

BOARD OF DIRECTORS MEETING MINUTES

Thursday November 19, 2020

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

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

Stephen Brown, MD, Board Member, virtual attendance

Sanford N. Cohen, MD, Board Member

Chris Hansen, Board Member, virtual attendance

Jessica Carter Peer, Board Member

Stephanie Meyer, BSN, RN, Board Member

Nancy McGovern, RN, MSM, Board Member, virtual attendance

MEMBERS ABSENT:

Diane Champion, Board Secretary

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.

Chair David Collins reminded Board Members that at the last Board meeting there was Board approval to increase Governance Committee members to five. Chair Collins invited Dr. Stephen Brown, Board Member to join the Governance Committee and Dr. Brown agreed to serve on the committee. David Collins reminded board members that Jessica Carter Peer will continue to chair the Governance Committee until the end of her term on 12/31/2020. David Collins then asked Dr. Sanford Cohen if he would serve as interim Governance Chair from January 1, 2021 until the Governance committee had completed their work on the committee assignment process for 2021.

CONSENT AGENDA

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

- A. Board Meeting Minutes of 10/29/2020**
- B. Medical Staff Credentialing**
- C. Risk Management Report**

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The motion was seconded by Dr. Stephen Brown and carried with no opposition.

PHYSICIAN LEADERSHIP COUNCIL UPDATE

No report.

LEGISLATIVE UPDATE

Michael Nachev, Director of Government Relations presented the proposed Legislative Priorities for 2021.

Discussion ensued regarding the proposed changes to the health system enabling legislation.

David Collins asked for approval of the 2021 Legislative Priorities.

A motion was made by Therese Everly to approve the 2021 Lee Health Legislative Priorities. The motion was seconded by Stephanie Meyer and carried with no opposition.

RECESS MEETING

Meeting Recessed at 1:33 pm to convene Lee County Trauma Services District meeting.

RECONVENE MEETING

Reconvened Full Board Meeting at 2:14 pm by David Collins, Board Chair.

ATTORNEY ITEM

George Knott, Board Counsel asked for a motion to ratify and reaffirm all actions taken by the Lee Memorial Health System Board of Directors virtually at the Board Meetings between March 26, 2020 and October 29, 2020. All such actions to be effective as of the date of the meeting at which they were taken.

A motion was made by Dr. Sanford Cohen to ratify and reaffirm all actions taken by the Lee Memorial Health System Board of Directors virtually at the following Meetings of the Board of Directors; March 26, 2020, April 10, 2020 (Special Meeting), April 16, 2020 (Special Meeting), April 23, 2020 (Special Meeting), April 30, 2020), May 7, 2020 (Special Meeting), May 21, 2020 (Special Meeting), May 28, 2020), June 11, 2020 (Special meeting), June 25, 2020, August 27, 2020, September 24, 2020 October 29, 2020. The motion was seconded by Chris Hansen and carried with no opposition.

STRATEGIC / CLINICAL ALLIANCE

Scott Nygaard, MD Chief Operating Officer updated the Board on the proposed strategic alliance with Cleveland Clinic. He outlined the formation of a development committee comprised of eight members, four from each organization to begin the process and the formation of clinical workgroups including both employed and independent Lee Physicians. Discussion ensued with Board members wanting to be assured that the physicians would be involved from the top of the alliance structure and

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to be clear this alliance did not involve any change in Lee Health's organizational existence.

A motion was made by Donna Clarke to authorize and direct Dr. Lawrence Antonucci to execute the Strategic Alliance Agreement with the Cleveland Clinic on behalf of Lee Health, subject to final review and approval of such documents by Board Counsel. The motion was seconded by Jessica Carter Peer and carried with no opposition.

DOVER KOHL PRESENTATION

Ben Spence Chief Financial Officer introduced Victor Dover and Luiza Leite from Dover Kohl. They presented the Board Members with possible land use information for the 43-acre parcel on US 41 near Coconut Point. Discussion ensued.

COMMITTEES SUMMARIES AND RECOMMENDATIONS

David Collins, Chair of the President/CEO Executive Compensation Committee presented an Executive Summary of the committee meeting held 11/10/20 and 11/13/20. Discussion ensued.

A motion was made by Therese Everly to approve the President and CEO Performance Review document to the full Board of Directors for use to assess the President and CEO's performance for Fiscal Years 2021 and 2022. The motion was seconded by Nancy McGovern and carried with no opposition.

A motion was made by Dr. Stephen Brown to approve the President/CEO Short Term Incentive Plan metrics for FY2021 as presented and to authorize, upon final legal review and approval, the Chairman of the Board for LMHS to execute the FY2021 Short Term Incentive Plan. The motion was seconded by Chris Hansen and carried with no opposition.

Donna Clarke, Board Treasurer, Finance & Investment Committee Chair presented an Executive Summary of the committee meeting held 10/28/20. Discussion ensued.

A motion was made by Donna Clarke to approve the project scope and associated lease terms approved by Board counsel, to contract with a developer to build "to suit" a new Child Care Center of 19,706 sq. ft. adjacent to the campus of Gulf Coast Medical Center. The property is on Plantation Road just north of our new Skilled Nursing Facility. The motion was seconded by Chris Hansen and carried with no opposition.

Therese Everly, Board Vice Chair, Committee Chair presented a Quality, Safety & Patient Experience Committee Executive Summary, of the committee meeting held on 10/22/20. Discussion ensued.

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Chair David Collins invited Governance Chair Jessica Carter Peer to address the Board. Jessica reminded Board Members of their accomplishments over the last three years working with Pam Knecht and ACCORD Ltd. to implement the following;

- Creating a comprehensive committee structure and accompanying documentation (e.g., charters);
- Engaging more physicians and community members in governance;
- Clarifying board members' roles and responsibilities;
- Strengthening the partnership between the board and administration while respecting the governance-management distinction;
- Improving information flow and the use of meeting time;
- Agreeing on and documenting policies to ensure effective functioning, and as needed, smooth transitions as new Board members are elected.

Jessica went on to express her thanks to Board Members stating she had enjoyed working with them over the past 8 years, and would continue to advocate for the community and Lee Health.

BOARD MEETING EVALUATION

David Collins, expressed his gratitude for outgoing Board Member Jessica Carter Peer. Board members were pleased with the length of the meeting's speed considering the amount of materials covered.

NEXT REGULAR MEETING

The next Board of Directors Swearing in Ceremony and Board of Directors Orientation will be held on January 5, 2021 at 1:00 p.m.

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GCMC Boardroom

ADJOURNMENT

The Lee Health System Board of Directors Meeting was adjourned at 4:11 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: **1/28/21**