

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

October 24, 2024

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 Thursday, October 24, 2024, at 5:39 p.m., at Memorial Hospital Miramar, 1901 SW 172nd Avenue, Miramar, Florida, 33029, in the Mediterranean Room.

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		In person
Ms. Laura Raybin Miller		In person

1. CALL TO ORDER / PUBLIC MEETING CERTIFICATION

There being a physical quorum present, Ms. Justen called the meeting to order. She noted that public participation is welcome, and thanked the staff of Memorial Hospital Miramar for a very nice tour of the facility.

Ms. Sarah Griffith, Deputy General Counsel, confirmed and provided certification that all public notice and open meeting (Sunshine) legal requirements had been complied with for this meeting.

2. PRESENTATIONS

a. Memorial Hospital Miramar; Mr. Stephen Demers, Chief Executive Officer of Memorial Hospital Miramar

Mr. Demers thanked the Board members for touring the hospital.

Mr. Demers then gave a presentation on Memorial Hospital Miramar, including its history, current operation, and introducing the leadership team and medical executive committee. He listed the accreditations and awards received by the hospital, including the Joe DiMaggio Children's Hospital Emergency Department at the facility, which became Florida's first Autism Certified Emergency Department. He also listed its services, including the Family Birthplace, which boasts the second highest number of births in Broward County, and women's services, which carry out more than 12,000 breast exams annually. The presentation also included details of expansion projects, Memorial Hospital Miramar's presence in the community, volunteers who have become employees, and seven students with learning disabilities who completed the Project Search Program and were hired as staff.

Mr. Demers ended his presentation by informing the Board that Memorial Hospital Miramar's 20th Anniversary will be celebrated on Monday, March 17, 2025.

Ms. Justen thanked Mr. Demers for a great presentation.

3. **APPROVAL OF MINUTES**

a. **Request Board Approval of the Minutes of the Special Board Meeting – Final Tax Budget Hearing Held on September 25, 2024**

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

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

***THE BOARD OF COMMISSIONERS APPROVES THE MINUTES OF
THE SPECIAL BOARD MEETING - FINAL TAX BUDGET HEARING
HELD ON SEPTEMBER 25, 2024***

The Motion *carried* unanimously.

b. **Request Board Approval of the Minutes of the Regular Board Meeting Held on September 25, 2024**

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 REGULAR BOARD MEETING HELD ON SEPTEMBER 25,
2024***

The Motion *carried* unanimously.

4. **BOARD REGULAR BUSINESS**

It was agreed that the four reports would be presented first, with the approvals made afterwards.

a. **Report from the President of the Medical Staff, Memorial Regional Hospital, Joe DiMaggio Children's Hospital, and Memorial Regional Hospital South; Nigel Spier, M.D.**

1) ***Request Board Approval of the Executive Committee Report Regarding Recommendations for Appointments, Advancements, etc.***

Nigel Spier, M.D., presented the Executive Committee Report regarding recommendations for appointments, advancements, etc., convened on October 16, 2024, and submitted for consideration, a copy of which is on file in the Executive Office.

Dr. Orta *moved, seconded* by Mr. Harvey, that:

**THE BOARD OF COMMISSIONERS APPROVES
RECOMMENDATIONS OF THE EXECUTIVE COMMITTEE OF
THE MEDICAL STAFF AT MEMORIAL REGIONAL
HOSPITAL, JOE DIMAGGIO CHILDREN'S HOSPITAL, AND
MEMORIAL REGIONAL HOSPITAL SOUTH**

The Motion *carried* unanimously.

b. Report from the Chief of Staff, Memorial Hospital West; Fausto De La Cruz, M.D.

1) Request Board Approval of the Executive Committee Report Regarding Recommendations for Appointments, Advancements, etc.

Fausto De La Cruz, M.D., presented the Executive Committee Report regarding recommendations for appointments, advancements, etc., convened on October 14, 2024, and submitted for consideration, a copy of which is on file in the Executive Office.

Dr. Orta *moved, seconded* by Mr. Harvey, that:

**THE BOARD OF COMMISSIONERS APPROVES
RECOMMENDATIONS OF THE EXECUTIVE COMMITTEE OF
THE MEDICAL STAFF AT MEMORIAL HOSPITAL WEST**

The Motion *carried* unanimously.

c. Report from the Chief of Staff, Memorial Hospital Miramar; Juan Villegas, M.D.

1) Request Board Approval of the Executive Committee Report Regarding Recommendations for Appointments, Advancements, etc.

