

BOARD OF DIRECTORS MINUTES

Thursday, May 26, 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

Therese Everly, Vice Chair

Diane Champion, Secretary

Stephen Brown, MD., Board Member

Nancy McGovern, Board Member

Stephanie Meyer, Board Member

MEMBERS PRESENT VIRTUALLY

Chris Hansen, Board Treasurer

MEMBERS ABSENT

Kathy Bridge-Liles, Board Member (excused)

David Collins, Board Member (excused)

The Board of Directors Meeting was called to order at 1:04 pm. by Donna Clarke, Board Chair.

INVOCATION & PLEDGE OF ALLEGIANCE

Rev. Mike Warthen, MDIV, BCC, gave the Invocation, followed by the Pledge of Allegiance.

PUBLIC INPUT

Public Input was given by Sawyer Smith and Kirk Beck regarding Agenda Item X. A. Estero Land Sale contract.

Stephanie Meyer joined the meeting at 1:10 p.m.

CONSENT AGENDA

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A motion was made by Nancy McGovern to approve the Consent Agenda consisting of:

- A. Board Meeting Minutes of 4/21/22**
- B. Workshop Minutes of 4/14/22**
- C. Medical Staff Credentialing**
- D. Risk Management Report**

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

PRESIDENT'S REPORT

Larry Antonucci, President and CEO reviewed the current status of Covid-19, American Hospital Association Annual Meeting topics, Golisano Birthday Celebration and Pediatric Behavioral Health Town Hall. He went on to update the board on the recent FHA Board Retreat highlighting trends, workforce, and transition to Value based care. Discussion ensued.

PHYSICIAN LEADERSHIP COUNCIL UPDATE

Tim Dougherty, MD., PLC Chair updated board members on each facilities MEC proceedings. He shared 2022 DNV Findings, revisions to the Medical Staff immunization requirements policy, and modifications to masking policy. Discussion ensued.

RECESS MEETING

Meeting recessed at 2:12 p.m. to convene the Lee county Trauma Services District Meeting.

RECONVENE MEETING

Reconvened Full Board Meeting at 2:39 p.m. by Donna Clarke, Board Chair

COMMITTEES' SUMMARIES AND RECOMMENDATIONS

Chris Hansen, Board Treasurer and Finance and Investment Committee Chair reviewed the executive summary from the committee meeting held on May 11 2022.

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Nancy McGovern, Board member and Audit Committee Chair reviewed the executive summary from the committee meeting held on May 12, 2022.

CCNA ARCHITECTURAL FIRMS – APPROVAL FOR CONTRACT NEGOTIATION

Dave Kistel, Vice President and Chief Facilities Executive asked the Board to approve his committee's recommendations.

A motion was made by Therese Everly to accept the Certification & Selection Committee's Rankings for the Continuing Services Contracts for Architectural Acute Care Facilities and Architectural Outpatient/Business Occupancy as determined on May 16, 2022.

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

A motion was made by Therese Everly to authorize Lee Health administration to Proceed with contract negotiations for three Continuing Services Contracts for Architectural Acute Care Facilities and Architectural Outpatient/Business Occupancy, respectively, per Board Policy 20.15 E and the Consultants Competitive Negotiation Act, starting with the following highest ranked firms:

**Architectural Acute Care Facilities: Studio Plus, HKS, BSSW Architects
Architectural Outpatient/Business Occupancy Facilities: Studio Plus, Plunkett Raysich, BSSW Architects**

and, if such negotiations are not successful to authorize the Lee Health administration to then negotiate with the next ranked firms.

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

A motion was made by Therese Everly to authorize the Board Chair to execute Continuing Services Contracts with the three Architectural Acute Care firms and with the three Architectural Outpatient/Business Occupancy firms upon successful negotiation in accordance with Board Policy 20.15 E and after review by Board counsel and Lee Health's Legal Department.

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

FRONT DOOR STRATEGY

Kris Fay, Chief Officer Community Based Care updated Board members on the implementation, status and accomplishments of the new front door strategy. She also shared current plans and new primary care provider information. Discussion ensued.

BOARD COUNSEL UPDATE

George Knott, Deputy Board Counsel asked Ben Spence to provide background information on the Estero Land Sale Contract to the board members. Discussion ensued.

A motion was made by Chris Hansen to authorize the sale of the 46 acres of land in Estero, consisting of parcels 09-47-25-E2-U1900.2033, 09-47-25-E1-U1877.2039, 09-47-25-E2-U1902.2012, 09-47-25-E1-U1874.2023, 09-47-25-E2-U1908.2037, 09-47-25-E2-U1908.2024, for a purchase price of \$32,000,000, subject to the terms of the Purchase Agreement executed by Lee health's CFO, Benjamin Spence subject to Board approval and dated May 12, 2022, as amended on May 16, 2022.

The motion was seconded by Diane Champion and carried with Stephen Brown, MD opposed.

A motion was made by Chris Hansen to authorize Lee Health's CEO or CFO to execute all closing documents at the specified purchase price and subject to final review and approval of purchase documents, which shall contain deed restrictions related to healthcare services, by Lee Health in-house counsel and counsel to the Board of Directors.

The motion was seconded by Diane Champion and carried with Stephen Brown, MD opposed.

Therese Everly made a motion to allow Lee Health CEO and or CFO to accept backup offers on the property on the North West corner of Coconut Road and US 41 in Estero.

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The motion was seconded by Diane Champion and carried with Stephen Brown, MD opposed.

George Knott asked Mike Lohr certified surveyor and mapper with Johnson Engineering to update the Board Members with changes in Lee County population figures from the last census count.

George Knott shared the length of time (19 years) since the last redistricting and also outlined the process for the Board to allow for redistricting proposals to be considered under the enabling legislation.

A motion was made by Nancy McGovern to authorize Johnson Engineering to proceed, in conjunction with Board Counsel, to develop several alternative district maps which follow the Enabling Legislation's mandate that five County health system districts be configured to be as nearly equal in population as practicable, and otherwise consistent with constitutional requirements.

The motion was seconded by Therese Everly with Stephen Brown, MD opposed.

Chris Hansen did not vote.

MEETING FEEDBACK & BOARD MEMBER REPORTS

Diane Champion reported that Passion for the Promise had received over 300 nominations thus far. Because the 2021 event could not be held, both 2021 and 2022 winners will be included this year on October 8, 2022. Planning is ongoing and the location is still to be determined.

Nancy McGovern updated the other Board members on this year's AHA discussion(s). She suggested that next year the stay be extended an additional day to allow attendees to interact with legislative participants.

Board members acknowledged retiring Board Coordinator Genny White for her service and dedication to the Board members. She will retire effective June 3, 2022.

NEXT REGULAR MEETING

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The next Board of Directors Meeting will be held on June 30, 2022 at 1:00 p.m.
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ADJOURNMENT

The Lee Health Board of Directors Meeting was adjourned at 4:32 pm by Donna Clarke, Board Chair.

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

Signed:

Diane Champion
07/05/2022 09:14 EDT