



Board of Directors Ordinary Meeting
Wednesday, December 21, 2016
1:30 p.m.
Hospital Board Room

MINUTES

Board Members in Attendance:

JER – José Rosario Albarrán, Esq.
NAS – Noel Aymat Santana, DMD
ECN - Edgar Colón Negrón, MD
GLB - Gabriel López Berestein, MD
SAU - Sharee Ann Umpierre, MD

Others in Attendance:

LC – Luis Clavell, MD
Interim Executive Director
JDP - José Dávila Pérez
Deputy Executive Director
MS – María Santiago
Purchase Official
IF – Iliana Fuentes
Communications Director
SCL – Steven C. Lausell, Esq.
APR – Andrés Picó Ramírez, Esq.

Excused Board Members:

ARA – Ana Rius Armendariz, MD
CFG – Celeste Freytes González, PhD

MATTERS

I. Organization of the Meeting

At 1:52pm, the Interim President of the Board, JER, called the meeting to order. The required quorum was present. Proposed modification to the agenda to include the granting of privileges to work at the Hospital to Dr. Robert Hunter and Dr. Maribel Tirado. Agenda was approved as modified. The meeting started with 5 Directors present.

II. Approval of Minutes

a. October 24, 2016 Board Meeting

The Minute of the previous Board of Directors Meeting held on October 24, 2016, circulated for comments before the meeting, was approved unanimously by the present Board members.

III. Executive Director Report

A. Purchase and Bid Procedures

i. Amendment to Regulations

JDP introduces MS, CCCUPR Purchase Official recently recruited to assist in the formal and informal bidding processes. MS along with the CCCUPR Administration are proposing several amendments to the CCCUPR Purchase and Bid Regulations. The proposed amendments are included as part of the Meeting Documents. The most significant amendments are that the Executive Director would from now on award formal bids instead of the Bid Board. Also, the Administration would now have to request Board permission to exempt from the formal bidding process purchases over one million dollars. Additional amendments were proposed during the meeting as follows: Executive Director will make the final determination regarding request for reconsideration of bid awards; there will be no requirement to procure verbal bids, only written ones; amend Article 7 so that the Administration only has to request one written offer for purchases up to \$3,000.00 and three written offers for purchases from \$3,000.01 to \$49,999.99; and, CCCUPR Administration can negotiate a contract with one of the participating bidders if, after a first bid process, there is no award due to the circumstances contained in the Regulations. In addition, the sequencing and numbering of various sections will be modified to make it uniform throughout the Regulations. The proposed amendments were reviewed and recommended by the legal team. SAU presents motion to approve the proposed amendments. Present Board members approved the amendments unanimously.

JDP and MS also informed that CCCUPR is requesting access to the central government's electronic procurement system (RUS) and plans on using ASG for some bulk purchases.

ii. Bid Board Member Nominations

LC presents the nomination of Blanca Ralat for the researcher position in the CCCUPR Bid Board and María C. Ortiz for the alternate position in the CCCUPR Bid Board. See

Meeting Documents. Present Board members unanimously confirm the aforementioned appointments.

B. Hospital Governing Board

APR explains that the Hospital will require a governing body to administer the day-to-day operations. This governing body would report directly to the Executive Director and to the Board. The CCCUPR Board would receive reports from this Governing Board annually, in addition to reports upon request from the CCCUPR Board and through the Executive Director and the CCCUPR Board member that are also part of the Governing Board. The Governing Board will award the privileges only for the doctors that work in the Hospital. A proposed resolution was presented to the Board for the creation of the Hospital Governing Board. See Meeting Documents. The proposed resolution includes the Governing Board's mission, composition, duties and faculties. SAU presents motion to approve the creation of the Hospital Governing Board and the proposed resolution. Present Board members approved the motion unanimously.

C. Approval of Maribel Tirado and Robert Hunter

CCCUPR Administration requests the Board to grant Dr. Robert Hunter and Dr. Maribel Tirado privileges to work at the Hospital. The candidates have complied with the CCCUPR Faculty Recruitment Policy. Present Board members unanimously approve the granting of privileges to both doctors.

Subsequent privilege requests will be granted by the Hospital Governing Board created at this meeting.

