

GOVERNANCE COMMITTEE MEETING MINUTES

March 12, 2020
13685 Doctors Way, Suite 190 Boardroom
Fort Myers, FL 33912

MEMBERS PRESENT:

Jessica Carter Peer, Committee Chair
Sanford N. Cohen, MD, Board Member
Diane Champion, Board Member
Donna Clarke, Board Member

MEMBERS ABSENT:

None

OTHERS PRESENT:

Genny White, Board Office Coordinator
Tracy Pyles, Senior Managing Attorney
Mary A. McGillicuddy, General Counsel, Administrative Sponsor

The Governance Committee Meeting was called to order at 10:31 a.m. by Donna Clarke, Committee Chair.

PUBLIC INPUT STATEMENT

Donna Clarke acknowledged the Public Input Statement.

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The Consent Agenda consisting of the October 17, 2020 Governance Committee Meeting Minutes and a proposed list of policy revisions due for review based upon established review dates were presented to Members.

The policy recommendations for Board approval were listed and organized in the following five categories. (1) Combined Policies, (2) Refer to Board Committee for Review, (3) Review with No Revisions, (4) Review with Revisions, (5) Policies to consider to Retire.

Two policies to the Finance and Investment Committee for review and comment back to the Governance Committee relating to Investment Management and Capital Assets.

A motion was made by Diane Champion to approve the Consent Agenda. The motion was seconded by Jessica Carter Peer and carried with no opposition.

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COMMITTEE ASSIGNMENT PROCESS OVERVIEW AND FEEDBACK RESULTS

The Committee Members were presented with an informational overview of the Committee Assignment Process. Board Coordinator, Genny White, summarized the feedback received from each Board Member in response to Donna Clarke's memorandum dated February 7, 2020, requesting their Board Committee preferences. Genny White also shared the Committee Chairs' reflections about their committees and that all had recommended the continued service of their committee's members.

BOARD COMMITTEE ASSIGNMENT

Committee Chair Assignments

The Board Treasurer serves as Chair of the Finance and Investment Committee pursuant to the Committee Charter. Because Donna Clarke was elected Treasurer for the 2020 Board of Directors, she became the Finance and Investment Committee Chair. This resulted in the need to appoint a new Governance Committee Chair because Donna Clarke was already serving in that capacity. The Governance Committee Members and Board Attorney, George Knott, discussed the appropriate procedure in making their recommendation to the Board Chair, David Collins, for a new Governance Committee Chair. Donna Clarke reviewed with the Members the time and responsibilities required of the Governance Committee Chair. Jessica Carter Peer expressed her interest to serve and her commitment and willingness to accommodate the schedule and duties in performing the responsibilities of the Committee Chair. The other Members discussed Jessica Carter Peer's interest and agreed that she would make an excellent Committee Chair.

A motion was made by Diane Champion to recommend for approval to the Board Chair for Jessica Carter Peer to serve as Chair of the Governance Committee.

The motion was seconded by Dr. Sanford Cohen and passed unanimously.

Donna Clarke thanked all of the Committee Members for their hard work throughout her term as Chair.

Committee Members reviewed the committee composition and discussed maintaining the same Committee Chairs, but also recognized the need for some changes because Governance Committee Chair, Donna Clarke, was elected as Board Treasurer and therefore also began serving as Chair of the Finance & Investment Committee. The Members determined that it was a best practice to maintain stability within the Committee structure, as much as possible, since it is still new.

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A motion was made by Jessica Carter Peer to recommend to the Board Chair that he re-appoint Therese Everly as Chair of the Quality, Safety & Patient Experience Committee; Chris Hansen as Chair of the Community Health Improvement Committee; and, Nancy McGovern as Chair of the Audit Committee.

The motion was seconded by Diane Champion and passed unanimously.

