

BOARD OF DIRECTORS MINUTES

Thursday, June 30, 2022

Teleconference 1-415-655-0002 Access Code: 733 575 474

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

MEMBERS PRESENT

Donna Clarke, Chair

Chris Hansen, Board Treasurer

Stephen Brown, MD., Board Member

Nancy McGovern, Board Member

David Collins, Board Member

Kathy Bridge-Liles, Board Member

MEMBERS ABSENT

Therese Everly, Vice Chair

Diane Champion, Secretary

Stephanie Meyer, Board Member

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

INVOCATION & PLEDGE OF ALLEGIANCE

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

PUBLIC INPUT

None

RETIREE RECOGNITION

The Board of Directors recognized the following retirees, acknowledging with sincere appreciation their long service with Lee Health; William Pacheco 20 Years, Karen Bittner 22 Years, Nancy McMurrin 26 Years, Linda Gingerich 32 Years, Elizabeth Houser 33 Years, Shelley Hughes 33 Years, Diane English 34

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Years, Vicki Pohlman 38 Years, Nancy Stevenson 39 Years and Nancy Sword 44 Years

A motion was made by Chris Hansen 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

A motion was made by Kathy Bridge-Liles to approve the Consent Agenda consisting of:

- A. Board Meeting Minutes of 5/26/22**
- B. Medical Staff Credentialing**
- C. Approval of BDO as auditors for FY 2022 Financial Audit**

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, Digital transformation, Senate Bill 1260 – Public Conversion bill, Healthcare insights panel, System update and Medicare Trust Fund. Discussion ensued.

PHYSICIAN LEADERSHIP COUNCIL UPDATE

Tim Dougherty, MD., PLC Chair, updated board members on each facilities MEC proceedings. He shared PLC meeting topics including new residents, information on anti-coagulation program for COVID 19 patients, vascular surgeon availability for Trauma at GCMC, and security update. Discussion ensued.

FOUNDATION PROJECT REPORT

Chris Simoneau, Chief Development Marketing and Communications Officer shared information on Lee Health Foundations gifts and programs funded. Discussion ensued.

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COMMITTEES' SUMMARIES AND RECOMMENDATIONS

Kathy Bridge-Liles, Board Member and Quality, Safety and Patient Experience Committee Chair reviewed the executive summary from the committee meeting held on June 3, 2022.

Stephen Brown, MD., Board Member and Governance Committee Chair reviewed the executive summary from the committee meeting held on June 7, 2022.

A motion was made by Stephen Brown, MD., to approve the recommendations of the Governance Committee relating to Board policies as presented

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

A motion was made by Stephen Brown, MD. to approve the appointment of Timothy Dougherty, M.D., to serve as a Physician Member on the Finance & Investment Committee of the Board until the next Physician Member appointment cycle. The motion was seconded by David Collins and carried with no opposition.

Chris Hansen, Board Treasurer and Finance and Investment Committee Chair reviewed the executive summary from the committee meeting held on June 9, 2022.

A motion was made by Chris Hansen to Approve of the FY 2023 LH Compensation Program Recommendations pending the Board of Directors' final approval of the FY 2023 LH Budget. The motion was seconded by Nancy McGovern and carried with no opposition.

A motion was made by Chris Hansen for approval of the FY 2023 LH Benefits Program Recommendations pending the Board of Directors' final approval of the Fiscal Year 2023 LH Budget. The motion was seconded by Stephen Brown, MD., and carried with no opposition.

A motion was made by Chris Hansen for the full Board of Directors to approve the gain from operations target and budget assumptions to correspond with a 5.0% operating margin for the FY 2023 budget. The motion was seconded by Nancy McGovern and carried with no opposition.

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A motion was made by David Collins to approve the purchase of the property located at 16261 Bass Road for a purchase price of \$8,500,000, subject to the terms and conditions of the purchase agreement, including satisfactory completion of due diligence. The motion was seconded by Chris Hansen and carried with no opposition.

A motion was made by David Collins to authorize Lee Health's CEO or CFO to execute the real estate purchase agreement and all closing documents with terms consistent with those presented to the Board of Directors and subject to final review and approval of these documents by Lee Health counsel and counsel to the Board of Directors. The motion was seconded by Chris Hansen and carried with no opposition.

BEHAVIORAL HEALTH UPDATE

Kris Fay, Chief Officer Community Based Care updated Board members on the current behavioral Health Division organizational chart structure. She introduced Dr. Emad Salman Pediatric inpatient and outpatient Medical Director who shared recent staff and leadership additions to the program. Discussion ensued.

Dr. Paul Simeone, Vice President & Chief medical Executive, Behavioral Health presented Board members with an Adult Service Line Update. He shared staffing and recruitment efforts, and strategic planning for both short and long term plans for Substance Use disorder and Recovery. Discussion ensued.

Michael Nachev, Vice President of Government Relations, provided Board members a Behavioral Health Legislative Overview on the Federal, State & local levels. Discussion ensued.

Dr. Paul Simeone shared a Coordinated System of Care for Behavioral Health. He provided information on the history of the Lee County Ad Hoc Behavioral Health/Substance Use Disorder Steering Committee and its role in providing healthcare to patients. Discussion ensued.

BOARD COUNSEL UPDATE

George Knott, Deputy Board Counsel asked Ben Spence to provide background information on the Vivida Health Plan Contract to the board members. Discussion ensued.

A motion was made by Kathy Bridge-Liles to approve the unanimous recommendation of the Board of Managers of Best Care Assurance, LLC

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d/b/a Vivida Health to assign Vivida Health's full Medicaid membership to Simply Healthcare Plans, Inc., for a purchase price of \$26 million. The motion was seconded by David Collins and carried with no opposition.

A motion was made by David Collins to approve the leasing of the property to be developed as Bimini Square Phase 2. The motion was seconded by Kathy Bridge-Liles and carried with no opposition.

A motion was made by to David Collins to authorize Lee Health's CEO or CFO to execute the lease agreement with terms consistent with those presented to the Board of Directors and subject to final review and approval of these documents by Lee Health counsel and counsel to the Board of Directors. The motion was seconded by Chris Hansen and carried with no opposition.

Chris Hansen left the Board meeting at 3:30 p.m.

MEETING FEEDBACK & BOARD MEMBER REPORTS

Board members said that the information presented in today's meeting shows what collaboration in behavioral health can do to benefit the members of our community.

NEXT REGULAR MEETING

The next Board of Directors Mission & Planning Retreat Meeting will be held on August 11, 2022 at 8:30 a.m.
Lexington Country Club,
16257 Willowcrest Way
Fort Myers, FL 33908

ADJOURNMENT

The Lee Health Board of Directors Meeting was adjourned at 4:01 pm by Donna Clarke, Board Chair.

Board Minutes were prepared by Kathy J. Hagen, Assistant to the Board.

Signed: