



# Board of Directors Meeting Minutes

Lee Health

Feb 23, 2023 at 1:30 PM EST

@ 13685 Doctors Way, Fort Myers, FL 33912 GCMC MOB Board Room / WebEx

## **Attendance**

### **Present:**

Members: Daniel Adler, Dane Allen, Kathy Bridge-Liles, Stephen Brown, Diane Champion, Donna Clarke, David Collins, Therese Everly, David Klein, Nancy McGovern

#### **I. Call to Order**

The Board of Directors Meeting was called to order at 1:30 pm. by Board Chair, Donna Clarke.

#### **II. Invocation & Pledge of Allegiance**

Reverend Denise Sawyer, M.Div., BCC, gave the invocation, followed by the Pledge of Allegiance.

#### **III. Public Input**

None.

#### **IV. Consent Agenda (Approve)**

##### **Motion:**

**A motion was made to approve the consent agenda consisting of:**

**A. Board Meeting Minutes of 1/26/23**

**B. Board Redistricting Workshop Minutes of 1/26/23**

**C. Medical Staff Credentialing**

**D. Risk Management Report**

**E. Surfside Medical Facility Phase 2 Guaranteed Maximum Price (GMP)**

**\$7,419,110.53**

Motion moved by David Collins and motion seconded by Stephen Brown. Carried with no opposition.

#### **V. President's Report**

President and CEO, Larry Antonucci, M.D., , gave the Board information updates about Financial Resiliency, Capital Project Update, Community Based Care Update, System Updates, Post Hurricane Ian Activity, GME, NCLEX Pass Rate-Florida, New Disruptor, Public Perception, Healthcare-Election Issue. The directors engaged in discussion including asking questions to which Dr. Antonucci responded.

#### VI. Physician Leadership Council (PLC) Update

PLC Chair, Tim Dougherty, M.D., provided an update for the PLC meeting held on January 30, 2023. He stated both he and Joanna Carioba, MD., were honored to continue to serve as physician members on the Board of Directors Finance and Investment Committee and Community Health Improvement Committee, respectively. He then updated the Board on current PLC initiatives undertaken by the various system facilities. The directors engaged in discussion including asking questions to which Dr. Dougherty responded.

#### VII. Committees' Summaries and Recommendations

##### A. Community Health Improvement Committee

Board Vice Chair and Community Health Improvement Committee Chair, Therese Everly, reviewed an executive summary from the committee meeting held on February 6, 2023. Discussion ensued.

##### 1. 2022 Community Benefit Report (Approve)

##### **Motion:**

**A motion was made to approve to accept the 2022 Community Benefit Report.**

Motion moved by Therese Everly and motion seconded by Nancy McGovern. Carried with no opposition.

##### B. Finance and Investment Committee

Board Treasurer and Finance and Investment Committee Chair, David Collins, reviewed the executive summary from the meeting held on February 8, 2023. Discussion ensued.

##### 1. Day Care Center-Lease Buy Out (Approve)

**Motion:**

**A motion was made to approve Lee Health to exercise the option to purchase set forth in the lease agreement for the building and land at 13880 Plantation Road for a purchase price of \$8.3 million.**

Motion moved by David Collins and motion seconded by Nancy McGovern. Carried with no opposition.

**Motion:**

**A motion was made to authorize Lee Health's CEO or CFO to execute all closing documents, subject to final review and approval of purchase documents by Lee Health counsel and counsel to the Board of Directors.**

Motion moved by David Collins and motion seconded by Nancy McGovern. Carried with no opposition.

Board Chair, Donna Clarke recessed the Board meeting at 2:40 pm to convene the Lee County Trauma Services District Board meeting.

Board Chair, Donna Clarke reconvened the Board meeting at 3:29 pm.

VIII. Proposed Amendments to Enabling Legislation

Chief Legal Officer, Mary McGillicuddy, provided an introduction regarding proposed amendments to the Enabling Act, which she explained included proposed changes for both non-conversion related topics as well as proposed conversion-related provisions.

