NOTICE OF MEETING

NORTH BROWARD HOSPITAL DISTRICT

BOARD OF COMMISSIONERS

A Compliance and Ethics Committee meeting will be held on Wednesday, July 22, 2020, immediately following the Pension and Investment Committee Meeting, via WebEx. The purpose of this committee meeting is to review and consider any matters within the committee's jurisdiction.

NOTE: This public board meeting shall be conducted only through communications media technology in accordance with Fla. Exec. Order No. 2020-69 (March 20, 2020) and § 120.54(5)(b)2., Florida Statutes.

Any person who decides to appeal any decision of the District's Board with respect to any matter considered at these meetings will need a record of the proceedings, and for such purpose, may need to ensure that a verbatim record of the proceedings is made which record includes testimony and evidence upon which the appeal is to be based.

MINUTES

COMPLIANCE AND ETHICS COMMITTEE MEETING
Immediately following the Legal Affairs & Governmental Committee Meeting
June 17, 2020

The Compliance Committee meeting of the North Broward Hospital District was held on June 17, 2020, immediately following the Legal Affairs & Governmental Committee Meeting, via WebEx video conference.

1. **NOTICE**

Official notice and agenda of this meeting is attached to the Minutes, as EXHIBIT I and EXHIBIT II, as presented for consideration of the Committee.

2. **CALL TO ORDER**

There being a quorum present, the meeting was called to order by Chair Gregoire at 11:02 a.m.

3. **COMMITTEE MEMBERS**

Commissioners Present: Commissioner Nancy W. Gregoire, Chair
                                   Commissioner Ray T. Berry
                                   Commissioner Stacy L. Angier
                                   Commissioner Marie C. Waugh

Not Present: Commissioner Christopher T. Ure, Vice Chair

Senior Leadership
Additionally Present: Gino Santorio/President/Chief Executive Officer, Alan Goldsmith/Chief Administrative Officer, Alex Fernandez/Chief Financial Officer, Linda Epstein/Corporate General Counsel, Jerry Del Amo/Deputy General Counsel

4. **Governor's Executive Order Announcement – presented by Linda Epstein, General Counsel**

General Counsel delivered the Governor's Executive Order for the record, as seen below.

"This public board meeting of the is being conducted through communications media technology in accordance with the Governor's Executive Order No. 20-69, as extended by Governor's Executive Order No. 20-139, and § 120.54(5)(b)2., Florida Statutes. This meeting is open to the public, who are able to attend this meeting via telephone conference call. The conference call information is currently posted on Broward Health's website. All the requirements of Florida's Sunshine Law are still in effect including the memorialization of

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minutes. While not a requirement under Florida law, we will attempt to record this meeting and post it on Broward Health's website for the public and for those who may not be able to attend this live telephone conference."

5. **PUBLIC COMMENTS**

None.

6. **APPROVAL OF MINUTES**

Staff Recommendation: That the Compliance and Ethics Committee of the North Broward Hospital District approve the minutes from May 27, 2020.

Staff recommendation *carried* unanimously.

7. **TOPIC OF DISCUSSION**

7.1 Information Systems Presentation – presented by Katherine Ross, Chief Information Officer

Ms. Katherine Ross, CIO, reminded the committee that last fall Broward Health and Memorial Health agreed to engage Cumberland Consulting to assess and compare two healthcare information technology software companies, Cerner Corporation and Epic Systems. She further reported that Cumberland Consulting would share their report after Cerner and Epic's presentation.

7.1.1 Cerner – presented by Donald Trigg, President

Mr. Trigg's presentation highlighted:

- Four Decades of Healthcare Innovation
- Industry-Leading Research & Development (R & D) Focused on Client Value
- Broward Health-Cerner Partnership History
- Advancing the Broward Health Business Strategy – CEO Board Presentation
  - Growth: Helping Broward's Push to be a Data Driven Enterprise
  - Service: Enhancing the Patient Experience
  - Quality: Driving Data Access
  - Finance: Advancing the Business Strategy
- Cerner 2025
  - Advancing the Core: Clinical Electronic Medical Records (EMR) and Revenue Cycle
  - Enabling the Health Network: Beyond the Millennium Electronic Health Records (EHR). Beyond the Hospital. Beyond Fee for Service
  - Cerner 2025: Person-Centered Vision for Health and Care

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After the presentation Mr. Trigg took questions from the committee related to patient information sharing across systems and their primary market share in Florida and the US.

