

**SOUTH BROWARD HOSPITAL DISTRICT**

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

**INCLUDING REPRESENTATIVES OF THE MEDICAL STAFF OF EACH OF ITS HOSPITALS**

**December 6, 2023**

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A Regular Meeting of the Board of Commissioners of the South Broward Hospital District (S.B.H.D.) was held in person, and by video and telephone conference, on Wednesday, December 6, 2023, at 5:30 p.m., in the Perry Board Room, 3111 Stirling Road, Hollywood, Florida.

The following members were present:

Ms. Elizabeth Justen	Chairwoman	In person
Mr. Steven Harvey	Vice Chairman	In person
Mr. Douglas Harrison	Secretary Treasurer	In person
Mr. Brad Friedman		In person
Dr. Luis Orta		By video

The following members were absent:

Mr. Jose Basulto  
Ms. Laura Raybin Miller

A registration sheet listing attendees in person is on file in the Executive Office.

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

There being a physical quorum present, the meeting was called to order by Ms. Justen, who noted that public participation is welcome.

Mr. Frank Rainer, Senior Vice President and General Counsel, confirmed and provided his certification as General Counsel that all public notice and open meeting (Sunshine) legal requirements had been complied with for this meeting.

**2. PRESENTATIONS**

**a. 2024 State Legislative Priorities Presentation; Ms. Lubby Navarro, Vice President, Government Affairs**

Ms. Navarro gave a presentation on the Florida Legislative Session for 2024 and Memorial's Legislative Priorities.

She began by giving a Statewide overview of the Governor's proposed budget, and listed highlights relating to the healthcare industry. She then gave details of the Legislative Session, highlighting the priorities put forward by Senate President Kathleen Passidomo and House Speaker Paul Renner.

Ms. Navarro then presented Memorial's main budget priorities. The first is for \$1M for the Medication Assisted Treatment (MAT-SDOH) Integration Program. She thanked the Memorial team of Tammy Tucker, PSYD, Vice President of Behavioral Health, Mr. Tim Curtin, Executive Director of Community Youth Services, Mr. Robert Alonso, Vice President of Strategic Planning, Ms. Christine Heft, Administrative Director of Grant Programs, and Ms. Lisa Yalkut, Manager of Grants Development, for putting the program together. She also thanked Senator Lauren Book and Representative Tom Fabricio for sponsoring the bill.

The second budget priority is for \$1M for the Joe DiMaggio Children's Hospital – New Solutions Intensive Outpatient Program. Ms. Navarro thanked Dr. Tucker, Mr. Curtin, Ms. Heft, and Ms. Caitlin Stella, Chief Executive Officer of Joe DiMaggio Children's Hospital, for putting the program together, and Senator Bryan Avila and Representative Alex Rizzo for sponsoring the bill.

Ms. Navarro also gave details of the following joint budget priorities for Broward County; Maternal Healthcare Funding for Broward Bright Beginnings – Reducing Maternal Morbidity and Mortality, and the City of Hollywood funding for Hollywood Memorial Regional Hospital Area Drainage Improvement. She thanked Ms. Melida Akiti, Vice President and Chief Community Officer, for her work on the former.

Finally, Ms. Navarro reported on Memorial's partner associations' advocacy dates, including FHA Hospital Days in Tallahassee from January 15-17, 2024.

### **3. APPROVAL OF MINUTES**

#### **a. Request Board Approval of the Minutes of the Regular Meeting Held on October 25, 2023**

A copy of the Minutes is on file in the Executive Office.

Mr. Harrison *moved, seconded* by Mr. Friedman, that:

***THE BOARD OF COMMISSIONERS APPROVES THE MINUTES OF  
THE REGULAR MEETING HELD ON OCTOBER 25, 2023***

The Motion *carried* unanimously.

#### **b. Request Board Approval of the Minutes of the Special Board Meeting – Final Tax Budget Hearing Held on November 15, 2023**

A copy of the Minutes is on file in the Executive Office.

Mr. Harvey *moved, seconded* by Mr. Harrison, that:

***THE BOARD OF COMMISSIONERS APPROVES THE MINUTES OF  
THE SPECIAL BOARD MEETING – FINAL TAX BUDGET HEARING  
HELD ON NOVEMBER 15, 2023***

The Motion *carried* unanimously.

