



*The Foundation for The Gator Nation*

University of Florida Board of Trustees  
Conference Call  
May 3, 2012  
11:35 a.m. EDST  
123 Tigert Hall

Board Members Present: David Brown (Vice Chair), Susan Cameron, Marshall Criser, Charles Edwards, Michael Heekin, Alan Levine, Scott Nygren, T.J. Villamil, Carolyn Roberts, Juliet Roulhac, Steven Scott, Al Warrington

Others Present: Bernie Machen, David Kratzer, Cheri Brodeur, Joseph Glover, Win Phillips, David Norton, Karon Grabel, Jamal Sowell, Jamie Lewis Keith, Jane Adams, Barbara Wingo, Amy Hass, Janine Sikes, Erin Jester (Alligator), Nathan Crabbe (Gainesville Sun), Zina Evans, Becky Holt

Vice Chair David Brown called the meeting to order at 11:35 a.m. after a quorum was confirmed by Jamal Sowell, with all Trustees present. Vice Chair Brown asked Trustee Criser if the Committee on Governance recommended approval of GV1 and Resolution R12-100 regarding Shands Subsidiaries, and GV2 and Resolution R12-101 regarding Elections to Address Mid-Term Vacancy in Board Chair for the Consent Agenda. Trustee Criser reported that the Committee on Governance voted unanimously to recommend approval of GV1/R12-100 regarding Shands Subsidiaries and GV2/R12-101, Parts (A) and (B) with Trustee David Brown as Chair of the Board of Trustees for the unexpired term of April 23, 2012 through June 30, 2013 and unanimously recommended Part C with Trustee Marshall Criser as Vice Chair for the period of April 23, 2012 through June 30, 2013. Trustee Heekin commented on the contributions and abilities of trustee Criser to serve as Vice Chair and Trustee Levine commented on the contributions and abilities of Trustee Brown to serve as Chair.

Vice Chair Brown reported that the Committee on Education Policy recommends approval by the Board of EP1 and its accompanying Resolution, R12-99, regarding Security Clearance, for the Consent Agenda. Vice President and General Counsel Jamie Lewis Keith noted that the vote on EP1, R12-99 includes designation of Trustee Brown as Chair if elected by the Board.

Vice Chair Brown asked Ms. Keith to read, and she read, into the minutes, the voting conflict disclosure of Trustee Alan Levine related to GV1, R12-100 regarding Shands Subsidiaries. The voting conflict disclosure is attached to and incorporated in the minutes as Exhibit A. Ms. Keith noted that Trustee Levine may vote on the Consent Agenda, but in doing so he has elected to abstain from GV1, R12-100.

Vice Chair Brown asked for a motion to approve the Consent Agenda. Trustee Warrington made a motion and Trustee Roberts seconded the motion to approve the Consent Agenda. No further

discussion was desired and the motion passed unanimously. Newly elected Chair Brown asked if any Trustee had any matter for discussion. Trustee Levine suggested that the Governance Committee review the Bylaws to recommend updates and Trustee Criser responded that the Committee would be pleased to work with the General Counsel to review the Bylaws and recommend updates if the Board desires this project to be undertaken. After asking for further discussion and hearing none, Chair Brown adjourned the meeting at 11:46 a.m.

Attachment: Trustee Levine's voting conflict disclosure

Jamie Lewis Keith  
Vice President and General Counsel

May 2, 2012

Re: Voting Conflict Disclosure of Trustee Alan Levine

Dear Trustees,

Attached is Trustee Alan Levine's disclosure, which he is properly making under the state ethics law, that hospital entities within the corporate family of his employer's parent corporation (Health Management Associates, "HMA") are participating in a Shands Medicaid patient provider service network ("PSN") through a direct Medicaid contract with the State, as well as some contracts with a Shands PSN. The disclosure notes that the contracts are of a type that hospitals routinely enter to treat any Medicaid patient in need at Medicaid rates.

The approval of Shands subsidiaries to create and continue to operate PSNs is a subject of a resolution to be considered by the Committee on Governance and by the Board as an Action Item on the consent agenda for the May 3, 2012 meetings.

