

**NORTH BREVARD COUNTY HOSPITAL DISTRICT
OPERATING
PARRISH MEDICAL CENTER
BOARD OF DIRECTORS – REGULAR MEETING**

A regular meeting of the Board of Directors of the North Brevard County Hospital District operating Parrish Medical Center was held at 3:01 p.m. on January 4, 2021 in Conference Room 2/3/4/5, First Floor. The following members were present:

Herman A. Cole, Jr., Chairman (remote)
Robert L. Jordan, Jr., C.M.
Stan Retz (Remote)
Billie Fitzgerald
Peggy Crooks
Elizabeth Galfo, M.D.
Ashok Shah, M.D.
Maureen Rupe
Jerry Noffel

Member(s) Absent:

None

A copy of the attendance roster of others present during the meeting is appended to the file copy of these minutes.

CALL TO ORDER

Mr. Cole called the meeting to order at 3:04 p.m.

At this time Mr. Cole assigned the duty of Chairman to Robert Jordan since he was participating remotely. Mr. Jordan accepted.

REMOTE PARTICIPATION

Discussion ensued and the following motion was made by Ms. Fitzgerald, seconded by Dr. Galfo and approved (9 ayes, 0 nays, 0 abstentions).

ACTION TAKEN: MOTION THAT THE BOARD OF DIRECTORS ALLOW, DUE TO EXTRAORDINARY CIRCUMSTANCES RELATED TO COVID-19, HERMAN COLE AND STAN RETZ TO PARTICIPATE REMOTELY IN THE REGULAR MEETING OF THE BOARD OF DIRECTORS AND VOTE ON MATTERS COMING BEFORE THE BOARD OF DIRECTORS IN THE JANUARY 4, 2021 REGULAR MEETING OF THE BOARD OF DIRECTORS.

PLEDGE OF ALLEGIANCE

Mr. Jordan led the Board of Directors, staff and public in reciting the Pledge of Allegiance.

PMC'S VISION – Healing Families – Healing Communities®

Mr. Jordan led the Board of Directors, staff and public in reciting PMC's Vision – *Healing Families – Healing Communities®*.

AGENDA AMENDMENT

Mr. Jordan requested the Public Comments portion of the agenda be moved up to item IV.

APPROVAL OF AGENDA

Mr. Jordan asked for approval of the agenda in the packet as revised. Discussion ensued and the following motion was made by Dr. Galfo, seconded by Ms. Crooks and approved (9 ayes, 0 nays, 0 abstentions).

ACTION TAKEN: MOTION TO APPROVE THE REVISED AGENDA AS PRESENTED.

PUBLIC COMMENTS

Members of the public spoke at this time. A copy of the public appearance requests are appended to the file copy of these minutes.

RECOGNITIONS

Mr. Jordan recognized and thanked Dr. Storey for his service as Medical Staff President during this exceptionally challenging past year. Mr. Jordan presented Dr. Storey with a plaque in recognition for his service. Dr. Storey thanked Mr. Jordan and the Board of Directors, sharing that it has been his pleasure to serve the Board and the Medical Staff.

SECRETARY'S REPORT & ELECTION OF OFFICERS

Ms. Crooks, Secretary of the North Brevard County Hospital District Board of Directors reviewed the process for the election of officers.

Immediately after nominations are closed for each office, the election for that officer will be held. Ballots will then be distributed, dated and signed by each Board Member. The tellers will count the ballots and provide the results to the Chairperson. The ballots are public records and will continue to be available.

Mr. Jordan then nominated Mr. Boyles and Mr. Kancilia as tellers to distribute, collect and count the ballots.

Election of Chairperson

Ms. Crooks indicated that Mr. Cole, Mr. Jordan and Mr. Retz had been nominated as Chairperson. Mr. Boyles distributed the ballots for Chairperson, which were marked signed by each Board member and collected. Mr. Boyles and Mr. Kancilia counted the ballots and recorded the results.

Mr. Boyles announced the results, stating that there was a three-way tie. Ballots were again distributed, collected and counted. Mr. Boyles announced the second round of voting results which again resulted in a three-way tie.

At this time, Mr. Cole, Mr. Jordan and Mr. Retz each gave a 3 minute speech regarding why he was running for Chairperson of the Board of Directors. Ballots were again distributed, collected and counted. Mr. Boyles announced the third round of voting again resulted in a three-way tie. At this time, Mr. Cole withdrew his name from the election and Mr. Retz stated he would put his support behind Mr. Jordan.

At this time, a verbal vote was taken by roll call; Ms. Rupe, Dr. Galfo, Ms. Fitzgerald, Mr. Jordan, Dr. Shah, Mr. Cole and Mr. Retz voted for Mr. Jordan. Mr. Noffel and Ms. Crooks voted for Mr. Retz. The results were seven votes for Mr. Jordan, two votes for Mr. Retz. Ms. Crooks announced the results, stating that Mr. Jordan was elected as Chairperson.

Election of Vice-Chairperson

Ms. Crooks indicated that there was no nomination for Vice-Chairperson. Dr. Galfo nominated Mr. Retz as Vice Chairperson, and his name was added to the ballot. Mr. Jordan moved to close the nomination, seconded by Mr. Cole. Mr. Boyles distributed the ballots for Vice Chairperson, which were marked signed by each Board member and collected. Mr. Boyles and Mr. Kancilia counted the ballots and recorded the results. Ms. Crooks announced the results, stating that Mr. Retz was elected as Vice Chairperson.

Election of Secretary

Ms. Crooks indicated that there was no nomination for Secretary. Mr. Jordan nominated Dr. Galfo as Secretary, and her name was added to the ballot. Mr. Jordan moved to close the nominations, seconded by Mr. Cole. Mr. Boyles distributed the ballots for Secretary, which were marked signed by each Board member and collected. Mr. Boyles and Mr. Kancilia counted the ballots and recorded the results. Ms. Crooks announced the results, stating that Dr. Galfo was elected as Secretary.

