



# Board of Directors Meeting Minutes

Lee Health

Aug 25, 2022 at 1:00 PM EDT

@ 13685 Doctors Way, Suite 190 Fort Myers, FL 33912 / WebEx

## **Attendance**

### **Board Members Present:**

Donna Clarke Chair, Therese Everly Vice Chair, David Collins Board Member, Stephen Brown MD Board Member, Nancy McGovern Board Member, Kathy Bridge-Liles Board Member, Diane Champion Secretary, Chris Hansen Treasurer

### **Board Members Absent:**

Stephanie Meyer Board Member

- I. Call to Order – (Donna Clarke, Board Chair)

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

- II. Invocation & Pledge of Allegiance (Rev. Mike Warthen, MDiv, BCC)

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

- III. Public Input

None.

- IV. Consent Agenda (Approve)

### **Motion:**

**A motion to approve the Consent Agenda consisting of:**

- A. Board Meeting Minutes of 6/30/22**
- B. Board Retreat Minutes of 8/11/22**
- C. Medical Staff Credentialing**
- D. Risk Management Report**

Motion moved by David Collins and motion seconded by Therese Everly. Carried with no opposition.

V. President's Report (Larry Antonucci, MD, President/CEO)

Larry Antonucci, MD., CEO & President provided Board Members with current COVID-19 census and system updates. In addition, he presented information to the Board about the following topics; CCH Internal Medicine Residency, Supply Chain Substitutions, Meds to Beds, Foundation Recognition, Strategic Communications, Public School Partnership, EPIC Honor Roll, Safety Net Hospital Alliance of Florida Board Meeting Update, Charity Care in Florida, and Brand Campaign.

Discussion ensued.

VI. Physician Leadership Council Update (Timothy Dougherty, MD., PLC Chairman)

Tim Dougherty, MD shared MEC meeting updates from each of the facilities. He announced the President elects who will serve for a one year period beginning 10/1/22 and ending on 9/30/23. They are Cape Coral Jean E. Hage, MD., Gulf Coast Samith Sandadi, MD., Golisano Emad S. Mansour, MD., Health Park Daniel J. Krauss MD., and Lee Memorial Lee D. Coghill, MD., who has been serving since 10/1/21.

VII. Consultants Competitive Negotiation Act (CCNA) Structural Engineering Firms – Approval for Contract Negotiations (Dave Kistel, VP & Chief Facilities Executive) (Approve)

Dave Kistel, VP & Chief Facilities Executive gave Board Members a progress report on several projects. Discussion ensued.

**Motion:**

**A motion was made to accept the Certification & Selection Committee's Rankings for the Continuing Services Contract for Structural Engineering Services as determined on June 28, 2022.**

Motion moved by Chris Hansen and motion seconded by Therese Everly. Carried with no opposition.

**Motion:**

**A motion was made to authorize Lee Health administration to Proceed with contract negotiations for Continuing Services Contract for Structural Engineering Services per**

**Board Policy 20.15 E and the Consultants Competitive Negotiation Act, starting with the three highest numerically ranked firms:**

**Structural Engineering Services:**

- 1. Master Consulting Engineers**
- 2. Liebl & Barrow Engineering**
- 3. Snell Engineering**

**and, if such negotiations are not successful to authorize the Lee Health administration to then negotiate with the next ranked firms.**

- 4. TLC Engineering Solutions**
- 5. Smith Seckman Reid**
- 6. McFarland Johnson**

Motion moved by Chris Hansen and motion seconded by Therese Everly. Carried with no opposition.

**Motion:**

**Upon successful negotiation in accordance with Board Policy 20.15 E, authorize the Board Chairman to execute Continuing Services Contract for Structural Engineering Services after review by Board counsel and Lee Health's Legal Department.**

Motion moved by Chris Hansen and motion seconded by David Collins. Carried with no opposition.

- VIII. Consultants Competitive Negotiation Act (CCNA) Construction Management Firms- Approval for Contract Negotiations (Dave Kistel, VP & Chief Facilities Executive) (Approve)

**Motion:**

**A motion to accept the Certification & Selection Committee's Rankings for the Continuing Services Contract for Construction Management Services at Risk Acute Care as determined on August 15, 2022.**

Motion moved by Chris Hansen and motion seconded by Kathy Bridge-Liles. Carried with no opposition.