4. **BOARD REGULAR BUSINESS**

a. **Medical Report; Aharon Sareli, M.D., Executive Vice President and Chief Medical Officer**

1) ***Request Board Approval of Revisions to Medical Staff Bylaws: Article 1 and 12.4. – Clarification of the Unified Medical Staff Status***

Dr. Sareli presented the revisions to the Medical Staff Bylaws.

Mr. Harvey *moved, seconded* by Mr. Harrison, that:

**THE BOARD OF COMMISSIONERS APPROVES THE REVISIONS TO THE MEDICAL STAFF BYLAWS: ARTICLE 1 AND 12.4. – CLARIFICATION OF THE UNIFIED MEDICAL STAFF STATUS**

The Motion *carried* unanimously.

b. **Quarterly Statistical Report; Ms. L. Carpenter, Executive Vice President and Chief Operating Officer**

1) ***Quarterly Statistical Report for the Period Ending October 31, 2023***

Ms. Carpenter presented the report for the quarterly period ending October 31, 2023.

The report was for information only and no action was required by the Board.

c. **Financial Report; Mr. D. Smith, Executive Vice President and Chief Financial Officer**

1) ***Request Board Approval of the Financial Report for the Month of October 2023***

Mr. Smith presented the financial report for the month of October 2023.

Mr. Harvey *moved, seconded* by Mr. Harrison, that:

**THE BOARD OF COMMISSIONERS APPROVES THE FINANCIAL REPORT FOR THE MONTH OF OCTOBER 2023**

The Motion *carried* unanimously.

d. **Legal Report; Mr. Frank Rainer, Senior Vice President and General Counsel**

1) ***Request Board Ratification of the Approval by the President / Chief Executive Officer / Administrator of the November Medical Staff Executive Committee Report for Each of the Hospitals that are Owned and / or Operated by the South Broward Hospital District, as Set Forth in Board Resolution 495, Delegating Such Authority Until Further Meeting of the Board of Commissioners***

Mr. Rainer presented Resolution 495 to the Board and details were clarified.

Mr. Harrison *moved, seconded* by Mr. Harvey, that:

**THE BOARD OF COMMISSIONERS RATIFIES THE APPROVAL BY THE PRESIDENT / CHIEF EXECUTIVE OFFICER / ADMINISTRATOR OF THE NOVEMBER MEDICAL STAFF EXECUTIVE COMMITTEE REPORT FOR EACH OF THE HOSPITALS THAT ARE OWNED AND / OR OPERATED BY THE SOUTH BROWARD HOSPITAL DISTRICT, AS SET FORTH IN BOARD RESOLUTION NO. 495, DELEGATING SUCH AUTHORITY UNTIL FURTHER MEETING OF THE BOARD OF COMMISSIONERS**

The motion *carried* unanimously.

The four Chiefs of Staff – Juan Martinez, M.D., Fausto De La Cruz, M.D., Juan Villegas, M.D., and Narendra Upadhyaya, M.D. - took the opportunity to wish the Board Members and Memorial staff Happy Holidays and a Happy New Year.

**5. REPORTS TO THE BOARD; REPORTS FROM BOARD OFFICERS AND STANDING COMMITTEES**

**a. Finance Committee Meeting Held on November 15, 2023; Ms. Elizabeth Justen, Chairwoman**

Ms. Justen presented the Minutes of the Finance Committee Meeting held on November 15, 2023, a copy of which is on file in the Executive Office. Mr. Veda Rampat, Treasurer, then gave details of the items discussed at the meeting.

- 1) Request Board Approval of the Investment Recommendations to: (I) Replace the Vanguard Global Minimum Volatility Equity Fund with a Passive MSCI ACWII Index Option, Adding a 10% Allocation to Both the Operating Funds and the Retirement Plan, and (II) to Replace Our Current High Yield Investment Manager (Chartwell) with Arena Short Duration High Yield, Adding an Initial 5% Allocation to the Operating Funds and to Maintain the Current 5% Allocation in the Retirement Plan**

Mr. Harvey *moved, seconded* by Mr. Friedman, that:

