



**FINAL OFFICIAL  
MEETING MINUTES  
Miami-Dade County Commission District 4  
Town Hall Meeting  
Hospital Governance Taskforce Recommendations**

Jackson Memorial Hospital North Medical Center  
160 NW 170 Street 2nd Floor  
Miami, Florida 33179

August 3, 2011  
As Advertised

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Board of County Commissioners

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**CLERK'S FINAL OFFICAL MEETING MINUTES  
GOVERNANCE TASK FORCE TOWN HALL MEETING  
AUGUST 3, 2011**

Miami-Dade County Commissioner Sally Heyman (District 4) convened a Town Hall Meeting at the Jackson North Memorial Hospital, 160 NW 170 Street, North Miami, on Wednesday, August 3, 2011, at 6:00 p.m.

The following staff members were present: Assistant County Attorneys Eugene Shy and Karon Coleman; Commission Auditor Charles Anderson; and Office of the Commission Auditor staff members Robert Marksmeier and S. Donna Palmer; and Deputy Clerk Karen Harrison.

Assistant State Attorney Paul Silverman; Mr. Stephen Marcus, CEO of Health Foundation; Mr. Edward Feller, and members of the Healthcare Governance Task Force were also present at tonight's (8/3) meeting.

Commissioner Heyman called the meeting to order at 6:18 p.m.

**I. Opening Remarks/Hearing Rules**

Commissioner Heyman welcomed and expressed appreciation to everyone for attending tonight's meeting. She noted this meeting was held in Commissioner Monestime's District 2, because it was beneficial to hold this meeting at Jackson North, which concerned all of South Florida. She noted the intent of this meeting was to provide information to the public and to obtain input and feedback regarding the Hospital Governance Task Force's (HGTF) recommendations for Jackson Memorial Hospital (JMH).

Commissioner Heyman noted that State Representative Juan Carlos Zapata was Chairman of the HGTF, which consisted of 20 members. She noted how important JMH was to the community and the many people that received healthcare over the years. Commissioner Heyman noted she was unsupportive of selling JMH and in her years of receiving service, she could not express its worth. She thanked all the volunteers that were present at today's meeting.

**Presentation of eighteen (18) Task Force Recommendations**

Commissioner Heyman introduced Commission Auditor Charles Anderson who would provide an overview of the 18 recommendations forwarded by the Hospital Governance Task Force (HGTF). Simultaneously, a Power Point Presentation was presented by Commission Senior Auditor, Mr. Robert Marksmeier. Mr. Anderson noted that on January 20, 2011, the Commission approved Resolution No. 30-11, establishing the Hospital Governance Task Force to study and report possible models for operating the Public Health Trust (PHT) 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 on May 12, 2011, included the following 18 recommendations:

» Mission

1. Set forth a clearly stated mission statement and vision for the health care system that reaffirms Jackson Health System's roles as a safety net hospital, academic teaching hospital, and integrated healthcare system with multiple academic relationships.

» Board Composition

2. Nine members, with five initial appointments made by the mayor and four initial appointments made by the Board of County Commissioners. The members shall serve staggered three-year terms with a term limitation of three years: three shall be appointed for three-year terms, three for two-year terms, and three for one-year terms, with duration of initial terms determined by lottery. For subsequent appointments, the not-for-profit corporation board will nominate and elect its own membership.
3. The Task Force recommended the initial board of directors be comprised of at least one physician, one lawyer, two CFOs/CPAs, and one insurance executive preferably with actuarial experience. The remainder shall be made up of members with extensive background and expertise in such fields as healthcare executive management, general business, nursing, labor relations, and/or community relations/community affairs.
4. The Task Force urged the inclusion of diversity in the governing body.
5. The new governing board shall have the power to appoint non-voting ex officio members at its sole discretion.

» Ethics

6. The governing board shall reflect and embrace a rigorous conflict of interest policy which includes a heightened standard, eliminating both the perception of as well as any actual conflict of interest for board members. Board members shall have no conflicts of interest for one year before or after serving, personally or as stakeholders, in the outcome of their decisions. The governing body's sole interest should be the future of Jackson Health System. The immediate family of a member of the board of JHS, and organization in which the immediate family is employed, has control of, or has a material interest in, shall not be engaged to do business with or provide services to JHS. The immediate family of a member of the board shall not be employed in a management capacity as a director or above at JHS. Additionally, the immediate family of the member of the board shall not

hold a senior management position, have control of, or have a material interest in an organization that competes with JHS. Board member training shall include ethics training. This heightened standard applies to both the initial and future boards.

