



**BOARD OF DIRECTORS**  
**CONFERENCE CALL MEETING**  
**MINUTES**

Date: Wednesday May 13, 2020

Time: 6:00 p.m. (EST)

Chair: Dr. Jill Rosenthal

Members Present (Officers): Dr. Samir Vakil, Vice Chair and Dr. Lee Ann Brown, Secretary

Members Present (Directors): Lorraine Duthe, Esq., Sally West, Dr. Dan Gesek, Dr. Nomen Azeem, Ms. Tyler Davis and Hon. Al Nienhuis

Member Absent (Officer): Greg Nazareth, Treasurer

Member Absent (Director): Dr. Anthony Silvagni

Staff: Robert Macdonald, MS, Executive Director and Kaitlin Brown, Education Program Specialist

Legal Counsel: Jason D. Winn, Esq

Department of Health: Becki Poston, BPharm, MHL, Program Manager, E-FORCSE

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**Call to Order**

The chair called the PDMP Foundation Board of Directors conference call meeting to order at 6:01 p.m., Wednesday May 13, 2020.

**Roll Call/Sunshine Law**

The chair called on the secretary to call the roll and provide the Sunshine Law statement. Dr. Brown called the roll and said that Dr. Silvagni and Mr. Nazareth were unable to participate on the conference call. She announced that a quorum was present. She then the read the Sunshine Law statement.

### **Approval of Minutes of Last Meeting (November 18, 2019)**

The chair called for the approval of the Board of Directors minutes from the November 18, 2019 conference call. A motion was made by Dr. Vakil and seconded by Sheriff Nienhuis to approve the minutes as distributed. The chair, hearing no request for discussion, called for a vote on the motion and it was adopted unanimously.

### **Report of the Chair**

The chair said that the foundation requested an amendment to the current DSO-DOH contract to extend the time allotted to provide the year-end audit to the Department. The contract had required that the audit be presented by August 1<sup>st</sup> of each year. The foundation's CPA and auditor requested an extension of the time to complete the audit. The chair said that in researching current statutes related to DSO's completing year-end audits for review by state agencies the time period was up to nine (9) months. The DOH agreed to amend the contract to be in compliance with state law. Mr. Macdonald said that the foundation's CPA and the auditor felt that the process could be completed by September.

The chair announced that the State Surgeon General had re-appointed five board members to two-year terms. She said that those directors re-appointed were Sheriff Nienhuis, Dr. Gesek, Dr. Brown, Ms. West and Mr. Nazareth. The chair also welcomed Dr. Azeem and Ms. Davis as newly appointed members for two-year terms.

Following the November meeting, the chair said that she appointed four committees to address key foundation program areas. She said that the committees appointed were Budget, Bylaws, Education and Communications. The chair said that she appointed Mr. Nazareth to chair the Budget Committee; Ms. Duthe to chair the Bylaws Committee; Dr. Azeem to chair the education committee and Dr. Brown to chair the communications committee. She said that the committee chairs would be presenting reports later in the agenda.

The chair then notified the board that Mr. Macdonald had agreed to continue as PDMP Foundation executive director for FY 2020 – 2021. She thanked him for his service over the years as the chief operating officer of the organization.

### **Treasurer's Report**

In the absence of the Mr. Nazareth the chair called on the Executive Director for the treasurer's report. Mr. Macdonald gave the following update on foundation finances:

He said that as of May 10, 2020 the PDMP Foundation total assets were \$1,316,417. These funds were held in Wells Fargo Bank accounts. He said that the total assets included \$10,673 in the checking account; \$33,165 in restricted and \$12,633 in non-restricted funds in the Platinum Business Savings Account; and \$1,307,001 in the brokerage account in certificates of deposit and cash.

He then provided an overview of the foundation's investments in the Wells Fargo Brokerage Account. He said that Wells Fargo Bank brokerage account total includes four one-year \$250,000 Certificates of Deposit maturing in June 2020 and one six-month \$250,000 CD that matures in July 2020. He said that the interest rate for two of the four \$250,000 CDs was 2.15% and two of the certificates interest rates were 2.10%.

He said that the market value of the certificates was \$1,253,257. The investment account also included \$53,744 in cash. The total monies in the brokerage account is \$1,307,001.

Mr. Macdonald then reviewed the status of the FY 2019-2020 budget expenditures. He said that the approved budget was \$155,084. Of that total, \$112,256 was allocated to PDMP Foundation projects and programs and \$42,827 was for operations.

