

**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**

**March 27, 2024**

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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, March 27, 2024, at 5:34 p.m., at the Memorial Specialty Pharmacy, 9571 Premier Parkway, Miramar, Florida, 33025.

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

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. Ms. Justen thanked the staff of the Memorial Specialty Pharmacy for their tour of the facility.

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

**2. PRESENTATIONS**

**a. Memorial Pharmacy Services; Dr. Dorinda Segovia, Vice President and Chief Pharmacy Officer**

Dr. Segovia thanked her Administrative Assistant, Ms. Elise Bishop, and Ms. Ivonne Diaz and Ms. Cheryl Yeo, Senior Executive Assistants to Mr. Wester, for their work in arranging the meeting at the Specialty Pharmacy.

Dr. Segovia began by informing the Board that Florida Governor Ron DeSantis appointed her to the Florida Board of Pharmacy in November 2020.

Dr. Segovia then gave a presentation on the Memorial Pharmacy Services. Topics covered included strategic priorities, the Integrated Pharmacy Care Model, staff education and training (including an Internal Medicine specialty program, the only one in existence, and Psychiatry, one of only two in existence), service metrics, revenue and volume trends, growth (including insourcing a pharmacy for Memorial Manor), and fiscal year 2025 priorities. She thanked the Memorial Foundation for making the Medication Disposal Service available in each of Memorial's pharmacies. She thanked the Board for holding their meeting at the Specialty Pharmacy and took questions.

Ms. Justen thanked Dr. Segovia for her presentation, and Mr. Edward Peterson, Vice President of Laboratory Services, for his work towards making this evening possible.

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

a. **Request Board Approval of the Minutes of the Regular Meeting Held on February 28, 2024**

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

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

***THE BOARD OF COMMISSIONERS APPROVES THE MINUTES OF  
THE REGULAR MEETING HELD ON FEBRUARY 28, 2024***

The Motion *carried* unanimously.

b. **Request Board Approval of the Minutes of the Special Meeting – CEO Update - Held on March 13, 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 SPECIAL MEETING – CEO UPDATE - HELD ON MARCH 13,  
2024***

The Motion *carried* unanimously.

c. **Request Board Approval of the Minutes of the Special Meeting – MRH Masterplan - Held on March 18, 2024**

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

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

***THE BOARD OF COMMISSIONERS APPROVES THE MINUTES OF  
THE SPECIAL MEETING – MRH MASTERPLAN - HELD ON MARCH  
18, 2024***

The Motion *carried* unanimously.

Mr. Harrison stated his desire for the staff to be proactive in dealing with this subject, and Mr. Wester confirmed that the Board will be routinely updated.

#### 4. **BOARD REGULAR BUSINESS**

The Board agreed that the Chiefs of Staff would each present their report, with a Motion made afterwards for approval of all the reports.

a. **Report from the President of the Medical Staff, Memorial Regional Hospital and Joe DiMaggio Children's Hospital; 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 March 20, 2024, submitted for consideration, a copy of which is on file in the Executive Office.

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 March 11, 2024, submitted for consideration, a copy of which is on file in the Executive Office.

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., Aharon Sareli, M.D., Executive Vice President and Chief Medical Officer, presented the Executive Committee Report regarding recommendations for appointments, advancements, etc., convened on March 13, 2024, submitted for consideration, a copy of which is on file in the Executive Office.

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 March 14, 2024, 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  
AND JOE DIMAGGIO CHILDREN'S HOSPITAL, MEMORIAL  
HOSPITAL WEST, MEMORIAL HOSPITAL MIRAMAR, AND  
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 February 2024***

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

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

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

The Motion *carried* unanimously.

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

Ms. Griffith confirmed there was nothing to report this month.

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

a. **Building Committee Meeting Held on March 18, 2024; Mr. Brad Friedman, Vice Chairman**

Mr. Friedman presented the Minutes of the Building Committee meeting held on March 18, 2024, a copy of which is on file in the Executive Office. Mr. Mark Greenspan, Vice President, Construction and Property Management, then gave further details of the items discussed at the meeting.