**THE BOARD OF COMMISSIONERS APPROVES THE INVESTMENT RECOMMENDATIONS TO: (I) REPLACE THE VANGUARD GLOBAL MINIMUM VOLATILITY EQUITY FUND WITH A PASSIVE MSCI ACWII INDEX OPTION, ADDING A 10% ALLOCATION TO BOTH THE OPERATING FUNDS AND THE RETIREMENT PLAN, AND (II) TO REPLACE OUR CURRENT HIGH YIELD INVESTMENT MANAGER (CHARTWELL) WITH ARENA SHORT DURATION HIGH YIELD, ADDING AN INITIAL 5% ALLOCATION TO THE OPERATING FUNDS AND TO MAINTAIN THE CURRENT 5% ALLOCATION IN THE RETIREMENT PLAN**

The Motion *carried* unanimously.

2) ***Request Board Acceptance of the Quarterly Operating Funds Performance Report – Executive Summary for September 30, 2023***

Mr. Harrison *moved, seconded* by Mr. Harvey, that:

***THE BOARD OF COMMISSIONERS ACCEPTS THE  
QUARTERLY OPERATING FUNDS PERFORMANCE REPORT  
– EXECUTIVE SUMMARY FOR SEPTEMBER 30, 2023***

The Motion *carried* unanimously.

3) ***Request Board Acceptance of the Quarterly Retirement Plan Performance Report – Executive Summary for September 30, 2023***

Mr. Harvey *moved, seconded* by Mr. Harrison, that:

***THE BOARD OF COMMISSIONERS ACCEPTS THE  
QUARTERLY RETIREMENT PLAN PERFORMANCE REPORT  
– EXECUTIVE SUMMARY FOR SEPTEMBER 30, 2023***

The Motion *carried* unanimously.

4) ***Request Board Acceptance of the Quarterly Defined Contribution Plans Performance Report – Executive Summary for September 30, 2023***

Mr. Harvey *moved, seconded* by Mr. Harrison, that:

***THE BOARD OF COMMISSIONERS ACCEPTS THE  
QUARTERLY COMBINED PLANS PERFORMANCE REPORT  
– EXECUTIVE SUMMARY FOR SEPTEMBER 30, 2023***

The Motion *carried* unanimously.

5) ***Request Board Approval for the Defined Contribution Plans Replacement of Several Vanguard Mutual Funds with Fidelity Mutual Funds***

Mr. Harvey *moved, seconded* by Mr. Friedman, that:

***THE BOARD OF COMMISSIONERS APPROVES THE  
DEFINED CONTRIBUTION PLANS REPLACEMENT OF  
SEVERAL VANGUARD MUTUAL FUNDS WITH FIDELITY  
MUTUAL FUNDS***

The Motion *carried* unanimously.

6) ***Request Board Approval of the Minutes of the Finance Committee Meeting Held on November 15, 2023***

Mr. Harvey *moved, seconded* by Mr. Harrison, that:

**THE BOARD OF COMMISSIONERS APPROVES THE  
MINUTES OF THE FINANCE COMMITTEE MEETING HELD ON  
NOVEMBER 15, 2023**

The Motion *carried* unanimously.

Mr. Harrison reported that the owners of the Galleria Mall in Fort Lauderdale are looking to sell, and that there will be much interest from Memorial's competitors. He advised that we should also consider this opportunity.

**b. Community Relations Committee Meeting Held on November 29, 2023; Mr. Brad Friedman, Chairman**

Mr. Friedman introduced the item and presented the Minutes of the Community Relations Committee Meeting held on November 29, 2023, a copy of which is on file in the Executive Office.

Ms. Melida Akiti gave her report, beginning with a story of a patient whose quality of life was improved because of Memorial staff intervention and assistance. She gave updates on the "One City at a Time" initiative and the Social Determinants of Health (SDOH) Hub Program. She detailed how the three departments run by herself, Mr. Tim Curtin and Ms. Milin Espino, Administrative Director of Community Relations, have come together under the new department structure. She encouraged all Board members to attend the Community Relations Committee Meetings, wherever possible.

**1) *Request Board Approval of the Minutes of the Community Relations Committee Meeting Held on November 29, 2023***

Mr. Harvey *moved, seconded* by Mr. Harrison, that:

**THE BOARD OF COMMISSIONERS APPROVES THE  
MINUTES OF THE COMMUNITY RELATIONS COMMITTEE  
MEETING HELD ON NOVEMBER 29, 2023**

The Motion *carried* unanimously.

