



# LEE MEMORIAL HEALTH SYSTEM

## BOARD OF DIRECTORS

### GOVERNANCE

## Committee of the Whole MEETING

June 9, 2009, 5:00pm

Lee Memorial Hospital Boardroom  
2776 Cleveland Ave, Ft. Myers, FL 33901

### ELECTRONIC BOARD PACKET

**ALL MEETINGS ARE OPEN TO THE PUBLIC AND THE PUBLIC IS INVITED TO ATTEND**

Any Public Input pertaining to an agenda item is limited to three minutes and a  
"Request to Address the Board of Directors" card must be completed  
and submitted to the Board Assistant prior to the meeting.

P.O. BOX 2218

FORT MYERS, FLORIDA 33902

239-332-1111

CAPE CORAL HOSPITAL

GULF COAST MEDICAL CENTER

HEALTHPARK MEDICAL CENTER

LEE MEMORIAL HOSPITAL

THE CHILDREN'S HOSPITAL

THE REHABILITATION HOSPITAL

LEE PHYSICIAN GROUP

LEE CONVENIENT CARE

**BOARD OF DIRECTORS**

**DISTRICT ONE**

Stephen R. Brown, M.D.

Marilyn Stout

**DISTRICT TWO**

Richard B. Akin

Nancy M. McGovern, RN, MSM

**DISTRICT THREE**

Lois C. Barrett, MBA

Linda L. Brown, MSN, ARNP

**DISTRICT FOUR**

Frank T. La Rosa

Dawson C. McDaniel

**DISTRICT FIVE**

Kerry Babb

James Green



**GOVERNANCE**  
**COMMITTEE OF THE WHOLE**  
**MEETING**

**Tuesday, June 9, 2009**

**\* 5:00p.m. – 7:00p.m. (\*Dinner Provided)**

**Lee Memorial Hospital Boardroom**

**AGENDA**

1. **DINNER** (5:00p.m. – 5:30p.m.)
2. **CALL TO ORDER** (*Lois Barrett, MBA, Governance Chair*)  
The meeting of the Governance Committee of the Whole of the Lee Memorial Health System Board of Directors will be called to order. Matters concerning the business of Lee Memorial Health System consisting of Gulf Coast Medical Center & Lee Memorial Hospital/HealthPark Medical Center and its subsidiaries (HealthPark Care Center, Inc., Lee Memorial Home Health, Inc., Cape Memorial Hospital, Inc. doing business as Cape Coral Hospital, and Lee Memorial Medical Management, Inc.) may be reported, discussed and recommended by the Committee of the Whole, then referred to the full Board of Directors for final action.
2. **PUBLIC INPUT**: Any public input pertaining to items on the Agenda is limited to three minutes and a "Request to Address the Board of Directors" card must be completed and submitted to the Board Assistant prior to meeting.
3. Consent Agenda (***Approval***)
  - a) February 5, 2009 Governance Committee Meeting Minutes
  - b) FY 2009, 2<sup>nd</sup> Quarter Board of Directors Budget
4. Board Counsel Report: (*Jim Humphrey, Board Counsel - 20 min*) (***Verbal***)
  - a) Public Record
  - b) Board Compensation
  - c) Governance
5. Topics Submitted for Discussion:
  - a) Collection Agency practices
  - b) Wellness Center Memberships
  - c) Patient Advocates
  - d) News-Press Editorial article (*enclosed*)
  - e) John Nance/Kathleen Bartholomew Presentations - Next Steps
  - f) Liaison Reports at Full Board meetings
  - g) Request for Agenda topics
  - h) Retreat Ideas
6. Other Items
7. The next Governance Committee of the Whole Meeting will be replaced with a ***Board Retreat*** (Fri, Aug 7 – Sat, Aug 8) (*Location to be determined*)
8. **ADJOURNMENT of GOVERNANCE COMMITTEE MEETING**

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**LEE MEMORIAL HEALTH SYSTEM  
BOARD OF DIRECTORS**

**PUBLIC INPUT –  
AGENDA ITEMS:**

**Any public input  
pertaining to items on the  
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minutes and a  
“Request to Address the Board of Directors”  
card must be completed and  
submitted to the Board Assistant  
prior to meeting.**

**Refer to Board Policy: 10:15E: Public Addressing the Board**

**Non-Agenda Item:**

Individuals wishing to address the Board on an item NOT on the Agenda, the Board office must be notified of subject matter at least seven (7) days prior to the meeting to allow staff time to prepare and to insure the matter is within the jurisdiction of the Board.