      7.1.2   Epic – presented by Rachel Brown, Customer Happiness Executive

Ms. Brown gave a brief history of the Epic Software Factory and its founder, Judy Faulkner. Ms. Brown's presentation reported on the following:

- Research & Development (R&D) Focus for Delivering New Technology
- We are Builders and Innovators – Not Acquirers
- Healthcare Technology Consolidation
- One Unified Platform
  - Ambulatory
  - Inpatient
  - Social Care
  - Health Plan
- 72% of the U.S. Population: will be cared by EpicCare when current rollouts are complete.
- Emergency Medical Records (EMR)
  - Percentage of Ambulatory Physicians.
  - All Hospitals, Percentage of Licensed Beds.
- Over 90% of Medical Student and Residents Train on Epic.
- 20 out of 21 of the Best Hospitals in 2019 use Epic.
- Benchmark compared to your peers.
  - Clinical and financial key performance indicators (KPIs)
- KLAS Performance Results
  - Ambulatory Care, EMR.
  - Patient Accounting and Management.
- Organizations replacing:
  - Allscripts hospitals with Epic.
  - MEDITECH hospitals with Epic.
  - Cerner hospitals with Epic.
- Lifetime Partnership
- Data from Moody's
- Benefits Realization overview
- Patient Experience
- Physician Experience
- Virtual System

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MINUTES

After the presentation Ms. Brown took questions from the committee related to patient information sharing across systems and their primary market share in Florida and the US.

> 7.1.3 Cumberland – presented by Luke Laurin, Managing Consultant and Greg Varner, Provider Division Partner

Mr. Laurin noted that Cumberland Consulting Group was engaged to analyze three different electronic health record implementation scenarios and to align an implementation scenario with Broward Health's strategic objectives.

- Project Overview
  - Three Implementation Scenarios Evaluated
    - Enhance Broward's Cerner footprint by replacing INVISION (legacy patient accounting platform currently with Cerner Patient Accounting).
    - Epic partnership with Memorial to implement via Epic Connect.
    - Broward implementation of Epic on their own.
  - Main Objectives
    - Pros and cons for each scenario.
    - Specific price quotes from each vendor (including Memorial).
    - Total cost of each implementation.

Driving Factors were also shared related to the EHR Evaluation.

- Cumberland's Assessment
  - Cumberland did not learn of a requirement for Broward Health to switch EHR platforms.
  - INVISION is not Broward Health's long-term patient accounting solution.
  - There is a financial and maintenance impact to support current portfolio of third-party applications and bolt-ons required to run INVISION that can be consolidated with the implementation of Cerner Patient Accounting.
  - Cerner Patient Accounting has deficits; Cerner has a roadmap to address deficiencies by 2024.
  - Each implementation path has inherent risks and potential financial implications.
- In regard to Cumberland's recommendations, they did not identify a need to replace Broward Health's current EHR platform. In considering replacing INVISION with Cerner Patient Accounting they shared the following:

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- o Broward Health should own the build process to right-fit manual workflows.
  - o Evaluate where you want to rely on your third-party bolt-on applications to assist.
  - o Be willing to wait for the product to become more mature within the marketplace and use current Cerner account resources to stay informed regarding the Cerner Patient Accounting Roadmap until 2024.
  - o Majority of the functional deficits have been addressed by Cerner to be delivered to Broward Health with others currently in development need to ensure that these issues have truly been resolved.
  - o As an alternative, Broward Health may consider exploring Soarian Financials as a comparison to Cerner Patient Accounting.
- Implementation scenario rankings against driving factors were given.
  - o Implementation Scenario Rankings Against Driving Factors were weighted by importance to the organization with cost and alignment or the organization's direction of not needing to change EHR platforms as the top two.
- Financial Comparison of Vendors Evaluated
  - o Partial list of cost categories below for implementation models included in all three scenarios.
    - ▪ Software
    - ▪ Implementation
    - ▪ Staffing
  - o Internal Staffing Cost ($55 standard cost per hour)
  - o External Staffing Cost ($180 standard cost per hour)
- Total Implementation Cost Estimate – Detail and Assumptions
  - o Cost of Cerner (combined estimate of $180m over 10 years).
  - o Cost of Epic Connect with Memorial Health Services (estimated at $201m).
  - o Cost of Epic Direct (estimated at $244m).

