

## Frigo, Victoria (COE)

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**From:** Frigo, Victoria (COE)  
**Sent:** Friday, May 31, 2013 2:16 PM  
**To:** 'Santorio, Gino'  
**Cc:** Centorino, Joseph (COE)  
**Subject:** INQ 13-130 Independent Contractors

Mr. Santorio,

You asked if the County Ethics Code applies to independent contractor-physicians at the Public Health Trust (PHT); this contractual arrangement is described in PHT Resolution 08/07-067 and is referred to as an "agency model."

Contractor-physicians under the agency model are generally not subject to the County Ethics Code because they are not employees of the PHT or Jackson Health System (JHS) and they have not been designated by the PHT as "contract staff" required to comply with certain provisions of the County Ethics Code. *See* County Ethics Code at Sec. 2-11.1 (b)(13).

In a related opinion, the Ethic Commission held that the County Ethics Code did not apply to physician-employees of the University of Miami who contracted with the PHT unless these contractor-physicians were performing roles usually assigned to County personnel, such as serving on a PHT/JHS selection committee. *See* RQO 06-46, to Benedict Kuehne.

Consequently, JHS may purchase the assets of a contractor-physician's practice and enter into related leases without obtaining a waiver from the PHT, as would otherwise be required if the individual were a PHT/JHS employee. *See* County Ethics Code at Sec. 2-11.1 (b)(2).

Lacking this safeguard, you have taken other actions to protect the interests of the public, such as employing independent third parties to appraise equipment to be purchased and evaluate rental agreements. Additionally, independent contractor-physicians are subject to several professional codes including the PHT's procurement and conflict of interest policies, which, among other responsibilities, requires them to make decisions in the best interests of the PHT and the people it serves rather than their private interests.

If you have additional questions, please feel free to contact me.

**VICTORIA FRIGO, SENIOR STAFF ATTORNEY**

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**From:** Santorio, Gino [<mailto:Gino.Santorio@jhs-miami.org>]  
**Sent:** Friday, May 24, 2013 12:41 PM  
**To:** Frigo, Victoria (COE)  
**Subject:** RE: DR PLASENCIA LETTER (INQ 13-125)

Hi Victoria,

I read the conflict of interest prohibition under section. 2-11.1 (c) (1), (c) (2), and (d) to be applicable for county employees. Does this also apply to an agent of the TRUST? We have an agency model which is best described as follows:

- 1.) We acquire the assets of a physician practice through an asset purchase agreement.
- 2.) We enter into a Physician Services Agreement with the physician group to essentially lease their clinical services.
- 3.) We enter into a Management Services Agreement with the physicians in which we contract with them to continue running the practice for us.

The contracts explicitly state that the physicians are NOT employees, but rather, agents of the trust. The employees within that practice do not receive Jackson benefits and everything human resource wise and practice management wise is handled completely independent of Jackson.

In this scenario, would we have to have a waiver? The physician would essentially be leasing between his real estate management company and the agency. I know this relationship can be quite confusing so we can certainly discuss it on the phone if easier.

Thanks and have a great day!

-Gino S.

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**From:** Frigo, Victoria (COE) [<mailto:FRIGOV@miamidade.gov>]  
**Sent:** Thursday, May 23, 2013 12:13 PM  
**To:** VillarRodriguez, Maria G  
**Cc:** Santorio, Gino; Centorino, Joseph (COE)  
**Subject:** RE: DR PLASENCIA LETTER (INQ 13-125)

Ms. Villar,

Attached is the ethics opinion requested by Dr. Plasencia. The original letter is being sent to him today via first class mail.

Please feel free to contact me if I can be of further assistance.

Sincerely,

**VICTORIA FRIGO, SENIOR STAFF ATTORNEY**

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**From:** VillarRodriguez, Maria G [<mailto:Maria.VillarRodrigue@jhsmiami.org>]  
**Sent:** Tuesday, May 21, 2013 4:35 PM

**To:** Frigo, Victoria (COE)

**Subject:** FW: DR PLASENCIA LETTER

Hi Ms. Frigo - Please see attached letter from Dr. Plasencia. If any additional information is required. Please do not hesitate to contact our office. Thanks....Guille

*Guille Villar* 

**Office Manager**

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