1) ***Request Board Acceptance of the Lowest Responsive and Responsible Bidder, Lee Construction Group, Inc., in the Amount of \$1,728,615 for the Memorial Hospital Miramar Campus Signage Project, and Allocate a \$259,000 Contingency Amount, to be Controlled by Memorial Healthcare System***

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

***THE BOARD OF COMMISSIONERS ACCEPTS THE LOWEST  
RESPONSIVE AND RESPONSIBLE BIDDER, LEE  
CONSTRUCTION GROUP, INC., IN THE AMOUNT OF  
\$1,728,615 FOR THE MEMORIAL HOSPITAL MIRAMAR  
CAMPUS SIGNAGE PROJECT, AND ALLOCATE A \$259,000  
CONTINGENCY AMOUNT, TO BE CONTROLLED BY  
MEMORIAL HEALTHCARE SYSTEM***

Dr. Orta asked for clarification regarding an error in the printing of the bid. Mr. Greenspan confirmed this was regarding a detail on Addendum number five and was inconsequential to the overall bid. Mr. Friedman confirmed this was discussed in detail at the meeting.

The Motion *carried* unanimously.

- 2) ***Request Board Acceptance of the Lowest Responsive and Responsible Bidder, Lee Construction Group, Inc., in the Amount of \$1,915,242 for the Memorial Healthcare System Primary Care Dania Project, and Allocate a \$287,000 Contingency Amount, to be Controlled by Memorial Healthcare System***

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

***THE BOARD OF COMMISSIONERS ACCEPTS THE LOWEST RESPONSIVE AND RESPONSIBLE BIDDER, LEE CONSTRUCTION GROUP, INC., IN THE AMOUNT OF \$1,915,242 FOR THE MEMORIAL HEALTHCARE SYSTEM PRIMARY CARE DANIA PROJECT, AND ALLOCATE A \$287,000 CONTINGENCY AMOUNT, TO BE CONTROLLED BY MEMORIAL HEALTHCARE SYSTEM***

The Motion *carried* unanimously.

- 3) ***Request Board Approval of the Minutes of the Building Committee Meeting Held on March 18, 2024***

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

***THE BOARD OF COMMISSIONERS APPROVES THE MINUTES OF THE BUILDING COMMITTEE MEETING HELD ON MARCH 18, 2024***

The Motion *carried* unanimously.

- b. **Finance Committee Meeting Held on March 20, 2024; Ms. Elizabeth Justen, Chairwoman**

Ms. Justen presented the Minutes of the Finance Committee Meeting held on March 20, 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.

At this point, Mr. Harrison left the meeting.

- 1) ***Request Board Acceptance of the Actuarial Report from Willis Towers Watson for the Retirement Plan for Employees of the South Broward Hospital District for the 2023 / 2024 Plan Year***

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

**THE BOARD OF COMMISSIONERS ACCEPTS THE ACTUARIAL REPORT FROM WILLIS TOWERS WATSON FOR THE RETIREMENT PLAN FOR EMPLOYEES OF THE SOUTH BROWARD HOSPITAL DISTRICT FOR THE 2023 / 2024 PLAN YEAR**

The Motion *carried*, with Mr. Harrison absent for the vote.

**2) Request Board Approval of the Minutes of the Finance Committee Meeting Held on March 20, 2024**

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

**THE BOARD OF COMMISSIONERS APPROVES THE MINUTES OF THE FINANCE COMMITTEE MEETING HELD ON MARCH 20, 2024**

The Motion *carried*, with Mr. Harrison absent for the vote.

**c. Contracts Committee Meeting Held on March 20, 2024; Mr. Steven Harvey, Chairman**

Mr. Harvey presented the Minutes of the Contracts Committee Meeting held on March 20, 2024, a copy of which is on file in the Executive Office. Dr. Aharon Sareli gave details of the individual contracts, in the absence of Mr. Vedner Guerrier, Executive Vice President and Chief Transformation Officer.

The Board agreed that the four physicians' contract details would be given first, with a Motion made afterwards for approval of all the contracts.

