

## **BOARD OF DIRECTORS MEETING MINUTES**

Thursday March 26,2020

Teleconference 239-209-5810, Access Code 470 850 400

### MEMBERS PRESENT:

David Collins, Board Chair

Stephen Brown, MD, Board Member

Donna Clarke, Board Treasurer

Therese Everly, Board Vice Chair

Sanford N. Cohen, MD, Board Member

Chris Hansen, Board Member

Stephanie Meyer, BSN, RN, Board Member

Nancy McGovern, RN, MSM, Board Member

Diane Champion, Board Secretary

Jessica Carter Peer, Board Member

### MEMBERS ABSENT:

None

The Board of Directors Meeting was called to order at 1:12 p.m. by David Collins, Board Chair. David Collins welcomed everyone and asked the Board Members to announce their names for a roll call, by district number. He announced that all voting would also be conducted by roll call. Each Board Member verbally signified their presence and participation via telephonic communication.

### INVOCATION & PLEDGE

Chris Hansen Board Member gave the Invocation, followed by the Pledge of Allegiance.

### PUBLIC INPUT

Public input at the meeting was facilitated by electronic means. The method by which the public could address the Board was published prior to the meeting. No requests to address the Board were received.

### BOARD RESOLUTION

David Collins asked for a motion to approve a board resolution providing for the operation of the Board during the Declared State of Emergency. Chair Collins asked George Knott, Board Counsel to address the proposed resolution. Jim Humphrey, Board Counsel, was present telephonically. George Knott reviewed the resolution for the Board's consideration. Discussion ensued. A question was raised about the acceptability of electronic signatures. Board Counsel said that was acceptable.

**A motion was made by Therese Everly to suspend all Board policies and procedures during the duration of the public health emergency declared by**

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Florida Governor, Ron DeSantis, in his Executive Orders 20-51 and 20-52, or until further resolution of the Board, whichever first occurs.

The motion was seconded by Jessica Carter Peer and carried without opposition.

A motion was made by Therese Everly to delegate to the Chairman of the Board of the Lee Health System the discretion to make, in consultation with Board Counsel, time sensitive decisions required of the Board of Directors if a quorum of the Board cannot be convened for an electronic special meeting in a timely fashion. Any decisions made pursuant to this delegation by the Chairman of the Board shall be promptly submitted to the full Board of Directors for its consideration and ratification at its next special or regular meeting at which a quorum can be established. This emergency delegation shall be for the duration of the public health emergency declared by Florida Governor, Ron DeSantis, in his Executive Orders 20-51 and 20-52, or until further resolution of the Board, whichever first occurs.

The motion was seconded by Jessica Carter Peer and carried with no opposition.

### CONSENT AGENDA

David Collins asked for approval of the consent agenda.

**A motion was made by Nancy McGovern to approve the Consent Agenda consisting of:**

**a. Board Meeting Minutes of 2/27/2020.**

**The motion was seconded by Diane Champion and carried with no opposition.**

Due to a telephonic interruption, Sanford Cohen, M.D. was not available for the vote.

### MEDICAL STAFF CREDENTIALING

David Collins asked for approval of the Medical Staff Credentialing.

**A motion was made by Therese Everly to approve the Medical Staff Credentialing.**

**The motion was seconded by Stephen Brown, MD and carried with no opposition.**

Stephanie Meyer recused herself from the vote.

### COMMITTEES SUMMARIES AND RECOMMENDATIONS

Donna Clarke, as Governance Committee Chair presented a verbal update of the committee meeting held on 3/12/20. Discussion ensued. Board Members asked for clarification of the motions on the consent agenda. Chris Hansen read the five motions on the Consent Agenda

**A motion was made by Donna Clarke to approve the recommendations of the Governance Committee as presented on the consent agenda consisting of:**

**I. Policy Review**

**II. Board Committee Assignments**

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Community Members

Physician Members

Community Health Improvement and Finance & Investment Committees

Quality, Safety & Patient Experience Committee

The motion was seconded by Sanford Cohen, MD and carried with no opposition.

Stephanie Meyer recused herself from the vote on Consent agenda item II. ii

Physician Members 2.QSPE Committee

### PRESIDENT’S AND PHYSICIAN LEADERSHIP COUNCIL REPORT

Larry Antonucci, M.D. President / CEO and Bill Hearn, D.O., President / Physician Leadership Council, presented their reports with input from various Lee Health Senior Leaders on the Covid-19 pandemic. Discussion ensued with Board Members thanking both the Lee Health Leaders and Medical Staff for their leadership at this time.

### RESOLUTION AUTHORIZING DIRECT LOAN TO INCREASE LIQUIDITY FOR COVID-19 FINANCIAL IMPACT

David Collins Board Chairman asked for a motion. Ben Spence presented the Board Resolution for consideration.

**Motion was made by Nancy McGovern to request Board approval to adopt a resolution authorizing and approving a direct loan in the principal amount not to exceed \$102,000,000 for the purpose of financing capital projects of the System and/or refinancing outstanding debt of the system; approving a form of loan agreement; authorizing the execution and delivery of documents and the taking of all other necessary actions in connection with the loan; providing for severability; and providing an effective date.**

The motion was seconded by Sanford Cohen, MD and passed with no opposition.

### BOARD MEETING EVALUATION

The first teleconference was well received. Board Members expressed appreciation for all staff, physicians, and leadership during difficult time.

### NEXT REGULAR MEETING

The next Lee Health Board of Directors Meeting will be held on April 30,2020, at 1:00 p.m. Teleconference Call: Dial in # 1-415-655-0002, Conference Code 479 841 169

### ADJOURNMENT

The Lee Health System Board of Directors Meeting adjourned at 3:55 p.m. by David Collins, Board Chair.

Minutes were recorded by Kathy J. Hagen/Assistant to the Board

Signed by: /Diane Champion/ Board Secretary

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Date: 4/30/2020