

**LAKESIDE HEALTH ADVISORY BOARD
AGENDA**

**May 14, 2019 at 9:30 am
Lakeside Medical Center
39200 Hooker Highway
Belle Glade, FL 33430**

- 1. Call to Order – Rev. Robert Rease, Chair**
 - A. Roll Call
 - B. Invocation
 - C. Pledge of Allegiance
- 2. Agenda Approval**
 - A. Additions/Deletions/Substitutions
 - B. Motion to Approve Agenda
- 3. Awards, Introductions and Presentations**
 - A. Marketing Implementation for Lakeside Medical Center
(Steven Hurwitz and Robin Kish)
 - B. District Update to the Lakeside Health Advisory Board (Darcy Davis)
- 4. Disclosure of Voting Conflict**
- 5. Election of Officers**
 - A. Chair
 - B. Vice Chair
 - C. Secretary
- 6. Public Comments**
- 7. Meeting Minutes**
 - A. **Staff recommends a MOTION TO APPROVE:**
Lakeside Health Advisory Board Meeting Minutes of February 12, 2019.
[Pages 1 - 4]

8. Consent Agenda – Motion to Approve Consent Agenda Items

A. RECEIVE AND FILE:

May 14, 2019 Internet Posting of District Public Meeting

<https://www.hcdpbc.org/EventViewTrainingDetails.aspx?Bck=Y&EventID=264&m=0|0&DisplayType=C>

9. Regular Agenda

A. RECEIVE AND FILE:

LMC Monthly Update
(Stephanie Dardanello) (Verbal)

B. RECEIVE AND FILE:

Service Line Report (Under Separate Cover)
(Janet Moreland) (Verbal)

C. RECEIVE AND FILE:

Current Lakeside Health Advisory Board Bylaws
(Tom Cleare) (Pages 5 - 14)

10. Staff Comments

11. Board Member Comments

12. Establishment of Lakeside Health Advisory Board Meetings for 2019

Tuesday, August 13, 2019 - TBD

Tuesday, November 26, 2019 - Joint Meeting with the Health Care Board

13. Motion to Adjourn



LAKESIDE HEALTH ADVISORY BOARD

Summary Meeting Minutes

February 12, 2019 9:30 a.m.

Lakeside Medical Center

1. Call to Order

Reverend Robert Rease, Chair, called the meeting to order at 9:35 a.m.

A. Roll Call

Board members present: Mary Weeks, Secretary; Dr. Alina Alonso; Julia Hale, Dr. Maria Vallejo, Eddie Rhodes, and Inger Harvey.

Staff and Guests: Dr. Tom Cleare, VP of Strategy; Dawn Richards, VP & Chief Financial Officer; Valerie Shahriari, VP & General Counsel; Cindy Yarbrough, Chief Information Officer; Karen Harris, VP of Field Operations; Stephanie Dardanella, Administrator of Lakeside Medical Center, Janet Moreland, Director of Nursing; Dr. Daniel Padron, Chief Medical Officer; and Robin Kish, Sr. Corporate Communications Strategist.

Recording/Transcribing Secretary: Kay Heffner

B. Invocation

Mary Weeks led the invocation.

C. Pledge of Allegiance

The Pledge of Allegiance was recited.

2. Agenda Approval

A. Additions/Deletions/Substitutions

None.

B. Motion to Approve Agenda

CONCLUSION/ACTION: Dr. Alonso made a motion to approve the agenda as presented. Motion was duly seconded by Mr. Rhodes. A vote was called, and the motion passed unanimously.

3. Awards and Presentations

- A. Recognition of Angie Pope for Service to the Lakeside Health Advisory Board.
- B. Memento in Recognition of Sandra Gove Chamblee's Legacy.
- C. Introduction of New Board Member, Inger Harvey.

4. Disclosure of Voting Conflict

None.

5. Public Comment

Public comment by Troi Stoessel.

6. Meeting Minutes

- A. Staff Recommends a MOTION TO APPROVE:
Lakeside Health Advisory Board Meeting Minutes of August 14, 2018.

CONCLUSION/ACTION: Dr. Alonso made a motion to approve the meeting minutes of August 14, 2018 as presented. Motion was duly seconded by Ms. Weeks. A vote was called, and the motion passed unanimously.

