Governance Committee Meeting
Jul 24, 2019 2:30 PM EDT

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A Governance Committee meeting will be held on Wednesday, July 24th, 2019, immediately following the Finance Committee meeting, at the Broward Health Corporate Spectrum Location: 1700 Northwest 49 Street, Fort Lauderdale, Florida, 33309. The purpose of this committee meeting is to review and consider any matters within the committee’s jurisdiction.

Persons with disabilities requiring special accommodations in order to participate should contact the District by calling 954-473-7100 at least 48 hours in advance of the meeting to request such accommodations.

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.
GOVERNANCE COMMITTEE MEETING  
Immediately following Finance Committee Meeting  
June 25, 2019

1. NOTICE

Notice of this meeting is attached to the official Minutes as EXHIBIT I. The official Agenda for this meeting, as presented for the consideration of the Committee, is attached to the official Minutes as EXHIBIT II.

2. CALL TO ORDER 12:27 pm

3. COMMITTEE MEMBERS

✓ Commissioner Ray T. Berry, Chair  
✓ Commissioner Andrew M. Klein  
✓ Commissioner Christopher T. Ure (WebEx)

ADDITIONALLY PRESENT Commissioner Nancy W. Gregoire, Commissioner Stacy L. Angier, Gino Santorio/President/CEO, Alan Goldsmith/CAO, Alex Fernandez/CFO, Linda Epstein/GC, Jerry Del Amo/Managing Senior Associate, Brett Bauman/Associate General Counsel, Nigel Crooks/Chief Internal Auditor

4. PUBLIC COMMENTS None

5. APPROVAL OF MINUTES

5.1 Approval of Governance Committee meeting minutes, dated April 17, 2019

MOTION It was moved by Commissioner Klein, seconded by Commissioner Berry, to:

APPROVE THE GOVERNANCE COMMITTEE MEETING MINUTES DATED April 17, 2019.

Motion carried unanimously.

6. TOPIC OF DISCUSSION

6.1 Discussion of Bylaws Revision Process

MOTION It was moved by Commissioner Klein, seconded by Commissioner Ure, that:
THAT GOVERNANCE COMMITTEE REQUEST THAT OUTSIDE COUNSEL REVIEW BYLAWS AND PROVIDE THEIR FEEDBACK AS EXPEDITIOUSLY AS POSSIBLE SO IT COULD BE TAKEN UP AT THE NEXT GOVERNANCE MEETING.

MOTION It was amended by Commissioner Klein, accepted by Commissioner Ure, that ALL INPUT FROM COMMISSIONERS BE PROVIDED TO GENERAL COUNSEL ON OR BY Monday, July 1st, 2019 TO FACILITATE EXPEDITIOUS REVIEW.

Motion carried unanimously.

6.2. Appointment of the Board of Directors of Broward Health ACO, Services, Inc.

Motion it was moved by Commissioner Klein, seconded by Commissioner Ure,

THE GOVERNANCE COMMITTEE RECOMMEND THAT THE FULL BOARD CONSIDER THIS ITEM AT THE UPCOMING BOARD MEETING.

Motion carried unanimously.

ADJOURNMENT 1:10 pm

MOTION It was moved by Commissioner Klein, seconded by Commissioner Ure, to:

ADJOURN THE GOVERNANCE COMMITTEE MEETING.

Motion carried unanimously.

Respectfully submitted,
Commissioner Ray T. Berry, Secretary/Treasurer.
Proposed
2019 Broward Health Bylaws
Amended and Restated Bylaws
of the
North Broward Hospital District

Article I
Incorporation and Supersedence

The North Broward Hospital District (the “District”) was established in 1951 by authority granted by the Florida Legislature under Ch. 27438, Laws of Florida, which was recodified in Ch. 2006-347, Laws of Florida, and subsequently amended in Ch. 2007-299, Laws of Florida (collectively, the “Charter”). No provision in these Amended and Restated Bylaws (these “Bylaws”) shall be construed as conflicting with or exceeding the Charter, applicable provisions of the Florida Constitution, and applicable Florida laws, rules and regulations, as the same may be amended from time to time (collectively, “Florida Law”), nor shall any provision in these Bylaws be construed as conflicting with or exceeding applicable federal laws, rules and regulations. In the event of a conflict between these Bylaws and Florida Law, Florida Law shall govern and control as if fully set forth herein. These Bylaws, adopted effective as of July 31, 2019, supersede and replace (a) any Bylaws and amendments thereto previously adopted by the Board of Commissioners of the North Broward Hospital District (the “Board”) and (b) any resolutions adopted by the Board that conflict with these Bylaws.