He said that his contract services fee was approved at \$50,000 of which 80% or \$40,000 is reimbursed under project and program expenses and 20% or \$10,000 under Office Operations. Total expenditure for this position to date is \$40,384. In addition, \$28,080 was budgeted for a part-time program analyst/Education Program Specialist. Total reimbursement for that position to date is \$17,522.

In conclusion, Mr. Macdonald reported that through May 10, 2020, the current total expenses for the fiscal year are \$100,462. This total is 65% percent of the approved budget. He said that it is projected that there will be unspent funds in this year's budget due to the COVID-19 pandemic which caused cancelation of several major conferences that the PDMP Foundation/E-FORCSE staffs were to attend during the latter part of the fiscal year June 30<sup>th</sup>.

The chair thanked Mr. Macdonald for the report on the PDMP Foundation finances. She called for any discussion on the report. Hearing none, the chair said that the Treasurer's Report would be accepted for information.

### **Report of the Department of Health**

The chair called on Ms. Poston for her report on E-FORCSE operations. She mentioned that due to the COVID-19 pandemic there was a noticeable decrease in the prescribing and dispensing of controlled substance Opioids compared to April 2019. She then provided board members information on the rules related to the integration of patient data from the PDMP to Electronic Health Records. Ms. Poston also said that E-FORCSE registered users could now obtain patient controlled substance usage from 20 other states.

The E-FORCSE program manager then informed the board that a full report was attached to the minutes providing updates on database dispensing and prescribing statistics. She then asked for any questions from the board.

She then gave an update on the OD2A grant. She deferred further discussion on the status of the development of the peer-to-peer course to the Education Committee's report.

Following Ms. Poston's presentation, the chair thanked her for the E-FORCSE and OD2A Grant updates. The chair encouraged the board to review the E-FORCSE report and if they had any questions to forward them to Mr. Macdonald for response from appropriate parties.

### **Committee Reports:**

- A. **Budget Committee** – In the absence of the treasurer, the chair called on Mr. Macdonald for a report of the budget committee. He said that the budget included a narrative and the FY 2020 – 2021 budget. Mr. Macdonald then reviewed the budget process with staff development of a preliminary draft. The draft document was forwarded to the Department of Health for approval of the income and expenses for the OD2A Grant and to the Attorney General's Office for approval of the use of the PDMP Foundation restricted fund. Following approval by the two state agencies the budget was forwarded to the executive committee where it was approved and sent to the board of directors for final action.

Mr. Macdonald explained that following the board's adoption the budget narrative and FY 2020 – 2021 budget would be sent to the Department of Health by May 15, 2020 as per the DSO-DOH contract.

The chair thanked Mr. Macdonald and called for any discussion on the budget narrative. Hearing none, the chair called for discussion on the FY 2020-2021 budget. Hearing no discussion on the budget the chair called for a motion for adoption:

MOVED, by Dr. Vakil, that the FY 2020-2021 PDMP Foundation budget narrative and budget of \$369,900 be adopted as presented.

Motion Seconded by Sheriff Nienhuis

Motion Adopted Unanimously

- B. **Bylaws Committee** – The chair called on Ms. Duthe for a report of the Bylaws Committee. She discussed the process to review the Articles of Incorporation and Bylaws to update them to be in compliance with the current operation and governance of the PDMP Foundation as a non-profit tax-exempt Direct Support Organization to the Department of Health. She said that staff provided the committee with recommended amendments to the Articles and Bylaws which were reviewed. The documents were then sent to Mr. Winn for legal counsel review and comment.

Following discussion of the Articles of Incorporations revisions the Chair called for a motion for adoption:

MOVED, by Ms. Duthe, that the restated PDMP Foundation Articles of Incorporation be adopted.

Motion Seconded by Ms. West

Motion Adopted Unanimously

Ms. Duthe then review the various changes to the Bylaws as approved by legal counsel and the Bylaws Committee. The chair called for discussion on the amended Bylaws. Hearing none, the chair call for a motion for adoption:

MOVED, by Dr. Gesek, that the amended PDMP Foundation Bylaws be adopted.

Motion Seconded by Ms. West

Motion Adopted Unanimously

Mr. Macdonald announced that with the passage of the restated Articles of Incorporation and the amended Bylaws that these two documents would be forwarded to the Department of Health for their information and comment. Once the DOH has accepted the revised documents the restated Articles would be filed with the Florida Secretary of State's Office.