**Governance Committee of the Whole**  
**June 9, 2009**

**3. Consent Agenda: (*Approval*)**

**A. February 5, 2009 Governance  
Committee Meeting Minutes**

**B. FY 2009, 2<sup>nd</sup> Quarter  
Board of Directors Budget**

# LEE MEMORIAL HEALTH SYSTEM (LMHS) BOARD OF DIRECTORS GOVERNANCE COMMITTEE OF THE WHOLE MEETING MINUTES

**Thursday, February 5, 2009**

**LOCATION:** Lee Memorial Hospital Boardroom, 2776 Cleveland Avenue, Fort Myers, FL 33901

**MEMBERS PRESENT:** Lois Barrett, MBA, Governance Chairman/Board Secretary; Richard Akin, Board Chairman; Marilyn Stout, Board Treasurer; Steve Brown, M.D., Director; Linda Brown, MSN, ARNP, Dawson McDaniel, Director; James Green, Director

**MEMBERS ABSENT:** Nancy McGovern, RN, MSM, Board Vice Chairman; Frank La Rosa, Director; Kerry Babb, Director

**OTHERS PRESENT:** Jim Nathan, President/CEO; Jim Humphrey, Board Counsel/Fowler & White; Cathy Stephens, Board of Directors' Liaison; Jon Cecil, Chief Human Resources Officer; Cathy Kahle, Director/System Counsel; Karen Krieger, System Director/Public Affairs; Joan Carroll, System Director/Health Advocacy; Sally Jackson, System Director/Community Projects; Isabel Firth, Administrative Secretary/Board of Directors; Beth Finney, Executive Secretary/Board of Directors

**NOTE: Documents referred to in these minutes are on file by reference to this meeting date in the Office of the Board of Directors and on the Board of Directors website at [www.leememorial.org/boardofdirectors](http://www.leememorial.org/boardofdirectors), for public inspection.**

