

GOVERNANCE COMMITTEE MEETING MINUTES 3/5/21

March 5, 2021

Teleconference Dial-In # 1 415 655 0002 Access Code 172 115 8439

MEMBERS PRESENT:

Stephen Brown, MD, Board Member

Diane Champion, Board Member

Donna Clarke, Board Member

MEMBERS ABSENT:

Sanford N. Cohen, MD, Committee Chair

OTHERS PRESENT:

Genny White, Board Office Coordinator

Tracy Pyles, Senior Managing Attorney

Mary A. McGillicuddy, General Counsel, Administrative Sponsor

George Knott, Board Counsel

James Humphrey, Board Counsel

Josephine Desibia, Assistant to Chief Legal Officer

The Governance Committee Meeting was called to order at 1:00 p.m. by Dr. Steve Brown at the request of the Committee Chair and the Board Chair as the Committee Chair, Sanford Cohen, was unable to attend the Committee's meeting on March 5th.

PUBLIC INPUT STATEMENT

Dr. Steve Brown acknowledged the Public Input Statement.

CONSENT AGENDA

Dr. Steve Brown asked for approval of the consent agenda consisting of the October 19, 2020 Governance Committee Meeting Minutes and a proposed list of policy revisions due for review based upon established review dates, as follows:

- (1) RETIRE Policy 10.26C, Arrangement with Large Commercial User of System Services, because it is outdated and no longer applies to Lee Health operations;
- (2) REVISE Policy 10.55B, General Operations Board Officers - Duties and Election, to provide clarity to the Board Officer Election Nomination period;
- (3) NO REVISIONS to Policy 30.05 Direct Consultation with Medical Staff Leader;

- (4) REVISE Policy 40.02J President/CEO Compensation & Performance Review, to align the policy with the President and CEO's Employment Agreement and new Performance Evaluation tool; and
- (5) REVISE the Board Attorney Performance Review form, which is an attachment to Policy 40.11 Board Attorney Performance Review, to align the rating scale for the annual evaluation of Board Counsel with the rating scale for the CEO's annual evaluation and to add an item to the form related to fiduciary duties.

A motion was made by Donna Clarke to approve the Consent Agenda as presented.

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

WORK PLAN

The Governance Committee reviewed its Work plan for the year and discussed whether any changes should be made. There was robust discussion regarding the Committee's work populating Board Committees and agreement to bring the topic to the Governance Committee's next meeting in June. The main points discussed centered on the cycle and timing for populating Board Committees.

A motion was made by Kathy Bridge-Liles to approve the Work plan as presented.

The motion was seconded by Donna Clarke and carried with no opposition.

COMMITTEE ASSIGNMENT PROCESS

The Committee reviewed the process for populating Board Committees, including that the Board Chair appoints Board Members and Committee Chairs to Board Committees, unless the Charter requires otherwise. The full Board appoints Community Members and Physician Members to Board Committees.

To begin the process, Sanford Cohen, MD, as Chair of the Governance Committee, sent letters to Board Members requesting their feedback regarding their preferred Committee Assignment and, for those serving as Committee Chairs, seeking feedback about their Committee Members and overall reflections about their Committees. Every Board Member responded with feedback.

BOARD MEMBER AND COMMITTEE CHAIR ASSIGNMENT

The Committee reviewed and discussed all of the feedback received from Board Members. All Committee Chairs indicated a desire to continue serving as Committee Chair. Further, by virtue of being re-elected Board Treasurer, that means Donna Clarke also remains Chair of the Finance and Investment Committee pursuant to its Charter, which states that the Board Treasurer serves as the Committee Chair.

Donna Clarke moved to recommend to the Board Chair that all Committee Chairs remain in place (Nancy McGovern for Audit Chair, Chris Hansen for Community Health Improvement Chair, Donna Clarke for Finance and Investment Chair – per Charter, Sanford Cohen, MD, for Governance Chair, and Therese Everly for QSPE Chair).