Senior Counsel, Lee Health, Jason Mather, presented an overview of non-conversion related topics including Section 7: quorum requirements and filing audit and budget materials with the Clerk of Courts, Section 10: real estate purchase and derivative transactions, Section 13: investments and payments of system funds, deleted former Section 18: statutory liens for hospital charges in personal injury cases, and Section 19: interpretation of Enabling Act provisions. The directors engaged in discussion and asked questions to which Jason Mather and members of management responded.

Shareholder at law firm GrayRobinson, P.A., Ty Jackson, reviewed conversion-related provisions in the proposed amendments to the Enabling Act contained in HB 227,

Section 18, Conversion to Nonprofit Entity. The directors engaged in discussion and asked questions to which Ty Jackson and members of management responded.

IX. Florida Hospital Association-Florida Hospital Days

Board Counsel, George Knott, reminded Board Members attending FHA Florida Hospital Days in March 2023 that, as publicly elected officials, they are always operating under the Sunshine Laws of the State. He stressed that the proper time to discuss feedback from the FHA Florida Hospital Days meeting would be at the next publicly noticed Board meeting in late March.

X. Board Counsel Update

A. Redistricting

Board Counsel, George Knott, noted that the Board held a properly noticed Public Hearing earlier this afternoon and indicated the Board should consider taking action to approve a redistricting.

**Motion:**

**A motion was made to approve the resolution adopting those changes in the health system district boundaries reflected in Exhibit "A" attached to the resolution, copies of which have been distributed to the board, subject to board counsel confirming that the legal descriptions comport with the graphic depictions contained in the attached map, and directing the board chair and secretary to execute the resolution.**

Motion moved by David Collins and motion seconded by Nancy McGovern.  
Carried with no opposition.

XI. Board Officer Elections

Board Chair, Donna Clarke, turned the gavel over to Board Counsel, George Knott, to chair the annual Board Officer elections. George Knott reviewed the process for the annual election of Board Officers.

Starting with the Chair position, George Knott requested any nominated Board Member who wished to withdraw their name from the office of Chair, to please do so at this time. For the office of Chair, the only nominee did not withdraw.

George Knott announced the nominations for Board Chair: Donna Clarke. **Donna Clarke received the majority of votes, accepted the position and therefore was elected to the office of Board Chair for the 2023 Lee Health Board of Directors.**

George Knott then asked if any of the nominees for the office of Vice Chair wished to withdraw their name. Neither nominee wished to withdraw.

George Knott announced the list of nominees for Vice Chair: Therese Everly and Nancy McGovern. **Therese Everly received the majority of votes, accepted the position and therefore was elected to the office of Board Vice Chair for the 2023 Lee Health Board of Directors.**

George Knott announced the nominations for Treasurer: David Collins. **David Collins received the majority of votes, accepted the position and therefore was elected to the office of Board Treasurer for the 2023 Lee Health Board of Directors.**

George Knott requested any nominated Board Member who wished to withdraw their name from the office of Secretary, to please do so at this time. For the office of Secretary, David Klein withdrew his name.

George Knott announced the nominations for Secretary: Diane Champion and Dane Allen. **Dane Allen received the majority of votes, accepted the position and therefore was elected to the office of Board Secretary for the 2023 Lee Health Board of Directors.**

XII. Meeting Feedback and Board Member Reports

Kathy Bridge-Liles reported she has joined the Lighthouse organization as a member. David Collins reported he has been asked to serve on Resilient Lee's Task Force.

XIII. Adjourn

Board Chair, Donna Clarke adjourned the meeting at 5:30 pm.

**Date of Next Meeting**

**March 30, 2023**

**Board of Directors Meeting**

**Location: Gulf Coast Medical Center Board Room, 13685 Doctor's Way Ft. Myers FL 33912**

**Teleconference: Dial-In # 1 415 655 0002 Access Code 2303 571 3124**

Board Minutes were prepared by Kathy J. Hagen, Assistant to the Board.

Signed

Date