- B. Staff Recommends a MOTION TO APPROVE:
District Board and Lakeside Health Advisory Board Joint Meeting Minutes of November 27, 2018.

CONCLUSION/ACTION: Mr. Rhodes made a motion to approve the meeting minutes of November 27, 2018 as presented. Motion was duly seconded by Dr. Alonso. A vote was called, and the motion passed unanimously.

7. Consent Agenda - Motion to Approve Consent Agenda Items

CONCLUSION/ACTION: Dr. Alonso made a motion to approve the Consent Agenda items. Motion was duly seconded by Mr. Rhodes. A vote was called, and the motion passed unanimously.

- A. RECEIVE AND FILE:
February 12, 2019 Internet Posting of District Public Meeting
<http://www.hcdpbc.org/EventViewTrainingDetails.aspx?Bck=Y&EventID=250&m=010&DisplayType=C>

8. Regular Agenda

- A. RECEIVE AND FILE:
Lakeside Medical Center Update.

Stephanie Dardanella presented this update. She discussed the current and pending contracts as they relate to Hospitalists, Radiology, Surgery, Anesthesia, OB/GYN, AMR, and Psychiatry. Also, discussed was the Women's Auxiliary and solutions to the findings from the Internal Audit completed in March of 2018. There were demos and onsite visits regarding the New Electronic Medical Record System, the possibility of PBC Fire Rescue to place Trauma Hawk at LMC part-time to assist in decreasing transfer time, and increasing marketing efforts in the community.

CONCLUSION/ACTION: Received and filed.

- B. RECEIVE AND FILE:
Quality Date Update.

Janet Moreland, who is the Director of Nursing at Lakeside Medical Center, presented this update. She discussed the Quality Core Measures Report for the 3rd Quarter (July-September 2018), which detailed quality measures for Emergency Department, Immunizations, Perinatal Care, Sepsis, Hospital Acquired Preventable VTE, Acute Myocardial Infarction, Chest Pain, and Stroke at LMC.

CONCLUSION/ACTION: Received and filed.

- C. RECEIVE AND FILE:
Financial Update.

Dawn Richards, who is our Chief Financial Officer, presented the financial update for the Lakeside Medical Center.

CONCLUSION/ACTION: Received and filed.

- D. RECEIVE AND FILE:
Bylaws of Lakeside Health Advisory Board.

Dr Cleare presented the Bylaws of the Lakeside Health Advisory Board. He discussed the focus of the Board. Rev. Rease mentioned that they would like

to hear about events happening at LMC and possible participate in these events. Dr. Alonso mentioned the diabetes issue and how to approach it.

CONCLUSION/ACTION: Received and filed.

- E. Motion to Approve:
Nomination of Vice Chair.

Dr. Cleare suggested the Board nominate a Vice Chair to the Board. Sandra Chamblee was the previous Vice Chair. Dr. Alonso volunteered to serve as Vice Chair.

CONCLUSION/ACTION: Mr. Rhodes made a motion to approve Dr. Alonso as Vice Chair. Motion was duly seconded by Julia Hale. A vote was called, and the motion passed unanimously.

9. **Staff Comments**
10. **Board Member Comments**
11. **Establishment of Lakeside Health Advisory Board Meetings for 2019**

Tuesday, May 14, 2019

Tuesday, August 13, 2019

Tuesday, November (TBD), 2019 – Joint Meeting with the Health Care District Board

13. Motion to Adjourn

There being no further business, the meeting was adjourned at 11:00 a.m.

Mary Weeks, Secretary

Date

LAKESIDE HEALTH ADVISORY BOARD

May 14, 2019

1. Description: Current Lakeside Health Advisory Board Bylaws.

2. Summary:

This agenda item presents the Current Lakeside Health Advisory Board Bylaws.

3. Substantive Analysis:

At the February 12, 2019 Board meeting, an older version of the Lakeside Health Advisory Board Bylaws were presented and discussed. Attached to this agenda item are the Current Lakeside Health Advisory Board Bylaws. As you will see, many of the comments raised at the prior meeting had already been addressed in this current version. I apologize for any confusion the prior version caused at the February meeting.

4. Fiscal Analysis & Economic Impact Statement:

N/A

5. Comments:

N/A

6. Legal and Compliance Review:

N/A

7. Reviewed/Approved by Committee:

N/A

Committee Name

Date Approved

8. Recommendation:

Staff recommends that the Lakeside Health Advisory Board receive and file the Current Lakeside Health Advisory Board Bylaws.