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

BOARD MEMBER COMMITTEE ASSIGNMENTS

Generally, most Board Members indicated a desire to remain on their existing Committees. A few Board Members provided additional specific feedback. Board Chair, David Collins, requested to serve on one Committee, the Finance and Investment Committee, and would like to move off the Community Health Improvement Committee. Board Member, Kathy Bridge-Liles, who is a new Board Member and, as such, assumed Jessica Carter Peer's membership on the Governance and Audit Committees, expressed her desire at the meeting to serve on the Governance and QSPE Committees. The Committee discussed the feedback.

Diane Champion moved to recommend to the Board Chair that all Board Members maintain their current Board Committee assignments, with the following changes:

- **Kathy Bridge-Liles will move off the Audit Committee and join the QSPE Committee;**
- **Stephen Brown, MD, will move off the QSPE Committee and join the Audit Committee;**
- **David Collins will move off the Community Health Improvement Committee; and**
- **Donna Clarke will join the Community Health Improvement Committee.**

The motion was seconded by Kathy Bridge-Liles and carried with no opposition.

COMMUNITY MEMBER COMMITTEE APPOINTMENT

The Committee next reviewed feedback from Committee Chairs regarding the Community Members serving on their Committees. Every Committee Chair recommended that the Community Members be reappointed.

However, on January 27, 2021, after receiving the Committee Chairs' initial feedback, Minnie Jackson resigned from the Community Health Improvement Committee. To allow the Community Health Improvement Committee ample time to seek applicants, the Committee asked that its Community Member applicants be considered at the Governance Committee's June 7, 2021 meeting for a recommendation to the full Board of Directors at its June 24, 2021 meeting.

After discussion, Kathy Bridge-Liles moved to recommend to the full Board of Directors that all Community Members, other than Minnie Jackson due to her resignation, continue serving on their Committees.

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

PHYSICIAN MEMBER COMMITTEE ASSIGNMENT

Quality, Safety, Patient Experience Committee

The Governance Committee reviewed feedback from the QSPE Committee Chair and recommendations from each facility Medical Executive Committee for the Physician Members for the QSPE.

Kathy Bridge-Liles moved to recommend to the full Board of Directors that the following members of the Medical Staff serve as Physician Members of the QSPE Committee until the next Physician Member reappointment cycle:

- **Asif Azam, MD, Lee Memorial Hospital**
- **Keri Mason, DO, Cape Coral Hospital,**
- **Larry Hobbs, MD, Gulf Coast Medical Center**
- **Yanet Rios, MD, Golisano Children's Hospital**
- **Leah Boyette, MD, HealthPark Medical Center**

The motion was seconded by Donna Clarke and carried with no opposition.

The Governance Committee thanked the physicians who stepped down from the QSPE for their valued service on the Board's Committee, Eric Eason, MD, and Orlando Escarcega, MD.

Community Health Improvement Committee

The current Chair of the Community Health Improvement Committee recommended the reappointment of the current Physician Member serving on the Committee, Joanna Muller Carioba, MD, to continue to serve on the Committee. A recommendation is pending with the Physician Leadership Council.

A motion was made by Donna Clarke to recommend to the full Board of Directors the reappointment of Joanna Muller Carioba, MD, to continue serving on the Community Health Improvement Committee, contingent upon a favorable recommendation of the Physician Leadership Council.

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

Finance and Investment Committee

The current Chair of the Finance and Investment Committee recommended the reappointment of the current Physician Member serving on the Committee, William Hearn, DO, to continue to serve on the Committee. A recommendation is pending with the Physician Leadership Council.

A motion was made by Donna Clarke to recommend to the full Board of Directors the reappointment of William Hearn, DO, to continue serving on the Finance and Investment Committee, contingent upon a favorable recommendation of the Physician Leadership Council.

The motion was seconded by Kathy Bridge-Liles and carried with no opposition.

NEXT REGULAR MEETING

The next Governance Committee Meeting will be held on June 7, 2021, at 1:00 p.m.
Teleconference Call: Dial in number 1-415-655-0002 / Access code: 172 899 7903#.

ADJOURNMENT

The Governance Committee Meeting adjourned at 2:00 p.m. by Dr. Steve Brown, who chaired the Committee on behalf of Dr. Cohen, the Committee's Chair.

Minutes were recorded by Josephine Desibia.

Signed by: **Sanford Cohen, MD., Committee Chair**

Date: **6/7/21**