



**MIAMI-DADE COUNTY
FINAL OFFICIAL MINUTES
Miami-Dade County Hospital Governance
Task Force Town Hall Meeting**

Board of County Commissioners

West Kendall Regional Library
10201 Hammocks Boulevard
Miami, Florida 33196

July 18, 2011
As Advertised

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The Honorable Joe A. Martinez, Miami-Dade County Commission Chairman (District 11), convened a meeting at the West Kendall Regional Library, 10201 Hammocks Boulevard, Miami, on Monday, July 18, 2011 at 6:00 p.m., to discuss the Hospital Governance Task Force (HGTF) recommendations. There also being present District 12 Commissioner Jose "Pepe" Diaz; State Representative Juan Zapata, Task Force Chairperson; and Assistant State Attorney Susan Leah Dechovitz, Task Force Vice Chairperson.

The following staff members were also present: Assistant County Attorneys Eugene Shy, Jr. and Laura Llorente; Commission Auditor Charles Anderson; Commission Auditor staff members Robert Marksmeir, Jr. and Donna Palmer; and Deputy Clerk of the Board Alan Eisenberg.

Chairman Martinez called the meeting to order at 6:13 p.m.

I. Opening Remarks/Hearing Rules

County Commission Chairman Martinez welcomed and expressed his appreciation to everyone for attending tonight's (7/18) meeting. He noted that the Hospital Governance Task Force (HGTF) was created by Resolution R-30-11 under Commissioner Sosa's sponsorship; was an appointed committee; and was charged with providing recommendations for Jackson Memorial Hospital as a result of a Grand Jury report. Chairman Martinez said he asked Commissioner Diaz to coordinate as many community meetings as possible throughout the County to keep residents informed. He mentioned that State Representative Juan Zapata served as the HGTF Chairperson and that Assistant County Attorney Eugene Shy, Jr. and Commission Auditor Charles Anderson participated in the HGTF meetings. Chairman Martinez said there would be an opportunity for members of the audience to address any specific questions and/or concerns to HGTF members and/or staff following tonight's (7/18) presentations.

Chairman Martinez introduced Assistant County Attorney Eugene Shy, noting he would provide an overview of the Public Health Trust, followed by Commission Auditor Charles Anderson who would present the HGTF recommendations.

II. Jackson Overview

Note: See Exhibit for the Power Point presentation.

Assistant County Attorney Eugene Shy provided a Power Point presentation which portrayed Jackson Memorial Hospital's (JMH) history beginning in 1899. He noted that the Public Health Trust (PHT) was established in 1973 with the adoption of Chapter 25A of the County Code in response to the Joint Commission threatening to take away Jackson's accreditation in response to the lack of a community governing board. Mr. Shy said that this legislation gave the County authority to either grant or withdraw delegated powers and to convey or take back property. He explained that the Board of Trustees was the PHT's governing body, which consisted of 17 voting and eight non-voting

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members; however, in May 2011, the County Commission replaced this Board with a seven member Financial Recovery Board to assist Jackson address its fiscal recovery issues. Mr. Shy said that Jackson received approximately \$350 million annual funding from the half penny surtax and the Maintenance of Effort funding received from the County.

III. Presentation of Taskforce Recommendations

Note: See Exhibit for the Power Point presentation.

Commission Auditor Anderson provided an overview of the HGTF recommendations, via a Power Point Presentation. Mr. Anderson said that on January 20, 2011, the Commission approved Resolution No. 30-11, establishing the HGTF to study and report on possible models for operating the Public Health Trust and to ensure the governing and financial structure would enable the Trust to fulfill its mission. The HGTF consisted of 20 members appointed by individuals or organizations designated in the resolution, Mr. Anderson noted. He also noted the HGTF met during the months of March, April, and May; and the final report, which was published May 12, 2011, included 18 recommendations as outlined in the attached Exhibit.

IV. Questions and Answers

Following Mr. Anderson's presentation, the floor was opened to the public for questions and comments.