D. Organizational Chart Revisions

LC presents to the Board the proposed revisions to the CCCUPR organizational chart. LC explains that the revisions include Dr. Joseph Simone's original strategic plan as modified by the goals proposed by Dr. Augusto Ochoa. The organizational chart features all CCCUPR employees. Said chart is divided into five main divisions: Division of Population Sciences led by Dr. Guillermo Tortolero; Division of Cancer Biology led by Dr. Marcia Cruz; Division of

Research and Educational Support; Cancer Medicine Division led by Dr. Robert Hunter; and the Administrative Support Division led by Mr. José Dávila. Proposed revisions will be submitted for Board approval at the next meeting.

E. Hospital Construction Matters

i. Construction Status

JDP informs that the payment for the October 2016 certification was issued to the general contractor, including half of the retainage amount as agreed between the parties.

JDP indicates that CCCUPR contractually assumed the security and maintenance of the Hospital since December 1, 2016. The bid for the Hospital security is in progress. The room keys are being substituted and all security cameras are operational. CCCUPR Administration is working on providing camera feed access to the Executive Director to monitor Hospital operations.

ii. Equipment/Furniture Procurement

JDP informs that the Hospital equipment is arriving on site every week. The mammography and CT equipment is already installed. The nuclear medicine equipment is being installed. MRI equipment will arrive next Wednesday. Most of the physiological monitors, IV pumps, and patient beds have been installed.

iii. Municipality of San Juan Purchase

JDP informs that the exhumation was finished and the purchase deed for the cemetery parcel was signed on December 15, 2016. Civil engineer is quoting approximately \$16,000 for the temporary employee parking to be constructed on the cemetery parcel. Parking will accommodate an estimated 300 vehicles. Intent is for the Hospital general contractor to construct the parking as a change order.

iv. Operational Permits

JDP informs that the most critical item is the use permit for the first six levels of the Hospital. The use permit is needed to apply for other permits from the Health Department, such as the SARAF license. As part of the use permit application, CCCUPR needs to submit a certification from the inspection team certifying the substantial completion of the first six levels. There are ongoing discussions between the general contractor and the inspection team regarding the level of completeness needed to sign the certification and whether punch list need to be completed also. JDP and SCL will meet with the inspection team this afternoon to continue discussions.

F. Operational Matters

- i. UPR-CCCUPR Institute
Amendment to Cert. 104, 2014-2015*

UPR Governing Board approved the amendment to the certification related to the UPR-CCCUPR Institute. The Executive Director and the Scientific Director are now part of the Institute's Board. The amendment indicates that both will have to receive faculty appointments at the UPR before serving as part of the Board. This is not an issue because the original certification already stated that both would receive faculty appointments.

- ii. R&D Building Land Transfer*

Proposed Joint Resolution (R.C.C. 896) to transfer the land was approved by Legislature and is pending the Governor's signature.

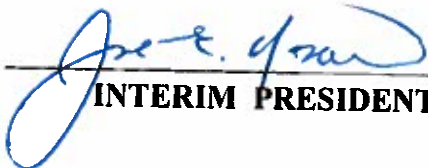
G. Transition Committee Highlights

LC informed the Board about the highlights from the Transition Committee hearings and document submissions. The Committee mostly concentrated on the list of existing contracts, the relationship with the MD Anderson Cancer Center, Hospital construction funding, employee positions and distribution. The Committee also inquired about the contracts for the hospital doctors which included a fixed salary amount plus an incentive amount payable after a doctor's production exceeds the fixed salary amount.

IV. Other Matters

- i.* LC and Dr. Robert Hunter will meet with the new Secretary of Health to provide him with an overview of the status of the CCCUPR operations and a binder with related documents.
- ii.* CCCUPR Administration is meeting the private health plans in order to secure their approval by the time the provisional operational permits are received.
- iii.* Board discussed fact that the Minute from the February 2016 Board meeting indicated that the compensation for the Interim Executive Director was approved up to June 2016. Present Board members, which were most of the Board members present at the aforementioned meeting, clarify that the appointment of LC was always intended for an indefinite term and that the statement in the Minutes was made to specify the budget impact up to June 30, 2016 for fiscal year 2015-2016.
- iv.* NAS requests the CCCUPR to always consider the RCM components as a first option when considering additional services for the Hospital. NAS has requested all RCM deans to provide their full collaboration to the CCCUPR. ECN suggests that CCCUPR should establish the parameters for each Hospital department in order to evaluate whether the various RCM departments can comply and maybe contract them on a trial basis.

Meeting Adjourned at 3:52pm



INTERIM PRESIDENT



SECRETARY