» Legal Structure and Governance

7. Establish a new not-for-profit corporation to manage and operate JHS, reserving to the County only certain enumerated powers described herein or otherwise provided by law.
8. Provide sovereign immunity. Every effort should be made to structure the not-for-profit corporation in such a way so as to preserve the applicability of the sovereign immunity statute, including pursuing legislative changes.
9. The Task Force recommended in concurrence with creation of this new not-for-profit corporation, creating a Public Health Advisory Committee to ensure accountability on the use of unique public funds (1/2 penny surtax funds; ad valorem/general fund support, etc.); and to ensure that the safety net mission is being met. It will offer recommendations to the Mayor and Board of County Commissioners (BCC) on improving access, quality and coordination of countywide public healthcare.
10. The JHS auditor shall be required to annually provide certification and explanation that all ad valorem/general fund support and surtax revenues that are received are used for the purposes for which they were legally intended.
11. Ensure JHS remained eligible for Disproportionate Share Hospital (DSH) funding.

» Authorities and Responsibilities Retained by the Board of County Commissioners

12. Retain ownership and be responsible for the maintenance of the real property currently owned by the County and used by JHS.
13. Retain the responsibility for approval of any sale, transfer, destruction, replacement, abandonment, or related disposition of currently-owned real property as referred to in paragraph 12.
14. To the extent possible, retain the responsibility for approval of any issuance of capital bonds under the authority of the County requested by JHS.

» Authorities and Responsibilities Reserved to Health System Governing Board

15. All other authority and responsibility not specifically reserved to the County shall be exercised by the governing board including but not limited to:

- Hire, fire, evaluate, and set compensation of the health system's CEO;
- Establish by-laws;
- Make decisions regarding human resources, purchasing, growth or reduction decisions of medical services, contracts and payments to academic institutions, etc.;
- Develop and establish policies;
- Conduct long range strategic planning;
- Approve pay and compensation policies for its executive team and policies for employed physicians and employees;
- Meet all local, state, and national standards governing hospitals and health systems;
- Provide annually to the Mayor and BCC audited financial reports and a report on the operations and services of JHS with particular emphasis on care, quality, and services provided to indigent residents of Miami-Dade County;
- Approve the health systems operating, capital equipment, and facilities budgets;
- Develop and enter into affiliation agreements with academic and other organizations necessary to carry out the mission of the health system; and
- Approve labor and collective bargaining agreements.

» Culture

16. By adapting the findings of a recent study conducted by the Health Research & Educational Trust, in partnership with the American Hospital Association, to JHS's situation, the Task Force recommended that the governing body shall focus on continuous improvement, driving towards dramatic improvement or perfection versus incremental change, emphasizing patient-centeredness, adopting a philosophy that embraces both internal and external transparency to include performance, efficiency, innovation, and having a clear set of defined values expectations that form the basis for accountability for results, innovation, strategic vision, and sustaining the mission and values.

» Implementation

17. The Task Force urged that an aggressive timetable be set to implement the recommendations of this body and that it be done with a sense of urgency.

18. An implementation committee, with the qualifications, composition, and autonomy of the proposed not-for-profit corporation board, should be formed under the County Code and funded to perform the work necessary for the implementation of the new governance model. The implementation committee

will then become the board for governance of JHS. The formation of this implementation committee should be immediate and can operate concurrently with the FRB. It is our intent that the FRB sunset as soon as possible and that the implementation committee will then become the board for governance of JHS, assuming all the authorities and responsibilities of governance.

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

Mr. Edward Feller noted the purpose of the HGTF was to ensure that JMH would remain in operation and keep it fiscally solvent. He also commented on the deficits and loss of revenues JMH had encountered over the past several years. Mr. Feller reiterated the mission of HGTF and noted that it was determined that JMH would better function economically by its removal from County politics and operate under its own management, rather than significant decisions made by the Board of County Commissioners.

Mr. Stephen Marcus provided a brief overview of his background, his interest as a member of HGTF, and the involvement of his organization in providing healthcare grants.

