

## **BOARD OF DIRECTORS MEETING MINUTES 3/25/21**

Thursday March 25, 2021

Teleconference 1-415-655-0002 Access Code 180 213 8004

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, virtual attendance

Kathy Bridge-Liles, RN, MS, Board Member

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

### MEMBERS ABSENT:

Nancy McGovern, RN, MSM, Board Member

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

### INVOCATION & PLEDGE

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

### PUBLIC INPUT

None at this time.

### CONSENT AGENDA

Stephen Brown, MD pulled Item B Medical Staff credentialing. Therese Everly pulled Item C Risk Management.

**A motion was made by Donna Clarke to approve the Consent Agenda consisting of:**

**A. Board Meeting Minutes of 2/25/21**

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

Chris Hansen was not present for the vote.

## **BOARD OF DIRECTORS MEETING MINUTES – 3/25/2021**

**A motion was made by Stephen Brown, MD to recognize Dr. John Donaldson for his contributions in pediatrics. The motion was seconded by Kathy Bridge-Liles and carried with no opposition.**

Chris Hansen was not present for the vote.

Stephen Brown requested information about tele radiologist credentialing and privileges, and whether, as an LPG Physician who resigned, did you lose your facility privileges. Discussion ensued.

**A motion was made by Stephen Brown, MD to approve the Medical Staff Credentialing as presented.**

Stephanie Meyer recused herself from the vote.

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

Chris Hansen was not present for the vote.

Therese Everly led discussion about safety event information within the system and its communication to the Board. Discussion ensued.

**A motion was made by Therese Everly to accept the Risk Management Report as presented.**

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

Chris Hansen was not present for the vote.

## PRESIDENT'S REPORT

Larry Antonucci, MD, President/CEO presented the Board with an update on COVID 19 and vaccine availability. Other topics included Legislative and system updates, Volunteer staggered return, and the American Rescue Plan Act.

Scott Nygaard, MD Chief Operating Officer updated the Board on the Consulting Services Agreement with Cleveland Clinic. Discussion ensued.

Chris Hansen joined via WebEx at 1:43 pm.

## PHYSICIAN LEADERSHIP COUNCIL UPDATE

Dr. William Hearn, PLC Chairman presented to the Board updates including the approval of the fiscal year contracted services, approval of campus physician representatives to the Quality, Safety and Patient Experience Committee, as well as other programs statuses. He also discussed telemedicine, seasonal staffing and trauma program move planning. Discussion ensued.

## **BOARD OF DIRECTORS MEETING MINUTES – 3/25/2021**

### **COMMITTEE'S SUMMARIES AND RECOMMENDATIONS**

Sanford Cohen, MD was not able to attend the Governance Committee Meeting and asked Dr. Stephen Brown, Governance Committee Member, to present an Executive Summary of the committee meeting held on March 5, 2021. Discussion ensued.

**A motion was made by Stephen Brown, MD to approve Board Policy 10.26C, Arrangement with Large Commercial User of System Services, be retired. The motion was seconded by Donna Clarke and carried with no opposition.**

**A motion was made by Stephen Brown, MD to approve the revision of Board Policy 10.55 entitled Board Officers – Duties and Elections, as presented. The motion was seconded by Donna Clarke and carried with no opposition.**

**A motion was made by Stephen Brown, MD to approve Board Policy 30.05, Direct Consultation with Medical Staff Leader, with no revisions. The motion was seconded by Diane Champion and carried with no opposition.**

**A motion was made by Stephen Brown, MD to approve the revised Board Policy 40.02, President/CEO Compensation & Performance Review, as presented. The motion was seconded by Donna Clarke and carried with no opposition.**

**A motion was made by Stephen Brown, MD to approve the revision of the form utilized to evaluate the performance of Board Counsel each year, as recommended by the Governance Committee. The motion was seconded by Donna Clarke and carried with no opposition.**

**A motion was made by Stephen Brown, MD to approve the continued service of the following Community Members on the Committees to which they are currently appointed until the next Community Member reappointment cycle.**

- **Audit: Tami Cindrich, CPA, CHBC and Bill Foster, CPA**
- **Community Health Improvement: David Berger, MD**
- **Finance & Investment: Peter Andruskiewicz and David Klein**

**The motion was seconded by Stephanie Meyer and carried with no opposition.**

**A motion was made by Stephen Brown, MD to approve the following Physician Member to continue to serve on the Community Health Improvement Committee of the Board until the next Physician Member reappointment cycle, contingent upon a favorable recommendation from Physician Leadership Council:**

## **BOARD OF DIRECTORS MEETING MINUTES – 3/25/2021**

- **Joanna Muller Carioba, MD**

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

**A motion was made by Stephen Brown, MD to approve the following Physician Member to continue to serve on the Finance & Investment Committee of the Board until the next Physician Member reappointment cycle, contingent upon a favorable recommendation from Physician Leadership Council:**

- **William Hearn, DO**

**The motion was seconded by Kathy Bridge-Liles and carried with no opposition.**

**A motion was made by Stephen Brown, MD to approve the following Physician Members to serve on the Quality, Safety, & Patient Experience Committee until the next Physician Member reappointment cycle:**

- **Asif Azam, MD, Lee Memorial Hospital**
- **Keri Mason, DO, Cape Coral Hospital,**
- **Larry Hobbs, MD, Gulf Coast Medical Center**
- **Yanet Rios, MD, Golisano Children’s Hospital**
- **Leah Boyette, MD, HealthPark Medical Center**

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

Sanford Cohen, MD, Committee Chair reminded Board Members that it was the intention of the Governance Task Force that there be regular Board Member, Physician Member and Community Member rotation and movement among the Committees. He hopes the Governance Committee will be able to facilitate this moving forward.

David Collins Board Chair recommended the existing Committee Chairs remain in place and all Board Members maintain their current Board Committee assignments, with the following changes:

Kathy Bridge-Liles will move off the Audit Committee and join the QSPE Committee

Stephen Brown, MD, will move off the QSPE Committee and join the Audit Committee

David Collins will move off the Community Health Improvement Committee

Donna Clarke will join the Community Health Improvement Committee.

## **BOARD OF DIRECTORS MEETING MINUTES – 3/25/2021**

### BOARD COUNSEL UPDATE – ROBERTS RULES

George Knott, Deputy Board Counsel presented the Board with the newest revision of Roberts Rules. Discussion with questions and answers ensued.

### VIRTUAL HEALTH

Jonathan Witenko, System Director Virtual Health and Telemedicine presented to the Board about the Value, national landscape, Lee Health landscape and the future of Virtual Health. Discussion ensued.

### BOARD MEETING EVALUATION

Board members thanked the Governance Committee for the work on the Policies and committees' composition.

### NEXT REGULAR MEETING

The next Board of Directors Meeting will be held on April 29, 2021 at 1:00 p.m.  
13685 Doctors Way, suite 190  
Fort Myers, FL 33912  
GCMC Boardroom

### ADJOURNMENT

The Lee Health System Board of Directors Meeting was adjourned at 3:46 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: **4/29/2021**