In the absence of Juan Villegas, M.D., Alvaro Visbal, M.D., Medical Director / Intensivist, Critical Care Medicine, presented the Executive Committee Report regarding recommendations for appointments, advancements, etc., convened on October 9, 2024, and submitted for consideration, a copy of which is on file in the Executive Office.

Dr. Orta *moved, seconded* by Mr. Harvey, that:

**THE BOARD OF COMMISSIONERS APPROVES
RECOMMENDATIONS OF THE EXECUTIVE COMMITTEE OF
THE MEDICAL STAFF AT MEMORIAL HOSPITAL MIRAMAR**

The Motion *carried* unanimously.

d. **Report from the Chief of Staff, Memorial Hospital Pembroke; Narendra Upadhyaya, M.D.**

1) ***Request Board Approval of the Executive Committee Report Regarding Recommendations for Appointments, Advancements, etc.***

Narendra Upadhyaya, M.D., presented the Executive Committee Report regarding recommendations for appointments, advancements, etc., convened on October 10, 2024, and submitted for consideration, a copy of which is on file in the Executive Office.

Dr. Orta ***moved, seconded*** by Mr. Harvey, that:

**THE BOARD OF COMMISSIONERS APPROVES
RECOMMENDATIONS OF THE EXECUTIVE COMMITTEE OF
THE MEDICAL STAFF AT MEMORIAL HOSPITAL
PEMBROKE**

The Motion ***carried*** unanimously.

e. **Financial Report; Mr. David Smith, Executive Vice President and Chief Financial Officer**

1) ***Request Board Approval of the Financial Report for the Month of September 2024***

Mr. Smith presented the financial report for the month of September 2024, and took questions.

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

**THE BOARD OF COMMISSIONERS APPROVES THE
FINANCIAL REPORT FOR THE MONTH OF SEPTEMBER
2024**

The Motion ***carried*** unanimously.

f. **Legal Report; Ms. Sarah Griffith, Deputy General Counsel**

1) ***Public Records Requests / Closed Meetings***

Ms. Griffith reported that there were twelve public records requests, of which two were withheld or redacted under Florida Statute Section(s) 395.3025, 119.071(2)(d), 119.071(3), and 281.301.

She further reported that there were no meetings or portions of meetings that were closed under the provisions of Section 395.3035(4)(a), Florida Statutes.

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

2) ***Request Board Approval of Resolution No. 509 Delegating Authority to the President / Chief Executive Officer / Administrator to Approve Medical Staff Executive Committee Reports Until Further Meeting of the Board of Commissioners***

Ms. Griffith read Resolution No. 509 to the Board. The Board members agreed that the combined November / December Meeting would take place on Wednesday, December 4, 2024.

Mr. Harrison ***moved, seconded*** by Dr. Orta, that:

**THE BOARD OF COMMISSIONERS APPROVES
RESOLUTION NO. 509 DELEGATING AUTHORITY TO THE
PRESIDENT / CHIEF EXECUTIVE OFFICER /
ADMINISTRATOR TO APPROVE MEDICAL STAFF
EXECUTIVE COMMITTEE REPORTS UNTIL FURTHER
MEETING OF THE BOARD OF COMMISSIONERS**

The motion ***carried*** unanimously.

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

a. **Building Committee Meeting Held on October 14, 2024; Mr. Brad Friedman, Chairman**

Mr. Friedman presented the Minutes of the Building Committee meeting held on October 14, 2024, a copy of which is on file in the Executive Office. Mr. Mark Greenspan, Vice President, Construction and Property Management, then gave details of the items discussed at the meeting.

1) ***Request Board Acceptance of the Guaranteed Maximum Price from DPR Construction in the amount of \$38,449,952 for the Douglas Road Freestanding Emergency Department***

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

**THE BOARD OF COMMISSIONERS ACCEPTS THE
GUARANTEED MAXIMUM PRICE FROM
DPR CONSTRUCTION IN THE AMOUNT OF \$38,449,952 FOR
THE DOUGLAS ROAD FREESTANDING EMERGENCY
DEPARTMENT**

Mr. Harrison thanked Mr. Shane Strum, Interim Chief Executive Officer of Memorial Healthcare System, for attending the Building Committee Meeting.

The Motion ***carried*** unanimously.

2) ***Request Board Acceptance of the Guaranteed Maximum Price from DPR Construction in the amount of \$23,358,673 for the Red Road Freestanding Emergency Department***

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

**THE BOARD OF COMMISSIONERS ACCEPTS THE
GUARANTEED MAXIMUM PRICE FROM
DPR CONSTRUCTION IN THE AMOUNT OF \$23,358,673 FOR
THE RED ROAD FREESTANDING EMERGENCY
DEPARTMENT**

Mr. Friedman and Mr. Harrison thanked Mr. Strum for his support.