- 1) Request Board Approval of the New Physician Employment Agreement between Daniel Sheldon, M.D., for Medical Director, Orthopaedic Surgery – West Operations Services, and South Broward Hospital District**
- 2) Request Board Approval of the Renewal Physician Employment Agreement between Daniel Chan, M.D., for Chief, Orthopaedic Institute and HOPCo Lead Physician Services, and South Broward Hospital District**
- 3) Request Board Approval of the Renewal Physician Employment Agreement between Samuel Ostrower, M.D., for Chief, Pediatric Otolaryngology – Head and Neck Surgery Services, and South Broward Hospital District**
- 4) Request Board Approval of the Renewal Physician Employment Agreement between Sarah Hart-Unger, M.D., for Pediatric Endocrinology Services, and South Broward Hospital District**

Ms. Justen *moved, seconded* by Dr. Orta, that:

**THE BOARD OF COMMISSIONERS APPROVES THE NEW PHYSICIAN EMPLOYMENT AGREEMENT BETWEEN DANIEL SHELDON, M.D., FOR MEDICAL DIRECTOR, ORTHOPAEDIC SURGERY – WEST OPERATIONS SERVICES, AND SOUTH BROWARD HOSPITAL DISTRICT**

**THE BOARD OF COMMISSIONERS APPROVES THE RENEWAL PHYSICIAN EMPLOYMENT AGREEMENT BETWEEN DANIEL CHAN, M.D., FOR CHIEF, ORTHOPAEDIC INSTITUTE AND HOPCO LEAD PHYSICIAN SERVICES, AND SOUTH BROWARD HOSPITAL DISTRICT**

**THE BOARD OF COMMISSIONERS APPROVES THE RENEWAL PHYSICIAN EMPLOYMENT AGREEMENT BETWEEN SAMUEL OSTROWER, M.D., FOR CHIEF, PEDIATRIC OTOLARYNGOLOGY – HEAD AND NECK SURGERY SERVICES, AND SOUTH BROWARD HOSPITAL DISTRICT**

**THE BOARD OF COMMISSIONERS APPROVES THE RENEWAL PHYSICIAN EMPLOYMENT AGREEMENT BETWEEN SARAH HART-UNGER, M.D., FOR PEDIATRIC ENDOCRINOLOGY SERVICES, AND SOUTH BROWARD HOSPITAL DISTRICT**

The Motion *carried*, with Mr. Harrison absent for the vote.

Dr. Sareli then reported on additional contracts, presented for information only.

**5) Request Board Approval of the Minutes of the Contracts Committee Meeting Held on March 20, 2024**

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

**THE BOARD OF COMMISSIONERS APPROVES THE MINUTES OF THE CONTRACTS COMMITTEE MEETING HELD ON MARCH 20, 2024**

The Motion *carried*, with Mr. Harrison absent for the vote.

**d. Personnel Committee Meeting Held on March 20, 2024; Mr. Steven Harvey, Chairman**

Mr. Harvey presented the Minutes of the Personnel Committee Meeting held on March 20, 2024, a copy of which is on file in the Executive Office. Mr. David Smith then reported on the plan changes to the defined benefit retirement plan and took questions.

**1) Request Board Acceptance of the Plan Changes to the Defined Benefit Retirement Plan:**

- i) Increase the Valuation Interest Rate from 6.6% to 7%, and**
- ii) Amend the Plan to Offer Current and Future Terminated Vested Participants and Retirees the Ability to Access an Unlimited Lump Sum Form of Payment**

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

**THE BOARD OF COMMISSIONERS ACCEPTS THE PLAN CHANGES TO THE DEFINED BENEFIT RETIREMENT PLAN:**

- i) **INCREASE THE VALUATION INTEREST RATE FROM 6.6% TO 7%, AND**
- ii) **AMEND THE PLAN TO OFFER CURRENT AND FUTURE TERMINATED VESTED PARTICIPANTS AND RETIREES THE ABILITY TO ACCESS AN UNLIMITED LUMP SUM FORM OF PAYMENT**

The Motion **carried**, with Mr. Harrison absent for the vote.

