

BOARD OF DIRECTORS MEETING MINUTES 6/24/2021

Thursday June 24, 2021

Teleconference 1-415-655-0002 Access Code 180 547 0383

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

Diane Champion, Board Secretary

Stephen Brown, MD, Board Member

Sanford N. Cohen, MD, Board Member

Chris Hansen, Board Member, virtual attendance

Kathy Bridge-Liles, RN, MS, Board Member

Stephanie Meyer, BSN, RN, Board Member, virtual attendance

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

MEMBERS ABSENT:

None

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

INVOCATION & PLEDGE

Rabbi Michael Schorin, MAPC, BCC, gave the Invocation, followed by the Pledge of Allegiance.

RETIREEE RECOGNITIONS

The Board of Directors recognized the following retirees, acknowledging with sincere appreciation their long service with Lee Health; Mary Carter 27 years, Elizabeth Davis 28 years, Douglas E. Peterson 29 Years, Kim E. Stillwell 31 years, and Cheryl Bell 32 years.

A motion was made by Donna Clarke to adopt a resolution proclaiming the Board's support and recognition of the exceptional service of the aforementioned retirees to Lee Health.

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

PUBLIC INPUT

None at this time.

CONSENT AGENDA

Therese Everly pulled item B. Medical Staff Credentialing from the Consent Agenda.

A motion was made by Diane Champion to approve the Consent Agenda consisting of:

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A. Board Meeting Minutes of 5/27/21

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

Discussion ensued about Medical Staff vacancies.

A motion was made by Therese Everly to approve the Medical Staff Credentialing. The motion was seconded by Donna Clarke and carried with no opposition.

Stephanie Meyer recused herself from the Medical Staff Credentialing vote.

PRESIDENT'S REPORT

Larry Antonucci, President/CEO presented to the Board an update on COVID 19 and vaccine availability, and announced the closing of the incident command center for COVID that had operated for 472 days. He shared system updates on telehealth's expansion including the start of a NICU view for parents which has received an overwhelming positive response. He announced the August 2nd start of the new VP of Oncology, Debra Wilson. Other topics included the High Reliability Award to Heart Central for over 4 years without a serious safety event, update on government relations, discussion on whether the projected physician shortage is real, Biden budget takeaways and Apple's Health Care challenges. Discussion ensued.

Chris Hansen joined the meeting at 1:15 pm.

David Collins Board Chair presented Larry Antonucci with his 15-year Lee Health Service award pin and plaque.

PHYSICIAN LEADERSHIP COUNCIL UPDATE

Dr. William Hearn, PLC Chairman presented proposed amendment changes to the PLC By-Laws which include the addition of ad hoc non-voting members, and keeping the past chair on an additional two years, as a voting member, to provide continuity. These changes will come to the Board of Directors for approval when the review by the Medical Staff is completed.

Dr. Hearn also commented on PLC support of Dr. Kole's efforts on readmissions. The PLC approved the current physician committee members, Dr. Carioba and Dr. Hearn to serve on the CHI and Finance & Investment Committees for an additional year. Discussion ensued.

RESOLUTION RE LEASE APPROVAL BY PRESIDENT/CHIEF EXECUTIVE OFFICER OF LEE HEALTH

George Knott Deputy Board Counsel proposed changes to a previous resolution dated May 30, 2019. In order to adopt these changes the previous resolution must be rescinded.

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A motion was made by Stephen Brown, MD, to rescind, effective June 24, 2021, that Resolution of the Board of Directors of Lee Memorial Health System dated May 30, 2019, authorizing the Chief Executive Officer of Lee Health to approve certain lease of property. The motion was seconded by Therese Everly and carried with no opposition.

Due to a connectivity issue Stephanie Meyer was not present for the vote.

A motion was made by Donna Clarke to adopt the proposed resolution which sets forth additional criteria that a lease for real property must meet, before Lee Health's President/Chief Executive Officer may approve such lease. The motion was seconded by Therese Everly and carried with no opposition.

LAND ACQUISITION

Ben Spence, Chief Financial Officer presented Board members with a proposal to acquire 2 parcels of undeveloped land. Discussion ensued

A motion was made by Kathy Bridge-Liles to approve the purchase of 32± acres of land at 4453 Challenger Blvd for a purchase price of \$10,800,000 and the purchase of 20± acres of land at the Southeast corner of Colonial Blvd and Challenger Blvd for a purchase price of \$10,000,000, subject to the terms and conditions of the purchase agreement for each property, including satisfactory completion of due diligence. The motion was seconded by Donna Clarke and carried with no opposition.

A motion was made by Kathy Bridge-Liles to authorize Lee Health's CEO or CFO to execute all closing documents with terms consistent with those presented to the Board of Directors and subject to final review and approval of these documents by Lee Health counsel and counsel to the Board of Directors. The motion was seconded by Donna Clarke and carried with no opposition.