Alan proactively requested guidance from the Ethics Commission to ensure his service as a UF Trustee and employment by an HMA subsidiary would comply with the ethics law. The Ethics Commission issued a formal opinion last September that Shands is a separate legal entity from UF; and entities in the HMA family may continue to contract with Shands while Alan serves as a UF Trustee, as they had previously. Alan's practice is not to personally participate in negotiations of contracts with Shands. And, Alan's employer and the HMA parent may not—and they are not—contracting with UF. Alan does, however, have a voting conflict if any matter comes to the Board for action that involves any HMA entity or business associate and, accordingly, he is making the attached disclosure. While he is not legally required to do so once he has made his disclosure, Alan's practice is to abstain from discussion and voting on such matters and he is abstaining on May 3<sup>rd</sup>.

Best,

  
Jamie Lewis Keith

Vice President and General Counsel

# FORM 8A MEMORANDUM OF VOTING CONFLICT FOR STATE OFFICERS

LAST NAME—FIRST NAME—MIDDLE NAME Levine, Alan M.	NAME OF BOARD, COUNCIL, COMMISSION, AUTHORITY, OR COMMITTEE University of Florida Board of Trustees
MAILING ADDRESS 9095 The Lane	NAME OF STATE AGENCY University of Florida
CITY COUNTY Naples FL Collier	MY POSITION IS: <input type="checkbox"/> ELECTIVE <input checked="" type="checkbox"/> APPOINTEE
DATE ON WHICH VOTE OCCURRED May 3, 2012	

### WHO MUST FILE FORM 8A

This form is for use by any person serving at the State level of government on an appointed or elected board, council, commission, authority, or committee. It applies equally to members of advisory and non-advisory bodies who are presented with a voting conflict of interest under Section 112.3143, Florida Statutes.

Your responsibilities under the law when faced with voting on a measure in which you have a conflict of interest will vary greatly depending on whether you hold an elective or appointive position. For this reason, please pay close attention to the instructions on this form before completing the reverse side and filing the form.

### INSTRUCTIONS FOR COMPLIANCE WITH SECTION 112.3143, FLORIDA STATUTES

**ELECTED OFFICERS:**

As a person holding elective state office, you may vote on a measure which inures to your special private gain or loss; to the special gain or loss of a principal by whom you are retained (including the parent organization or subsidiary of a corporate principal by which you are retained); to the special private gain or loss of a relative; or to the special private gain or loss of a business associate. However, if you vote on such a measure you must complete this form and file the form within 15 days after the vote occurs with the person responsible for recording the minutes of the meeting, who must incorporate the form in the minutes.

For purposes of this law, a "relative" includes only your father, mother, son, daughter, husband, wife, brother, sister, father-in-law, mother-in-law, son-in-law, and daughter-in-law. A "business associate" means any person or entity engaged in or carrying on a business enterprise with you as a partner, joint venturer, coowner of property, or corporate shareholder (where the shares of the corporation are not listed on any national or regional stock exchange).

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**APPOINTED OFFICERS:**

As a person holding appointive state office, you may vote on a measure which inures to your special private gain or loss; to the special gain or loss of a principal by whom you are retained (including the parent organization or subsidiary of a corporate principal by which you are retained); to the special private gain or loss of a relative; or to the special private gain or loss of a business associate. However, you must disclose the nature of the conflict before voting or before making any attempt to influence the decision by oral or written communication, whether made by you or at your direction.

For purposes of this law, a "relative" includes only your father, mother, son, daughter, husband, wife, brother, sister, father-in-law, mother-in-law, son-in-law, and daughter-in-law. A "business associate" means any person or entity engaged in or carrying on a business enterprise with you as a partner, joint venturer, coowner of property, or corporate shareholder (where the shares of the corporation are not listed on any national or regional stock exchange).

**IF YOU INTEND TO MAKE ANY ATTEMPT TO INFLUENCE THE DECISION PRIOR TO THE MEETING AT WHICH THE VOTE WILL BE TAKEN:**

- You must complete and file this form (before making any attempt to influence the decision) with the person responsible for recording the minutes of the meeting, who will incorporate the form in the minutes.
- A copy of the form must be provided immediately to the other members of the agency.
- The form must be read publicly at the next meeting after the form is filed.

