

BOARD OF DIRECTORS MEETING MINUTES

Thursday January 30, 2020
Gulf Coast Medical Center Board Room

MEMBERS PRESENT:

Stephen Brown, MD, Board Chairman
Donna Clarke, Board Vice Chairman
David Collins, Board Treasurer
Therese Everly, Board Secretary
Diane Champion, Board Member
Sanford N. Cohen, MD, Board Member
Chris Hansen, Board Member
Nancy McGovern, RN, MSM, Board Member
Stephanie Meyer, BSN, RN, 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 Stephen Brown, M.D., Board Chairman.

INVOCATION & PLEDGE

Mike Warthen, M.Div., BCC gave the Invocation, followed by the Pledge of Allegiance.

PUBLIC INPUT

None at this time.

CONSENT AGENDA

Dr. Brown asked for approval of the consent agenda.

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

a. Board Meeting Minutes of 11/21/19.

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

PRESIDENT'S REPORT

Larry Antonucci, M.D., President & CEO presented the President's Report.

PHYSICIAN LEADERSHIP COUNCIL UPDATE

William Hearn, D.O., PLC Chairman, presented the Physician Leadership Council Report. Topics discussed included; Revision to Medical Staff General Rule #9 Medical Records and Physician Orders, and transfer agreements with Ambulatory Surgery Centers located in Lee County.

BOARD OF DIRECTORS MEETING MINUTES – 01/30/20

LOT 8 AT COCONUT CROSSING

Ben Spence presented an opportunity to the Board to purchase land at Coconut Crossing.

A motion was made by Therese Everly to authorize the President & Chief Executive Officer or Board Chairman to execute the Commercial Contract for the purchase of the real property located at 23201 Lyden Drive in the Village of Estero for a purchase price of \$950,000, with \$10,000 of the purchase price to be delivered to the seller as a deposit.

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

A second motion was made by Therese Everly to authorize Lee Health administration to investigate the subject property and, if acceptable with respect to condition and title, to close on the purchase of the property in accordance with the Commercial Contract.

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

COMMITTEES SUMMARIES AND RECOMMENDATIONS

a. Therese Everly, Chair of the Board Quality, Safety & Patient Experience (QSPE) Committee presented a Verbal Update of the committee meeting held on 1/27/20. Discussion ensued.

Chris Hansen arrived at 1:45 pm

b. Nancy McGovern, Chair of the Board Audit Committee presented a verbal update of the committee meeting held on 1/30/20. Discussion ensued regarding the FY19 Audit Report.

A motion was made by Nancy McGovern to accept the Audited Financial Statements from Price Waterhouse Coopers for the fiscal year ended September 30, 2019 for Lee Memorial Health System, Lee County Trauma Service District and Lee Memorial Health System Foundation, Inc. as presented in draft form with the understanding that any substantive change would be brought back to the Audit Committee for review and approval.

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

The Audit Committee discussion included a comprehensive review of Board Policy 20.11, Evaluation of Auditing Firm.

A motion was made by Nancy McGovern to approve no revisions, as recommended by the Audit Committee, to Board Policy 20.11E.

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

c. David Collins, Chair of the Finance & Investment Committee presented a verbal update from the special committee meeting held on 1/15/20. Discussion ensued with regard to the \$52M Direct Loan.

A motion was made by Therese Everly to adopt a resolution authorizing and approving a direct loan in the principal amount not to exceed \$52,000,000, for the

BOARD OF DIRECTORS MEETING MINUTES – 01/30/20

purpose of financing capital projects of the System; approving a form of loan agreement; authorizing the execution and delivery of documents and the taking of all other necessary actions in connection with the loan; providing for severability; and providing an effective date.

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

Recess 2:21 pm

Reconvene 2:35 pm

MEDICAL STAFF CREDENTIALING

Dr. Brown asked for approval of the Medical Staff Credentialing.

A motion was made by Donna Clarke to approve the Medical Staff Credentialing.

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

Stephanie Meyer recused herself from voting.

2019 HEALTHCARE INDUSTRY TRENDS

Scott Nygaard, M.D., presented the 2019 Healthcare Industry Trends.

Chris Hansen left at 3:28 pm

BOARD OFFICER ELECTIONS

Jim Humphrey reviewed the nomination process for the Board Officer Elections on 2/27/20. Board Members were given the opportunity to make verbal nominations at this meeting.

The following verbal nominations were made;

Chairman

Donna Clarke nominated by Stephen Brown, MD.

Therese Everly, BS, RRT nominated by David Collins.

Sanford Cohen, MD nominated by David Collins.

Vice Chairman

Stephen Brown, MD nominated by Donna Clarke.

Stephanie Meyer, RN BSN, nominated by David Collins.

Treasurer

David Collins nominated by Nancy McGovern, RN, MSM.

Secretary

Diane Champion nominated by Stephen Brown, MD.

Therese Everly, BS, RRT, nominated by Diane Champion.

Jessica Carter Peer nominated by Nancy McGovern, RN, MSM.

BOARD MEETING EVALUATION

BOARD OF DIRECTORS MEETING MINUTES – 01/30/20

None

NEXT REGULAR MEETING

The next Lee Health Board of Directors Meeting will be held on February 27, 2020, at 1:00 p.m. at Gulf Coast Medical Center, Medical Office Building Boardroom, 13685 Doctor's Way, Fort Myers, FL 33912.

ADJOURNMENT

The Lee Health System Board of Directors Meeting adjourned at 4:00 p.m. by Stephen Brown, MD, Board Chairman.

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

Signed by:

Therese Everly, Board Secretary

Date: **2/27/20**