

BOARD OF DIRECTORS MEETING MINUTES 10/28/21

Thursday October 28, 2021

Teleconference 1-415-655-0002 Access Code 180 679 8171

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

Kathy Bridge-Liles, RN, MS, Board Member

Stephen Brown, MD, Board Member

Sanford N. Cohen, MD, Board Member

Chris Hansen, Board Member, virtual attendance

Nancy McGovern, RN, MSM, Board Member, virtual attendance

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

MEMBERS ABSENT:

None

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

INVOCATION & PLEDGE

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

PUBLIC INPUT

None

RETIREEE RECOGNITIONS

The Board of Directors recognized the following retirees, acknowledging with sincere appreciation their long service with Lee Health; John L. Krieger 25 Years, Minerva Quinones 26 Years, Karen J. Hay 28 Years, Migdalia Ruiz Verdecchia 31 Years, Sarah E. Lanman 31 Years, Charles E. Hill 33 Years, Valerie L. Peters 34 Years, Mary E. Byrd 38 Years, and Lizabeth K. Denney 41 Years.

A motion was made by Therese Everly to adopt a resolution proclaiming the Board's support and recognition of the exceptional service of the aforementioned retirees to Lee Health.

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

CONSENT AGENDA

Therese Everly pulled item A. Board meeting Minutes of 9/30/21 from the Consent Agenda.

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

B. Medical Staff Credentialing

The motion was seconded by Donna Clarke and carried with no opposition. Stephanie Meyer recused herself from the vote for the Medical Staff Credentialing.

Therese Everly requested, her Board Members report item, in the minutes of 9/30/21 on the consent agenda, read “Therese Everly requested that Board Counsel/Governance Committee review the Board policy with regard to public input for non-agenda items, to increase the public’s access to provide input to the board.”

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

A. Board meeting Minutes of 9/30/21 as read.

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

PRESIDENT’S REPORT

Larry Antonucci, MD. President/CEO presented an update on COVID 19 and vaccine mandates. Other topics included Biomedical advances, internal medicine residency program, employee engagement survey, the future of health policy symposium and four challenging trends. Discussion ensued.

PHYSICIAN LEADERSHIP COUNCIL UPDATE

Dr. Tim Dougherty, PLC Chairman presented his first update to the Board as Chair of the PLC. His report included system Readmission update, COVID Surge Update including vaccine booster recommendations, masking study effectiveness in school aged children and current vaccination efforts underway for both influenza and COVID. He also updated the Board on capacity planning and Medical information technology. Discussion ensued.

COMMITTEES SUMMARIES AND RECOMMENDATIONS

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

Sanford Cohen, MD, Chair of the Governance Committee presented an Executive Summary of the committee meeting held on October 4, 2021. Discussion ensued.

A motion was made by Therese Everly to approve the Governance consent agenda consisting of:

- a. Board Policy 10.53 Electronic Tablets (Revised)**
- b. Community Health Improvement Committee Charter (Revised)**
- c. Board Policy 10.58 Board Member Committee Assignment Process (Revised)**

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d. Board and Committee Meeting Calendar 2022

e. Audit Committee Community Member Appointment.

The motion was seconded by Diane Champion and carried with no opposition. Due to a technology issue Chris Hansen was not present for the vote.

A motion was made by Stephen Brown, M.D., to approve the President/CEO Short Term Incentive Plan for FY2022 as presented and authorization, upon final legal review and approval, for the Chairman of the Board for LMHS to execute the FY2022 Short Term Incentive Plan. The motion was seconded by Donna Clarke.

Lengthy discussion ensued.

A motion was made by Therese Everly to amend the proposed motion to replace the patient experience metric, which was the combined Lee Health system average (inpatient weighted 30% and outpatient weighted 70%), with two patient experience metrics, an inpatient metric (weighted at 50%) and an outpatient metric (weighted at 50%), and threshold, target and stretch goals consistent with the 3, 4 & 5-star measures, like last year. The motion as amended was seconded by Chris Hansen. The motion as amended failed with Stephen Brown, MD., Donna Clarke, Nancy McGovern, Sanford Cohen, MD, David Collins, Diane Champion, Kathy Bridge-Liles and Stephanie Myers opposed.