Mr. Barry White, 10001 SW 129 Terrace, questioned whether vertical integration was considered whereby Jackson would establish relationships with neighborhood clinics and emergency care facilities in order to reduce the emergency room utilization. He suggested that Jackson staff obtain guidance from Broward County's Memorial Healthcare System based upon positive experiences at that institution and offered his assistance to participate on any committee on behalf of this effort.

HGTF Chairperson Zapata responded that Mr. White's concerns were operational issues and the HGTF focused on governance issues. He noted the goal was to create a governing structure that would be flexible and able to react to a changing marketplace while remaining accountable to County taxpayers. Chairperson Zapata said that Federally Qualified Health Clinics and clinic networks were successful at other hospitals; however, Jackson's governance structure had too many bosses which prevented them from adequately deploying its healthcare assets.

Chairperson Zapata commented that Memorial Healthcare System was a leader in providing healthcare delivery according to the State Medicaid Director. According to Memorial Healthcare System's Chief Executive Officer (CEO), a governing board's size should consist of between seven and nine members; the ideal board member should have diverse experience as well as a commitment to the hospital's mission, said Chairperson

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Zapata. He further noted that the operational issues would come to fruition once the governance structure and oversight mechanisms were implemented.

Chairperson Zapata said the HGTF acted expediently so that their recommendations would become public before the Mayoral election. He noted that a sense of urgency existed at Jackson and the potential closing of Jackson would raise insurance rates for everyone in the community.

Chairperson Zapata recognized Assistant State Attorney Susan Leah Dechovitz, HGTF Vice Chairperson and Ms. Lillian Rivera, Miami-Dade County Health Department Administrator, HGTF member. He noted that CEOs from leading hospitals throughout our community unselfishly gave their time and also served on the HGTF to ensure Jackson's survival. Chairperson Zapata explained that Jackson was a teaching hospital and the University of Miami and Florida International University's medical schools depended on the hospital.

Chairperson Zapata noted that Jackson's issues were not unique to this community and similar issues were being experienced throughout the country due to medical inflation, the changing nature of healthcare delivery, and the methods of payment. Chairman Zapata said the County Commission directed the HGTF to evaluate best practices in public healthcare delivery and to recommend an ideal governance structure that would enable Jackson to thrive in the future.

Chairman Martinez welcomed Commissioner Diaz, Public Safety and Healthcare Administration Committee Chairperson. He noted Commissioner Diaz was the co-host of tonight's (7/18) Town Hall Meeting. Chairman Martinez noted these meetings would be held throughout the County at the request of any Commissioner.

Chairman Martinez commented that the PHT was restructured because of its large size, and as a result, would be able to address issues more expeditiously. He noted Jackson needed paying patients to supplement their providing indigent, charity, free and reduced care. Chairman Martinez also noted that Miami-Dade County had a large number of undocumented immigrants without insurance and did not receive any federal government reimbursement for providing medical care to this population. The downturn in the economy had also contributed to Jackson's financial losses, said Chairman Martinez. He noted he disagreed that decisions were not made based upon the governance which existed at Jackson, and if that was the case, then the wrong people were on the board.

Commissioner Diaz noted Jackson was a community hospital and the goal of this meeting was to obtain community input to ensure that everyone's concerns were considered and informed decisions were made for the hospital's long term success. He acknowledged the Clerk of the Board for recording the HGTF and Town Hall meetings so that the County Commission could take deliberations and public feedback into consideration.