Article II
Governing Board

1. Role and Purpose

The Board shall be responsible for the oversight of the Charter, the District, and all of the District’s controlled entities (each, a “Subsidiary”) for the purpose of preserving public health for the public good in accordance with the Charter. All of the District’s current and future hospitals and other health care facilities shall serve the population health care needs of individuals within the District’s boundaries.

2. Board’s Responsibilities

The Board shall perform its duties in a manner that is consistent with these Bylaws, Florida Law, applicable federal laws, rules and regulations and accreditation standards, and any additional duties adopted from time to time by the Board pursuant to resolutions.

3. Delegation of Authority

The Board may delegate authority to the President and Chief Executive Officer (the “CEO”), Direct Board Reports (as defined below), the District’s departments and Board committees, and other individuals and entities; provided, however, that such delegation shall not be prohibited under Florida Law.
4. **Education of Commissioners and Committee Members**

All new Commissioners and Board committee members shall participate in an orientation program and be given information which shall include, but not be limited to, Florida’s open meeting laws, Florida’s public records laws, Florida’s ethics laws pertaining to public officers, Florida’s Patient Self-Referral Act of 1992, 42 U.S.C. § 1320a-7b(b) (aka, the Anti-Kickback Statute), 42 U.S.C. § 1395nn (aka, the Stark Law), the code of conduct and compliance and ethics programs, as established by the District and amended from time to time, and the Board’s responsibility for ensuring quality of care. All Commissioners and any Board committee members shall participate in annual compliance training and the Board’s program of continuing education, as required by the District’s code of conduct and ethics policies, adopted pursuant to the Charter and these Bylaws, as amended from time to time.

5. **Prohibited Financial Arrangements**

No Commissioner, Board committee member, administrator, officer, employee, or representative of the District or any of its Subsidiaries, shall, directly or indirectly, offer, pay, solicit, be paid or receive any commission, bonus, kickback, rebate, gratuity or any other thing of value or engage in any split-fee arrangement in any form whatsoever for the referral of any patient to any of the District’s facilities or for the purpose of generating any business for the District.

6. **Conflicts of Interest**

Commissioners have a fiduciary duty to the District and shall act in good faith, with due regard to the interests of the District, and shall comply with their fiduciary duties to the District under Florida Law. Commissioners shall be subject to the provisions of Florida Law pertaining to the avoidance of conflicts of interest when holding public office, including, but not limited to, Florida’s ethics laws pertaining to public officers, as amended from time to time, and the conflict of interest policy and code of conduct and ethics adopted by the Board and in effect from time to time.

7. **Code of Conduct and Ethics**

The Board shall adopt a code of conduct and ethics. Each Commissioner and Board committee member shall receive a copy of, and agree to comply with, the District’s adopted code of conduct and ethics, rules and procedures. The District’s code of conduct and ethics shall include, but shall not be limited to, provisions addressing:

(a) The definition of a conflict of interest and procedures to properly disclose any such conflict;

(b) The appropriate procedures for disclosure if any individual or entity that has or is seeking
a vendor or similar contractual relationship with the District, contacts a Commissioner and any other member of a Board committee who is not a Commissioner (either directly or through their representatives) with the apparent or, under the circumstances, reasonably apparent intention of influencing a decision of the Board or committee of the Board with respect to such relationship or prospective relationship;

(c) The policies pertaining to acceptance of gifts or any other thing of value by Commissioners and other members of Board committees who are not Commissioners;

(d) The responsibility of the Board for the implementation of the District’s ethics and compliance program; and

(e) Annual educational requirements for Commissioners and members of committees of the Board who are not Commissioners.

8. Officers

The officers of the Board shall be Commissioners and all such officers shall be elected by the Board and serve at the pleasure of the Board. The Board’s officers shall be the Chair, Vice-Chair, Secretary-Treasurer, and such other offices as the Board may establish from time to time by resolution. All officers of the Board shall be elected by a majority of the Board at the Annual Meeting (as defined below). Officers shall serve for a one (1) year term or the remainder of the then-current term. Officer vacancies may be filled for the remainder of the then-current term by the Board at any regular meeting or special meeting of the Board. The powers and duties of officers of the Board shall include, but are not limited to, the following:

(a) Chair

The Chair of the Board (the “Chair”) shall preside over all meetings of the Board and may exercise all powers granted to that position and have the duties imposed on that position by the Charter, these Bylaws and by motion or resolution passed by the Board.

