENT'S COMMENTS**

Mr. Shane Strum again thanked the Board for the Change of Command Flag, and wished everyone a Happy New Year. He recognized Martin Luther King, Jr. Day as a National Day of Service.

He introduced Mr. Alan Whaley, who is serving as Memorial's Interim Chief Operating Officer, and recognized various staff across the System who have received awards. In particular, he noted the achievements of Mr. Tim Curtin, Vice President of Community Services.

Joe DiMaggio Children's Hospital announced an expansion of its Heart Institute, and has brought in 14 Pediatric Cardiologists, and more than 40 clinical and administrative team members, providing advanced cardiac care.

He gave details of finance and growth for each of Memorial's hospitals, noting the highest ever number of births at Memorial Hospital Miramar. He recognized Richard Bridgewater, M.D., of Memorial Hospital Miramar, who has been featured in news articles and TV programs due to his uplifting words of affirmation for newborn babies.

He reported on several 'firsts' within the System; in particular a 14 year old girl with minimal residual hearing, who has received hearing aids, thanks to the Memorial Foundation, and the one year anniversary of the Memorial Cancer Institute, which has seen over 54,000 patient visits.

Finally, he reported on the upcoming opening ceremony of the new Labor and Delivery Unit at Memorial Regional Hospital, which will be attended by Board members and donors.

13. CHAIRWOMAN'S COMMENTS

Ms. Justen allowed the other Board members to give their comments first.

She welcomed Mr. Whaley and thanked him for his contribution.

She confirmed that the next Regular Board Meeting will be held on Thursday, February 27, at 3111 Stirling Road.

She wished everyone a Happy New Year.

She reported that this year's theme is that we are "Stronger Together", and we are building a good foundation and embracing a new era of change. She reminded everyone of our responsibility to our patients and each other. She encouraged everyone to embrace this new chapter with enthusiasm, and to reach out to Mr. Strum or the Board members if necessary.

14. COMMISSIONERS' COMMENTS

Mr. Friedman thanked Mr. Strum for the good news. He then reported on an AARP article he had read, entitled "Where Have All The Doctors Gone?", which discussed the shortage of physicians faced by America, and how we can find the care we need. He welcomed everyone's advice on this issue. He ended with a story of meeting a patient who has attended Memorial Regional Hospital several times, and was put in a bed in the hallway, which they loved; he opined that perspective is everything.

Ms. Miller wished everyone a Happy New Year. She was very excited about what lay ahead. She thanked the Broward Health and Memorial teams and welcomed Ms. Epstein. She encouraged everyone to keep up the good work.

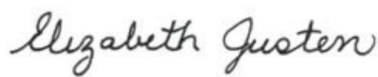
Mr. Harrison thanked all the staff for everything they do. He noted Memorial was a very robust system, which is doing great things for the community. He voiced his gratitude to Mr. Strum, Mr. Whaley and Ms. Epstein, and Ms. Justen for her leadership.

Mr. Harvey echoed the sentiments of the other Board members, and thanked Mr. Strum for his energy in maintaining two healthcare systems. He additionally thanked Ms. Epstein and Mr. Whaley.

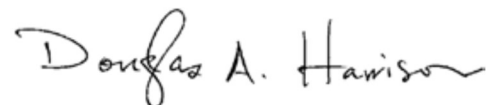
15. ADJOURNMENT

There being no further business to come before the Board, Ms. Justen declared the meeting adjourned at 6:43 p.m.

THE BOARD OF COMMISSIONERS OF THE SOUTH BROWARD HOSPITAL DISTRICT



BY: _____
Elizabeth Justen, Chairwoman



ATTEST: _____
Douglas Harrison, Secretary Treasurer