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Mr. Lawrence Percival, 11945 SW 127 Court, commented that the County Commission's approval of a helicopter pad at the Kendall Regional Medical Center was the first step in their obtaining Florida Department of Health (FDOH) approval to open a Level 2 Trauma Center. He said that the Ryder Trauma Center was opposed to this competition since it would take patients away from that Center. He noted he hoped that lobbying would not interfere with the FDOH's decision to allow a second trauma center to deliver care in this community. Mr. Percival said competition in the delivery of healthcare was needed and Jackson could remain a viable institution even with additional market competition. He noted asking voters to increase funding for Jackson was not appropriate right now; however, could be considered in the future. Mr. Percival said that Jackson clearly served an important purpose in the community and should continue providing its services. He noted confidence that the members of the Financial Recovery Board would make positive recommendations for the County Commission's consideration. Mr. Percival said Jackson was an important source of medical care for individuals who otherwise did not have the resources to obtain care. In conclusion, Mr. Percival said the County could not continue to bandage hemorrhaging issues and encouraged the Commission to address these issues and to find solutions.

Mr. Stan Hills, 5001 SW 65 Avenue, a Paramedic with the Miami-Dade County Fire Rescue Department for 28 years, noted government accountability was being given away under this structure. He said Jackson had the only Level 1 Trauma Center and he had seen them perform miracles on people on numerous occasions and did not want to see this asset lost. Mr. Hills noted his wife had a high risk birth and was sent to Jackson for the successful delivery of his daughter.

Chairperson Zapata responded that Jackson was one of the nation's leading hospitals providing trauma care, transplants, and many other specialties, noting that safeguards had been established to preserve these assets. He said the HGTF determined that nobody could explain how the half penny tax was being spent and as a result, Recommendation No 10 requested that Jackson's auditor provide an accountability of tax revenues collected, how those funds were spent, and the legality of those expenditures.

Chairperson Zapata said it was important that the Financial Recovery Board remained nimble and effective and that the County needed to clearly state its wants, desires and methods of operations. Chairperson Zapata noted it was important to focus entirely on Jackson's well-being and its mission by removing any political connections.

Chairperson Zapata noted that Recommendation No. 1 set forth Jackson's mission as a safety net hospital, providing care to all residents and maintaining its role as a teaching hospital which attracted some of the nation's best doctors. He said that even though a tremendous amount of money was spent on healthcare in Miami-Dade County, we had one of the most fragmented and dysfunctional healthcare delivery systems across the Country. He referenced Orlando's Primary Care Access Network which included mechanisms that provided insured, uninsured, primary, secondary, and tertiary care.

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Chairperson Zapata noted that Ms. Lillian Rivera insisted on an advisory board which provided residents the opportunity to voice their opinions on services and methods of healthcare delivery. He commented that the HGTF was concerned about maintaining Jackson's accountability while continuing to provide quality programs and services. Chairperson Zapata noted it was important to understand that Jackson would be affected by changes in healthcare legislation and methods of reimbursement on both the federal and state levels. According to State of Florida Governor Rick Scott, hospital reimbursement dollars would follow the patient, allowing uninsured patients to obtain services from their hospital of choice, said Chairperson Zapata.

Ms. Stephanie Cornego, 8685 SW 149 Avenue, questioned the disproportionate share funding and the source of these funds.

Chairperson Zapata responded that disproportionate share funding was obtained through the federal government. He said the goal was for Jackson to maintain this revenue stream which covered Medicaid and Medicare patient reimbursements.

Mr. Ray Morales, 97 SW 4 Street, Jackson employee, noted concern that Jackson was already a 501(c) (3) not-for-profit organization and questioned whether these criteria would be in conflict with Recommendations No. 8 and 10.

Chairperson Zapata responded that according to guidance provided by the County Attorney's Office, Jackson operated as both a quasi-not-for-profit structure with a 501 (c) (3) foundation and as another structure which governed the hospital. He noted discussions ensued about methods by which this relationship could evolve into another structure.

Assistant County Attorney Shy added that the PHT was an agency of Miami-Dade County, and was not a non-profit organization. He noted a non-profit entity was a separate Florida Statute under Chapter 617 dealing with methods of creating non-profit organizations. Assistant County Attorney Shy said that he believed the HGTF was recommending that the County obtain non-profit status under this provision. He noted Jackson was a 501 (c) (3) for tax purposes, although it was a governmental entity with sovereign immunity and all the attributes which a normal governmental entity had.

