

BOARD OF DIRECTORS MEETING MINUTES

Thursday February 27, 2020

Location Gulf Coast Medical Center, Medical Office Building, Board of Directors Boardroom, 13685 Doctors Way, Fort Myers, FL 33912

MEMBERS PRESENT:

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

Chris Hansen, Board Member, gave the Invocation, followed by the Pledge of Allegiance.

PUBLIC INPUT

None at this time.

CONSENT AGENDA

Stephen Brown, M.D. 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 01/30/20**
- b. Risk Management Report Q1 FY2020**
- c. Amendment to 3 Year Continuing Services Contract for Structural Engineering – Acute Care Facilities**

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

PRESIDENT'S REPORT

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

BOARD OF DIRECTORS MEETING MINUTES – 2/27/2020

The primary topic was the COVID-19 virus. Dr. Antonucci introduced Dr. Alex Daneshmand and Dr. Mary Beth Saunders. Alex Daneshmand, D.O., Chief Quality & Patient Safety Officer addressed Lee Health's preparation for the Coronavirus.

Mary Beth Saunders, D.O, MPH, System Medical Director Epidemiology Prevention spoke about system communications and resources specific to the COVID-19 situation. Discussion ensued.

PLC REPORT UPDATE

No Report.

RECESS MEETING

MEETING RECESSED at 1:37 pm to convene Lee County Trauma Services District meeting.

RECONVENE MEETING

RECONVENED FULL BOARD MEETING at 2:04 pm by Stephen Brown, MD., Board Chairman.

MEDICAL STAFF CREDENTIALING

Stephen Brown, MD, Board Chairman asked for approval of the Medical Staff Credentialing.

A motion was made by Therese Everly to approve the Medical Staff Credentialing.

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

STRATEGY DISCUSSION

Mike Wukitsch, Chief Human Resources Officer presented a Workforce Overview and Employee Engagement Update.

COMMITTEES' SUMMARIES AND RECOMMENDATIONS

David Collins, Treasurer, Chair of the Board Finance & Investment Committee presented a Verbal Update of the committee meeting held on 2/6/20. Discussion ensued.

Nancy McGovern, Board Member, Committee Chair of the Audit Committee presented a Verbal Update of the committee meeting held on 2/27/20. Nancy McGovern asked for a motion by the Board to accept the recommendation that the Audit Committee conduct a reevaluation of the health system's auditing firm before the financial audit for the fiscal year ending September 30, 2021.

A motion was made by Therese Everly to accept the recommendation that the Audit Committee conduct a reevaluation of the health system's auditing firm before the financial audit for the fiscal year ending September 30, 2021. The results of which reevaluation will be presented to the Board for final action. The motion was seconded by Diane Champion and carried with no

BOARD OF DIRECTORS MEETING MINUTES – 2/27/2020

opposition.

REQUEST FOR NEW RENEWAL OF CEO CONTRACT

Chairman Stephen Brown introduced the Request for New Renewal of CEO contract for Larry Antonucci and turned this portion of the proceedings over to Jim Humphrey Board Counsel. Jim Humphrey reviewed the process for the CEO/President's Contract renewal. Discussion ensued. Board Counsel then recommended that the Board consider a motion to direct Board Counsel, the Chief Legal Officer and the Chief Human Resources Officer to draft a proposed renewal of the President/CEO employment agreement for the Board to review and for consideration at the next Board Meeting.

Board Members asked that they be provided a copy of the contract and amendment to the employment agreement prior to the next board meeting.

A motion was made by Dr. Sanford N. Cohen, MD to direct the Board Counsel, Chief legal Officer and Chief Human Resources Officer to draft a proposed renewal of President/ CEO employment agreement for the Board to review and for consideration at the next Board Meeting.

Chris Hansen seconded and the motion carried with no opposition

Recessed at 3:29.

Reconvened at 3:39pm

BOARD OFFICER ELECTIONS

Stephen Brown, MD, Board Chairman turned the gavel over to Jim Humphrey to chair the Board Officer Elections. Jim Humphrey reviewed the process for the annual election of Board Officers. Starting with the Chairman position, Jim requested any nominated Board Member who wished to withdraw their name from the office of Chairman, to please do so at this time.

For the office of Chairman, the following withdrew their names; Stephen R. Brown, MD and Sanford N. Cohen MD.

Jim Humphrey announced the nominations for Board Chairman as follows: Donna Clarke, David Collins and Therese Everly.

Genevieve White, Board Office Coordinator announced there was no majority reached.

Jim Humphrey called for a second round of votes.

Jim Humphrey announced the result. David Collins received the majority of votes, accepted the position and therefore was elected to the office of Board Chairman for the 2020 Lee Health Board of Directors.

Jim Humphrey announced the list of nominees for **Vice Chairman** and requested any nominated Board Member who wished to withdraw their name from the office of Vice Chairman, to please do so at this time.

For the office of Vice Chairman, the following withdrew their names; Sanford N. Cohen, MD and Stephanie Meyer RN, BSN.

BOARD OF DIRECTORS MEETING MINUTES – 2/27/2020

Jim Humphrey announced the nominations for Board Vice Chairman as follows: Stephen R. Brown, MD, Donna Clarke, Therese Everly, and Nancy McGovern.

Genevieve White, Board Office Coordinator announced there was no majority reached.

For the office of Vice Chairman in the second round, the following withdrew their names; Donna Clarke and Nancy McGovern.

Jim Humphrey called for a second round of votes.

Jim Humphrey announced the result. Therese Everly received the majority of votes, accepted the position and therefore was elected to the office of Board Vice Chairman for the 2020 Lee Health Board of Directors.

Jim Humphrey announced the list of nominees for **Treasurer** had been elected to, and accepted prior offices. He then asked the Board for verbal nominations for the Treasurer position from the floor.

Stephen R. Brown, Board Member nominated Donna Clarke for Treasurer.

Jim Humphrey announced the nominations for Treasurer as follows; Donna Clarke. **There were no further nominations and by acclamation Jim Humphrey announced that Donna Clarke was elected to the office of Board Treasurer for the 2020 Lee Health Board of Directors. Donna accepted the position.**

Jim Humphrey announced the list of nominees for **Secretary** and requested any nominated Board Member who wished to withdraw their name from the office of Secretary, to please do so at this time.

For the office of Secretary, the following withdrew their names; Stephanie Meyer and Therese Everly.

Jim Humphrey announced the nominations for Secretary as follows; Diane Champion and Jessica Carter Peer.

Genevieve White, Board Office Coordinator announced there was a tie.

Jim Humphrey called for a second round of votes.

Jim Humphrey announced the result. Diane Champion received the majority of votes, accepted the position and therefore was elected to the office of Board Secretary for the 2020 Lee Health Board of Directors.

BOARD MEETING EVALUATION

None.

NEXT REGULAR MEETING

The next Lee Health Board of Directors Meeting will be held on March 26, 2020 at 1:00 p.m. in the Gulf Coast Medical Center, Medical Office Building, Boardroom 13685 Doctors Way, Fort Myers, FL 33912

BOARD OF DIRECTORS MEETING MINUTES – 2/27/2020

ADJOURNMENT

The Lee Health System Board of Directors Meeting adjourned at 4:20 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: 3/26/2020