7.2 Chief Compliance Officer Report – presented by Brian Kozik, SVP, Chief Compliance Officer

7.2.1 Compliance Department Updates – presented Brian Kozik, SVP, Chief Compliance Officer

- Two-Midnight Rule Audit
  - o Review, completed.
  - o 22% error rate equally a $103k payback.
  - o Additional three-month testing commenced, per OIG.
  - o If results confirm error rate, a six-year lookback will commence.
- Non-Focus Arrangements Audit

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NORTH BROWARD
HOSPITAL DISTRICT

North Broward Hospital District Board of Commissioners
1700 Northwest 49th Street, Suite #150, Ft. Lauderdale, 33309

- o Review, 65% complete.
- Observation Stay/Condition Code 44 Audit
  - o 85%, complete.
- Managed Care Auto Renewal Audit
  - o Review, completed.
  - o No deficiencies identified.
- Inpatient Psychiatric Stays Certification and Recertification
  - o Review, completed.
  - o All billing certifications were being met.
  - o Draft report issued June 9, 2020.
  - o Some internal policies need to be updated but do not impact payment.
- Medicare Payments for Bariatric Procedures
  - o Review, completed.
  - o No issues identified.
  - o Report issued.
- SafeGuard Services audit of BHMC Short Stay Claims to Medicaid
  - o Review, completed.
  - o 40% error rate.
  - o Closing meeting held with the Compliance Department.
  - o Audit placed on hold pending CMS direction due to COVID-19.
- Office of Inspector General Laboratory Compliance Guide
  - o OIG recommends sending notice to physicians/providers annually regarding lab's compliance program.
  - o Letters are informational and do not require action.
  - o Letters distributed to all physicians and providers June 16, 2020.
- Greenberg Traurig review of Broward Health's HIPAA Privacy Program
  - o External review, in process.
  - o All requested policies and procedures and completed privacy questionnaire were provided.
  - o Results extremely positive.
  - o Meeting with the Information Systems Security Manager and IT Auditor from Internal Audit held on June 16, 2020.
    - ▪ HIM and processes/procedures.
    - ▪ Incident and disaster response.
    - ▪ Ransomware and phishing training.
- Monthly Reportable HIPAA Incidents
  - o No reportable HIPAA breaches in May 2020 (first time in over a year).

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- o Pre-COVID-19 face-to-face nursing education sessions at leadership meetings, successful.
  - o Team met with BHMC Surgical Committee to provide guidance on Telemedicine and Use of Technology.
- Rebranding Project
  - o Video series scheduled introducing Compliance department as a team.
    - Reviewing seven elements of an effective compliance program.
    - Reviewing code of conduct.
  - o Launching Compliance Relations Council for staff to enhance opportunity for education and outreach.
- Compliance Work Plan – Fiscal Year 2020: Status
  - o 28 reviews in total for the fiscal year.
  - o 12 reviews completed at this time.
  - o 8 reviews in process (to be completed by end of June).
- Compliance Plan and Budget Plan 2021
  - o In progress.
  - o Working with the Audit department on their work plan for 2021 and will include the risk assessment process.

7.2.2 OIG/CIA Update – presented by Brian Kozik, SVP, Chief Compliance Officer

- Annual Report – Year 4
  - o OIG response submitted May 28, 2020.
- Sleep Study
  - o Due to high error rate, OIG requested six-year lookback audit resulting in additional $1.1-$1.2m payback.
  - o Statistician assisted to extrapolate error rate for six years.
  - o June 1, 2020 call with Monitor to discuss overpayment.
  - o Monitor indicated the item remain open, pending review of supporting documentation of payback and corrective action plan.
  - o OIG proposed it be resolved via the OIG Self-Reporting protocol which, would offers Broward Health credit for reporting the issue to the OIG rather, than having a review conducted and reporting the problem.
  - o Statistician will assist and provide amount within a week.
- IRO Opinion and Requests for CIA Year 5 Plan
  - o IRO noted a Systems and Transaction Review is not needed.
  - o Monitor's letter and responses will be provided to IRO.
  - o A summary report of material policy changes will be provided to IRO.
  - o IRO field work launching July 2020.

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- o Group call to Monitor tentatively scheduled for July 6, 2020.
- Transition Plan for Compliance Program, Post-CIA
  - o Steve Forman leading the plan, along with President/CEO, CAO, CFO, General Counsel and Chief Compliance Officer.
  - o Plan nearly complete.
  - o Transaction review to begin on August 31, 2020 (the day after the CIA year 5 ends).

Mr. Kozik took a moment to introduce Mr. Mark Green, new compliance manager.

7.2.3 Conflict of Interest Update – presented by Lauren Brown, Director, Compliance/Privacy Operations)

- Conflict of Interest Survey
  - o Distributed January 6, 2020 to key employees, including the Board of Commissioners.
  - o 1,200 surveys sent.
  - o 93% completed.