SUBJECT	DISCUSSION	ACTION	FOLLOW-UP
<b>MEETING CALLED TO ORDER</b>		<p style="text-align: center;"><b>The GOVERNANCE COMMITTEE OF THE WHOLE meeting was CALLED TO ORDER at 1:15 p.m. by Governance Chairman Lois Barrett, MBA.</b></p> <p>The Board sits as the Lee Memorial Health System Board of Directors of Southwest Florida Regional Medical Center, Gulf Coast Hospital, Lee Memorial Hospital, HealthPark Medical Center and the Board of Directors of its subsidiary corporations: Cape Memorial Hospital, Inc. doing business as Cape Coral Hospital; Lee Memorial Medical Management, Inc.; Lee Memorial Home Health, Inc.; and HealthPark Care Center, Inc.</p>	
<b>PUBLIC INPUT</b>	There were no 'Public Input' items to be discussed.		
<b>CONSENT AGENDA</b>	<p>Lois Barrett asked if anyone wished to pull any of the items listed on the Consent Agenda for discussion.</p> <p style="margin-left: 20px;">A. October 2, 2008 Governance Committee of the Whole Meeting Minutes B. FY 2009, 1<sup>st</sup> Quarter Board of Directors Budget (Exhibit 1)</p> <p>Marilyn Stout said in response to the public input made by Lynn Rosko included in the October 2, 2008 Governance minutes; regardless of Lynn's comments during the meeting she still had very kind words to share with her about the care she received from our health system.</p>	<p><b>A motion was made by Linda Brown to approve the Consent Agenda:</b></p> <p style="margin-left: 20px;">A. October 2, 2008 Governance Committee Meeting Minutes B. FY 2009, 1<sup>st</sup> Quarter Board of Directors Budget (Exhibit 1)</p> <p><b>The motion was seconded by Dawson McDaniel and it carried with no opposition.</b></p>	
<b>SMOKE-FREE/ TOBACCO FREE LMHS CAMPUSES/ PROPERTIES</b>	<p>Jon Cecil presented the Smoke-Free/Tobacco Free LMHS Campuses/Properties update and recommended action (Exhibit 2). He said there has been a tremendous amount of research done by our system, which included discussions with other organizations such as Orlando Regional. He said Orlando Regional has succeeded in creating a smoke-free/tobacco free campus and they have shared with us information which will allow LMHS to fast track the research part of this process. Jon said there is a massive amount of planning, communication and training involved in implementing a smoke-free/tobacco free policy. Jon suggested creating a System-wide committee, bringing in different areas of the System and community to discuss this further. He said the committee will create a timeline to present to the Board by March with a goal to implement this policy within the next nine to ten months. Richard Akin suggested Kerry Babb represent the Board as a Liaison to this committee.</p> <p>Jim Nathan recognized the System effort, which is taking place everyday to aid employees and their families to quit smoking. He said the stop smoking programs have been very successful. Joan Carroll said currently the System offers free non-prescriptive stop smoking aids, stop smoking classes, employee fairs, and support to those who are trying to quit smoking. She said there have been more than 250 people who have successfully quit so far. Discussion ensued.</p>	<p><b>A motion was made by Marilyn Stout to approve administration to establish a system-wide committee consisting of Board Marketing Liaison Kerry Babb, a physician, management, clinical and non-clinical staff, Auxillian (volunteer) and community representatives, to develop a plan for Tobacco-Free campuses/properties and to report back to the LMHS Board of Directors no later than March with a specific recommendation including a date for implementation. The motion was seconded by Linda Brown and it carried with no opposition.</b></p>	<i>Committee timeline to Board in March.</i>
<b>FY 2008 4<sup>th</sup> QUARTER</b>	Charles Swain reviewed the FY 2008, 4 <sup>th</sup> Quarter Compliance Report (Exhibit 3). He provided a brief historical overview on the development and purpose of		