The Motion *carried* unanimously.

In response to a question from Ms. Miller, Mr. Greenspan gave an update on the project to repurpose the old Memorial Cancer Institute (MCI) building to house the Memorial Cardiovascular Institute (MCVI) at Memorial Hospital West.

3) Request Board Acceptance to Proceed with Development of a Non-Binding Guaranteed Maximum Price Proposal from Robins & Morton for the Memorial Regional Hospital Surgical Tower Project

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

**THE BOARD OF COMMISSIONERS ACCEPTS TO PROCEED
WITH DEVELOPMENT OF A NON-BINDING GUARANTEED
MAXIMUM PRICE PROPOSAL FROM ROBINS & MORTON
FOR THE MEMORIAL REGIONAL HOSPITAL SURGICAL
TOWER PROJECT**

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

4) Request Board Acceptance to Proceed with Permitting Activities Necessary for Obtaining Required Regulatory Approval from Agencies Having Jurisdiction

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

**THE BOARD OF COMMISSIONERS ACCEPTS TO PROCEED
WITH PERMITTING ACTIVITIES NECESSARY FOR
OBTAINING REQUIRED REGULATORY APPROVAL FROM
AGENCIES HAVING JURISDICTION**

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

5) Request Board Approval of the Minutes of the Building Committee Meeting Held on October 14, 2024

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

**THE BOARD OF COMMISSIONERS APPROVES THE
MINUTES OF THE BUILDING COMMITTEE MEETING HELD
ON OCTOBER 14, 2024**

The Motion *carried* unanimously.

b. **Audit and Compliance Committee Meeting Held on October 14, 2024; Mr. Steven Harvey, Chairman**

Mr. Harvey presented the Minutes of the Audit and Compliance Committee meeting held on October 14, 2024, a copy of which is on file in the Executive Office. Ms. Denise DiCesare, Chief Compliance and Internal Audit Officer, then presented the first quarterly report for the fiscal year 2025, and other items discussed during the Committee Meeting.

1) ***Request Board Authorization for Management to Release the External Audits and Tax Services RFP at their Discretion***

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

THE BOARD OF COMMISSIONERS AUTHORIZES FOR MANAGEMENT TO RELEASE THE EXTERNAL AUDITS AND TAX SERVICES RFP AT THEIR DISCRETION

The Motion *carried* unanimously.

2) ***Request Board Approval of the Minutes of the Audit and Compliance Committee Meeting Held on October 14, 2024***

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

THE BOARD OF COMMISSIONERS APPROVES THE MINUTES OF THE AUDIT AND COMPLIANCE COMMITTEE MEETING HELD ON OCTOBER 14, 2024

The Motion *carried* unanimously.

c. **Finance Committee Meeting Held on October 14; Ms. Elizabeth Justen, Chairwoman**

Ms. Justen presented the Minutes of the Finance Committee Meeting held on October 14, 2024, a copy of which is on file in the Executive Office. Mr. Veda Rampat, Vice President and Treasurer, then gave details of the items discussed at the meeting.

1) ***Request Board Approval of the Minutes of the Finance Committee Meeting Held on October 14, 2024***

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

THE BOARD OF COMMISSIONERS APPROVES THE MINUTES OF THE FINANCE COMMITTEE MEETING HELD ON OCTOBER 14, 2024

The Motion *carried* unanimously.

6. **REPORT OF SPECIAL COMMITTEES**

None.

7. ANNOUNCEMENTS

None.

8. UNFINISHED BUSINESS

None.

9. NEW BUSINESS

None.

10. PRESIDENT'S COMMENTS

Mr. Strum introduced Ms. Jennifer Smith, Vice President of Marketing and Communications at Broward Health, who was attending the meeting.

He thanked Mr. Friedman and Mr. Greenspan for the Building Committee Meeting, and thanked the Board members for allowing the staff to move forward with the projects. He suggested that a Workshop for the Board members would be a good idea.

He thanked and congratulated Mr. Demers and his team for a great tour, and remarked that Memorial Hospital Miramar is a beautiful facility. It was noted that five births had occurred during the meeting, each of which was celebrated by a melody played throughout the hospital.

He introduced Ms. Kelley Morris, Senior Vice President of Memorial Healthcare System, and President of Memorial Foundation and Joe DiMaggio Children's Hospital Foundation, who has recently joined the System.