David Collins restated the original motion and the motion carried with Therese Everly and Chris Hansen opposed.

A motion was made by Donna Clarke to approve a Long Term Incentive Plan for FY2022-FY2025 and authorization, upon final legal review and approval, for the Chairman of the Board for LMHS to execute the FY2022-FY2025 Long Term Incentive Plan. The motion was seconded by Diane Champion.

Lengthy discussion ensued.

Therese Everly asked if the Long Term Incentive Proposal could be tabled to allow for full Board consideration of the four (4) year commitment. George Knott, Deputy Board Counsel, reminded the Board members that the contract required the Board to approve a Long Term Incentive Plan prior to 12-1-2021. A formal motion to table the Long Term Incentive Proposal was not made. Donna Clarke called the question on the pending motion to approve a Long Term Incentive Plan for FY2022-FY2025. A roll call vote on calling the question was approved with Therese Everly, David Collins, Chris Hansen and Stephanie Meyer opposed.

David Collins restated the original motion and the motion carried with Therese Everly and Chris Hansen opposed.

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RECOGNITION OF CITY OF FORT MYERS

David Collins Board Chair read a resolution expressing great appreciation to the Mayor and City Council of Fort Myers, Florida for their collaboration in delivering healthcare services to the citizens and residents of Fort Myers.

A motion was made by Stephen Brown, MD. to approve the adoption of the resolution of appreciation as read into the record. The motion was seconded by Diane Champion and carried with no opposition.

RFQ PROPOSAL –COLONIAL

Donna Clarke, Board Treasurer thanked Mayor Anderson and Mr. Lawing, City Manager. She presented them an engraved recognition vase and copy of the Lee Health Resolution. Ben Spence, Chief Financial Officer presented materials to the Board members requesting the Board to approve moving forward with the Colonial Campus.

A motion was made by Donna Clarke to approve, in accordance with Board policies 20.15E and 20.16 H to proceed with public announcements for the following professional services for the Colonial Campus located at 4453 Challenger Blvd. Ft. Myers, FL 33966:

- 1) Architectural Led Professional Services**
- 2) Pre-construction services and construction management at risk services with a guaranteed maximum price**

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

Meeting recessed at 3:34 pm

Meeting reconvened 3:50 pm

GULF COAST MEDICAL CENTER-ZONING AMMENDMENT

Ben Spence Chief Financial Officer presented materials to the Board members. Discussion ensued.

A motion was made by Therese Everly to approve proceeding with the planned development amendment for hospital and accessory uses and infrastructure to be located on 18-acre parcel of land fronting Metro Parkway in Fort Myers, FL. (STRAP 28-44-22-00-00028.0020) through amendment to the Metro Medical Park zoning resolution (z-04-037 as amended). The motion was seconded by Donna Clarke and carried with no opposition.

LEGISLATIVE UPDATE

Michael Nachev, VP Government Relations provided a legislative update to the Board members. Topics included: Covid-19 Vaccine Mandate Update, Federal Rulemaking

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Action and Florida Special Legislative Session, Congressional Reconciliation Package Framework, Lee Health Local Bill and Potential for Broader Legislative Action Discussion ensued.

MEETING FEEDBACK AND BOARD MEMBER REPORTS

Board members commented on the complex and complicated materials covered and that Board Chair did a very good job moving through the material.

NEXT REGULAR MEETING

The next Board of Directors Workshop Meeting will be held on November 2, 2021
2:00 p.m.

13685 Doctors Way, suite 190

Fort Myers, FL 33912

GCMC Boardroom

Teleconference 1-415-655-0002 Access Code 2306 587 1022

ADJOURNMENT

The Lee Health System Board of Directors Meeting was adjourned at 4:40 p.m. by David Collins, Board Chair.

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

Signed by: Board Secretary

Date:

Diane Champion 11/19/2021 13:41 EST