Election of Treasurer

Ms. Crooks indicated that she had been nominated as Treasurer, and no other names were presented. Dr. Galfo moved to close the nominations, seconded by Mr. Cole. Mr. Boyles distributed the ballots for Treasurer, which were marked signed by each Board member and

collected. Mr. Boyles and Mr. Kancilia counted the ballots and recorded the results. Ms. Crooks announced the results, stating that she has been elected as Treasurer.

Election of Member-at-Large

Ms. Crooks indicated that there was no nomination for Member-at-Large. Ms. Crooks moved to nominate Mr. Cole for Member-at-Large, and his name was added to the ballot. Mr. Boyles distributed the ballots for Member-at-Large, which were marked signed by each Board member and collected. Mr. Boyles and Mr. Kancilia counted the ballots and recorded the results. Ms. Crooks announced the results, stating that Mr. Cole was elected as Member-at-Large, and this concluded the election.

REVIEW AND APPROVAL OF MINUTES

Discussion ensued and the following motion was made by Mr. Jordan, seconded by Ms. Fitzgerald and approved (9 ayes, 0 nays, 0 abstentions).

ACTION TAKEN: MOTION TO APPROVE THE MINUTES OF THE NOVEMBER 2, 2020 REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE NORTH BREVARD COUNTY HOSPITAL DISTRICT, AS PRESENTED.

OPEN FORUM FOR PMC PHYSICIANS

There were no physician comments.

UNFINISHED BUSINESS

There was no unfinished business.

NEW BUSINESS

There was no new business.

MEDICAL STAFF REPORT RECOMMENDATIONS/ANNOUNCEMENTS

There were no recommendations or announcements.

CONSENT AGENDA

Discussion ensued regarding the consent agenda, and the following motion was made by Ms. Crooks, seconded by Dr. Galfo and approved (9 ayes, 0 nays, 0 abstentions).

ACTION TAKEN: MOTION TO APPROVE THE FOLLOWING REVISED CONSENT AGENDA ITEMS:

A. Audit

1. To recommend to the Board of Directors accept the Fiscal Year 2020 audit results and reports:
 - Audited Financial Statements and Supplementary Information
 - Report on Internal Control and Compliance
 - Communications With the Board of Directors and Audit Committee
 - Management Letter
2. **To recommend the Board of Directors allow, due to an extraordinary circumstance related to Covid-19, Herman Cole and Stan Retz to participate remotely and vote on committee matters in this January 4, 2021 meeting of the Audit Committee.**

B. Quality

1. **To recommend the Board of Directors allow, due to extraordinary circumstances related to Covid-19, Herman Cole and Stan Retz to participate remotely and vote on matters coming before the January 4, 2021 meeting of the Quality Committee.**

C. Finance

1. Motion to recommend to the Board of Directors declare the equipment listed in the requests for Disposal of Obsolete or Surplus Property Forms as surplus and obsolete and dispose of same in accordance with FS274.05 and FS274.96.
2. Motion To approve the proposed settlement in the Metrus Energy dispute and authorize the President and Chief Executive Officer to finalize the terms and execute the settlement agreement and all documents necessary to implement the settlement agreement.
3. To recommend to the Board of Directors accept the Fiscal Year 2020 audit results and reports:
 - Audited Financial Statements and Supplementary Information
 - Report on Internal Control and Compliance
 - Communications With the Board of Directors and Audit Committee
 - Management Letter
4. **To recommend the Board of Directors allow, due to an extraordinary circumstance related to Covid-19, Herman Cole and Stan Retz to participate remotely in the Finance Committee Meeting and vote on**

matters coming before the January 4, 2021 meeting of the Finance Committee.

D. Executive

1. Motion to approve the Resolution of the Board of Directors of the North Brevard County Hospital District regarding the updated North Brevard County Hospital District Corporate Compliance Program.
2. **To recommend the Board of Directors allow, due to extraordinary circumstances related to Covid-19, Herman Cole and Stan Retz to participate remotely and vote on matters coming before the January 4, 2021 meeting of the Executive Committee.**

COMMITTEE REPORTS

Quality Committee

Dr. Galfo reported all items were covered during the meeting.

Finance Committee

Ms. Crooks reported all items were covered during the meeting.

Executive Committee

Mr. Jordan reported all items were covered during the meeting.

Educational, Governmental and Community Relations Committee

Mr. Jordan reported the Education Committee did not meet.

Planning, Physical Facilities and Properties Committee

Mr. Jordan reported the Planning Physical Facilities and Properties Committee did not meet.

PROCESS AND QUALITY REPORT

Mr. Mikitarian reminded the Board that we are expecting the Joint Commission survey this week, noting that the Chairman will be notified when the survey begins.

Mr. Mikitarian added that PMC continues to comply with CDC guidelines on vaccine distribution.

Hospital Attorney

Legal counsel had no report.

OTHER

Ms. Crooks took this time to congratulate Mr. Loftin on his 14 years with Parrish Medical Center.

Dr. Galfo expressed her thanks to Mr. Cole for his eight years as Chairman of the Board. Ms. Fitzgerald, Dr. Shah and Mr. Jordan also expressed their appreciation to Mr. Cole for his years of Service to the Board of Directors.

CLOSING REMARKS

Mr. Jordan expressed his appreciation to the Board for electing him as Chairman, noting that he is grateful for the opportunity to serve.

ADJOURNMENT

There being no further business to discuss, the meeting adjourned at 4:08 p.m.

Robert L. Jordan, Jr., C.M.
Chairman