SUBJECT	DISCUSSION	ACTION	FOLLOW-UP
<p><b>COMPLIANCE REPORT</b></p>	<p>compliance programs in health care. Steve Brown asked how complaints were communicated to the compliance department and what steps were taken to evaluate the problem. Charles said complaints come in to the compliance department mostly by those asking whether a certain situation is a compliance issue. He said his department has specific surveys in place to ask the appropriate questions to evaluate the complaint. Richard Akin said the current process is working well.</p>	<p><b>A motion was made by Marilyn Stout to accept the FY 2008, 4<sup>th</sup> Quarter Compliance Report (Exhibit 3). The motion was seconded by Richard Akin and it carried with no opposition.</b></p>	
<p><b>BOARD OF DIRECTORS POLICIES</b>  <b>10.10D ORIENTATION OF NEW DIRECTORS</b>  <b>10.27D REPORTING AND ACCREDITATION OF SYSTEM ENTITIES</b>  <b>10.52B COMMUNITY REPRESENTATIVES</b></p>	<p>Cathy Stephens reviewed proposed revisions made to Board Policy 10.10D: Orientation of New Directors (Exhibit 4). Dawson McDaniel said the orientation process was extremely helpful and he was very thankful for the time and willingness of leadership to meet with him as well.</p> <p>Cathy Stephens reviewed proposed revisions made to Board Policy 10.27D: Reporting and Accreditation of System Entities (Exhibit 5).</p> <p>Cathy Stephens reviewed proposed revisions made to Board Policy 10.52B: Community Representatives. Mary McGillicuddy explained Physician Leadership Council (PLC) Consultants due to their involvement with the medical staff and the Physician Leadership Council (PLC), and their non-voting role on the Board's committees.</p>	<p><b>A motion was made by Dawson McDaniel to adopt Board Policy 10.10D: Orientation of New Directors (Exhibit 4). The motion was seconded by Linda Brown and it carried with no opposition.</b></p> <p><b>A motion was made by Linda Brown to adopt Board Policy 10.27D: Reporting and Accreditation of System facilities (Exhibit 5). The motion was seconded by Richard Akin and it carried with no opposition.</b></p> <p><b>A motion was made by Marilyn Stout to adopt Board Policy 10.52B: Community Representatives. The motion was seconded by Steve Brown and it carried with no opposition.</b></p>	
<p><b>LMHS PRESIDENT/CEO CONTRACT</b></p>	<p>Jim Humphrey reviewed the President/CEO Extension of Employment Agreement (Exhibit 7). Jim said he met with Jim Nathan and Richard Akin and they decided to renew and extend the contract for a term of five years (starting April 1, 2009), rather than creating a new contract. Jim Humphrey said as Board Counsel he fully supports the renewal of Jim Nathan's contract due to his superior performances as acknowledged by the Board in his most recent evaluation.</p> <p>Marilyn Stout asked for clarification on Section 4: Compensation regarding base pay compensation, which was included in the contract. Jon Cecil said the Board can choose to increase the base salary of the President/CEO however cannot go below 50% of the median base pay compensation for chief executive officers of health care systems of similar size. Linda Brown said she is thankful for the extension of Jim Nathan's contract and the organization needs a strong leader like him during these very trying times. The Board collectively thanked Jim Nathan for his excellent leadership and devotion.</p>	<p><i>(James Green entered the meeting at 2:12 p.m.)</i></p> <p><b>A motion was made by Steve Brown to approve of the LMHS President and Chief Executive Officer's (CEO) existing Employment Agreement be extended for a term of five (5) years, from April 1, 2009 (Exhibit 7). The motion was seconded by James Green and it carried with no opposition.</b></p>	
<p><b>2009 BOARD OF DIRECTORS LIAISON AND COMMITTEE APPOINTMENTS</b></p>	<p>Cathy Stephens distributed the 2009 Board of Directors Liaison and Committee Appointments (Exhibit 8). Richard Akin said he took all requests into consideration before making his final decision. Marilyn Stout said in response to assigning Frank La Rosa as Liaison to the Regional Advisory Committee (RAC) on Trauma Services, she is requesting to remain as the RAC liaison for at least one more year. She said she has worked very hard to develop relationships and is working on specific projects that have not yet reached completion. Discussion ensued with regard to the trauma services, emergency room services, and RAC liaison assignments. Richard said he originally planned to align these services with the same liaison however if approved by the Board he will allow Marilyn to remain as the RAC liaison. Further discussion ensued with regard to funding for the Trauma center and the importance of continuity in the liaison role. James Green requested the record to show he has been assigned to only one liaison position.</p> <p>Discussion ensued with regard to the Sunshine Law, which prohibits more than one</p>	<p><b>A motion was made by Linda Brown to approve the 2009 Board of Directors Liaison and Committee Appointments (Exhibit 8) as revised. Richard Akin called the question therefore closing discussion. The motion was seconded by Dawson McDaniel and it carried with no opposition.</b></p>	