7.2.4 Annual Compliance Mandatory Education Update – presented by Brian Kozik, SVP, Chief Compliance Officer

- Mandatory CIA Compliance Year 5 Training
  - o Roll out date extended to June 25, 2020 due to the pandemic.
  - o 15,500 work force members (including Board of Commissioners) assigned training.
  - o As of June 12, 97% completed training.
  - o Code of Conduct included.

7.3 Mr. Steve Forman presented his monthly compliance training for the Board, titled Reportable Breaches of Privacy.

8. **ADJOURNMENT**

There being no further business on the agenda, the Chair adjourned the meeting at 1:33 p.m.

Respectfully submitted,
Commissioner Stacy L. Angier, Secretary/Treasurer

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CIA Education Plan in Review

CIA Year 5

CIA YEAR 5 – E Learning Module Assignment

1. **CIA YEAR 5 COURSES**

2020 CIA Year 5 Course Names
• **Broward Health: General Compliance and Ethics Training** • **Broward Health: Code of Conduct**
• **NEW HIRES ONLY - Florida Public Records Law**

2. **CIA YEAR 5 - STUDENT GROUPS / ASSIGNMENT SPECIFICS:**

CURRENT STAFF	NEW HIRES
ALL STAFF HIRED THROUGH*: 03.29.2020	**ALL STAFF HIRED AS OF: 03.30.2020**
ASSIGNMENT START DATE: 03.26.2020	**ASSIGNMENT START DATE: 03.30.2020**
ASSIGNMENT DUE DATE: 06.25.2020 (3 months)	**ASSIGNMENT DUE DATE: 30 days from Hire**

*EXEMPT STAFF:
     (NOTE: Managers NOT Exempt)
 All Non-Employees
 Departments/Staff:
  - Facilities staff
  - Environmental Services staff
  - Laundry & Linens
  - Nutritional Services
	EXEMPT STAFF: NONE

STUDENT GROUP NAMES: • **CIA YEAR 5 - All Staff (Exempt: EVS, FAC, NUTR) Hired Through 03.29.20** • **CIA YEAR 5 – Facilities, EVS and Nutritional Svcs Managers 03.29.20** • **CIA YEAR 5 – Broward Health Board Members 2020** • **CIA YEAR 5 – Broward Health Board Members- Other - 2020**	**STUDENT GROUP NAME:** • **CIA YEAR 5 - All Staff - New Hires (03.30.2020-6.30.2021)**

Finalized CIA Year 5 Completion Report as of 6/25/2020

CIA Year 5 - Assignment Completion Summary

Completions as of:	06/25/2020				
Assignment Start Date:	03/26/2020				
Assignment Due Date:	06/25/2020				

REGION	TOTAL ASSIGNMENTS	ASSIGNMENTS COMPLETED	% COMPLETED	% NOT DONE	Number of Incomplete Staff
BHCS	2,114	2,085	98.63%	1.37%	15
BHIP	1,522	1,512	99.34%	0.66%	5
BHMC	5,306	5,255	99.04%	0.96%	26
BHN	2,730	2,681	98.21%	1.79%	25
CHS	610	606	99.34%	0.66%	2
BHHQ CDTC ICS	1,844	1,826	99.02%	0.98%	9
WESTON	102	101	99.02%	0.98%	1
PP	826	805	97.46%	2.54%	11
TOTAL	15,054	14,871	98.78%	1.22%	92

NOTE: Numbers are based on two courses assigned to each eligible staff member (General Compliance and Code of Conduct)

Incomplete Reconciled against DL/FMLA.

CIA Year 5 – Specialized Training **Arrangements Training**

- Communication regarding 7/20/2020 Launch of Arrangements sent 7/15/2020

- Arrangements Training Launched 7/20/2020 – to identified groups per CIA Training Agreement

Proposed Future Training Opportunities

- BILLLING/CODING COMPLIANCE

- PHYSICIAN FOCUSED TRAINING

- OPPORTUNITIES IDENTIFIED BY ENTERPRISE RISK ASSESSMENTS

North Broward Hospital District Board of Commissioners Compliance Education

Brian W. Kozik, CHC, CHPC, CCEP

SVP, Chief Compliance & Privacy Officer

July 22, 2020

Compliance & Ethics Committee

❑ The "Principles of Federal Prosecution of Business Organizations" in the Justice Manual describe the factors prosecutors should consider in conducting an investigation of corporation, determining whether to bring charges, and negotiating plea or other arrangements.

