

BOARD OF DIRECTORS MEETING MINUTES 1/28/21

Thursday January 28, 2021

Teleconference 1-415-655-0002 Access Code 180 968 8509

GCMC Boardroom 13685 Doctors Way, Suite 190 Fort Myers, FL 33912

MEMBERS PRESENT:

Therese Everly, Board Vice Chair

Donna Clarke, Board Treasurer

Diane Champion, Board Secretary

Stephen Brown, MD, Board Member

Sanford N. Cohen, MD, Board Member

Chris Hansen, Board Member

Kathy Bridge-Liles, RN, MS, Board Member

Stephanie Meyer, BSN, RN, Board Member, virtual attendance

Nancy McGovern, RN, MSM, Board Member

MEMBERS ABSENT:

David Collins, Board Chair

The Board of Directors Meeting was called to order at 1:00 p.m. by Therese Everly, Board Vice Chair.

INVOCATION & PLEDGE

Reverend Tim Griffis, MDIV, BCC gave the Invocation, followed by the Pledge of Allegiance.

PUBLIC INPUT

None at this time.

CONSENT AGENDA

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

- A. Board Meeting Minutes of 11/19/20**
- B. Swearing-In Ceremony/Orientation Seminar Minutes of 1/5/21**
- C. Medical Staff Credentialing**
- D. Medical Staff By-Laws Revisions**
- E. Lee Health Foundation By-Laws Revisions**

The motion was seconded by Donna Clarke and carried with no opposition.

PRESIDENT'S REPORT

Larry Antonucci, President/CEO presented the Board with an update on COVID 19 and vaccine availability. Lengthy discussion ensued about the best way to ensure, as a minimum, vaccines be made available to our healthcare workers.

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A motion was made by Chris Hansen requesting Board Counsel to work with Dr. Antonucci and government relations staff to craft an appropriate letter to state decision makers emphasizing the unintended supply shortage for healthcare workers created by the State’s pivot away from hospital-based vaccine distribution.

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

Dr. Antonucci also shared that the first quarter FY21 operating margin was 5.3%, well ahead of the 3.5% margin needed to trigger the financial incentive bonus plan for staff.

PHYSICIAN LEADERSHIP COUNCIL UPDATE

No report.

COMMITTEES SUMMARIES AND RECOMMENDATIONS

Therese Everly, Quality Safety & Patient Experience Committee Chair, presented an Executive Summary of the committee meeting held on January 15, 2021. Discussion ensued.

Nancy McGovern, Audit Committee Chair presented an Executive Summary of the Joint Finance and Investment Committee and Audit Committee Meeting held on January 20, 2021. Discussion ensued.

A motion was made by Chris Hansen to accept the Audited Financial Statements from Price Waterhouse Coopers for the fiscal year ended September 30, 2020 for Lee Memorial Health System, Lee County Trauma Service District and Lee Memorial Health System Foundation, Inc. as presented in draft form with the understanding that any substantive change would be brought back to the Audit Committee for review and approval.

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

Nancy McGovern, Audit Committee Chair presented an Executive Summary of the Audit Committee Meeting also held on January 20, 2021. Nancy, invited Jeff Pigott, VP Compliance and Audit to share with Board members the Audit Committees selection process. Discussion ensued.

A motion was made by Chris Hansen to accept the recommendation of the Audit Committee that the following firms be selected in the following order of preference: 1) BDO, 2) E&Y (Ernst & Young), 3) CLA (CliftonLawsonAllen LLP) and Ben Spence, CFO or his designee is instructed to engage in negotiation for a three-year audit contract with the first firm. If the parties cannot reach an acceptable agreement, negotiations with the first firm shall be terminated and

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negotiations shall commence in the order of preference with the remaining firms until a satisfactory contract is negotiated. Should Mr. Spence or his designee not be able to reach an agreement with any of the three firms, additional proposals shall be solicited until an agreement is reached.

The motion was seconded by Kathy Bridge-Liles and carried with no opposition.

BOARD STIPEND

George Knott, Deputy Board Counsel notified the Board members that the compensation of senior management will be restored to the pre-COVID level effective January 31, 2021. With the restoration of senior management compensation, all employee salary reductions have been restored. The Board Resolution reducing Board compensation, made in line with management's reductions, automatically terminates on May 27, 2021 absent further Board action.

A motion was made by Donna Clarke to restore the Board Stipend to the pre-COVID level effective 1/31/21, since all other system deferrals have been reinstated.

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

EMPLOYEE ENGAGEMENT

Mike Wukitsch, Chief Human Resource Officer presented the Board with the results of the 2020 Employee Pulse Poll survey. The discussion included an overview of the poll, results and recommended areas of focus and an action planning process. Discussion ensued.

PASSION FOR THE PROMISE

Mike Wukitsch, Chief Human Resource Officer asked the Board for their input and support of this employee recognition program. The Board agreed to support both the budget and selection process.

Therese Everly discussed with Board members, a request from the Quality Safety and Patient Experience Committee, to consider a staff appreciation joint venture. Ben Spence, CFO and Mike Wukitsch, Chief Human Resources Officer, will report back to the Board in the near future.

BOARD OFFICER ELECTIONS

George Knott reviewed the nomination process for the Board Officer Elections on 2/25/20. Board Members were given the opportunity to make verbal nominations at this meeting. No verbal nominations were made.

BOARD MEETING EVALUATION

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Board members thanked Therese Everly for chairing and complimented administration for their updates. They appreciated being in person and seeing one another after the lengthy quarantine of the pandemic. They welcomed Kathy Bridge-Liles.

NEXT REGULAR MEETING

The next Board of Directors Meeting will be held on February 25, 2021 at 1:00 p.m.
13685 Doctors Way, suite 190
Fort Myers, FL 33912
GCMC Boardroom

ADJOURNMENT

The Lee Health System Board of Directors Meeting was adjourned at 3:51 p.m. by Therese Everly, Board Vice Chair.

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

Signed by: **Diane Champion**

Board Secretary

Date: **2/25/21**