Thomas W. Cleare, PhD, MBA
Vice President of Strategy

Bylaws
of
Lakeside Health Advisory Board

Bylaws of Board

Section 1	Statutory Authority
Section 2	Board
Section 3	Officers
Section 4	Meetings
Section 5	Conflicts of Interest
Section 6	Committees
Section 7	Miscellaneous
History of Lakeside Board Bylaws	

October 2017
Reflecting Board Action through February 24, 2016

Bylaws
of
Lakeside Health Advisory Board

Section 1 -Statutory Authority

- 1.1 **Statutory Authority.** These Bylaws of the Lakeside Health Advisory Board ("Bylaws") have been adopted as the Bylaws of the Lakeside Health Advisory Board ("Lakeside Board") as approved by the Board of the Health Care District of Palm Beach County ("District Board") pursuant to the District Board's authority granted by the Florida Legislature as set forth in Chapter 2003-326, Laws of Florida ("Health Care Act").
- 1.2 **Enactment and Acknowledgement.** The District Board has enacted, and the Lakeside Board has acknowledged receipt of, the following Bylaws for the governance of the Lakeside Board. These Bylaws shall be utilized until such time as they are modified by an amendment hereto.

Section 2 – Board

- 2.1 **Board.** The governing board shall be known as the Lakeside Health Advisory Board or "Lakeside Board" as referred to herein. The Lakeside Board shall have at least seven (7) but no more than eleven (11) members. Each Lakeside Board member shall serve no more than two (2) consecutive four (4) year terms unless otherwise agreed to by the Lakeside Board and approved by the District Board.
- 2.2 **Membership.** The District Board shall appoint and reappoint qualified individuals to serve on the Lakeside Board with at least one member of the District Board serving on the Lakeside Board.
- 2.3 **Reserved Powers of District Board.** Pursuant to District Resolution 2008R-003, Bylaws of the District Board and District Board Policies the District Board shall exercise exclusive responsibility for matters concerning the Corporation and Hospital mission and values, strategic planning, finance, audit and compliance, executive oversight and governance.
- The District Board reserves all general powers not specifically enumerated in these Bylaws.
- 2.4 **Delegated Powers and Authority.** The delegated powers and authority of the Lakeside Board is subject to the direction, policies and bylaws of the District Board. No portion of these Bylaws may be construed as superseding or exceeding such enumerated powers. The Lakeside Board shall be responsible for the following matters concerning the Glades Community as delegated by the District Board:

- a. Review and monitor a program that ensures a high level of health care, treatment, services, quality and safety at the District's health care facilities in the Glades community including, but not limited to, the CL Brumback Primary Care Clinic, Lakeside Medical Center, and the School Health Program; this includes reviewing reports and data from the District Clinic Holdings, Inc. Board and subcommittees of the Health Care District Board, as well as studying reports from Lakeside Medical leadership regarding operations at Lakeside Medical Center.
 - b. Regularly evaluate community health needs through District supported needs assessments and serve as health advocates for the Glades community;
 - c. Support fundraising efforts to improve the health of the community;
 - d. Participate in the development, preparation, drafting and implementation of strategic planning initiatives for the Glades community as contemplated by the Health Care Act and in conjunction with directives and guidance from the District Board.
- 2.6 ***Compensation; Reimbursement of Expenses.*** No member of the Lakeside Board shall be entitled to receive compensation from the District or Corporation. The Corporation shall reimburse members of the Lakeside Board consistent with the reimbursement provisions of the Health Care Act and District policies and procedures.
- 2.7 ***Indemnification.*** The Corporation shall have power to indemnify members of the Lakeside Board consistent with the indemnification provisions of the Health Care Act. This Section shall be construed to conform with, and when necessary, shall be amended to conform to Section 7 of the Health Care Act.

Section 3 -- Officers

- 3.1 ***Officers.*** The Officers of the Lakeside Board shall consist of a Chair, Vice Chair and Secretary. Officers of the Lakeside Board shall be elected at the Annual meeting and shall hold office for a period of one (1) year. Officers may not hold the same office for more than three (3) full terms. The Officers shall be members of the Lakeside Board and they can be recalled from office by a vote of four (4) members of the Lakeside Board.
- 3.2 ***Chair.*** The Chair of the Lakeside Board shall:
- a. Preside at all meetings of the Lakeside Board;
 - b. Perform all duties usually pertaining to the office of the Chair; and
 - c. Represent the will of the majority of the Lakeside Board.