SUBJECT	DISCUSSION	ACTION	FOLLOW-UP
	Board member attending the RAC meeting as an active member of the meeting.		
<b>FULL BOARD MEETING LOCATION</b>	<p>Lois Barrett asked for a historical update regarding the decision to move the Full Board of Directors meeting to 3:00pm at the Lee County Public Education Center (LCPEC). Jim Nathan said the change was made to create increased accessibility for the public to attend the Full Board meetings and the added ability to televise the meetings for those who cannot attend. Lois said she is concerned with traveling to the LCPEC for a 3:00pm meeting due to the high traffic volume at that time. James Green said the initial goal for moving to the LCPEC was for the added ability to televise meetings, therefore improving public accessibility and transparency. He said the Board is here to serve the people of Lee County and we must allow for accessibility. The following options and concerns were discussed with regard to the Full Board of Directors meeting:</p> <ul style="list-style-type: none"> <li>• Move Full Board Meetings back to LMHS facilities and rotate meetings at each campus</li> <li>• Change meeting time from 3:00pm to 1:00pm</li> <li>• Televising committee meetings</li> <li>• Options for streaming Full Board meetings live on the internet</li> <li>• Public access to internet versus public access to television</li> <li>• Cost associated with televising from an LMHS facility versus using the LCPEC</li> </ul>	<p><b>A motion was made Steve Brown, effective March 2009, to change the Full Board of Directors meeting time from 3:00pm to 1:00pm and to change location for March 26, 2009 meeting to the Lee Memorial Hospital Boardroom. The motion was seconded Marilyn Stout. James Green voted in opposition however the motion carried.</b></p>	
<b>OTHER ITEMS</b> <b>Public Request- Teleconference</b>  <b>Board Representation at System Events</b>  <b>Behavioral Health Unit at Lee Memorial Hospital 3 West</b>  <b>FHA Hospital Days March 9<sup>TH</sup> Dinner</b>	<p>Cathy Stephens said she received an anonymous public request to address the Board at a future committee meeting via teleconference. Mary McGillicuddy said there has never been a request to address the Board via teleconference before. She said if the Board decides to allow this, she suggests creating a policy setting specific standards for excusable reasons to allow the public to address the Board via teleconference. She said the Board should also require the requestor to identify who they are. Discussion ensued with regard to public access to Board meetings and anonymous requests to address the Board; it was decided these types of requests to address the Board were not appropriate.</p> <p>Cathy reminded the Board there will be many System events in March, April and May and encouraged the Board to attend.</p> <p>Jim Nathan announced the new behavioral health unit on 3 West/LMH has opened and invited the Board to join him for a quick tour of the unit after this meeting.</p> <p>Jim Nathan announced the FHA Hospital Days event is being held on March 9<sup>th</sup>-10<sup>th</sup> in Tallahassee, FL. He said on March 9<sup>th</sup>, the Safety Net Hospital Alliance of Florida (SNHAF) will be hosting a reception and dinner for those attending.</p>	<p style="text-align: center; font-size: 48px; opacity: 0.3;">APPROVED</p>	
<b>NEXT REGULAR MEETING</b>	<p><b>The date of the next REGULAR Governance Committee of the Whole meeting is Thursday, May 7, 2009, 1:00 p.m. in the Lee Memorial Hospital Boardroom.</b></p>		
<b>ADJOURNMENT</b>		<p style="text-align: center;"><b>The Governance Committee of the Whole meeting was ADJOURNED at 3:20pm by Governance Chairman Lois Barrett.</b></p>	

Minutes were recorded by Beth Finney, Executive Secretary/Board of Directors Office

Linda Brown, MSN, ARNP  
 Interim Board Secretary

# **BOARD OF DIRECTORS QUARTERLY BUDGET REPORT**

FY2009 2nd Quarter Jan - March, 2009

Manager: Stephens

Expenses	YTD ACTUAL	2009 BUDGET
<b>Salary</b>		
Productive Salary	66,339	135,944
NonProductive Salary (Board stipend, Doc Coggins Award monies, benefits/vacation)	73,309	159,494
<b>Total Salaries</b>	<b>139,648</b>	<b>295,438</b>
<b>Supplies (Variable)</b>		
840000 Office/Copy/Photo/Computer	3,965	6,000
843000 Education Supplies/Books	5	150
850000 Raw Food Costs - Catering Charges*	2,085	3,000
850000 Raw Food Costs - Meal Tickets	*N/A at this time	
<b>Total Supplies (Variable)</b>	<b>6,055</b>	<b>9,151</b>
<b>Other (Fixed)</b>		
822000 Legal Exp-Non Professional - Legal Fees	410	400
825000 Legal Exp - Professional Attorney Fees	18,623	40,000
846000 Adv/Mktg-Production	0	200
858000 Special Events-Doc Coggins	8,834	14,000
864000 Subscriptions	105	200
865000 Scholarships/Donations	205	500
868100 Cellular Phone	324	700
880000 Education & Travel	15,093	49,500
880100 Mileage Reimbursement	335	1,500
881200 Business Meeting & Expense	2,585	8,000
960000 Postage Expense	260	600
<b>Total Other (Fixed)</b>	<b>46,774</b>	<b>115,600</b>
<b>Purchased Services (Fixed)</b>		
845700 Purchased Svs - Printing	274	350
845950 Purchased Svs - Courier	2,787	5,000
<b>Total Purchased Services (Fixed)</b>	<b>3,061</b>	<b>5,350</b>
<b>Purchased Services (Variable)</b>		
845800 Purchased Svs - Equip Rental (Pager - Cancelled 1st Qtr)	32	111
<b>Total Purchased Services (Variable)</b>	<b>32</b>	
<b>Total Expenses</b>	<b>195,570</b>	<b>425,650</b>

