

BOARD OF DIRECTORS SPECIAL MEETING MINUTES

Thursday June 11, 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
Jessica Carter Peer, Board Member

MEMBERS ABSENT:

Nancy McGovern, RN, MSM, Board Member
Stephanie Meyer, BSN, RN, Board Member

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

INVOCATION & PLEDGE

Mike Warthen, M.Div., BCC gave the Invocation, followed by the Pledge of Allegiance.

PUBLIC INPUT

None at this time.

George Knott Board Counsel, notified David Collins after the Board Roll Call that there was not a quorum present. David Collins moved on to the President's Report Update.

PRESIDENT'S REPORT

Larry Antonucci, M.D., President & CEO shared with the Board that nationally we have reached 2 million Covid-19 cases, and that the first million was reached in 3 months and the second million in 6 weeks. Our state and county have had a 4 and 5 % mortality rate with the slight higher local rate due to our older average age population. Covid-19 positive rate is at about 9%. ER visits and surgery volumes are approaching near normal rates for this time of year.

Dr. Antonucci reported on seeing what he termed "social distancing fatigue" and cautioned that continued use of social distancing, wearing masks, hand washing and hand sanitizers were still needed. Lee Health visitation policy has been revised to allow family visitors who wear masks, and pass a screening to include a temperature check, to see patients.

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Final Voluntary Exit Program numbers total 700 after some were deemed not eligible. There was a total of 244 Summer Sabbatical requests. The requests still need to be reviewed by directors, with final review by Chief Executives within the next week.

Board Members Sanford Cohen, M.D. and Chris Hansen were connected to the meeting by 1:13 pm., Board Chair returned to the Consent Agenda item.

CONSENT AGENDA

David Collins pulled the item A minutes dated 5/28/20 from the consent agenda.

Therese Everly asked to pull consent agenda items B and C from the consent agenda. Board Chair requested that Donna Clarke modify her motion on the minutes for 5/28/20 to change the word “profit” to the word “operating”.

Donna Clarke did make a motion 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. Due to telephonic issues Dr. Cohen was not connected for the vote.

Therese Everly Board Vice Chair, asked to discuss consent agenda items B and C together. These items are coming to the Board for the first time and as such it was felt these should have been regular agenda items for discussion. Therese asked system legal counsel if there were any other appointments that the Board are responsible for beside these two? Discussion ensued.

System legal counsel will work within the Governance Committee to answer if there are any other Board appointments.

Therese Everly made a motion to appoint Mary Beth Saunders, D.O., as the qualified infection preventionist / infection control professional responsible for the infection prevention and control program for Lee Health hospitals and facilities as recommended by medical staff leadership and nursing leadership. The motion was seconded by Jessica Carter Peer and passed with no opposition.

Therese Everly, made a motion to appoint Mary Beth Saunders, D.O., as the qualified leader of the antibiotic stewardship program for Lee Health hospitals and facilities as recommended by medical staff leadership and pharmacy leadership. The motion was seconded by Jessica Carter Peer and carried with no opposition.

PHYSICIAN LEADERSHIP COUNCIL UPDATE

William Hearn, D.O., PLC Chairman, presented the Physician Leadership Council Report. Topics included the Medical Staffs focus shifting to quality improvement from Covid-19. Dr. Hearn pointed out that quality is directly tied to patient satisfaction. The Med Staffs are looking at availability of services. Dr. Hearn spoke about how a

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patient's perspective of how long they wait to have a procedure done, can affect both their and their families' perception of our services. He pointed out how communication played a key role in all processes.

Dr. Hearn informed the Board of the appointment of Dr. Alex Daneshmand to head the Clinical Collaboration Council. Therese Everly requested that System legal counsel send slide(s) to Board members to refresh what relationship / roles the Medical Staffs and Board have.

OTHER ITEMS

Board Chair David Collins reminded the Board that the CEO/President contract for Dr. Larry Antonucci needed to be addressed. Chair Collins said as this is the first time the Board has had to work with a contract with both long and short term incentives built in, he would like to form an Executive Committee to work with a consultant to get advice. Discussion ensued.

Therese Everly made a motion to create a President / CEO Compensation Committee to include the Officers of the Lee Health Board of Directors, Board Counsel, and may include an executive compensation consultant. Donna Clarke seconded the motion and the motion was carried with Stephen Brown, M.D. opposed.

NEXT REGULAR MEETING

The next Lee Health Board of Directors Meeting will be held on June 25, 2020, at 1:00 p.m. at Gulf Coast Medical Center, Medical Office Building Boardroom, 13685 Doctor's Way, Fort Myers, FL 33912 also via WebEx Teleconference 1-415-655-0002 Access Code 479 493 525.

ADJOURNMENT

The Lee Health System Board of Directors Meeting adjourned at 2:24p.m. by David Collins, Board Chair.

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

Signed by: **/Diane Champion/**

Board Secretary

Date: **6/25/2020**