**c. Contracts Committee Meeting Held on November 29, 2023; Mr. Brad Friedman, Acting Chairman**

Mr. Friedman, who chaired the meeting in Mr. Harvey's absence, presented the Minutes of the Contracts Committee Meeting held on November 29, 2023, a copy of which is on file in the Executive Office. Mr. Vedner Guerrier, Executive Vice President and Chief Transformation Officer, then gave details of the individual contracts.

**1) *Request Board Approval of the New Physician Employment Agreement between Tae Song, M.D., for Cardiac Surgery – Heart Transplant, and South Broward Hospital District***

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

**THE BOARD OF COMMISSIONERS APPROVES THE NEW  
PHYSICIAN EMPLOYMENT AGREEMENT BETWEEN TAE  
SONG, M.D., FOR CARDIAC SURGERY – HEART  
TRANSPLANT, AND SOUTH BROWARD HOSPITAL DISTRICT**

The Motion *carried* unanimously.

- 2) **Request Board Approval of the Renewal Physician Employment Agreement between Aharon Sareli, M.D., Executive Vice President and Chief Medical Officer of Memorial Healthcare System, and Chief Physician Executive, and South Broward Hospital District**

Mr. Harvey *moved, seconded* by Mr. Friedman, that:

**THE BOARD OF COMMISSIONERS APPROVES THE  
RENEWAL PHYSICIAN EMPLOYMENT AGREEMENT  
BETWEEN AHARON SARELI, M.D., EXECUTIVE VICE  
PRESIDENT AND CHIEF MEDICAL OFFICER OF MEMORIAL  
HEALTHCARE SYSTEM, AND CHIEF PHYSICIAN  
EXECUTIVE, AND SOUTH BROWARD HOSPITAL DISTRICT**

The Motion *carried* unanimously.

- 3) **Request Board Approval of the Renewal Physician Employment Agreement between Minaba Wariboko, M.D., for Adult Cardiology, and South Broward Hospital District**

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

**THE BOARD OF COMMISSIONERS APPROVES THE  
RENEWAL PHYSICIAN EMPLOYMENT AGREEMENT  
BETWEEN MINABA WARIBOKO, M.D., FOR ADULT  
CARDIOLOGY, AND SOUTH BROWARD HOSPITAL DISTRICT**

The Motion *carried* unanimously.

- 4) **Request Board Approval of the Renewal Physician Employment Agreement between Geden Franck, M.D., for Non-Operative Sports Medicine, and South Broward Hospital District**

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

**THE BOARD OF COMMISSIONERS APPROVES THE  
RENEWAL PHYSICIAN EMPLOYMENT AGREEMENT  
BETWEEN GEDEN FRANCK, M.D., FOR NON-OPERATIVE  
SPORTS MEDICINE, AND SOUTH BROWARD HOSPITAL  
DISTRICT**

The Motion *carried* unanimously.

5) ***Request Board Approval of the Renewal Professional Services Agreement between InPhyNet South Broward, Inc., for Emergency Physician Services, and South Broward Hospital District***

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

***THE BOARD OF COMMISSIONERS APPROVES THE RENEWAL PROFESSIONAL SERVICES AGREEMENT BETWEEN INPHYNET SOUTH BROWARD, INC., FOR EMERGENCY PHYSICIAN SERVICES, AND SOUTH BROWARD HOSPITAL DISTRICT***

The Motion ***carried*** unanimously.

Mr. Guerrier then reported on additional contracts, presented for information only, and an RFP for Clinical Material Management Software (CMMS).

6) ***Request Board Approval of the Minutes of the Contracts Committee Meeting Held on November 29, 2023***

Mr. Harvey ***moved, seconded*** by Mr. Harrison, that:

***THE BOARD OF COMMISSIONERS APPROVES THE MINUTES OF THE CONTRACTS COMMITTEE MEETING HELD ON NOVEMBER 29, 2023***

The Motion ***carried*** unanimously.

6. **REPORT OF SPECIAL COMMITTEES**

None.