Mr. Morales noted that according to Jackson's Chief Executive Officer, the hospital could restructure and their 501 (c) (3) status did not require compliance with Government in the Sunshine regulations.

Chairperson Zapata responded that the HGTF desired to uphold State of Florida legislation relating to public records and that exemption to those laws should be reviewed as they related to hospital operations. He noted Jackson should not be at a disadvantage by releasing certain governance information to its competition, even though public entities needed to be accountable and transparent.

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Ms. Monique Philippeaux, 10732 SW 142 Court, Registered Nurse, Ryder Trauma Center employee, commented that she believed staff was not opposed to Kendall Regional Medical Center competition since Jackson's operations and care provided to patients were perfected over the past 20 years and could not be duplicated elsewhere. She noted Jackson's Burn Center and Intensive Care Units were top rated and the care provided to its patients was always given from the caregivers' heart and with love.

Ms. Am Lym Danker, 10 SW South River Drive, Jackson nurse for the past 38 years. She noted concern about the political nature of board appointments and the pressure placed upon these individuals to make certain decisions. Ms. Danker said there was minimal representation from the professional nursing and medical community. Ms. Danker said that the PHT was created in order to remove the politics from the process; however, politics had gradually returned over the years. She noted there was not enough money to follow all the patients and dividing the uninsured patients across all area hospitals would place additional financial burdens on those institutions as well.

Mr. Samuel Ruiz, 5780 SW 18 Street, Plantation, Jackson employee since 1992, expressed concern that the proposal to make Jackson a 501 (c) (3) not-for-profit organization would operate under the Sunshine Laws and those records remained public.

Chairperson Zapata responded that the HGTF consisted of 20 members, of which 6 were local hospital Chief Executive Officers, who shared their expertise and knowledge of best practices from within their hospitals for the benefit of Jackson. He noted these individuals were open, willing and unselfish with their advice and suggestions about the hospital's future operational success.

Ms. Mary Ann Santiago, 9786 SW 147 Court, 32 year Jackson employee, noted that Jackson had served those in the community without any other place to receive medical attention. She said Jackson employees worked beyond the call of duty to take care of critically ill patients. Ms. Santiago noted a remedy was needed for the Urgent Care Center and additional efforts were needed that would attract private paying patients. She said the County Commission should remain involved with Jackson's board in order to bring checks and balances to the process.

Commissioner Diaz responded that the HGTF recommendations needed to be read and fully understood. He noted that politics existed everywhere and these meetings were convened so that the County Commissioners could hear their constituents' concerns and make the best possible decisions. Commissioner Diaz commented that Chairman Martinez had been a proponent of establishing outreach centers for many years and this idea was not seriously considered until similar centers were recently opened by other hospitals. He noted that records of every Town Hall Meeting would be available to the public.

Chairperson Zapata commented that the information and studies reviewed by the Task Force was available at http://www.miamidade.gov/auditor/hospital_governance.asp. He

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noted that many similarities existed between Jackson and other communities and that many good ideas had emerged from the HGTF process. Chairperson Zapata encouraged everyone to read the information; to become engaged in the process; and to help the County Commission make the best possible decision.

Chairman Martinez noted that the U.S. Army sent their Mobile Army Surgical Hospital (MASH) Units to the Ryder Trauma Center to train before going into the battlefield. The concern was not the level of medical care offered at Jackson, but how to maintain Jackson so that the level of care provided would continue, said Chairman Martinez. He said that he believed the right people were needed to lead Jackson for its survival. Chairman Martinez noted Mr. Carlos Migoya, Jackson's Chief Executive Officer was listening and receptive to the hospital receiving patients from local Federally Qualified Health Centers (FQHCs). He clarified that in the event Jackson became a 501 (c) (3) not-for-profit organization, a change in State law would be required for a non-governmental entity to continue receiving tax money. Chairman Martinez noted the County sent approximately \$350 million annually to the State which then was matched with federal funding and subsequently distributed throughout the entire State. He further noted that the County did not receive its fair share since its contribution was approximately 60 percent of the entire State's receipts; however, only received a 20-30 percent distribution. Chairman Martinez said patients would utilize nicer looking hospitals located closer to their homes in the event that the dollars followed the patient.