❑ These factors include "the adequacy and effectiveness of the corporation's compliance program at the time of the offense, as well as at the time of a charging decision" and the corporation's remedial efforts "to implement an adequate and effective corporate compliance program or to improve an existing one."

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❏ U.S. Department of Justice, Criminal Division

❏ Evaluation of Corporate Compliance Programs [Updated June 2020]

❏ The document is meant to assist prosecutors in making informed decisions as to whether, and to what extent, the entities compliance program was effective at the time of the offense, and is effective at the time of charging decision or resolution, for purposes of determining the appropriate (1) form of any resolution or prosecution; (2) monetary penalty, if any; and (3) compliance obligations contained in any corporate criminal resolution (e.g., monitorship or reporting obligations).

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☐ "Is the company's compliance program well designed?"

☐ "Is the program being applied earnestly and in good faith?" In other words, is the program adequately resourced and empowered to function effectively?

☐ "Does the company's compliance program work" in practice?

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"Is the company's compliance program well designed?"

A. Risk Assessment – how the company identified, assessed, and defined its risk profile, and the degree to which the program devotes appropriate scrutiny and resources to the spectrum of risks.

B. Policies and Procedures – prosecutors should examine whether the company has a code of conduct that sets forth, among other things, the company's commitment to full compliance with relevant federal laws that is accessible and applicable to all company employees.

C. Training and Communications – assess the steps taken by the company to ensure that policies and procedures have been integrated into the organization, including through periodic training.

D. Confidential Reporting Structure and Investigation Process – a trusted mechanism by which employees can anonymously or confidentially report allegations of a breach of the company's code of conduct, company policies, or suspected or actual misconduct.

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"Is the company's compliance program well designed?"

D. Confidential Reporting Structure and Investigation Process – Prosecutors should also assess the company's process for handling investigations of complaints, including timely completion of thorough investigations, and appropriate follow-up and discipline.

E. Third Party Management – a well-designed compliance program should apply risk-based due diligence to its third-party relationships.

Compliance & Ethics Committee

"Is the company's Compliance Program Adequately Resourced and Empowered to Function Effectively?"

A. Commitment by Senior and Middle Management – The company's top leaders – the Board and Senior Executives – set the tone for the rest of the company. Prosecutors should examine the extent to which senior management have clearly articulated the company's ethical standards, conveyed and disseminated them in clear terms, and demonstrated rigorous adherence by example.

B. Autonomy and Resources – Within the compliance function, whether those responsible for compliance have: (1) sufficient seniority within the organization; (2) sufficient resources, namely, staff to effectively undertake the requisite auditing, documentation, and analysis; and (3) sufficient autonomy from management, such as direct access to the Board of Directors.

Compliance & Ethics Committee

"Is the company's Compliance Program Adequately Resourced and Empowered to Function Effectively?"

C. Incentives and Disciplinary Measures – Another hallmark of effective implementation of a compliance program is the establishment of incentives for compliance and disincentives for non-compliance. Prosecutors should assess whether the company has clear disciplinary procedures in place, enforces them consistently across the organization, and ensures that the procedures are commensurate with the violations.

Compliance & Ethics Committee

"Does the Company's Compliance Program Work in Practice?"

A. Continuous Improvement, Periodic Testing, and Review – One hallmark of an effective compliance program is its capacity to improve and evolve. Prosecutors should consider whether the company has engaged in meaningful efforts to review its compliance program and ensure that it is not stale. Prosecutors may reward efforts to promote improvement and sustainability.

B. Investigation of Misconduct – Another hallmark of a compliance program that is working effectively is the existence of a well-functioning and appropriately funded mechanism for the timely and thorough investigations of any allegations or suspicions of misconduct by the company, its employees, or agents. An effective investigations structure will also have an established means of documenting the company's response, including any disciplinary or remediation measures taken.

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"Does the Company's Compliance Program Work in Practice?"

C. Analysis and Remediation of Any Underlying Misconduct – A compliance program that is working effectively in practice is the extent to which a company is able to conduct a thoughtful root cause analysis of misconduct and timely and appropriately remediate to address the root causes.

Prosecutors evaluating the effectiveness of a compliance program are instructed to reflect back on "the extent and pervasiveness of the criminal misconduct; the number and level of the corporate employees involved; the seriousness, duration, and frequency of the misconduct; and any remedial actions taken by the corporation, including, for example, disciplinary action against past violators uncovered by the prior compliance program, and revisions to corporate compliance programs in light of lessons learned."