Board Member Assignments

Dr. Cohen suggested keeping the current composition of Board Members serving on Board Committees. Dr. Cohen encouraged maintaining the current composition of committees for now, to build upon the stability already established, but reserved the option to undertake a review of the Committee Charters and the number of Board Members sitting on each committee, as well as other potential recommendations for future committee composition. All Members were in favor.

A motion was made by Dr. Sanford Cohen to recommend to the Board Chair that the current composition of Board Members serving on Board Committees remain the same with all Board Members continuing to serve on the Board Committees to which they are currently assigned. The motion was seconded by Diane Champion and passed unanimously

Community Member Assignments

Donna Clarke proposed continuing the same Community Members serving on the Board's Committees. All Members were in favor of the proposal.

A motion was made by Jessica Carter Peer to recommend to the full Board of Directors to approve all Community Members to continue serving on the committees to which they are currently assigned.

The motion was seconded by Diane Champion and passed unanimously.

Physician Members

Members discussed their preference to keep the same Physician Members serving on the Board Committees to which they are currently assigned, contingent upon favorable recommendations from the respective Physician Leadership Council or Medical Executive Committee. The Members learned that a practice relocation caused Mitko Badov, MD, from the HealthPark Medical Center, to step down as a Physician Member serving on the Quality, Safety & Patient Experience Committee. Feedback was provided from HealthPark Medical Center Medical Executive Committee that Orlando Escarcega,

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MD, should be considered to serve in place of Dr. Badov. The Members were very thankful to Dr. Badov for his contributions to the Quality, Safety and Patient Experience Committee.

A motion was made by Jessica Carter Peer to recommend to the full Board of Directors to approve the continued assignment of the Physician Members currently serving on the Finance & Investment Committee and the Community Health Improvement Committee (both contingent upon favorable recommendation from the Physician Leadership Council) and the Quality, Safety & Patient Experience Committee, with the exception that Dr. Orlando Excarcega serve as Physician Member in place of Dr. Mitko Badov.

The motion was seconded by Diane Champion and passed unanimously.

BOARD AGENDA-MEDICAL STAFF CREDENTIALLING

The Committee discussed a new format for the Medical Staff Credentialing Recommendations. A question was raised at a Board Meeting as to whether Medical Staff Credentialing recommendations should be placed on the Board of Director's Consent Agenda. The question was referred to the Governance Committee for discussion, along with a suggestion for the Medical Staff Credentialing recommendations to be accompanied by an executive summary.

The Committee reviewed a proposed executive summary and a new condensed format for reporting the Medical Staff Credentialing recommendations. The new format includes all of the same information but consolidates it by physician, which eliminates a separate detailed recommendation for each facility. The Committee agreed that the new format was helpful and suggested that the Board Coordinator confer with the Board Chair regarding the proposed changes to the Medical Staff Credentialing recommendations format.

A motion was made by Jessica Carter Peer to recommend to the Board Chair that the Medical Staff Credentialing recommendations be placed on the Board's Consent Agenda with an executive summary that will provide an overview of observations and trends.

The motion was seconded by Diane Champion and passed unanimously.

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BOARD TEAM BUILDING

Carol Simonds and Amy Webb, with Lee Health's Leadership and Organizational Development Department, presented a proposed Board team building workshop to the Committee. The workshop revolves around the DISC profile, which is a behavior assessment tool that identifies different communication styles. The Committee discussed the proposal including whether it would be a full-day or half-day and the required pre-work, which consists of an on-line test to help determine each Board Member's DISC profile. After evaluating the exercise, the Committee agreed to continue exploring the proposal. The Board Coordinator will work with the Leadership and Organizational Development team on further details

NEXT REGULAR MEETING

The next Governance Committee Meeting will be held on June 11, 2020, at 1:00 p.m. with location and virtual mode to be determined.

ADJOURNMENT

The Governance Committee Meeting adjourned at 12:09 p.m. by Donna Clarke, Committee Chair.

Minutes were recorded by Josephine Desibia

Signed by: **Jessica Carter Peer**

Date: **6/11/2020**