7. **ANNOUNCEMENTS**

Ms. Justen reported that the Board members of the North and South Broward Hospital Districts will hold their next Joint Board Meeting on Thursday, February 8, 2024, at the Memorial Regional Hospital Conference Center.

8. **UNFINISHED BUSINESS**

None.

9. **NEW BUSINESS**

None.

10. **PRESIDENT'S COMMENTS**

Mr. Scott Wester reported the following:

He attended the "Men of Style" fundraiser at the Galleria Mall, Fort Lauderdale, on November 30, where Mr. Friedman was honored. Proceeds benefit the Art and Culture Center/Hollywood.



He thanked Mr. Kevin Janser, Senior Vice President, and President of the Memorial Foundation and the Joe DiMaggio Children's Hospital Foundation, and the Foundation members, for the successful Fairy Tale Ball, which was held on November 18. Over 1,000 guests attended, and the event raised \$1.4M.

The "Touch of Pink" Party was held on December 1, and was a great success.

The Memorial Foundation has appointed three new Board members.

Joe DiMaggio Children's Hospital has received a site visit from Magnet, with a view to achieving Magnet designation, which will recognize its commitment to nursing excellence.

Joe DiMaggio Children's Hospital is holding a number of events in December, including the Jeff Conine United Airlines Fantasy Flight, and patient visits by the Florida Panthers Hockey Team and Miami Dolphins Football Team.

The KISS Radiothon will take place on December 14 and 15.

Following the bankruptcy filed by GenesisCare earlier in the year, Memorial was unsuccessful in its asset purchase attempt, due to not getting access to the landlord.

Memorial has opened an Urgent Care Center and Primary Care Center in Palm Springs North, to serve the northwest Miami-Dade community.

#### **11. CHAIRWOMAN'S COMMENTS**

After deferring her comments, to allow the other Board members to speak first, Ms. Justen reported that a friend had gone to hospital with heart issues and saw many examples of how competent Memorial's staff and physicians were. She wished everyone Happy Holidays and thanked everyone for the support they give to the Board members.

#### **12. COMMISSIONERS' COMMENTS**

Dr. Orta gave his apologies to Board members and the Executive Staff for missing some meetings, as this was due to a family member's recent diagnosis. In that time, they have met a number of the staff at Memorial Hospital Miramar, and he passed on deepest thanks from him and his family to the staff in the Emergency Department, Interventional Radiology, the nurses on the Fourth East floor, and Mr. Stephen Demers, the Chief Executive Officer of Memorial Hospital Miramar, for his kindness, support and help. He thanked Mr. Wester for his kindness, understanding and support, and Mr. Wester's Executive Assistants, Ms. Ivonne Diaz, and Ms. Cheryl Yeo, for their compassion, support and guidance. He thanked Mr. David Smith for his time and patience and Mr. Friedman for standing in during the Contracts Committee. He wished everyone Happy Holidays, Happy Hannukah and Merry Christmas. Ms. Justen responded that Dr. Orta and his family were in everyone's thoughts and prayers.

Mr. Friedman informed Dr. Orta that everyone was here for him and his family. He asked everyone to think about the last year and the things that went wrong and right. He encouraged everyone to be critical during every part of their work, to ensure that good decisions are made. He wished everyone Happy Holidays.

Mr. Harvey wished everyone Happy Holidays, and encouraged them to get some rest. He looked forward to 2024.

Mr. Harrison thanked Ms. Justen for her leadership. He felt that the Board had a good relationship, and that Memorial was a magical place with the best staff. He wished everyone Happy Holidays and hoped that everyone had compassion and love for each other. He asked that everyone think about those who were in hospital and being treated. He thanked Memorial's staff for allowing him to be a part of this.

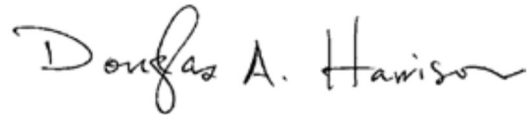
**13. ADJOURNMENT**

There being no further business to come before the Board, Ms. Justen declared the meeting adjourned at 7:39 p.m.

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



BY: \_\_\_\_\_  
Elizabeth Justen, Chairwoman



ATTEST: \_\_\_\_\_  
Douglas Harrison, Secretary Treasurer