(b) Vice-Chair

The Vice-Chair of the Board shall act as Chair in the absence of the Chair and, when so acting, shall have all the power and authority of the Chair.

(c) Secretary-Treasurer

The Secretary-Treasurer of the Board (the “Secretary-Treasurer”) or, where permitted under Florida Law, his or her designee, shall be the custodian of the District’s official seal and all records and reports of Board and Board committee proceedings. The Secretary-Treasurer or, where permitted under Florida Law, his or her designee, shall be responsible for overseeing the issuance of notices of all regular and special Board and Board committee meetings and for ensuring that minutes are taken at all such meetings as required by Florida Law and these Bylaws.
Article III
Board and Committee Meetings

Commissioners are encouraged to participate in all meetings of the Board and Board committees on which they are members unless their participation is otherwise not possible.

1. Quorum

(a) Board Meetings

A quorum of the Board shall be established in accordance with Florida Law, and a vote of at least the majority of the Commissioners present in person or electronically shall be necessary for the transaction of any business at any regular or special Board meeting.

(b) Board Committee Meetings

A quorum to hold and conduct a Board committee meeting shall consist of a majority of the total number of Board committee members; provided, however, that a quorum for a Board committee meeting shall be no be less than two (2) committee members.

(c) Participation Through Communications Technology

Any Commissioner and member of a Board committee who is not a Commissioner may attend and participate in any regular or special meeting provided for herein by use of telephone conference or video conference; provided, that a quorum is established. All communications by the absent member or members via media technology must be fully audible or visible, as applicable, to the public at the advertised meeting place where the quorum is physically present. Nothing herein shall be construed as permitting a Commissioner or a member of a Board committee who is not a Commissioner to vote by proxy.

2. Procedural Rules of Order

All Board and Board committee meetings shall be conducted in accordance with “Robert’s Rules of Order,” as modified by the Board from time to time, unless otherwise in conflict with Florida Law or specific provisions of these Bylaws.

3. Abstention from Voting

No Commissioner or Board committee member may abstain from voting unless such abstention is permitted or required under Florida Law. In the event there is, or appears to be, a conflict of interest requiring abstention, the Board or Board committee member with such a conflict shall comply with the disclosure requirements, if any, under Florida Law and the conflict of interest policy and code of conduct and ethics adopted by the Board and in effect from time to time.
4. Meeting Agendas

An agenda shall be prepared for each Board and Board committee meeting and, in all such cases, provide a period during which the public may be heard, unless otherwise exempt from such requirements under Florida Law.

(a) Website Posting of Agendas

Agendas for Board and Board committee meetings shall be posted and maintained on the District’s website in accordance with Florida Law.

(b) Process for Adding Agenda Items

The Board shall adopt a uniform administrative agenda process for bringing items to the Board or any of its committees.

5. Minutes and Records of Meetings

The CEO, or his or her designee, shall take minutes of all Board and Board committee meetings. The minutes of any Board and Board committee meeting shall be promptly recorded and made available to Commissioners. The minutes of meetings of the Board and its committees shall indicate which Commissioners and Board committee members are present and which Commissioners and Board committee members are absent at such meetings and, at a minimum, shall include a record of all votes and actions taken. Upon the request of the Board, Board committees shall provide reports or any other information to the Board.

6. Notice of Meetings

All Board and Board committee meetings shall be noticed in accordance with Florida Law and these Bylaws.

7. Regular Board Meetings

There shall be regular meetings of the Board held at least monthly at times and dates agreed by the Board; provided, however, that nothing herein shall require the Board to otherwise reschedule or make up cancelled or missed regular Board meetings. At all such regular meetings, the Board shall consider all matters properly brought before it. Unless otherwise exempt under Florida Law, all regular Board meetings shall be open to the public.

8. Special Board Meetings

Special meetings of the Board may be called by the Chair, by any three (3) Commissioners, or by the CEO. Written notice shall be given to each Commissioner stating the purpose and time and place of the meeting; provided, however, that attendance of a Commissioner at a
meeting constitutes a waiver of such notice of the meeting and of any and all objections to
the place, time, or manner of calling or convening the meeting, unless the Commissioner
states, at the beginning of or promptly upon arrival at the meeting, any objection to the
transaction of any business on the grounds that the meeting is not called or convened in
accordance with these Bylaws. Unless otherwise exempt under Florida Law, all such special
Board meetings shall be open to the public.