**Motion:**

**A motion to authorize Lee Health administration to Proceed with contract negotiations for Continuing Services Contracts for Construction Management Services at Risk Acute Care per Board Policy 20.15 E and the Consultants Competitive Negotiation Act, starting with the three highest numerically ranked firms:**

**Construction Management Firm:**

- 1. RD Johnson Construction, Inc.**
- 2. J2 Solutions, Inc.**
- 3. Charles Perry Partners, Inc.**

**and, if such negotiations are not successful to authorize the Lee Health administration to then negotiate with the next ranked firms.**

- 4. Stevens Construction, Inc.**
- 5. DeAngelis Diamond**
- 6. Gilbane Building Company**

Motion moved by Chris Hansen and motion seconded by Kathy Bridge-Liles. Carried with no opposition.

**Motion:**

**A motion to authorize upon successful negotiations in accordance with Board Policy 20.15 E, the Board Chair to execute Continuing Services Contracts with the three Construction Management Services at Risk Acute Care Services firms after review by Board counsel and Lee Health's Legal Department.**

Motion moved by Chris Hansen and motion seconded by David Collins. Carried with no opposition.

**Motion:**

**A Motion to accept the Certification & Selection Committee's Rankings for the Continuing Services Contracts for Construction Management Services at Risk Outpatient Services as determined on August 15, 2022.**

Motion moved by Chris Hansen and motion seconded by Therese Everly. Carried with no opposition.

**Motion:**

**A motion to authorize Lee Health administration to Proceed with contract negotiations for Continuing Services Contracts for Construction Management Services at Risk**

**Outpatient Services per Board Policy 20.15 E and the Consultants Competitive Negotiation Act, starting with the three highest numerically ranked firms:**

**Construction Management Firm:**

- 1. RD Johnson Construction, Inc.**
- 2. Stevens Construction, Inc.**
- 3. Charles Perry Partners, Inc.**

**and, if such negotiations are not successful to authorize the Lee Health administration to then negotiate with the next ranked firms.**

- 4. Owen-Ames-Kimball Co**
- 5. DeAngelis Diamond**
- 6. Manhattan Construction**

Motion moved by Chris Hansen and motion seconded by Kathy Bridge-Liles. Carried with no opposition.

**Motion:**

**A motion to authorize upon successful negotiation in accordance with Board Policy 20.15 E, the Board Chair to execute Continuing Services Contracts with the three Construction Management Services at Risk Outpatient Services firms after review by Board counsel and Lee Health's Legal Department.**

Motion moved by Chris Hansen and motion seconded by David Collins. Carried with no opposition.

- IX. Commissioning Authority- Approval for Contract Negotiations (Dave Kistel, VP & Chief Facilities Executive) (Approve)

**Motion:**

**Motion to accept the Certification & Selection Committee's rankings for Commissioning Authority services for Lee Health Fort Myers Campus as determined on July 7, 2022.**

Motion moved by Chris Hansen and motion seconded by David Collins. Carried with no opposition.

**Motion:**

**Motion to authorize Lee Health administration to proceed with contract negotiations for Commissioning Authority services for Lee Health Fort Myers Campus, per Board Policy 20.16H, starting with the highest numerically ranked firm in the following order:**

- 1. Smith Seckman Reid, Inc.**
- 2. Affiliated Engineers SE, Inc.**
- 3. TLC Engineering Solutions, Inc.**

**and, if such negotiations are not successful, to authorize the Lee Health administration to then negotiate with the next ranked firms.**

Motion moved by Chris Hansen and motion seconded by Kathy Bridge-Liles. Carried with no opposition.

**Motion:**

**Motion to authorize, upon successful negotiation in accordance with Board Policy 20.16H, the Board Chair to execute a contract for Commissioning Authority services for Lee Health Fort Myers Campus, after review by Board counsel and Lee Health's Legal Department.**

Motion moved by Chris Hansen and motion seconded by Stephen Brown, MD. Carried with no opposition.

RECESS

Meeting recessed at 2:10 p.m. to convene the Lee county Trauma Services District Meeting.

RECONVENE

Reconvened Full Board Meeting at 2:53 p.m. by Donna Clarke, Board Chair

X. Committees' Summaries and Recommendations

- A. Governance Committee Executive Summary (from Committee Meeting on 8/2/22) (Stephen Brown, MD, Committee Chair)

Stephen Brown, MD., Board Member and Governance Committee Chair reviewed the executive summary from the committee meeting held on August 2, 2022. Lengthy discussion ensued.