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**LEE MEMORIAL HEALTH SYSTEM**  
**BOARD OF DIRECTORS**

**BOARD COUNSEL**  
**REPORT**

*(Jim Humphrey, Board Counsel – 15 min)*

- Public Record
- Board Compensation

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# LEE MEMORIAL HEALTH SYSTEM BOARD OF DIRECTORS

## TOPICS SUBMITTED FOR DISCUSSION

- a) Collection Agency practices
- b) Wellness Center Memberships
- c) Patient Advocates
- d) News-Press Editorial article (*enclosed*)
- e) John Nance/Kathleen Bartholomew  
Presentations - Next Steps
- f) Liaison Reports at Full Board meetings
- g) Request for Agenda topics
- h) Retreat Ideas

June 7, 2009

## Dan Warner: I'm back, along with some tales of a broken health care system

*Dan Warner*  
*dwarner@news-press.com*

I got myself sick, ending up in the hospital for a week and unable to write a column for two weeks.

It is the first time - through ice storms, vacations, hurricanes, flu, lethargy and, even, open-heart surgery - that I have missed two straight weeks of column writing in 37 years. I am resuming today, even though an infected hand still makes it difficult for me to type, because I worry that the absence of my column will cause The News-Press a serious decline in readership.

You might want to write or e-mail publisher Carol Hudler and tell her that my return has caused you to reconsider canceling your subscription and that you will remain a loyal reader for at least as long as I am around. I'd appreciate it. It has been my experience over the years that nothing impresses a publisher as much as a note from a paid-up subscriber.

Paid-up subscribers have more influence on publishers than the most talented of writers and the loftiest of editors. The truth is, dear reader, you have all the juice, should you choose to use it.

In the past weeks, I have been embedded in the health care system and, let me tell you, that is nearly as much of a nightmare as the pain and loss of functioning that I have been suffering. It is not the people, please note. With but a pair of notable exceptions, the vast majority of the workers - from doctors to nurses, to aides to therapists of various stripes - were both professional and caring.

No, the culprit is the system - a system that caused me to be in the hospital between two and three days longer than necessary, that delayed treatments the doctors said were necessary and needed immediately, that kept me in the dark as to my status and that ignored my very real problems while treating, believe it or not, conditions that lab tests suggest "might occur" in the future.

The result is that I now need to go back to my family doctor, have all of my prior conditions retested and monitored and try to get back on a track that has kept me healthy for years.

There are two big problems with the system: One, the various disciplines don't communicate in a timely manner and, two, treatment is not linear - it does not progress along logical lines so that one condition is ever fully fixed. In one instance, I was told that a treatment, ordered a day earlier, was going to be delayed yet another day. I said, "OK, everyone concerned with my case will meet here at 9 a.m. tomorrow and we will sort this out." The nurse agreed - but came back an hour later, said all the issues had been solved and the treatment would start immediately. In other words, nobody was demanding performance - save for me. You have to take care of yourself.

Bottom line: I am back as a columnist and your newspaper is now complete and well worth the nominal price Ms. Hudler charges.

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**LEE MEMORIAL HEALTH SYSTEM**  
**BOARD OF DIRECTORS**

**OTHER ITEMS**

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**LEE MEMORIAL HEALTH SYSTEM**  
**BOARD OF DIRECTORS**

**The next Governance  
Committee of the Whole  
Meeting will be replaced  
with a Board Retreat  
Fri, Aug, 7 – Sat, Aug 8  
(Location to be determined)**