- C. **Education Committee** – The chair called on Dr. Azeem for a report of the education committee. He provided an overview of the development of the OD2A peer-to-peer course curriculum which included input from various healthcare professional disciplines, the PDMP Foundation and E-FORCSE staffs. He said the 1.5 hour course covered various topic areas including a history of the

legislature's adoption of the state's prescription drug monitoring program and the PDMP Foundation, the laws and rules mandating the utilization of the PDMP database in prescribing and dispensing of controlled substances and the majority of the course dealing with the value of using the database and best practices for patient care.

He then said that the course would be presented by three speakers: Mr. Macdonald to provide the information on the history of the PDMP database and foundation by legislative authorization; Mr. Winn to provide the legal section; and Drs. Rosenthal, Brown, Silvagni and himself as the keynote presenters rotating at various live sessions.

Dr. Azeem called on Ms. Brown to outline the process to gain approval of the course for credit. She updated the board on the procedures that the foundation staff followed in obtaining 1.5 credits through CE Broker and the various healthcare licensing boards. This included submission of the course outline and speakers to the boards and payment of CE provider fees to those boards that required funding from providers.

Mr. Macdonald then discussed with the board the proposal from the Florida Medical Association to partner with the foundation to promote and offer the course live and on its online CME platform and the fees to do so. Approval by the FMA of the course would then satisfy the Board of Medicine and Board of Osteopathic Medicine licensees to receive credit for taking the course.

The chair called for any discussion on the FMA proposal. Hearing none, the chair declared that the proposal was accepted by the foundation and directed Mr. Macdonald to contact the FMA to finalize the processes for the partnership. Dr. Brown also recommended contacting FOMA to inform the association about the partnership with the FMA and to work with the organization in the promotion of the course to osteopathic physicians.

Mr. Macdonald then said that the Florida Academy of Physician Assistants was also interested in a partnership to promote the course to Florida licensed PAs. He said that the FAPA may request that the course be offered live at its winter meeting in February 2021 as part of its educational program.

- D. **Communications Committee** – The chair called on Dr. Brown for a report of the education committee. She provided a review of the many upgrades that staff and the PDMP Foundation webmaster have made to the website. She said that committee was charged with the review of the content and all upgrades to the website and would be working on these innovative ideas with the staff for future insertion on the site.

As the foundation education program specialist Ms. Brown said that many of the updates mentioned by Dr. Brown have made the website much more attractive and newsworthy. She said that the board of directors' bio pages with pictures were a major undertaking.

#### **Executive Directors Report:**

The chair called on Mr. Macdonald for his report. He provided the following updates to the board of directors:

- A. **E-FORCSE Outreach and Education Programs** – He stated that since January 2020 he and the E-FORCSE staffs have attended six major healthcare and law enforcement state conferences and

trade shows. Those included the Florida Police Chiefs Association, Florida Podiatric Medical Association (SAM), Florida Sheriffs Association, Pinellas County OMS Winter Seminar, Florida Osteopathic Medical Association and Florida Academy of Physician Assistants. He said that two conferences, the Florida Academy of Family Physicians and FPMA live summer conference were canceled.

- B. Directors and Officers Insurance – Mr. Macdonald reported that 2020 yearly premium of \$1,400 for O&D Insurance as required by contract was paid for coverage by CHUBB insurance company.
- C. Year-End Audit – He said that upon the CPA completing the fiscal year-end financials and chart of accounts the McKenzie Group would begin the required audit with a projected completion of September 2020.
- D. Submission of Budget to Department of Health – the Executive Director said that with the approval of the FY 2020 – 2021 budget the staff would forward it to the Department of Health by May 15<sup>th</sup> as required in the DSO-DOH contract.
- E. PDMP Foundation Corporate Renewal Filing – Mr. Macdonald reported that as required by law he filed the yearly corporate renewal form with the Secretary of State on January 15, 2020.
- F. Annual Report to the DOH – The executive director said that the 2020 PDMP Foundation annual report was due to be submitted by August. He would be working on the report over the summer.

Mr. Macdonald then thanked all the board members who were appointed to serve on the new committees for their time and effort in accomplishing all their projects. He said the committee structure approved by the chair made the foundation's operation more efficient and proved a vital governance change.

#### **Public Comments**

The chair called for any public comments. None were made.

#### **Announcements**

The chair called for any announcements. None were made.

#### **Date of Next Meeting**

The chair announced that the next meeting of the PDMP Foundation board would be determined at a later date.

#### **Adjournment**

The chair called for adjournment of the meeting. The meeting of the PDMP Foundation board of directors was adjourned at 6:58 p.m., Wednesday May 13, 2020.