Ms. Daylin Marquez, 10131 SW 34 Street, Jackson employee, noted her concern for the homeless and uninsured patients that depended upon Jackson for their healthcare needs.

Ms. Karen Chamuel, 7634 SW 106 Avenue, Jackson Nurse for the past 25 years, recommended that Jackson's Board included representation from individuals that cared about the hospital. She noted that Air Rescue could get to Jackson in less than 20 minutes and that Jackson was the only place anyone in trauma would want to go.

Ms. Morina Morales, noted concern that Jackson was losing patients since paramedics were required to take them to the hospital located the shortest distance from where they were picked up.

Mr. James Starkweather, 10900 SW 95 Street, inquired whether Jackson employees would remain Miami-Dade County employees if Recommendation No. 7 was adopted, and if not, what would be the status of their retirement.

Chairperson Zapata responded that they would probably not remain County employees. He said the HGTF reviewed other hospitals across the country and could not find another public hospital where hospital employees were employed by the government. Chairperson Zapata suggested the creation of a healthcare labor contract rather than the present civil service contract.

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Mr. Starkweather questioned the number of employees; particularly nurses that had left Jackson in the past couple of years.

Chairperson Zapata responded that the HGTF was concerned about issues related to creating a governing structure; that the question asked about employees was an operational issue; and that he was unaware of the answer to Mr. Starkweather's question. He noted he cared about Jackson, the Service Employees International Union (SEIU), and continually fought in Tallahassee on behalf of Jackson's issues.

Ms. Delia Rivero, 11811 SW 31 Terrace, questioned whether the reduction or denial of medical services was already being considered.

Chairperson Zapata noted the HGTF recommended the powers which the governing structure would have and that those powers were given to that body under a contractual agreement with the County. He said recommendations were somewhat vague since the policy makers would get into specifics of the structure. Chairperson Zapata reiterated that the HGTF presented suggestions of best practices used elsewhere so that a determination could be made whether those practices could be successfully adopted for the hospital by the County Commission.

Mr. Barrera, 4677 NW 9 Street, a volunteer for an organization that tested individuals for HIV prior to sending them to Jackson, questioned what would happen to those patients.

Ms. Lillian Rivera, 14620 SW 150 Street, Task Force Member and Miami-Dade County Health Department Administrator, acknowledged Chairperson Zapata, Vice-Chairperson Dechovitz, and Ms. Martha Baker, President, SEIU Local 1991, for their contributions as HGTF members. She said the HGTF sought to determine the best governance structure for Jackson after examining best practices from across the nation. Ms. Rivera noted that Ms. Baker was the dissenting voice, not agreeing with HGTF recommendations. Ms. Rivera said that she was a nurse; that she previously worked at Jackson, and that she wanted the best for the hospital. She noted that medical care in the community was fragmented with the underserved and unfunded patients being treated at Jackson at a high cost, rather than receiving less expensive medical attention at primary care facilities. Ms. Rivera said she would advocate for the creation of a Public Health Advisory Committee (Recommendation No. 9), that would report on the use of public funds and the coordination of care.