## **II. Questions and Answers**

Mr. Samuel Ruiz, 5780 SW 18 Street, Hialeah, Florida, noted his concern regarding how the members of the HGTF were appointed. He also noted his interest in the impact that the recommendations from the HGTF would have on the franchise law.

Mr. Marcus noted he was unfamiliar with the selection process to select HGTF members; but it was his opinion that all of JMH's healthcare recipients would continue to seek service from the hospitals that HGTF members were associated with, which was not their preference. He noted he wanted to keep JMH in operation to provide healthcare for those persons who currently receive service.

Additionally, Mr. Edward Feller noted that only six of the 20 members were hospital CEO's at private hospitals. He provided information regarding his position as a physician in private practice and stated his allegiance was to the citizens of Miami-Dade County. He pointed out the positions of other HGTF members within the community that had a broad spectrum of people with different views and knowledge to contribute.

Ms. Martha Baker, RN, President, SEIU Healthcare Florida Local 1991, noted the need to have more balance of diverse members who knew the type of operational challenges JMH faced. She expressed concerns regarding operational inefficiencies at JMH and that no one on the committee was aware of those issues.

In response to Mr. Feller's comments on protecting JMH in keeping their current patients, Ms. Baker noted in the past Baptist Hospital attempted to become a recipient of

the revenues provided to JMH from the half penny sales tax revenues. She pointed out that, if JMH became a private not-for-profit entity as other hospitals, the battle to keep this public money would become open to other entities. She asked that after battling to keep the \$350 million funds from the County, who would provide the additional \$350 million that helped to provide indigent care. Ms. Baker noted the recommendations would allow JMH to maintain the property; however, it would be operated as a not-for-profit with Board members making decisions on the type of services provided.

Ms. Baker urged the public to read the details of recommendation #15 made by the HGTF, which included changes in policies, and decisions as to whether Jackson South would remain in operation.

Following further discussion, Assistant State Attorney Paul Silverman noted Chairman Martinez had already expressed that the County was not in a position to make up the JMH deficit. He noted that part of this process was designed to address the financial issues of JMH.

Ms. Sallom Joseph, 18940 NE 2<sup>nd</sup> Avenue, commented on her concern relating to being able to continue receiving affordable healthcare because she was a single mother that could not afford health insurance for her son who had severe medical problems.

Mr. Marcus noted her question related more to the Health Foundation, and he pointed out the number of Miami-Dade County residents assisted by the Health Foundation as well as other organizations that were committed to ensure that children with health issues received the needed healthcare services.

Ms. Corinne Fraser, 74341 Sunset Strip, Sunrise, Florida, noted she had been employed by JMH for 19 years and that she asked on behalf of her colleagues to keep JMH a public entity. She questioned the commitment of the HGTF members in doing this.

Mr. Marcus pointed out the commitment of the members of the HGTF in keeping JMH a public non profit hospital.

In response to Ms. Marionce Joseph, 1210 NW 121 Street, Miami, Florida, who commented on her hardship in finding employment, Commissioner Heyman referred her to a contact person from social services.

Ms. Messoule Smith, 1245 NW 120 Street, via translation provided a brief testimony regarding her experience in receiving medical treatment from JMH after a series of tests and not knowing about her condition. She commented on how well she received medical treatment from the physicians and staff and the need to fight to keep JMH a public hospital because this type of service might not come from other private hospitals.

Mr. Feller expressed his appreciation for allowing him to testify and noted the intent of the HGTF members was to maintain this type of healthcare system open; however, a need existed for a better government provided healthcare system with the ability to recover lost

revenues. He also noted the need to separate political issues from JMH and allow it to function as an effective corporation.

Ms. Martha Baker noted the governance and operations of JMH were separate and had been reflected in several studies; however, the concern of the public related to the issue of limiting benefits and healthcare provided by JMH.

Ms. Minerva Albright, 10470 NE 123 Street, who has been employed by JMH noted how well her personal experience had been and that she was concerned as to what guarantee would there be of these same services with the existing deficit of \$350 million, knowing that JMH provides almost over \$700 million of indigent care.

Mr. Edward Feller referred to the recommendations of the HGTF regarding keeping JMH as a safety net, and that expenses in addition to allocations would be reviewed by the Board of County Commissioners as well as members of the Public Health Advisory Committee.