9. **Emergency Board Meetings**

Notwithstanding anything in these Bylaws to the contrary, in the event of a bona fide
emergency, an emergency Board meeting may be held following, to the extent practicable,
reasonable public notice is given to deal with the emergency. In such a situation, the first
order of business at the convened emergency Board meeting shall be a finding by a majority
vote of the Board that a bona fide emergency exists to justify calling the emergency Board
meeting. Any action taken at an emergency Board meeting must be subsequently ratified by
the Board at the next regularly scheduled meeting of the Board. No business other than that
stated in the notice or required to deal with the emergency may be transacted at such
emergency Board meeting. No business otherwise prohibited from being conducted under
Florida Law shall take place or be discussed at an emergency Board meeting. Unless
otherwise exempt under Florida Law, all such meetings shall be open to the public.

10. **Annual Meeting**

The annual organizational meeting of the Board shall be held during the first regular Board
meeting of the District’s fiscal year (the “Annual Meeting”).

11. **Budget and Tax Hearings**

The Board shall hold a tentative and final budget and tax hearing each year and each such
hearing shall be noticed to the public and conducted in accordance with Florida Law.

12. **Committee Meetings**

All committees of the Board shall abide by all the meeting rules applicable to the Board as
enumerated in these Bylaws. Unless otherwise exempt under Florida Law, all Board
committee meetings shall be open to the public. Notwithstanding the foregoing, nothing
herein shall be interpreted to require any committee to open a meeting to the public when
such meeting is not otherwise required to be open to the public under Florida Law.

(a) **General Authority to Establish Committees**

The Board may establish, dissolve, or suspend any Board committee at any time by
resolution to further the Board’s purposes and Charter oversight duties; provided,
however, that such establishment, dissolution, or suspension of such committees is not
otherwise restricted or prohibited under applicable federal laws, rules or regulations, Florida Law, these Bylaws, or other requirements set forth by any applicable accrediting agency and that the Board always maintains the essential number and type of committees consistent with the size and scope of the District’s activities.

(b) Duties, Authority, Composition and Jurisdiction of Committees

All committees of the Board shall be under the direction and control of the Board. It is the intent of these Bylaws that all Board committees carry out the general purposes of the Board and exercise authority in such a manner as to assist the Board in the proper performance of its Charter oversight duties in accordance with these Bylaws and the Charter, as amended from time to time. The resolution establishing the Board committee shall, at a minimum, include the duties, authority, composition, and jurisdiction of the Board committee, and any amendments thereto and, to the extent applicable, the Board committee’s sunset date or other conditions resulting in its expiration.

(c) Establishment of Committees

Any committee established by resolution of the Board shall report decisions and recommendations to the Board for final approval unless otherwise delegated decision-making authority by the Board; provided, that such delegation is permitted under Florida Law. Committees may be codified in the Establishment of Committees section of the Codified Resolutions of the Board of Commissioners of the North Broward Hospital District (the “Codified Resolutions”) as herein established, shall delineate the policies and activities of such committees, and may specify the frequency of Board committee meetings.

(d) Attendance and Participation by Commissioners

All Commissioners may attend any Board committee meeting and may participate in the discussions and deliberations of such committee, but shall not be entitled to vote on matters or be used to establish a quorum unless the Commissioner is a member of such committee.

(e) Committee Appointments

Unless otherwise provided for in these Bylaws, Florida Law, applicable federal laws, rules and regulations, or applicable accreditation standards, the officers and members of all committees of the Board shall be

Option (1)

[nominated by the Chair and appointed by the Board]

Option (2)
and shall serve at the pleasure of the Board. Such initial appointments and reappointments shall be made at the next regular meeting of the Board after the Annual Meeting. All such members of Board committees serve at the pleasure of the Board and may serve for one (1) year terms or the remainder of the then-current term.

(f) **Committee Member Selection**

Board committee members may consist of any combination of Commissioners and/or lay or expert outside members, but in no event shall any employee of the District or any of its Subsidiaries or affiliates be appointed to serve on any Board committee.

