

BOARD OF DIRECTORS MEETING MINUTES

Thursday May 28, 2020

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

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

Stephanie Meyer, BSN, RN, Board Member

Nancy McGovern, RN, MSM, 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 David Collins, Board Chair.

INVOCATION & PLEDGE

Rev. Courtney Ducharme M.Div. gave the Invocation, followed by the Pledge of Allegiance.

PUBLIC INPUT

None at this time.

CONSENT AGENDA

David Collins asked for approval of the consent agenda.

A motion was made by Dr. Sanford Cohen, to approve the Consent Agenda consisting of:

a. Board Meeting Minutes of 05/21/20

b. Medical Staff Credentialing

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

Due to a telephonic issue Nancy McGovern was not present for the vote.

Prior to introducing the President's Report David Collins read a letter to the Board from a grateful patient who was complimentary to system leaders about the level of quality care and organization they experienced firsthand in our facility as being on par with larger world class medical centers.

PRESIDENT'S REPORT

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

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Current COVID patient count is 105, testing is at 8.2% positive rate a slight elevation. Surgical Volume is at 258 cases approaching seasonal norm, and ED volume is at 620 also approaching seasonal average.

Dr. Antonucci shared a graph showing admission rates from long term care units indicating a slight decline. Lee Health is working with State agencies on a proposal for the most vulnerable residents in our communities.

He updated the Board that 528 employees had applied for the voluntary exit program and over 135 for the summer sabbatical.

Dr. Antonucci, said that the Florida Hospital Association is stressing the need for strong advocacy at the State legislative level to continue to receive adequate state funding. The Florida Hospital Association also announced their Annual meeting scheduled for Fall 2020 has been cancelled due to the virus.

Dr. Antonucci finished by saying that socioeconomic disparities in healthcare have been highlighted during the COVID-19 crisis.

Discussion ensued. Dr. Cohen requested Golisano Children's Hospital census numbers be reported in future meetings.

PHYSICIAN LEADERSHIP COUNCIL UPDATE

Bill Hearn D.O reported to the Board that the PLC met on 5/26/20. He reported on a new software application, Share Safe, that will be used by all the medical staff for communicating. This will address the need to be more flexible and agile in getting information and communications over a variety of device types.

Regarding hurricane preparedness medical staff have asked that plans include actions to make sure providers are rested in order to safely care for patients during an emergency situation.

Dr. Hearn suggested that the Board consider allowing members of the medical staff, serving on Board Committees, serve more than a one (1) year term and reconsider board member attendance at the MEC meetings. Discussion ensued.

RECESS MEETING

MEETING RECESSED at 1:57 pm to convene Lee County Trauma Services District meeting.

RECONVENE MEETING

RECONVENED FULL BOARD MEETING at 2:19 pm by David Collins, Board Chair.

BOARD STIPEND RESOLUTION

David Collins Board Chair asked Dr. Sanford Cohen to read the Board Stipend Resolution into record. Discussion ensued and David Collins asked that the word mileage be added to the wording of the resolution as it pertains to the unused portion of the education and travel budget for the Board.

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A motion was made by Therese Everly to approve the Lee Memorial Health System Board of Directors Resolution Reducing Compensation Paid to Members of the Board of Directors as amended to include the word mileage.

The motion was seconded by Jessica Carter Peer and carried with no opposition.

Dr. Sanford Cohen commented that he felt it was important to guard the existence of the Board as an autonomous and independent entity.

Stephen Brown commented on the department's budget level for legal fees.

RESOLUTION AUTHORIZING AMENDMENTS TO THE LOAN AND LEASE AGREEMENTS WITH BANK OF AMERICA AND BANC OF AMERICA PUBLIC CAPITAL CORP

Patty Duquette Vice President of Financial Services presented a summary of the Resolution authorizing amendments to the Loan and Lease Agreements with Bank of America and Banc of America Public Capital Corp.

A motion was made by Dr. Sanford Cohen to approve a Resolution Authorizing and Approving the Execution and Delivery of Amendments to the Existing Loan and Lease Agreements with Bank of America, N.A. and Banc of America Public Capital Corp; Authorizing the Execution and Delivery of and the Taking of All Other Necessary Actions in Connection therewith; Providing for Severability; and Providing an Effective Date.

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

COMMITTEES SUMMARIES AND RECOMMENDATIONS

Donna Clarke, Treasurer, Chair of the Board Finance & Investment Committee presented a Verbal Update of the committee meeting held on 5/7/20. Discussion ensued.

A motion was made by Donna Clarke to approve the recommendation from the Finance & Investment Committee for the FY 2021 LH Compensation Program Recommendations pending the Board of Directors' final approval of the FY 2021 LH Budget.

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

A motion was made by Donna Clarke to approve the recommendation from the Finance & Investment Committee for the FY 2021 LH Benefits Program Recommendations pending the Board of Directors' final approval of the Fiscal Year 2021 LH Budget.

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

A motion was made by Donna Clarke to approve the recommendation from the Finance & Investment Committee of a gain from operations target and budget assumptions to correspond with a 3.0% operating margin and establish the financial goals for the FY 2021 budget.

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

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Nancy McGovern, Board Member, Committee Chair of the Audit Committee asked for a motion to accept the recommendation from the Audit Committee that PWC conduct the FY 2020 Financial audit.

A motion was made by Jessica Carter Peer to approve that PWC conduct the FY 2020 financial audit for Lee Memorial Health System, Lee County Trauma Service District and Lee Memorial Health System Foundation, Inc. in the manner as outlined in the engagement letter.

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

BOARD MEETING EVALUATION

Consensus was meeting was informative, productive and organized. David Collins asked Board members opinions on potentially holding the June 25, 2020 Board meeting as a “hybrid” with those Board Members feeling comfortable attending at the Gulf Coast Medical Center Office Building Board room and those who prefer, attending via WebEx.

NEXT REGULAR MEETING

The next LEE HEALTH BOARD OF DIRECTORS SPECIAL MEETING will be held on JUNE 11, 2020 at 1:00 p.m.

Teleconference Call: 1-415-655-0002

Access Code: 479 493 525

ADJOURNMENT

The Lee Health System Board of Directors Meeting adjourned at 3:03 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:**6/11/20**