In response to Ms. Albright's inquiry regarding accountability, Mr. Marcus pointed out the commitment the members of the Public Health Trust Board of Directors had regarding the mission statement of the hospital, and the decision making as volunteers.

Ms. Catherine de Leon, 500 Bayview Drive, Miami, Florida, noted she was a social worker and her experience in helping patients through the system; and also as a patient, she stressed how much JMH was needed.

Mr. Marcus explained that the system in this country had three different sectors, which included the for-profits, government, and the independent non-profit sector. He pointed out that in the past JMH was a for-profit hospital.

Additionally, Ms. Baker noted she believed that the HGTF recommended that JMH become a not-for-profit, but she suggested in a truthful statement to the public by calling JMH a private not-for-profit. She noted she agreed in making changes in charters, rules, etc., that would improve the operations of JMH; but she was in disagreement in taking this public hospital of 92 years from the public. She also reiterated that she was in disagreement with the item (15) of the HGTF recommendations.

Ms. Denise Glass, employed as a registered nurse at JMH Main, noted that her focus during this meeting was on JMH being described as a safety net. She noted that during her time at JMH, she has seen complicated medical cases served at JMH that could not be provided by other hospitals in Miami-Dade. She also noted certain medical services were very costly; however, JMH already had those types of services set-up along with staff. Ms. Glass noted on a daily basis health insurances expire and if individuals went to Baptist Hospital or other private hospitals there was a possibility of not receiving medical treatment and JMH would be the safety net hospital.

Mr. Kareem Ali, resident, noted that the comments presented tonight were focused on the request not to privatize JMH; but the hospital would still be not-for-profit. He noted by his experience the entities that became privatized were likely to disenfranchise low income persons, working class Blacks, Hispanics, poor White persons, and those experiencing reduced Medicaid and Medicare assistance from the government. He questioned where the resources for operational cost would be derived if JMH was a not-for-profit organization and how would individuals be accommodated who did not have insurance.

Mr. Ali agreed with Ms. Baker that JMH had to be either a private or public entity, but not both. He spoke in opposition of past alleged embezzlements in the hospital that became the responsibility of the public over the past 30 years; however, he noted this type of corruption existed worldwide. He further spoke of the hardships that would be faced because of the economy and politics; and how necessary it was to know the truth concerning the intent of the HGTF.

Mr. John Ratliff, 9825 NE 24 Avenue, Miami, Florida, noted there was a lot of confusion about privatizing or keeping JMH public. However, in this country there was no comparison of the healthcare provided by JMH, which provided medical services with a crisis center for poor people. He also noted the only way these services continued at JMH was because it was overseen by the County officials who supported JMH, which made it different from other 501(C) 3 corporations. He further noted that public oversight was needed to ensure indigent care was provided appropriately. Mr. Ratliff commented on a number of not-for-profit hospitals in the area that used their profits to provide indigent care. He noted the recession, and economic crisis was the result of this huge financial problem. He also noted the importance of defending this public space, which was the only place to receive this type medical treatment.

Dr. Bernard Wollschlaeger noted his profession as a family physician and a graduate from JMH Family Medicine Program, and Co-founder of FCIU Physicians Union. He made comments regarding the value of JMH in terms of his career and contributions in training him how to provide adequate healthcare in this community. He noted that he was able to assist and send patients who did not have insurance to JMH

Dr. Wollschlaeger expressed his concern of privatizing JMH because many people could die without the availability of indigent care. He noted he supported as in other countries, guaranteed healthcare for all people because it was a human right issue, rather than economic. He also noted that this type of service was for anyone who was in need was only found in JMH and other public hospitals. He noted the quality of care received from JMH was possible because of the ratio of physicians and well trained nurses and would be lost if JMH was privatized because services would be based on cost. Dr. Wollschlaeger continued to stress the need of keeping JMH a public hospital, which allowed him to refer indigent patients from the community to JMH. He urged the members of the HGTF to keep JMH a public hospital.

Mr. Chandler Ramos, 14040 Biscayne Boulevard, North Miami, asked was there a private entity that would take over JMH if its' current proposition were lost or provide a plan that could be run by the current management.

