

**SOUTH BROWARD HOSPITAL DISTRICT  
SPECIAL MEETING OF THE BOARD OF COMMISSIONERS OF THE  
SOUTH BROWARD HOSPITAL DISTRICT  
JUNE 14, 2023**

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The following Board members were in attendance:

Mr. Brad Friedman	Chairman	In person
Ms. Elizabeth Justen	Vice Chairman	In person
Mr. Steven Harvey	Secretary Treasurer	In person
Mr. Jose Basulto		By video
Dr. Luis Orta		In person
Ms. Laura Raybin Miller		In person

The following Board member was absent:

Mr. Douglas Harrison

The following staff were in attendance:

Mr. Scott Wester	President and Chief Executive Officer (agenda items 1-4 only)
Mr. Frank Rainer	Senior Vice President and General Counsel (agenda items 1 and 3 only)
Ms. Denise DiCesare	Chief Compliance and Internal Audit Officer (agenda items 1 and 2 only)

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The South Broward Hospital District Board of Commissioners met on June 14, 2023, at 4:30 p.m., to conduct the annual performance reviews of Mr. Scott Wester, President and Chief Executive Officer, Mr. Frank Rainer, Senior Vice President and General Counsel, and Ms. Denise DiCesare, Chief Compliance and Internal Audit Officer.

**1. CALL TO ORDER / PUBLIC MEETING CERTIFICATION**

Mr. Friedman called the Meeting to order. Mr. Rainer confirmed that all public notice requirements had been complied with.

**2. ANNUAL PERFORMANCE EVALUATION OF MS. DENISE DICESARE, CHIEF COMPLIANCE AND INTERNAL AUDIT OFFICER**

Ms. Dicesare presented her accomplishments for the previous year. The Board then discussed her performance and commended her for her work over the past twelve months.

Ms. Justen ***moved, seconded*** by Mr. Harvey, that:

***THE BOARD OF COMMISSIONERS ACCEPTS THE EVALUATION BY  
ACCLAMATION OF MS. DENISE DICESARE, CHIEF COMPLIANCE  
AND INTERNAL AUDIT OFFICER, AND APPROVES A SALARY  
ADJUSTMENT, AS PER HUMAN RESOURCES COMPENSATION  
POLICY***

The Motion ***carried*** unanimously.

**3. ANNUAL PERFORMANCE EVALUATION OF MR. FRANK RAINER, SENIOR VICE PRESIDENT AND GENERAL COUNSEL**

Mr. Rainer presented his accomplishments for the previous year. The Board then discussed his performance and commended him for his work over the past twelve months.

Ms. Justen *moved, seconded* by Mr. Harvey, that:

***THE BOARD OF COMMISSIONERS ACCEPTS THE EVALUATION BY ACCLAMATION OF MR. FRANK RAINER, SENIOR VICE PRESIDENT AND GENERAL COUNSEL, AND APPROVES A SALARY ADJUSTMENT, AS PER HUMAN RESOURCES COMPENSATION POLICY***

The Motion *carried* unanimously.

**4. ANNUAL PERFORMANCE EVALUATION OF MR. SCOTT WESTER, PRESIDENT AND CHIEF EXECUTIVE OFFICER**

Mr. Wester presented his accomplishments for the previous year. The Board then discussed his performance and commended him for his work over the past twelve months.

Ms. Miller *moved, seconded* by Mr. Harvey, that:

***THE BOARD OF COMMISSIONERS ACCEPTS THE EVALUATION BY ACCLAMATION OF MR. SCOTT WESTER, PRESIDENT AND CHIEF EXECUTIVE OFFICER, AND APPROVES A SALARY ADJUSTMENT, AS PER HUMAN RESOURCES COMPENSATION POLICY***

The Motion *carried* unanimously.

The Board then discussed Mr. Wester's short-term bonus.

Ms. Justen *moved, seconded* by Mr. Harvey, that:

***THE BOARD OF COMMISSIONERS APPROVES A SHORT-TERM BONUS, PERSUANT TO THE PREVIOUSLY APPROVED SHORT-TERM INCENTIVE PLAN***

The Motion *carried*, with Dr. Orta voting nay.

**5. NEW BUSINESS**

Ms. Miller wished for the Board members to have a conversation regarding the upcoming slate of Officers, which is decided at the July Regular Board Meeting (designated as the Annual Meeting).

Ms. Miller wanted to put forward a nomination for Ms. Justen for the office of Chairperson of the Board, and asked if anyone else wished to be nominated. Ms. Justen expressed her interest in becoming Chairperson, and Mr. Friedman expressed his interest in seeking re-election to the role.

Dr. Orta left the room at this time.

Mr. Friedman confirmed that the elections were due to be held at the Regular Board Meeting in July, and that it would be the will of the Board at that time to determine who will be the next Chairperson through the election process.

**6. ADJOURNMENT**

Mr. Friedman adjourned the Meeting at 7:50 p.m.

**THE BOARD OF COMMISSIONERS OF THE SOUTH BROWARD HOSPITAL DISTRICT**



BY: \_\_\_\_\_

**Brad Friedman, Chairman**



ATTEST: \_\_\_\_\_

**Steven Harvey, Secretary Treasurer**