

## **GOVERNANCE COMMITTEE MEETING MINUTES**

**March 7, 2023**

**Board of Directors Boardroom – Gulf Coast Medical Center, 13685 Doctors Way, Fort Myers, Florida 33912 or Teleconference Dial-In # 1 415 655 0002 / Access code: 2303 571 3124**

### **MEMBERS PRESENT:**

Stephen Brown, MD, Committee Chair  
Diane Champion, Board Member  
David Collins, Board Member  
Dane Allen, Board Member

### **OTHERS PRESENT:**

Katie Fournier, Board Office Coordinator  
Tracy Pyles, Vice President, Senior Deputy General Counsel  
Mary A. McGillicuddy, General Counsel, Administrative Sponsor  
George Knott, Board Counsel

The Governance Committee Meeting was called to order at 1:00 p.m. by Dr. Stephen Brown, Committee Chair.

### **PUBLIC INPUT STATEMENT**

Dr. Stephen Brown acknowledged the Public Input Statement.

### **CONSENT AGENDA**

Dr. Stephen Brown asked for approval of the consent agenda:

- A. Committee Meeting Minutes of October 24, 2022
- B. Policies (See attached Policy Review List)
- C. Community Health Improvement Committee Charter Revisions

**Diane Champion made a motion to approve the Consent Agenda. The motion was seconded by David Collins and carried with no opposition.**

## POLICY & PROCEDURE OVERVIEW

The Governance Committee revisited its previous discussion of Board Policy 40.09D: President/CEO Succession Process, which included an overview of the current policy as compared to proposed revisions. The Committee identified additional potential revisions, including if a Selection Advisory Committee is appointed, who should serve thereon, and the interview process.

**Diane Champion made a motion to recommend approval to the full Board of Directors to revise Board Policy 40.09D, President and Chief Executive Officer (CEO) Succession, as presented. The Motion was seconded by David Collins. After discussion, the Motion was withdrawn to allow for further edits reflecting the Committee's feedback. The Committee agreed to revisit the policy at their next Governance Committee meeting.**

## NEW COMMUNITY MEMBER APPOINTMENT

The Governance Committee reviewed the feedback from the Finance and Investment Committee Chair and Administrative Sponsor advocating for the appointment of William Gruver to serve as a Community Member, the candidate's submissions, and a letter from Board Counsel George Knott.

**David Collins made a motion to recommend approval to the full Board of Directors the appointment of William Gruver to serve as a Community Member on the Board's Finance and Investment Committee until the next Community Member reappointment cycle. The motion was seconded by Dane Allen and carried with no opposition.**

## BOARD COMMITTEE APPOINTMENT/ASSIGNMENT

### Community Member Appointment

The Governance Committee reviewed and discussed feedback from Committee Chairs regarding the Community Members serving on their Committees. Every Committee Chair recommended that the currently serving Community Members be reappointed.

**David Collins made a motion to recommend to the full Board of Directors that all Community Members be reappointed to serve on the Board Committees to which they are currently appointed until the next Community Member reappointment cycle:**

- **Audit: Bill Foster, CPA and Rusty Whitley**
- **Community Health Improvement: David Berger, MD and Laura Ragain**
- **Finance & Investment: Peter Andruskiewicz.**

**The motion was seconded by Dane Allen and carried with no opposition.**

## Physician Member Appointment

### Quality, Safety & Patient Experience Committee

The Governance Committee reviewed feedback from the Quality, Safety and Patient Experience Committee Chair and recommendations from each facility Medical Executive Committee for Physician Members to serve on the Quality, Safety and Patient Experience Committee.

**David Collins made a motion to recommend to the full Board of Directors that all currently serving Physician Members on the Board's Quality, Safety & Patient Experience Committee be reappointed until the next Physician Member reappointment cycle:**

- **Asif Azam, MD, Lee Memorial Hospital**
- **Keri Mason, DO, Cape Coral Hospital**
- **Larry Hobbs, MD, Gulf Coast Medical Center**
- **Yanet Rios, MD, Golisano Children's Hospital**
- **Leah Boyette, MD, HealthPark Medical Center**

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

### Community Health Improvement

The Governance Committee reviewed and considered recommendations from the Chair of the Community Health Improvement Committee and the Physician Leadership Council for the Physician Member appointed to serve on the Community Health Improvement Committee.

