

## **BOARD OF DIRECTORS MINUTES**

Thursday, February 24, 2022

Teleconference 1-415-655-0002 Access Code 2302 922 3741

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

### **MEMBERS PRESENT**

David Collins, Chair

Therese Everly, Vice Chair

Donna Clarke, Treasurer

Diane Champion, Secretary

Stephen Brown, MD., Board Member

Nancy McGovern, Board Member

### **MEMBERS PRESENT VIRTUALLY**

Kathy Bridge-Liles, Board Member

Chris Hansen, Board Member

Stephanie Meyer, Board Member

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

### **INVOCATION & PLEDGE OF ALLEGIANCE**

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

### **PUBLIC INPUT**

Rusty Whitley gave public input on Agenda item V11, 46 Acres, Estero.

### **CONSENT AGENDA**

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

**A. Board Meeting Minutes of 1/27/22**

**B. Medical Staff Credentialing**

**C. Risk Management Report**

## **BOARD OF DIRECTORS MEETING MINUTES 2/24/2022**

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

### PRESIDENT'S REPORT

Larry Antonucci, President and CEO shared a COVID and vaccine update. Dr. Antonucci went on to provide the Board with a legislative update. There are two weeks left in the session and the final budget and passage of bills relating to sovereign immunity and a conversion bill should be finalized. He went on to talk about the Lee Health Women in Leadership program, health disparities and health care value trends. Discussion ensued.

### PHYSICIAN LEADERSHIP COUNCIL UPDATE

Tim Dougherty, MD advised that at the last PLC meeting the physicians took the time to share their stories about Dr. Cohen in his memory. He went on to share information provided from the individual medical executive committees and recent improvements in readmission rates. He also advised that there were changes to ByLaws being discussed which would come to the Board for approval at a later date. Discussion ensued.

### 46 ACRES, ESTERO

Ben Spence, Chief Financial and Business Services Officer presented additional information on the 46 acres in Estero. The Board had requested at the Joint Board and Finance and Investment Committee meeting on January 12, 2022, a side by side comparison of the options for consideration. Board Members thanked Rusty Whitley for his input at the beginning of the meeting. Discussion ensued.

**A motion was made by Stephen Brown, MD to approve the transfer of the Coconut Road/US 41 property consisting of land parcels consisting of 46 acres in Estero to Community Healthcare Innovations, LLC., pursuant to and consistent with a Contribution Agreement to be developed and approved by Board Counsel.**

**The motion was seconded by Diane Champion.**

**The motion failed with David Collins, Therese Everly, Donna Clarke, Chris Hansen, Stephanie Meyer and Nancy McGovern opposed.**

## **BOARD OF DIRECTORS MEETING MINUTES 2/24/2022**

**A motion was made by Chris Hansen to approve the CEO or CFO begin marketing the 46-acre property for sale with the option of holding the 1.2-acre corner parcel on Lydon and US 41 for Lee Health future use or sale. Contracts for purchase agreement will be subject to final Board approval.**

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

### **COMMITTEES SUMMARIES AND RECOMMENDATIONS**

Chris Hansen Committee Chair Community Health Improvement Committee presented an Executive Summary (from Committee Meeting 2/7/22).

Donna Clarke Finance and Investment Committee Chair presented an Executive Summary (from Committee Meeting on 2/10/22) Discussion ensued.

**A motion was made by Donna Clarke to approve an investment of up to \$25,360,000 and a contribution of Lee Health's inpatient rehabilitation business into Community Healthcare Innovations, LLC for the purpose of investing in an ownership interest in two newly formed entities that will construct, own, and operate inpatient rehabilitation hospitals one in the City of Cape Coral, Florida and one in Fort Myers, to be located on Lee Health land south of Gulf Coast Medical Center, subject to the terms and conditions contained in a contribution agreement between Lee Health and Community Healthcare Innovations, LLC, which agreement shall be approved by Counsel to the Lee Health Board of Directors.**

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

**A motion was made by Donna Clarke to approve a resolution authorizing and approving a direct loan in the principal amount of not to exceed \$150,000,000 for the 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. All as set forth in that formal resolution attached to these minutes as Exhibit "A".**

**The motion was seconded by Therese Everly and carried with no opposition. Stephanie Meyer did not vote due to connectivity issues.**

## **BOARD OF DIRECTORS MEETING MINUTES 2/24/2022**

### **ARCHITECTURAL DESIGN SERVICES SELECTION COLONIAL PROJECT**

Dave Kistel, Vice President of Facilities asked the Board for permission to move forward with Contracts from the rankings.

**A motion was made by Therese Everly to accept the Certification & Selection Committee's rankings for architectural design services for Lee Health Fort Myers Hospital as determined on January 26, 2022. The motion was seconded by Nancy McGovern and carried with no opposition.**

**A motion was made by Therese Everly to authorize Lee Health administration to proceed with contract negotiations for architectural design services for Lee Health Fort Myers Hospital, per Board Policy 20.16H, starting with the highest ranked firms in the following order: Flad Architects, HDR-StudioPlus Architects, BSA Life Structures-Page 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, upon successful negotiation in accordance with Board Policy 20.16H, the Board Chairman to execute a contract for architectural design services for Lee Health Fort Myers Hospital, after review by Board Counsel and Lee Health's Legal Department. The motion was seconded by Nancy McGovern and carried with no opposition.**

### **BOARD OFFICER ELECTIONS**

David Collins, Board Chairman turned the gavel over to George Knott to chair the Board Officer Elections. George Knott reviewed the process for the annual election of Board Officers.

George Knott requested any nominated Board Member who wished to withdraw their name from any officer position to please do so at this time.

For the office of Chair, the following withdrew their names: David Collins.

George Knott announced the nominations for Board Chair: Donna Clarke.

## **BOARD OF DIRECTORS MEETING MINUTES 2/24/2022**

**Donna Clarke received the majority of votes, accepted the position and therefore was elected to the office of Board Chair for 2022 Lee Health Board of Directors.**

George Knott announced the list of nominees for Vice Chair: Therese Everly.

**Therese Everly received the majority of votes, accepted the position and therefore was elected to the office of Board Vice Chairman for the 2022 Lee Health Board of Directors.**

For the office of Treasurer, the following withdrew their name: Donna Clarke

George Knott requested nominations from the floor for the office of Treasurer. David Collins and Chris Hansen were both nominated. David Collins withdrew his name for the office of Treasurer.

George Knott announced the nominations for Treasurer: Chris Hansen.

**Chris Hansen received the majority of votes, accepted the position and therefore was elected to the office of Board Treasurer for the 2022 Lee Health Board of Directors.**

George Knott announced the nominations for Secretary: Diane Champion and Kathy Bridge-Liles.

**Diane Champion received the majority of votes, accepted the position and therefore was elected to the office of Board Secretary for the 2022 Lee Health Board of Directors.**

### NEXT REGULAR MEETING

The next Board of Directors Meeting will be held on March 31, 2022 at 1:00 p.m.  
13685 Doctors Way, Suite 190  
Fort Myers, FL 33912  
GCMC Boardroom  
Teleconference 1-415-655-0002 Access Code 2307 758 1854

### ADJOURNMENT

## **BOARD OF DIRECTORS MEETING MINUTES 2/24/2022**

The Lee Health Board of Directors Meeting was adjourned at 4:55 pm by David Collins, Board Chair.

Board Minutes were prepared by Genevieve White, Board Office Coordinator

Signed: **Diane Champion**

Date: **03/31/22**