**Motion:**

**Motion to approve revisions to Board Policy 10.05H, entitled Duties and Responsibility of Board of Directors, as presented.**

Motion moved by David Collins and motion seconded by Kathy Bridge-Liles.  
Motion carried with Nancy McGovern opposed.

**Motion:**

**Motion to approve revisions to Board Policy 10.06E, Conduct of Board Business, to enhance the procedure for requesting virtual attendance at regular Board Meetings and to connect Board Member physical attendance at regular Board meetings to compensation.**

Motion moved by David Collins and motion seconded by Diane Champion.

**Motion:**

**Motion made by Therese Everly to amend the proposed motion to strike the requirement that requests for virtual attendance be made to, and approved by, the Board Chair five days before regular Board Meeting and replace that provision to require Board Members provide five day's advance notice of virtual attendance to the Board Office, and to modify the proposed language regarding permissible absences from regular Board Meetings to increase the allowed number from one (1) to two (2) per calendar year. The motion as amended was seconded by Kathy Bridge-Liles.**

The Motion as amended carried with Diane Champion opposed.

- B. Quality Safety and Patient Experience Committee Executive Summary (from Committee Meeting on 8/5/22) (Kathy Bridge-Liles, Committee Chair)

Kathy Bridge-Liles, Board Member and Quality, Safety and Patient Experience Committee Chair reviewed the executive summary from the committee meeting held on August 5, 2022.

Diane Champion left the meeting at 3:54 p.m.

- C. Finance and Investment Committee Executive Summary (from Committee Meeting on 8/10/22) (Chris Hansen, Committee Chair)

Chris Hansen, Board Treasurer and Finance and Investment Committee Chair reviewed the executive summary from the committee meeting held on August 10, 2022.

**Motion:**

**Motion that the Board approve the planning for a Central Lab & Specialty Pharmacy at 2976 Fowler Street, with anticipated construction completion prior to the opening of the new Fort Myers Hospital on Colonial and Challenger.**

Motion moved by Chris Hansen and motion seconded by Nancy McGovern.  
Motion was carried to amend with no opposition.

**Motion:**

**An amended motion that the Board approve the planning for a Central Lab & Data facility at 2976 Fowler Street, with anticipated construction completion prior to the opening of the new Fort Myers Hospital on Colonial and Challenger.**

Motion moved by David Collins and motion seconded by Therese Everly. Motion was carried with no opposition.

**Motion:**

**Motion that the Board to approve pursuing financing New Market Tax Credits to help fund the capital for this project and to explore other financing options.**

Motion moved by Chris Hansen and motion seconded by Nancy McGovern.  
Carried with no opposition.

Kathy Bridge Liles left the meeting at 4:12 p.m.

XI. Compliance Mandatory Education (Jeff Pigott, VP Compliance & Internal Audit)

Jeff Pigott, VP Compliance & Internal Audit and Lisa Whitacre Privacy Officer presented the Board members with Compliance Training including purpose and scope, program overview, relevant federal laws, conflict of interest, HIPPA privacy and resources.  
Discussion ensued.

All Board members attended, in person except Stephanie Meyer, who was absent.

XII. Board Counsel Update (George Knott, Deputy Board Counsel)

A. Lee Health's Behavioral Health Resolution



**Motion:**

**A motion was made to adopt a resolution of Lee Health's Behavioral Health Initiative.**

Motion moved by Therese Everly and motion seconded by Nancy McGovern.  
Carried with no opposition.

- B. Best Care Collaborative, LLC – Revision to Operating Agreement (Approve)

**Motion:**

**Motion to approve proposed revisions to the Operating Agreement between Lee Memorial Health System and Best Care Collaborative, LLC, subject to Board counsel's review.**

Motion moved by David Collins and motion seconded by Stephen Brown, MD.  
Carried with no opposition.

- XIII. Meeting Feedback and Board Member Reports

None.

- XIV. Adjourn

Meeting was adjourned at 4:38 p.m.

**Date of Next Meeting**

**September 29 2022 at 1:00 PM**

**Board of Directors Meeting**

**Location: Gulf Coast Medical Center Board Room, 13685 Doctor's Way Ft. Myers FL 33912**

**Teleconference: Dial-In # 1 415 655 0002 Access Code 2303 571 3124**

Board Minutes were prepared by Kathy J. Hagen, Assistant to the Board.

Signed:

Diane Champion  
10/11/2022 10:25 EDT