

BOARD OF DIRECTORS MINUTES

Thursday, March 31, 2022

Teleconference 1-415-655-0002 Access Code 2307 758 1854

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

MEMBERS PRESENT

Donna Clarke, Chair

Therese Everly, Vice Chair

Diane Champion, Secretary

David Collins, Board Member

Nancy McGovern, Board Member

Kathy Bridge-Liles, Board Member

MEMBERS PRESENT VIRTUALLY

Chris Hansen, Board Treasurer

Stephanie Meyer, Board Member

MEMBERS ABSENT

Stephen Brown, MD., Board Member (Excused)

The Board of Directors Meeting was called to order at 1:00 pm. by Donna Clarke, Board Chair.

INVOCATION & PLEDGE OF ALLEGIANCE

Rev. Denise Sawyer, MDIV, BCC, gave the Invocation, followed by the Pledge of Allegiance.

PUBLIC INPUT

None.

CONSENT AGENDA

Item C Direct Loan Placement was pulled from the consent agenda by David Collins.

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A motion was made by Therese Everly to approve the Consent Agenda consisting of:

- A. Board Meeting Minutes of 2/24/22**
- B. Medical Staff Credentialing**

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

A motion was made by David Collins to supplement and ratify the resolution adopted February 24, 2022 authorizing and approving direct loans in the aggregate principal amount of not to exceed \$150,000,000 for the purpose of financing capital projects of the system consistent with those terms described in the proposed Resolution attached hereto; approving the forms of loan agreements; authorizing the execution and delivery of documents and the taking of all other necessary actions in connection with the loans; providing for severability; and providing an effective date.

The motion was seconded by Nancy McGovern and carried with no opposition.

PRESIDENT'S REPORT

Larry Antonucci, President and CEO reviewed the current status of Covid-19, and updated Board Members on the Cleveland Clinic Alliance, strategic communications, state and nationwide issues. Discussion ensued.

LEGISLATIVE UPDATE

Michael Nacheff, VP Government Relations updated Board members following the end of the legislative session in Tallahassee. His report included a review of the 2022 legislative priorities scorecard, the 2022 Appropriations Act, both legislation that passed and failed in review. He advised Board members that a workshop will occur on April 14th to update on SB 1260 related to Independent Hospital Districts.

PHYSICIAN LEADERSHIP COUNCIL UPDATE

Tim Dougherty, MD presented a PLC update including real time communications process for physicians, Baker Acts and he advised Board members that Dr.

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Kasiewicz will now be part of the Medical Executive team at Gulf Coast Medical Center.

SALE OF 1555 MATTHEW DRIVE

Ben Spence, Chief Financial Officer reviewed an opportunity to sell a piece of property at 1555 Matthew Drive, Ft. Myers.

A motion was made by Therese Everly to approve the sale of 1555 Matthew Drive in Fort Myers for a purchase price of \$895,000.

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

A motion was made by Therese Everly to authorize Lee Health's CEO or CFO to execute all closing documents at the specified purchase price and subject to final review and approval of purchase documents by Lee Health in-house counsel and counsel to the Board of Directors.

The motion was seconded by Nancy McGovern and carried with no opposition.

CONTRACTS

Dave Kistel, VP and Chief Facilities Executive reviewed the pre-construction services and construction management at risk services with a guaranteed maximum price selection for Lee Health Fort Myers Hospital.

A motion was made by Therese Everly to accept the Certification Selection Committee's rankings for pre-construction services and construction manager at risk services for Lee Health Fort Myers Hospital as determined on March 10, 2022.

The motion was seconded by Nancy McGovern and carried with no opposition.

A motion was made by Therese Everly to authorize Lee Health administration to proceed with contract negotiations for pre-construction services and construction manager at risk services for Lee Health Fort

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Myers Hospital, per Board Policies 20.15E and 20.16H, starting with the highest numerically ranked firms:

**Skanska
Deangelis Diamond
Gilbane**

And, if such negotiations are not successful, to authorize the Lee Health administration to then negotiate with the next ranked firms.

The motion was seconded by Nancy McGovern and carried with no opposition.