(g) **CEO and General Counsel**

The CEO, or his or her designee, shall be required to attend all Board committee meetings to further the purposes, goals and objectives of such committees, provide support and/or relevant information to such committee, and to assist in matters falling within the jurisdiction of such committee. The General Counsel, or his or her designee, shall be required to attend all Board committee meetings to provide legal support and advise the committees regarding proper procedure and compliance with applicable law.

(h) **Nondelegation**

In no event shall any Board committee have the power to delegate its authority unless the Board gives its prior approval of such delegation and it is permitted under Florida Law.

(i) **Immunities**

The acts or omissions of Commissioners and other individuals serving on committees of the Board shall be within the scope of their official duties for and on behalf of the District. Commissioners serving on committees of the Board shall be entitled to all the privileges and immunities conferred by Florida Law.

**Article IV**

**Administration**

1. **Direct Board Reports**

The Board may find it necessary to create or modify a position and designate that such position report directly to the Board (each, a “Direct Board Report”). The Board, by resolution, may establish or revoke a position’s classification as a Direct Board Report except where the classification of a Direct Board Report has been expressly established in these Bylaws. Any Direct Board Report may be removed or suspended at any time, with or without
cause, by the affirmative vote of the majority of the Board unless prohibited under Florida Law, applicable federal laws, rules or regulations, or any applicable accreditation standards; provided, however, that any such removal or suspension shall be without prejudice to the contract rights, if any, of the person so removed. Appointment as a Direct Board Report shall not of itself create contract rights. Any Direct Board Report may resign at any time by delivering notice to the District. Resignation by a Direct Board Report is effective when the notice is delivered unless the notice provides a later effective date or such Direct Board Report’s contract provides otherwise.

The following policies apply to all Direct Board Reports:

(a) All Direct Board Reports shall work collaboratively together and in the best interest of the District and all Direct Board Reports (other than the CEO) shall coordinate with and alert the CEO or his or her designee regarding leave time; provided, however, that the CEO shall not take any adverse employment action against a Direct Board Report without the express authorization of the Board;

(b) Any Direct Board Report may place items on the agenda of any regular or special Board meeting; provided, that such placement of items on the agenda is in accordance with the uniform administrative agenda process adopted by the Board;

(c) In order to ensure independence in their positions and communications, Direct Board Reports may not be terminated, suspended, or otherwise removed from their position absent a majority vote of the Board; and

(d) Nothing herein shall prevent the Board from delegating the recruitment and selection process for Direct Board Reports in whole or part.

2. President and Chief Executive Officer

Consistent with Florida Law and applicable federal laws, rules and regulations and accreditation standards, the Board shall select and employ a CEO to be accountable to and to manage the operations of the District and its Subsidiaries. The CEO shall be a Direct Board Report. The CEO, subject to the Board, shall have general executive charge, management, and control of the properties and operations of the District in the ordinary course of its business, with all such powers with respect to such properties and operations as may be reasonably incident to such responsibilities. As necessary, the Board by resolution shall establish and/or modify the duties and authorities of the CEO to ensure the proper management of the District, its resources and obligations. It shall be the duty of the CEO to carry out all duties and policies established by the Board and those imposed under Florida Law. The CEO’s specific duties shall include, but not be limited to, recommending to the Board a management organizational chart establishing the District’s organizational structure, which defines the lines of authority of the District’s and its Subsidiaries’ personnel for approval by the Board as part of an annual operating budget recommendation. Nothing herein shall prohibit the CEO from modifying or changing such management organizational chart and presenting the same to the Board for informational purposes at any other regular or
special Board meeting; provided, however, that the Board must approve such changes to the
organizational chart if such changes adversely effect the budget previously approved by the
Board.

3. Executive Vice President and General Counsel

The Board shall establish an Office of the General Counsel and establish and amend from
time to time its duties, responsibilities, and authority. The Office of the General Counsel
shall be managed by an Executive Vice President and General Counsel (the “General
Counsel”) who shall be a Direct Board Report and shall be the chief legal officer of the
District. The General Counsel and all such attorneys employed within the Office of the
General Counsel shall be members of the Florida Bar.

Article V
Medical Staff

1. Authority of the Board

The Board shall require members of the medical staffs of the District (collectively, the
“Medical Staff”) to abide by and to perform those professional duties and responsibilities
prescribed by these Bylaws, the Medical Staff Bylaws (as defined below), and all rules,
regulations, and policies promulgated thereunder, and to enforce all of the foregoing
requirements by the revocation and suspension of Medical Staff membership and clinical
privileges as set forth in the Medical Staff Bylaws.