- 3.3 *Vice-Chair.* The Vice Chair shall assume the duties of the Chair in the absence of the Chair.
- 3.4 *Secretary.* The Secretary of the Lakeside Board shall:
- a. Ensure that the minutes of the meeting are accurately recorded;
 - b. Assume the duties of the Chair in the absence of the Chair and Vice Chair;
 - c. Upon receipt and approval by the Lakeside Board, certify by signature the meeting minutes;
 - d. Certify other official papers of the Lakeside Board as required; and
 - e. Perform all other duties usually pertaining to the office of Secretary.

Section 4 - Meetings

- 4.1 *Meetings.* The meetings of the Lakeside Board shall be the Annual, Regular and Special meetings. All meetings shall be open to the public unless otherwise provided for by law. At least one meeting per year will be joint meetings with the District Board.
- 4.2 *Annual Meeting.* The last Lakeside Board meeting in May of each year shall constitute the annual meeting of the Lakeside Board.
- 4.3 *Regular Meetings.* Regular meetings of the Lakeside Board shall be conducted quarterly, or as needed. Public notice of each meeting and the date, time and location of same shall be made as required by law. The District Chief Operating Officer, District Chief Executive Officer or Chair may cancel and/or reschedule a Regular meeting, upon proper notice to the Lakeside Board members and the public, if it is determined that a quorum will not be present.
- 4.4 *Special Meetings.* The Lakeside Board may convene Special meetings. Such Special meetings shall include, but not be limited to:
- a. *Emergency Meetings.* If a bona fide emergency situation exists, an Emergency meeting of the Lakeside Board may be called by the Chair or Vice Chair. An Emergency meeting shall be called and noticed in the same manner as a Regular meeting; however, the timeliness of the notice shall be provided as time reasonably permits under the situation. All actions taken at an Emergency meeting shall be ratified by the Lakeside Board at the next Regular meeting.
 - b. *Workshop Meetings.* Workshop Meetings may be combined with other meetings of the Lakeside Board or held separately. Public notice of each Workshop meeting shall be given as required by law. No official business shall be transacted at the Workshop meetings.

- c. *Strategic Planning Meetings.* The Lakeside Board shall meet to discuss written strategic plans including opportunities to positively impact community health in the Glades in a manner consistent with the District Board directives and applicable laws.
 - d. *Other Special meetings.* The Lakeside Board may convene other Special meetings authorized by and in a manner consistent with law.
- 4.5 *Attendance.* Regular attendance shall be expected for all Lakeside Board members. If a member misses more than twenty-five percent (25%) of the regular Lakeside Board meetings during a twelve (12) month period, the Chair shall advise the District Board.
- 4.6 *Quorum and Procedure.* The presence of a majority of the total members of the Lakeside Board shall be necessary at any meeting to constitute a quorum or transact business.
- The Lakeside Board shall promulgate rules of order for the conduct of all its meetings. All procedural matters not addressed in said rules of order, or by these Bylaws, shall be governed by the latest edition of "Roberts Rules of Order."
- 4.7 *Voting.* Each member shall have one vote which may only be exercised in person. Members may not vote via electronic communication, secret ballot or vote by proxy or designee.
- 4.8 *Meeting Minutes.* Minutes of each meeting shall be accurately taken, preserved, and provided to members at or before the next regular meeting.
- 4.9 *Agenda and Order of Business for Meetings.* There shall be an agenda for every meeting of the Lakeside Board. However, the Lakeside Board shall not be prohibited from discussing and/or taking official action on matters not specifically described or contained in the agenda.

Section 5 - Conflicts of Interest

- 5.0 *Location.* Meetings shall be held in the Glades community or the Health Care District Offices as designated by the Lakeside Board or the District Chief Executive Officer.
- 5.1 *General.* The Lakeside Board should avoid entering into contracts or agreements that would be, or give the appearance of being, a conflict of interest.
- 5.2 *Conflict of Interest.* Members of the Lakeside Board are subject to Florida law pertaining to avoidance of conflicts of interest in holding public office, including but not limited to, Part III of Chapter 112, Florida Statutes, the Code of Ethics for Public Officers and Employees as well as any and all other applicable standards as set forth by applicable regulatory and accreditation agencies.

