

## **BOARD OF DIRECTORS MEETING MINUTES**

Thursday August 27, 2020

Teleconference 1-415-655-0002 Access Code 479 493 525

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

### **MEMBERS PRESENT:**

David Collins, Board Chair

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

Stephanie Meyer, BSN, RN, Board Member

Nancy McGovern, RN, MSM, Board Member

Jessica Carter Peer, Board Member

### **MEMBERS ABSENT:**

None

The Board of Directors Meeting was called to order at 1:00 p.m. by David Collins, Board Chair.

### **INVOCATION & PLEDGE**

Chaplain Samuel Stone, M.Div. gave the Invocation, followed by the Pledge of Allegiance.

### **PUBLIC INPUT**

None at this time.

### **CONSENT AGENDA**

David Collins asked for approval of the consent agenda.

**A motion was made by Dr. Stephen Brown, to approve the Consent Agenda consisting of:**

- a. Board Meeting Minutes of 6/25/2020**
- b. Medical Staff Credentialing**
- c. Risk Management Report**
- d. Amendments to 3-Year Continuing Services Agreements due to Laws of Florida Ch. 2020-127.**

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

**Stephanie Meyer recused herself from voting on the Medical Staff Credentialing.**

### **PRESIDENT'S REPORT**

Larry Antonucci, M.D., President & CEO presented the President's Report. Topics included a COVID update showing today's patient count at 101, and testing at 13%

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positivity rate. Other topics discussed included the consolidation of cancer care which has moved from Lee Memorial Hospital to Gulf Coast Medical Center, a system fiscal update and a Population Health update. Dr. Antonucci introduced Lee Health's new Public Safety Officer, Gloria Graham. He also updated the Board members on some changes to the facility Dyads.

### PHYSICIAN LEADERSHIP COUNCIL UPDATE

Bill Hearn D.O reported to the Board that the annual utilization management plan had been presented to the MEC and approved. Dr. Hearn discussed the need for consistent methodology and set of rules for Medical Staff credentialing among all our hospitals and how that is being accomplished. Dr. Hearn announced the new President Elects of the Medical Executive Committees who will become the Presidents on 10/1/2021:

- Cape Coral Hospital: Dr. Leo Chadwick
- Gulf Coast Medical Center: Dr. Sunil Pammi
- HealthPark Medical Center: Dr. Samina Azam
- Golisano Children's Hospital: Dr. Piedade Oliveira-Silva
- Lee Memorial Hospital: Dr. Asif Azam

### RECESS MEETING

MEEETING RECESSED at 2:05 pm to convene Lee County Trauma Services District meeting.

### RECONVENE MEETING

RECONVENED FULL BOARD MEETING at 2:40 pm by David Collins, Board Chair. Therese Everly Board Vice Chair joined telephonically at 2:40 pm.

### COMMITTEES SUMMARIES AND RECOMMENDATIONS

David Collins, Chair of the President/CEO Executive Compensation Committee presented an Executive Summary of the committee meeting held 8/6/20. Discussion ensued.

**A motion was made by Dr. Stephen Brown to approve the proposed Employment Agreement for Larry Antonucci, MD, as approved and recommended by the President/CEO Executive Compensation Committee on August 6, 2020, subject to final review and approval by Board Counsel, and authorizing the Lee Health Board Chairman to execute the Employment Agreement effective October 1, 2020.**

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

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Donna Clarke, Board Treasurer, Committee Chair presented a Finance & Investment Committee Executive Summary of the committee meeting held on 8/6/20. Discussion ensued.

Stephanie Meyer, Board Member, Committee Member presented the Quality, Safety and Patient Experience (QSPE) Executive Summary, on behalf of Committee Chair Everly, of the meeting held on 8/13/20. Discussion ensued. Board members asked that the acronym presented, CH-CHAPS, be corrected to read CG-CAHPS.

**A motion was made by Stephanie Meyer to approve that three domains; (1) Exceptional Patient Experience be approved as presented with some addition of the CG-CAHPS around ACO, (2) Excellent Health Outcomes to be approved as presented, and (3) Coordinated Care Model should be determined based on the alignment of the current metric with CMS guidelines and diagnosis.**

**The motion was seconded by Therese Everly and carried with no opposition.**

Therese Everly left the meeting at 2:59 pm

Nancy McGovern, Board Member, Committee Chair of the Audit Committee presented an Audit Committee Executive Summary of the meeting held 8/20/20. Discussion ensued.

**A motion was made by, Dr. Sanford Cohen, to accept the recommendation of the Audit Committee that the Board of Directors designate the Audit Committee as the “Auditor Selection Committee” pursuant to Florida Statutes Section 218. 391.**

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

**A motion was made by Jessica Carter Peer, to accept the recommendation of the Audit Committee that the Board of Directors accept the Audit Proposal Evaluation Matrix as presented on August 20, 2020.**

**The motion was seconded by Chris Hansen and carried with no opposition.**

Jessica Carter Peer Board Member, Governance Committee Chair, presented a Governance Survey Update to the Board. Discussion ensued regarding the engagement of a consultant and wording of proposal from said consultant.

**A motion was made by Dr. Stephen Brown to approve that the Governance Committee engage Pam Knecht for a virtual 3-hour workshop to focus on governance and the recent survey results for an amount not to exceed \$9500.**

**The motion was seconded by Nancy McGovern and carried with Chris Hansen opposed.**

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**A motion was made by Dr. Sanford Cohen to address the wording of our agreement with the consultant that is selected to include a reference to the comparison between our elected Board process and how it affects best practices and compare that to the best practices as seen around the country where hospital boards are appointed.**

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

### BOARD HOLIDAY PARTY

The Board agreed that due to the pandemic they would not hold a Holiday Party for 2020.

### BOARD MEETING EVALUATION

Board members were asked to comment on the materials covered. Consensus was that a lot was accomplished and the interactions of the committee structure are starting to pay off. Great discussion and satisfied with teleconference capabilities.

### NEXT REGULAR MEETING

The next LEE HEALTH BOARD OF DIRECTORS MEETING

will be held on September 24, 2020 at 1:00 p.m.

Teleconference Call: 1-415-655-0002

Access Code: 479 493 525

### ADJOURNMENT

The Lee Health System Board of Directors Meeting adjourned at 3:44 p.m. by David Collins, Board Chair.

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

Signed by:

**/Diane Champion/**

**Board Secretary**

Date:9/24/20