**IF YOU MAKE NO ATTEMPT TO INFLUENCE THE DECISION EXCEPT BY DISCUSSION OR VOTE AT THE MEETING:**

- You must disclose orally the nature of your conflict in the measure before participating.
- You must complete the form and file it within 15 days after the vote occurs with the person responsible for recording the minutes of the meeting, who must incorporate the form in the minutes. A copy of the form must be provided immediately to the other members of the agency, and the form must be read publicly at the next meeting after the form is filed.

DISCLOSURE OF STATE OFFICER'S INTEREST

I, Alan M. Levine, hereby disclose that on May 3, 2012:

(a) A measure came or will come before my agency which (check: one) could

- X inured to my special private gain or loss; (unknown but could potentially, see below)
X inured to the special gain or loss of my business associates in the Health Management Associates, Inc.
inured to the special gain or loss of my relative, corporate family (unknown, but potential, see below)
X inured to the special gain or loss of Health Management Associates, Inc. or subsidiary, by whom I am retained; or (unknown, but potential, see below)
inured to the special gain or loss of \_\_\_\_\_, which is the parent organization or subsidiary of a principal which has retained me.

(b) The measure before my agency and the nature of my conflicting interest in the measure is as follows:

Reference is made to University of Florida Board of Trustees Resolution, R12-100 (Resolutions), approving the creation of subsidiaries of Shands Teaching Hospital and Clinics, Inc. and Shands Jacksonville Medical Center, Inc. in connection with "provider service networks (PSNs)" and other arrangements through which such Shands entities and University of Florida faculty and practice plans may operate and compete in a managed healthcare environment.

I am employed by a subsidiary of Health Management Associates (HMA) and have a small amount of publicly traded stock in HMA. HMA-affiliated hospitals are providers in the state Medicaid program, and generally treat all Medicaid patients who need services, including those patients enrolled in the existing Shands Jacksonville Medical Center PSN that is a subject of the Resolutions. Some HMA-affiliated hospitals, either through their existing Medicaid provider agreement with the state or through a provider contract with the PSN, are typically paid the standard Medicaid rate to care for the Medicaid patients.

In support of Shands' recent PSN application to the state where evidence of the adequacy of the PSN's provider network had to be provided, certain HMA-affiliated hospitals indicated their willingness to be a designated Shands PSN hospital provider. Although I am unaware of any negotiations at this time, these and other hospitals may in the future participate in new provider service networks organized by Shands or its entities referenced in these Resolutions and could enter into additional contracts with Shands or its related entities to ensure that Medicaid patients receive services.

After having made this disclosure, I am not legally required to recuse myself from discussion or voting. However, to ensure there is no effect - real or perceived - on my fulfillment of duties as a University of Florida Trustee, it is my chosen practice not to vote on matters coming before the University's Board of Trustees that involve a Shands entity or its affiliates where there could be any potential of involvement by entities with which I or business associates are affiliated. Accordingly, I have elected neither to participate in discussion nor to vote on the Resolutions relating to the Shands provider service networks.

(\* In response to my proactive request for advice, the Florida Commission on Ethics issued a unanimous formal opinion that Shands and its affiliates are separate legal entities from the University of Florida, and advised that HMA and members of its corporate family may continue to contract with Shands and its affiliates while I serve as a UF Trustee, as Shands is not my agency. As a matter of practice, I do not personally participate in negotiating contracts with Shands or its affiliated entities. HMA and my employer, however, may not contract—and they are not contracting—with the University, which is my agency. If any matter related to Shands that may involve HMA or members of its corporate family should come to the UF Board of Trustees for action, I would have a voting conflict under section 112.3143, Florida Statutes that must be disclosed before I participate or vote in the matter.)

5/1/12

Date Filed

Alan M. Levine

Signature

NOTICE: UNDER PROVISIONS OF FLORIDA STATUTES §112.317, A FAILURE TO MAKE ANY REQUIRED DISCLOSURE CONSTITUTES GROUNDS FOR AND MAY BE PUNISHED BY ONE OR MORE OF THE FOLLOWING: IMPEACHMENT, REMOVAL OR SUSPENSION FROM OFFICE OR EMPLOYMENT, DEMOTION, REDUCTION IN SALARY, REPRIMAND, OR A CIVIL PENALTY NOT TO EXCEED \$10,000.