- 5.3 ***Prohibited Financial Interests.*** No Lakeside Board member, administrator, employee or representative of the Lakeside Board, nor any person, organization or agency shall, directly or indirectly, be paid or receive any commission, bonus, kickback, rebate or gratuity or engage in any fee-splitting arrangement in any form whatsoever for the referral of any patient to the District or Corporation.

Section 6 – Committees

- 6.1 ***Committees.*** Pursuant to its delegated authority, the Lakeside Board may designate one or more committees to assist the Lakeside Board in fulfilling its mission. The committees may be Standing or Ad Hoc committees. Ad Hoc committees may be established by the Chair as necessary to assist with short term decisions facing the organization.
- 6.2 ***General Composition of Committees.*** Each committee shall be chaired by one (1) member of the Lakeside Board and have at least three (3) but no more than seven (7) members, who shall all be appointed, re-appointed or removed by the Lakeside Board. Appointment to Standing Committees shall be for a term of four (4) years. Standing committee membership is limited to two (2) full terms. The compositions of each Standing committee shall be regularly reviewed to ensure that each member of its membership meets the requirements set forth by the Lakeside Board for that respective Standing committee.
- 6.3 ***Standing Reports*** The Standing Reports of the Lakeside Board are:
- a. Medical Executive;
 - and b. Medical Staff;
 - c. District, Quality, Patient Safety & Compliance Committee
 - d. District, Finance & Audit Committee
 - e. District Clinic Holdings, Inc. Board
 - f. (Ops for LMC)

Section 7- Miscellaneous

- 7.1 ***Amendments.*** These Bylaws may only be amended or repealed by the District Board.
- 7.2 ***Subject to Law and Health Care Act.*** All powers, authority and responsibilities provided for in these Bylaws, whether or not explicitly so qualified, are qualified by the provisions of the Health Care Act and applicable laws
- 7.3 ***Construction.*** These Bylaws shall be construed to conform with, and when necessary, shall be amended to conform to the provisions of the Health Care Act.

CERTIFICATE

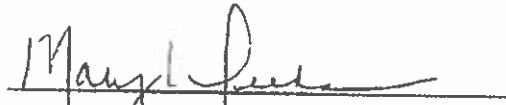
This is to certify that I am the Board Secretary of the Board of the Health Care District of Palm Beach County ("District Board") and the foregoing bylaws of the Lakeside Health Advisory Board were duly approved by said District Board at a meeting held on the 24th day of February 2016.

By:


Nancy C. Banner, Esq.
Secretary

This is to certify that I am the Board Secretary of the Lakeside Health Advisory Board ("Lakeside Board") and the foregoing Bylaws were duly adopted by said Lakeside Board at a meeting held on the 19th day of February 2016.

By:


Mary Weeks, RN
Secretary

HISTORY OF GLADES BOARD BYLAWS

The initial Bylaws of the Glades Rural Area Support Board were first adopted on the 24th day of February 2016. Amendments made subject to Section 7.1 of Glades Board Bylaws are listed below.

Change Number	Date of Adoption	Section(s) Amended
1	May 19, 2009	Title Pages amended to read: Amended and Restated Bylaws of the Glades Rural Area Support Board
2	May 19, 2009	Section 2, Sections 2.4 e. and f. are amended to reflect that Section 2.4 g. will be added. Section 2.4 g. is added to provide that the Glades Board will have authority and power to conduct strategic planning in conjunction with the Holdings Board.
3	May 19, 2009	Section 4, Section 4.4 c. is Amended to be Section 4.4 d. to reflect that a new Section 4.4 c. will be added. Section 4.4 c. is added to provide the Glades Board with the power to conduct Strategic Planning Meetings.
4	May 19, 2009	Section 2.4 c. added.
5	February 24, 2016	Name change to Lakeside Health Advisory Board. Changed reporting structure from Hospital Holdings to District Board. Section 2.1 changed to allow Board members to serve more than 2 consecutive 4 year terms if agreed to by Lakeside and District Board. Section 2.4 Changed focus to entire Glades community from hospital only focus. Deleted 2.4e regarding recruitment, appointment and credentialing of medical staff.