Ms. Martha Baker, President, SEIU Local 1991, noted she was the dissenting voice on the Task Force. She said that the HGTF recommendation was to go private, not-for-profit, although three out of the five hospitals examined were public hospitals. Ms. Baker noted that \$350 million of charity care would not be delivered to community residents with Jackson's privatization. She said she was concerned about the continuum of care and not about Jackson's employees keeping their jobs, noting a shortage of healthcare workers existed throughout the community. Ms. Baker said that Mr. Carlos Migoya, Jackson's Chief Executive Officer, was creating a smart management team and wished

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him success; however, she noted that hospital administration should remain accountable for their actions. She noted that Larry Gage, President, National Association of Public Hospitals, had resigned from the HGTF in order to advocate that operational deficiencies needed to be identified in order to develop a governance structure that would address those deficiencies. Ms. Baker said that she was closest person on the HGTF who really knew what was occurring at Jackson and the issues to be addressed; that her comments as Union President were made to appear as a self-serving request; and that the primary concern of the HGTF was to determine how to privatize the hospital. She questioned the reason Assistant State Attorney Susan Leah Dechovitz was trying to privatize Jackson.

Assistant State Attorney Dechovitz responded that she had lived in Miami-Dade County since 1963, although did not live here today; that she cared deeply about Jackson; and that the hospital had always been a critical component of the community. She noted she was selected to participate on the HGTF after leading the Jackson's Grand Jury investigation at the request of State Attorney Katherine Fernandez Rundle.

Mr. Mark Richard, 9745 Sunset Drive, SEIU Attorney, commented that Dr. J. Antonio Villamil, Principal Economic Advisor, The Washington Economics Group, conducted a study for President Ronald Reagan, which determined it was wrong to put a governance structure first. He said that experts all concluded that Mr. Migoya must first be allowed to fix Jackson and governance issues would follow. Mr. Richard noted that he asked for the Grand Jury investigation on behalf of the Union and a thorough report was presented; however, he did not agree with all components of that report. He questioned whether there would be sovereign immunity and whether the half penny sales tax could legally be used if the hospital was privatized. Mr. Richard noted concern over impairment of collateral issues by investors and over property issues deeded by the City of Miami.

Mr. Richard noted Jackson was an expert in caring for patients and not in hospital governance. He said that Jackson provided training for 1,000 doctors, unlike other hospitals and questioned whether the half penny sales tax would follow the patient and be lost to other hospitals. Mr. Richard noted that people who understood the business of medicine and the uniqueness of hospital governance should be addressing these issues. He expressed the belief that community leaders should step aside and provide open community discussions so that policy makers could consider all issues before making their decision.

Mr. Richard commented that pressure existed in managed care preventing doctors from spending sufficient time to diagnose and treat patients; however, those issues did not exist at Jackson and their doctors were able to practice both the art and the business of medicine. He noted that Jackson was the only hospital in Miami-Dade County that would accept the delivery of triplets.

Chairperson Zapata responded that it was unfair to the process to bring up new issues and to confuse the public. He said that Ms. Baker's comments distorted items discussed in meetings and Mr. Richard's comments were not based upon HGTF recommendations.

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He said he would have preferred if Mr. Richard had addressed the HGTF with his concerns at the appropriate time, rather than after the fact, and that all of Ms. Baker's requests for speakers to address the HGTF were granted. Chairperson Zapata noted that all HGTF meetings were recorded by the Clerk of the Board and that he could review those deliberations.

Chairperson Zapata noted that members of the HGTF cared about Jackson. He pointed out the hospital's mission statement; to set forth a clearly stated mission statement and vision for the health system that reaffirms Jackson Health System's roles as a safety net hospital, academic teaching hospital, and integrated healthcare system with multiple academic relationships. Chairperson Zapata said that the core existence of Jackson's role in the community was being reaffirmed and the goal was for the hospital's success. He noted that public hospitals across the nation were experiencing many challenges and existing conditions affecting Jackson would not improve without change. Chairman Zapata said all stakeholders needed to enter into a constructive dialogue. He noted it was unfair to a constructive debate that would lead to a successful outcome for people to engage in discussions that misinterpreted HGTF recommendations and confused the issues.

Chairman Martinez acknowledged participants for attending tonight's (7/18) meeting and welcomed everyone to attend additional meetings scheduled throughout the community.

Hearing no further questions or comments, Chairman Martinez adjourned the meeting at 7:48 p.m.