Ms. Martha Baker noted her profession as a nurse for 28 years and her experience in working with patients who did not have insurance or were in critical condition and needed to be referred to JMH. She expressed her concern regarding not disclosing certain truths in the recommendations. She asked Mr. Stephen Marcus whether the recommendation from the HGTF suggested that JMH be a private not-for-private facility.

Mr. Marcus noted that the HGTF was not recommending JMH to be a private not-for-profit facility. He also noted that the hospital could remain public because it was owned by the public, but the change would be that the Board consists of expert members.

Ms. Baker noted her observation was that private hospitals were positioning themselves for public healthcare dollars that would be available in 2014 and be taken from JMH.

As a member of the Hospital Governance Committee, Ms. Baker noted she felt the intentions of the members were good, but whether it was a result of economic crisis, bad management, or not enough public resources, there had to be a way to identify how to run JMH better specifically operations. She noted consultants were hired and recommendations were made, studies were conducted that reflected the need for operational effectiveness; however, governance had little to do with the success of JMH. Ms. Baker noted that she wanted the County Commission to continue to oversee JMH; however, she was in agreement with the new placement of board members who had healthcare experience; however they needed to be aware of the operational shortfalls.

Assistant State Attorney Paul Silverman noted he had asked the County Attorney's Office to make comments. He noted the proposal was for JMH to become a not-for-profit entity and to change the function of how it was set up. He explained that the primary mission of some not-for-profit entities was not to be a safety net hospital, but to use their profits within the system to fulfill their mission. He noted in terms of the half penny surtax, several issues needed to be addressed, but the HGTF had assurances from the County Attorney's Office these issues were resolvable. The primary purpose and mandate of the HGTF was to keep JMH in operation and accessible to the public as a safety net hospital. Mr. Silverman noted the intent of recommending different governance was removal of politics. He noted he was in agreement with Ms. Baker that the main issue within JMH was operations, but the HGTF's intent was to make the governance of the hospital more nimble, competitive, and to operate more efficiently.

Assistant County Attorney Eugene Shy noted until the Board of County Commissioners (BCC) established a implementation committee and provided further direction, the County Attorney's Office could determine a plan in terms to the surtax dollars, maintenance of effort, and how to address the issue on non-profit. The commissioners were holding these Town Hall meetings to receive comments regarding the HGTF

recommendations in order to have a better understanding at the time of their discussions at which the County Attorney's Office would be ready to provide an opinion.

Following further comments from Mr. Stephen Marcus, he noted everyone was aware that no other trauma or burn center was like JMH and the need to keep it functioning at that capacity.

Mr. Edward Feller reiterated the issues concerning JMH and the mismanagement and the intent of the HGTF was to keep JMH open and financially solvent. He noted that the County Commissioners would take the recommendations of the HGTF and study the issues to determine a resolution. Mr. Feller also noted one problem in the past was that JMH was not allowed to independently function and the governance of the hospital needed to be capable of making decisions. Mr. Feller thanked Commissioner Heyman for her support.

Commissioner Heyman acknowledged those in attendance that were community activists and representatives of Cities that had issues with their own budgets, like Sunny Isles Beach, North Miami, and North Miami Beach. She noted in terms of reducing their budgets, JMH was a great investment because of the insurance rates and it was open to everyone.

Commissioner Heyman thanked the members and those who have been serving on the governance board. She also thanked representatives of the other hospitals for attending. She noted in looking at this issue competitively, this meeting was a way in advising JMH on how to move forward in healthcare countywide. Commissioner Heyman noted as a voter, she had not seen any details, but recommendations were made, the Finance Recovery Board (FRB) in place of the Public Health Trust made changes, and before voting favorably she wanted detailed information and answers. She noted that once information was received, the BCC would take a vote of approval and the bottom-line was to determine the best way to keep JMH in operation. She noted the issues were the uninsured, the undocumented, the unfunded and a terrible business operational model. She urged everyone to identify answers and document them.

Commissioner Heyman noted she was in support of the CEO, FRB of JMH and the working unions. She assured individuals who were uninsured that they would receive the same services from JMH as she has received because it was a standard for JMH. Commissioner Heyman noted the intent of these town hall meetings were to keep JMH the model for healthcare. She asked for suggestions from the public to improve JMH. She expressed appreciation to everyone for attending the meeting.

Hearing no further questions or comments, Commissioner Heyman adjourned the meeting at 8:00 p.m.