2. Medical Staff Bylaws

The Medical Staff shall be established and organized under a uniform set of bylaws entitled
the Bylaws of the Medical Staff of Broward Health, as amended from time to time (the
“Medical Staff Bylaws”). The Medical Staff shall be, at all times, self-governing and
accountable to the Board. In the event that Florida Law, any applicable federal law, rule, or
regulation or applicable accreditation standards conflict with the provisions of the Medical
Staff Bylaws, such Florida Law, applicable federal law, rule, or regulation or applicable
accreditation standard shall control.

(a) Standards and Composition of the Medical Staff Bylaws

The Medical Staff Bylaws shall include guidelines, standards, and rules that describe the
Medical Staff’s processes for self-governance, appointment, credentialing, privileging,
oversight, and the Medical Staff’s peer review policies and due process rights guarantees.
The Medical Staff Bylaws and all rules, regulations, and policies adopted pursuant thereto shall be submitted to and approved by the Board before being implemented by the Medical Staff.
(b) Appointment to the Medical Staff

The Medical Staff Bylaws shall establish procedures to examine the credentials of all eligible candidates for Medical Staff membership in accordance with federal laws and regulations, Florida Law, and applicable accreditation standards. The Medical Staffs shall be responsible for making recommendations to the Board concerning initial staff appointments, reappointments, the assignment or curtailment of privileges, and the evaluation of clinical competence of each member of the Medical Staff. All appointments and reappointments to the Medical Staff shall only be effective if ratified by the Board. Membership to the Medical Staff and/or clinical privileges shall not be denied in an arbitrary, unreasonable or capricious manner, or on the basis of race, color, religion, sex, pregnancy, national origin, age, disability, or marital status. All members of the Medical Staff shall conduct themselves in a manner that ensures that the welfare and health of the District’s patients and the best interest of the public at all times be served.

(c) Compliance with Laws and Standards

The Medical Staff Bylaws shall be consistent with applicable federal laws and regulations, the Centers for Medicare & Medicaid Services’ Conditions of Participation, Florida Law, and any and applicable accreditation standards (collectively, the “Standards”). The Medical Staff Bylaws shall be reviewed periodically to ensure that the Medical Staff Bylaws are consistent with the Standards. The Office of the General Counsel shall assist the Board and the Medical Staff, and the Board and Medical Staff may request the assistance of any other department of the District when reviewing the Medical Staff Bylaws to ensure compliance with the Standards. Notwithstanding the foregoing, in the event of any conflict between the Medical Staff Bylaws and any applicable Standards, the Standards shall govern the Medical Staff as if the same were specifically set forth in the Medical Staff Bylaws.

(d) Amendments to the Medical Staff Bylaws

The Medical Staff Bylaws shall prescribe a procedure for amending the Medical Staff Bylaws and establishing and amending any rules, regulations and policies. Any changes to the Medical Staff Bylaws and any rules, regulations, and policies promulgated thereunder shall be submitted to, and approved by, the Board before being implemented by the Medical Staff.

Article VI

Codified Resolutions of the Board of the North Broward Hospital District

Any resolutions adopted pursuant to these Bylaws shall be codified and organized by the CEO, or his or her designee, in the Codified Resolutions as established by the Board. All resolutions codified in the Codified Resolutions shall be organized in a logical structure established by the Board through resolution. The Codified Resolutions shall be promptly posted online with public access. All such Codified Resolutions shall be promptly updated as needed to reflect any changes to such resolutions. Nothing herein shall be construed as prohibiting a resolution to take
immediate effect or effect at a date certain if such resolution is not yet codified in the Codified Resolutions.

Article VII
Miscellaneous

(a) Amendments

These Bylaws may be amended from time to time by the Board upon an affirmative vote of a two-thirds (2/3) of the total number of Commissioners established under the Charter at any regular or special Board meeting; provided, however, that any proposed amendments shall be presented in writing and delivered to each Commissioner at or prior to the regular meeting of the Board the month preceding the regular or special meeting at which the amendment is adopted (an “Amendment Notice”). Notwithstanding the foregoing, the attendance of a Commissioner at a meeting constitutes a waiver of such Amendment Notice and of any and all objections to the place, time, or manner of calling or convening the meeting, unless the Commissioner states, at the beginning of or promptly upon arrival at the meeting, any objection to the consideration of amendments to these Bylaws on the grounds that the meeting is not called or convened in accordance with these Bylaws. Notwithstanding the foregoing, nothing herein shall be construed as a prohibition on the Board to modify, amend, or make changes to a proposed amendment to the Bylaws and immediately adopt such an amendment with the modifications or changes; provided, that the Amendment Notice procedure is properly followed and no additional amendments outside the subject matter of the Amendment Notice are proposed. Any Commissioner and any Direct Board Report may recommend to the Board amendments to these Bylaws.