**David Collins made a motion to recommend to the full Board of Directors that Joanna Muller Carioba, MD, continue to serve as the Physician Member on the Board's Community Health Improvement Committee until the next Physician Member reappointment cycle. The motion was seconded by Dane Allen and carried with no opposition.**

### Finance & Investment

The Governance Committee reviewed and considered recommendations from the Chair of the Finance and Investment Committee and the Physician Leadership Council for the Physician Member appointed to serve on the Finance and Investment Committee.

**David Collins made a motion to recommend to the full Board of Directors that Timothy Dougherty, MD, continue to serve as the Physician Member on the Board's Finance & Investment Committee until the next Physician Member reappointment cycle. The motion was seconded by Diane Champion and carried with no opposition.**

## Board Member Committee Assignments

The Governance Committee reviewed and thoughtfully discussed the feedback received from each Board Member in response to the Governance Committee's letters seeking feedback regarding Board Committee assignments.

### Board Committee Chair Assignments

As part of its review, the Governance Committee discussed feedback from each Committee Chair regarding their Committee Members and overall reflections about their Committees.

**David Collins made a motion to recommend the following Board Committee Chair assignments to the Board Chair:**

- **Diane Champion, Audit**
- **Nancy McGovern, Community Health Improvement**
- **David Collins, Finance and Investment**
- **Stephen Brown, MD, Governance**
- **Kathy Bridge-Liles, Quality, Safety & Patient Experience**

**The motion was seconded by Dane Allen and carried with no opposition.**

### Board Committee Member Assignments

The Committee discussed various potential Board Member Committee assignments. During the discussion, Dane Allen informed the Committee he would like to change his submitted second Committee preference from the Audit Committee to the Quality, Safety & Patient Experience Committee. The Committee also generally reviewed the Board Member Committee assignment process whereby the Committee makes recommendations about Board Member Committee assignments to the Board Chair who assigns Board Members to serve on Board Committees.

**Dane Allen made a motion to recommend the following Board Committee assignments to the Board Chair:**

- **Dan Adler to serve on Audit and Community Health Improvement;**
- **Dane Allen to serve on Governance and QSPE;**
- **Kathy Bridge-Liles to serve on Finance and Investment and QSPE;**
- **Stephen Brown, MD, to serve on Audit and Governance;**
- **Diane Champion to serve on Audit and Governance;**
- **Donna Clarke to serve on Community Health Improvement and Finance and Investment;**
- **David Collins to serve on Finance and Investment and Governance;**
- **Therese Everly to serve on Community Health Improvement and QSPE;**
- **David Klein to serve on Finance and Investment and Governance; and**
- **Nancy McGovern to serve on Community Health Improvement and QSPE.**

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

## PRESIDENT/CEO INCENTIVE PLAN RESULTS REPORT

The Governance Committee previously reviewed the President/CEO's incentive plan performance at its October 2022 meeting; however, the results at that point were preliminary, pending audit and confirmation. The final results of the President/CEO's incentive plan performance were reviewed by the Governance Committee, as follows:

For the FY22 Short Term Incentive Plan, the Operating Margin required for an incentive was achieved and the President/CEO achieved the Patient Experience and 30-Day Medicare Payor Readmission goals at the Stretch level and did not achieve the Voluntary Turnover goal. This resulted in an incentive payout of \$376,503 for FY22.

For the President/CEO's FY22-25 Long Term Incentive Plan, the Operating Margin required for an incentive was achieved, as were both goals—Lee Health Primary Care Physician Patient Growth and Operating Revenue. This resulted in the recording of performance shares totaling \$188,251.50 for FY22.

## OTHER GOVERNANCE MATTERS

The Committee discussed the routine review of Board policies, including the sequencing of policies due for review and the review process itself. The Committee expressed an interest in pre-reading the list of policies due for review in preparation for the next Governance Committee meeting.

In furtherance of the Committee's responsibilities set forth in its Charter, the Committee discussed the merits of conducting a governance workshop. As a next step, the Board Office will contact Pam Knecht, President and CEO of Accord Limited, consultant to the Board on governance practices, to discuss the possibility of conducting a governance workshop in the coming months.

## NEXT REGULAR MEETING

The next proposed Governance Committee Meeting will be held on June 6, 2023 at 1:00 p.m. Board of Directors Boardroom – Gulf Coast Medical Center, 13685 Doctors Way, Fort Myers, Florida 33912.

## ADJOURNMENT

The Governance Committee Meeting adjourned at 2:46 p.m. by Dr. Stephen Brown, Committee Chair.

Minutes were recorded by Josephine Desibia

Signed by:



Stephen Brown  
11/17/2023 12:27 EST