A motion was made by Therese Everly to authorize, upon successful negotiation in accordance with Board Policies 20.15E and 20.16H, the Board Chair to execute a contract for pre-construction services and construction manager at risk services for Lee Health Fort Myers Hospital, after review by Board Counsel and Lee Health's Legal Department.

The motion was seconded by David Collins and carried with no opposition.

Dave Kistel, VP and Chief Facilities Executive reviewed the architectural design services and construction management services selection for Surfside Medical Facility, Cape Coral, Phase 2 Building Expansion.

A motion was made by David Collins to accept the Certification & Selection Committee's rankings for architectural design services and construction management services for Surfside Medical Facility, Cape Coral, Phase 2 Building Expansion as determined on March 3, 2022.

The motion was seconded by Nancy McGovern and carried with no opposition.

A motion was made by David Collins to authorize Lee Health administration to proceed with contract negotiations for architectural design services for Surfside Medical Facility, Cape Coral, Phase 2 Building Expansion, per Board Policy 20.16H, starting with the highest ranked firms in the following order:

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Architectural

**Plunkett Raysich (PRA)
Studio Plus
Francis Cauffman (FCA)**

and, if such negotiations are not successful, to authorize the Lee Health administration to then negotiate with the next ranked firm.

The motion was seconded by Nancy McGovern and carried with no opposition.

A motion was made by David Collins to authorize, upon successful negotiation in accordance with Board Policy 20.16H, the Board Chairperson to execute contracts for architectural design services for Surfside Medical Facility, Cape Coral, Phase 2 Building Expansion after review by Board counsel and Lee Health's Legal Department.

The motion was seconded by Nancy McGovern and carried with no opposition.

A motion was made by David Collins authorize Lee Health administration to proceed with contract negotiations for services for construction management services Surfside Medical Facility, Cape Coral, Phase 2 Building Expansion, per Board Policies, 20.15E and 20.16H, starting with the highest ranked firms in the following order:

Construction Management

**Owen Ames Kimball (OAK)
Stevens Construction
J2 Solutions**

and, if such negotiations are not successful, to authorize the Lee Health administration to then negotiate with the next ranked firm.

The motion was seconded by Nancy McGovern and carried with no opposition.

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A motion was made by David Collins to authorize, upon successful negotiation in accordance with Board Policies, 20.15E and 20.16H, the Board Chairperson to execute contracts for construction management services for Surfside Medical Facility, Cape Coral, Phase 2 Building Expansion after review by Board counsel and Lee Health's Legal Department.

The motion was seconded by Nancy McGovern and carried with no opposition.

EMPLOYEE ENGAGEMENT

Mike Wukitsch, Chief People Officer, updated Board members on the results and action planning following the employee engagement survey at the end of 2021. Three priority items for improvement, reasonable workload, cross-departmental communications and creating an environment to grow and develop, were discussed.

DUAL PATH STRATEGIC PLANNING

Lisa Martinez, Chief Strategy and Innovation Officer presented a strategic planning overview. She reviewed the dual path strategic planning approach for FY22-23 and provided an overview of service line development. She also reviewed the timeline of future planning sessions for board members, including a Board retreat in August.

BOARD MEMBER COMMITTEE ASSIGNMENTS

Donna Clarke reviewed the board member committee assignments as presented. In addition, Nancy McGovern agreed to serve on the Quality Safety & Patient Experience Committee.

MEETING FEEDBACK & BOARD MEMBER REPORTS

Board Members congratulated Donna Clarke on chairing her first board meeting and were appreciative of the great information contained in a full meeting.

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NEXT REGULAR MEETING

The next Board of Directors Meeting will be held on April 21, 2022 at 1:00 p.m.
13685 Doctors Way, Suite 190
Fort Myers, FL 33912
GCMC Boardroom
Teleconference 1-415-655-0002 Access Code 733 575 474

ADJOURNMENT

The Lee Health Board of Directors Meeting was adjourned at 4:15 pm by Donna Clarke, Board Chair.

Board Minutes were prepared by Genevieve White, Board Office Coordinator

Signed: **Diane Champion**

Date: 4/21/22