Ms. Margie Vargas, Senior Vice President and Chief Human Resources Officer, then gave details of other topics discussed, and confirmed that a Personnel Committee Meeting will likely take place in June, where the Pulse Survey results will be discussed.

- 2) **Request Board Approval of the Minutes of the Personnel Committee Meeting Held on March 20, 2024**

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

**THE BOARD OF COMMISSIONERS APPROVES THE MINUTES OF THE PERSONNEL COMMITTEE MEETING HELD ON MARCH 20, 2024**

The Motion **carried**, with Mr. Harrison absent for the vote.

6. **REPORT OF SPECIAL COMMITTEES**

None.

7. **ANNOUNCEMENTS**

None.

8. **UNFINISHED BUSINESS**

None.

9. **NEW BUSINESS**

None.

Mr. Harrison returned to the meeting.

10. **PRESIDENT'S COMMENTS**

Mr. Scott Wester reported the following:

Mr. Wester thanked the Pharmacy, Revenue Management and Finance teams for their work in minimizing the disruption of the recent cyber attack.

In July of this year, 83 new GME trainees will begin their residency with Memorial. There were over 15,000 applicants and over 1,300 interviews took place. Of the 83 successful applicants,



34 are from Schools of Medicine in South Florida, with 15 of these coming from Nova Southeastern University (NSU).

The American Diabetes Association (ADA) carried out a successful recertification survey on the Memorial Regional Hospital Outpatient Diabetes and Nutrition Program. The program has been certified for over 30 years.

Memorial Regional Hospital set a new record for kidney transplants, by performing 23 transplants in February.

At the Broward County Board of Commissioners' meeting last week, a discussion took place on whether to fund their Heart Project Program – spearheaded by Commissioner Mark Bogen - through a surtax of 0.25 cents, to be voted on by the Broward community later in the year. The Broward County Board reached out to both the North and South Broward Hospital Districts, asking us to work with them, and Ms. Monica Puga, Senior Vice President and Chief Nurse Executive, is working with their Board for Memorial. The budget for the Pilot Program is \$10M, with \$2.5M spent so far.

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

After allowing the other Board members to give their comments first, Ms. Justen gave an update on the letter she had previously received regarding one of Memorial's departments, confirming that a firm had been engaged to impartially investigate the contents of the letter. She advised everyone to use the appropriate channels if they needed to report something and confirmed that the Board wanted to foster a safe environment for Memorial's employees.

Ms. Justen thanked the Memorial Special Pharmacy for hosting the Meeting, and additionally thanked the staff who gave the tour, IT team, property managers, security team, Ms. Elise Bishop, Ms. Ivonne Diaz and Ms. Cheryl Yeo, who were all involved in setting up the meeting at the location.

Ms. Justen congratulated Ms. Dionne Blackwood on her promotion to Vice President of Memorial Primary Care and Ambulatory Services.

Ms. Justen confirmed that the April Regular Board Meeting will take place in the Perry Board Room at 3111 Stirling Road, Hollywood, 33312.

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

Dr. Orta thanked the IT team, who had helped him with an iPad issue. He wished everyone a Happy Easter.

Mr. Friedman reported that after the Workday presentation at the previous Regular Board Meeting, he had e-mailed the staff involved to recognize them for their efforts and achievement. He received several responses of appreciation for his e-mail and shared one of them with the attendees. He spoke of Memorial's achievements and asked staff not to take this lightly.

Mr. Harrison thanked everyone for their hard work. He reported that he had greatly enjoyed his conversation with the Director of Pharmacy during the pre-meeting dinner.

Mr. Harvey urged Memorial's leadership team to find savings as they look at the expenses for the Memorial Regional Hospital expansion. He thanked Ms. Vargas for the strong results of the engagement survey and looked forward to the next results. He urged Memorial staff to celebrate what they achieved.

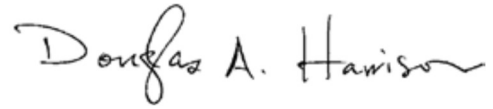
**13. ADJOURNMENT**

There being no further business to come before the Board, Ms. Justen declared the meeting adjourned at 6:47 p.m.

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



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



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