He thanked Ms. Justen for attending Broward Health's Board Meeting the previous day, and noted the excitement from the community for the North and South Broward Hospital Districts to work together.

He then gave a presentation to the Board, showcasing Memorial's achievements and the opportunities which lie ahead. He informed the Board members that Memorial will ensure that marketing is a priority. He also noted the large number of long serving Memorial staff at the Employee Service Recognition Dinner on September 28, and congratulated several staff members who have been recently promoted or recognized in some way. Ms. Justen asked that new staff and recognized staff are communicated to the Board members.

11. CHAIRWOMAN'S COMMENTS

Ms. Justen allowed the other Board members to give their comments first.

She reported that various Board members have attended different events, in particular Mr. Harrison and Mr. Harvey at LDM (Leadership Development for Managers), Ms. Miller's visit to the Memorial Cancer Institute, and the ribbon cutting for the Care Coordination Center, a 24/7 Clinical Command Center located in Pembroke Pines, which was attended by Mr. Friedman and herself. She also attended the International Exposition of Broward County.

She has received encouragement regarding the North and South Broward Hospital Districts working together. She attended North Broward's monthly Board Meeting the previous day,

where the Board members voiced their appreciation that the two Districts were working together.

She opined that Memorial has a bright future, and our efforts will demonstrate our commitment to the community. She thanked everyone for their ongoing dedication, which will ensure that the Broward County community continues to receive exceptional care.

She noted the unanimous approval by the Board for the two Freestanding Emergency Departments, which was great for Memorial's growth.

She thanked the Memorial Hospital Miramar team for hosting this evening's tour, dinner and meeting. She thanked Mr. Jason Rodriguez, Administrative Assistant for Property Management, for his work to ensure the property was clean and ready, and Mr. Alfredo Avalos, Senior Director of Security, for arranging security and parking for everyone. She also thanked the IT team for their ongoing assistance.

She confirmed that the November and December combined meeting will be held on Wednesday, December 4, at 5:30 p.m., at Joe DiMaggio Children's Hospital.

She wished everyone a Happy Thanksgiving, noting the upcoming Thanksgiving community events, and wished everyone a Happy Halloween.

12. COMMISSIONERS' COMMENTS

Dr. Orta stated it was a pleasure to see everyone. He thanked the Memorial Hospital Miramar team for a great tour and complimented the facility. He welcomed Mr. Strum and looked forward to working with him. He wished everyone a Happy Thanksgiving.

Mr. Friedman also thanked the Memorial Hospital Miramar team for the work they do every day. He thanked Mr. Greenspan for his great work. He attended the opening of the new Care Coordination Center and thanked Ms. Monica Puga, Senior Vice President and Chief Nurse Executive, and Mr. Jeff Sturman, Senior Vice President and Chief Digital Officer, for their hard work in making this happen. He thanked Mr. Strum and stated he believed in his vision. He then thanked Ms. Justen for her leadership over the last several months, and stated the most important thing is that everyone does their best for Memorial and helps move the organization forward.

Ms. Miller also thanked the staff of Memorial Hospital Miramar and stated it was a pleasure to tour the facility. She had visited the staff and patients at the Memorial Cancer Institute, and whilst she was sad to see so many younger women there, she was honored to represent the Board and Memorial team. She thanked Mr. Strum for the work he has done over the past few weeks and was interested to hear his feedback.

Mr. Harrison thanked Ms. Griffith for providing the public meeting certification and giving the legal report. He thanked Ms. Puga for showing Mr. Strum around two of the hospitals. He fully supported Mr. Strum and remembered that Mr. Frank Sacco, former President and Chief Executive Officer of Memorial Healthcare System, believed in Mr. Strum and what he could do. He also fully supported the Board, and confirmed that the Board is here to ensure that Memorial gets promoted.

Mr. Harvey was honored to be a Board member. He voiced his appreciation to the staff for being adaptive during this period of change. He asked that staff trust Mr. Strum and the Board members. He thanked Mr. Strum for his energy and the staff for their hard work.

13. ADJOURNMENT

There being no further business to come before the Board, Ms. Justen declared the meeting adjourned at 7:51 p.m.

THE BOARD OF COMMISSIONERS OF THE SOUTH BROWARD HOSPITAL DISTRICT

Elizabeth Justen

BY: _____
Elizabeth Justen, Chairwoman

Douglas A. Harrison

ATTEST: _____
Douglas Harrison, Secretary Treasurer