

## **BOARD OF DIRECTORS MEETING MINUTES**

Thursday October 29, 2020

Teleconference 1-415-655-0002 Access Code 479 493 525

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

### **MEMBERS PRESENT:**

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

Stephanie Meyer, BSN, RN, Board Member

Nancy McGovern, RN, MSM, Board Member

### **MEMBERS ABSENT:**

David Collins, Board Chair

Jessica Carter Peer, Board Member

The Board of Directors Meeting was called to order at 1:00 p.m. by Therese Everly, Board Vice Chair.

### **INVOCATION & PLEDGE**

Rabbi Dr. Michael J. Schorin, MAPC, BCC gave the Invocation, followed by the Pledge of Allegiance.

### **PUBLIC INPUT**

None at this time.

### **CONSENT AGENDA**

On behalf of Board Chair David Collins, Therese Everly expressed Board Members support of and appreciation for the Auxiliaries. Discussion ensued with Board consensus to have Board Chair author a letter of gratitude, to each auxiliary, with Diane Champion delivering it to them at their next Auxiliary Board Meeting.

Therese Everly pulled item D, Medical Staff General Rules and Regulations Revisions from the consent agenda for further discussion.

**A motion was made by Chris Hansen to approve the remaining Consent Agenda consisting of:**

**A. Board Meeting Minutes of 9/24/2020**

**B. Governance Workshop Minutes of 10/8/2020**

**C. Medical Staff Credentialing**

**E. Auxiliary Reports.**

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

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Discussion ensued regarding item D. Medical Staff General Rules & Regulations Revisions.

**A motion was made by Chris Hansen to approve Consent Agenda Item D. consisting of Medical Staff General Rules & Regulations Revisions. The motion was seconded by Nancy McGovern and carried with no opposition.**

### PRESIDENT'S REPORT

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

Dr. Antonucci also asked the Board to consider reinstating Board recognition of retirees with 25+ years of service. Discussion ensued and Board Office Coordinator will work with HR to establish this recognition again.

Dr. Antonucci then presented the Board with a report focused on the Role of the IRC (Institutional Review Committee) or IRB (Institutional Review Board) at Lee Health. Discussion ensued.

### PHYSICIAN LEADERSHIP COUNCIL UPDATE

Dr. Bill Hearn updated the Board with the names of 10 new physician appointments to the five (5) hospital facilities. He explained that the level of physician engagement with administration has increased significantly over the past six years and these new appointments are a reflection of that. New At Large members;

- Cape Coral Hospital, Dr. Joanna Muller Carioba and Dr. Thomas Pesbrey
- GCMC, Dr. Larry Hobbs and Dr. Valerie Dyke
- HealthPark, Dr. Daniel Krauss and Dr. Iasmina Jivanov
- Golisano Children's Hospital, Dr. Craig MacArthur and Dr. Alexander Ortega
- Lee Memorial Hospital, Dr. V.J. Das and Dr. Alfred Gitu

Discussion ensued. Dr. Sanford Cohen proposed drafting a resolution recognizing the work of the PLC and Dr. Bill Hearn.

**A motion was made by Donna Clarke that a resolution be drafted acknowledging outstanding services by Dr. Bill Hearn on behalf of the PLC. The motion was seconded by Chris Hansen and approved with no opposition.**

### COMMITTEES SUMMARIES AND RECOMMENDATIONS

Chris Hansen, Chair of the Community Health Improvement Committee presented an Executive Summary of the committee meeting held 9/24/20. Discussion ensued.

Therese Everly, Board Vice Chair, Committee Member presented a President / CEO Executive Compensation Committee Executive Summary, on behalf of Committee Chair David Collins, of the committee meeting held on 10/6/20. Discussion ensued.

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Nancy McGovern, Board Member, Committee Chair presented the Audit Committee Executive Summary, of the meeting held on 10/15/20. Discussion ensued.

Donna Clarke, Board Treasurer, Committee Member presented a Governance Committee Executive Summary, on behalf of Committee Chair Jessica Carter Peer, of the committee meeting held on 10/19/20.

**A motion was made by Dr. Sanford Cohen to approve the development and implementation of the OnBoard meeting and information management software service as recommended by the Governance Committee.**

**The motion was seconded by Chris Hansen and carried with no opposition.**

**A motion was made by, Dr. Sanford Cohen, to approve the 2021 Board and Committee Meeting Calendar, as presented, with the addition of one (1) QSPE meeting in June 2020. The motion was seconded by Diane Champion and carried with no opposition.**

**A motion was made by Dr. Sanford Cohen, to revise the Charters for the Audit; Quality, Safety and Patient Experience; and Governance Committees, as recommended by the Governance Committee.**

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

**A motion was made by Dr. Sanford Cohen Motion to approve the revisions to Board Policy 10.56 entitled Board of Directors Omnibus Policy on Committees, as recommended by the Governance Committee.**

**The motion was seconded by Chris Hansen and carried with no opposition.**

**A motion was made by Dr. Sanford Cohen to approve the revisions to Board Policy 10.06 entitled Conduct of Board Business, as recommended by the Governance Committee.**

**The motion was seconded by Chris Hansen and carried with no opposition.**

### REPORT FROM BOARD COUNSEL

George Knott, Deputy Board Counsel updated the Board on parliamentary procedures and the anticipated expiration of Executive Order 20-69 on 11/1/20. This will mean future meetings of the Board of Directors will need to have a quorum of members physically present in order to conduct business.

### BOARD STIPEND FY21

**A motion was made by Dr. Sanford Cohen that the Board of Directors waive the Cost of Living (CPI) increase to the Board Stipend for Fiscal Year 2021.**

**The motion was seconded by Nancy McGovern.**

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Discussion on the motion included whether to vote on the motion or to table the motion. Therese Everly supported a vote on the motion. Ultimately, a motion to table the motion was made.

**A motion was made by Donna Clarke to table the stipend motion until the current Board Resolution expires in 2021.**

**The motion was seconded by Nancy McGovern and carried with Board Member Therese Everly opposed.**

### BOARD MEETING EVALUATION

Board members complimented Vice Chair Therese Everly on running a smooth meeting.

### NEXT REGULAR MEETING

The next LEE HEALTH BOARD OF DIRECTORS MEETING

will be held on November 19, 2020 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 3:15 p.m. by Therese Everly, Board Vice Chair.

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

Signed by: / **Diane Champion**/

Board Secretary

Date: **11/19/20**