MEETING RECESSED AT 2:35 PM

MEETING RECONVENED AT 2:45 PM

COMMITTEES SUMMARIES AND RECOMMENDATIONS

Therese Everly, Quality, Safety & Patient Experience Committee Chair, presented an Executive Summary of the committee meeting held on June 4, 2021. Discussion ensued.

Sanford Cohen, MD, Chair of the Governance Committee presented an Executive Summary of the committee meeting held on June 7, 2021, Discussion ensued.

A motion was made by Donna Clarke to approve the revisions to Board Policy 10.56 entitled Board of Directors Omnibus Policy on Committees which extend

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the term of service from one (1) year to two (2) years (unless appointed to fill a vacancy), as recommended by the Governance Committee. The motion was seconded by Kathy Bridge-Liles and carried with no opposition.

A motion was made by Sanford Cohen, MD. to approve the revisions to Board Policy 10.57 entitled Board Committee Community and Physician Member Appointment Process which removes the reference to an annual assignment process, as recommended by the Governance Committee. The motion was seconded by Donna Clarke and carried with no opposition.

A motion was made by Donna Clarke to approve the revision to each Committee Charter as recommended by the Governance Committee as follows:

- Delete the following sentence from each Charter “Without limiting the number of terms Committee members may serve, Committee members shall serve a one (1) year term on the Committee.”**
- Insert the following sentence into each Charter “The term of service for Committee members is delineated in the Board of Director’s Omnibus Policy on Committees.”**

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

A motion was made by Sanford Cohen, MD. to approve the revisions to the Community Health Improvement Charter to allow more than two (2) Community Members to serve on the Committee. The motion was seconded by Kathy Bridge-Liles and carried with Donna Clarke opposed.

A motion was made by Kathy Bridge-Liles to approve the recommendation of the Governance Committee to appoint Laura Ragain and Nadine Singh to serve as Community Members on the Community Health Improvement Committee until the next Community Member reappointment cycle. The motion was seconded by Diane Champion and carried with no opposition.

Donna Clarke, Finance & Investment Committee Chair presented an Executive Summary of the meeting held on June 10, 2021. Discussion ensued.

A motion was made by Donna Clarke to approve Board Policy 20.09L – Capital Assets: Authorization, Expenditures and Disposal with no proposed revisions. The motion was seconded by Sanford Cohen, MD. and carried with no opposition.

A motion was made by Donna Clarke to approve the FY 2022 LH Compensation Program Recommendations pending the Board of Directors’ final approval of the

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FY 2022 LH Budget. The motion was seconded by Stephen Brown, MD. and carried with no opposition.

A motion was made by Donna Clarke to approve the FY 2022 LH Benefits Program Recommendations pending the Board of Directors' final approval of the Fiscal Year 2022 LH Budget. The motion was seconded by Diane Champion and carried with no opposition.

A motion was made by Donna Clarke to approve the purchase of the property located at 12451 Gateway Boulevard for a purchase price of \$7,000,000, subject to the terms and conditions of the purchase agreement, including satisfactory completion of due diligence. The motion was seconded by Sanford Cohen, MD. and carried with Therese Everly opposed.

A motion was made by Donna Clarke to authorize Lee Health's CEO or CFO to execute all closing documents with terms consistent with those presented to the Board of Directors and subject to final review and approval of these documents by Lee Health counsel and counsel to the Board of Directors. The motion was seconded by Stephen Brown, MD. and carried with Therese Everly opposed.

A motion was made by Donna Clarke to authorize Lee Health's CEO to determine and approve financing for the purchase price, including a credit tenant lease financing vehicle, if desirable, or other financing approved by Lee Health's CEO, Lee Health Counsel, and Counsel to the Board of Directors, and if no such financing is so approved, then Lee Health's CEO is authorized to cause the purchase price to be paid in cash or other immediately available funds. The motion was seconded by Stephen Brown, MD. and carried with Therese Everly opposed.

A motion was made by to approve improvements to the property of up to \$5 million, to be used from the strategic growth capital fund. The motion was seconded by Stephen Brown, MD. and carried with Therese Everly opposed.

LEE HEALTH NURSING ENGAGEMENT STRATEGIES

Jennifer Higgins Chief Nursing Officer, updated the Board members on several topics including; Chief Nurse Executive Team, nurse engagement, professional practice model, magnet journey, clinical circle, and future direction. Discussion ensued.

MEETING FEEDBACK AND BOARD MEMBER REPORTS

Board member's consensus was an efficient agenda with good examples of the committee process working well.

NEXT REGULAR MEETING

BOARD OF DIRECTORS MEETING MINUTES – 6/24/2021

The next Board of Directors Meeting will be held on August 26, 2021 at 1:00 p.m.
13685 Doctors Way, suite 190
Fort Myers, FL 33912
GCMC Boardroom
Teleconference 1-415-655-0002 Access Code 172 932 7712

ADJOURNMENT

The Lee Health System Board of Directors Meeting was adjourned at 5:04 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: **8/26/21**