(b) Invalid Provisions

If any one or more of the provisions of these Bylaws, or the applicability of any provision to a specific situation, shall be held invalid or unenforceable, the provision shall be modified to the minimum extent necessary to make it or its application valid and enforceable, and the validity and enforceability of all other provisions of these Bylaws and all other applications of any provision shall not be affected thereby.

(c) Indemnification

Whenever any civil (including administrative) or criminal action or threat of action has been asserted against a current or former Commissioner or Direct Board Report for any act or omission arising out of and in the course of the performance of his or her District duties and responsibilities, the District shall defray all costs of defending such action or threat of action, including reasonable attorneys’ fees and expenses, together with costs of appeal, and shall save harmless and protect such person from any financial loss resulting from the performance of his or her duties and responsibilities unless (i) indemnification is...
prohibited by Florida Law, or (b) the Board determines by a vote of at least two-thirds (2/3) of its members then serving that said individual acted in bad faith or with willful misconduct. Claims based on such actions or omissions may be settled prior to, during, or after the filing of suit or commencement of other formal process thereon. The Board may arrange for and pay the premium for appropriate insurance to cover all such losses and expenses. District duties and responsibilities shall include service to other entities, including service on affiliate boards or committees, where such service is assigned, required or requested by the District or is due to District responsibilities or roles. Nothing in this Section shall waive or derogate from the application or protection of insurance, or of sovereign immunity under Florida Law. Any available insurance and immunity shall provide primary protection. However, indemnification under this Section shall be provided to an affected current or former Commissioner or Director Board Report who qualifies for indemnification under this Section when he or she is not promptly or adequately protected by insurance or immunity on the following condition. The indemnified person shall first agree in writing to use best reasonable efforts to provide, to the extent possible, for the District to obtain the benefit of the indemnified person’s right to insurance coverage or other protection, whether by assignment, cooperation, subrogation or other means.
Companion Resolutions
To The Proposed
2019 Broward Health Bylaws
Codified Resolutions
of the
Board of Commissioners of
the North Broward Hospital District
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Chapter 1: Introduction and Guidelines

WHEREAS, Fla. Admin. Code R. 59A-3.272 requires the Board to review its Bylaws, rules and regulations at least every two (2) years;

WHEREAS, unless context otherwise requires, capitalized terms used but not defined herein have the meanings ascribed to such terms in the Amended and Restated Bylaws of the North Broward Hospital District, as amended from time to time (the “Bylaws”);

WHEREAS, the Board intends that Board governance at all times remain consistent with any applicable federal laws and regulations, Florida Law, and accreditation standards;

WHEREAS, the Board, from time to time, proposes and ratifies resolutions that establish Board action, Board policies, and direct that certain tasks or activities be undertaken to assist the Board in its Charter oversight duties; and

WHEREAS, the Board intends that certain procedures be followed during the adoption of such resolutions.

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners of the North Broward Hospital District, that:

1. The Bylaws and all accompanying resolutions passed and ratified thereto shall be reviewed by the Board at least every two (2) years.

2. The General Counsel’s Office of the District shall be responsible for ensuring that all provisions within the Bylaws and its resolutions are consistent with Florida Law, any applicable federal laws, rules and regulations, and accreditation standards (collectively, the “Laws and Regulations”). The General Counsel’s Office of the District, to the extent applicable, shall submit any proposed changes to the Bylaws or its accompanying resolutions at least every two (2) years or, if necessary, more often to ensure that the District is in compliance with all Laws and Regulations and is adequately performing its functions in the best interests of the public and pursuant to the purposes for which it was established.

3. Pursuant to the Bylaws, the Board hereby establishes the Codified Resolutions. Any Codified Resolutions adopted by the Board shall supplement, and not supersede, the Bylaws. To the extent that a resolution conflicts with the Bylaws, the Bylaws shall control. All such resolutions passed shall comply with all Laws and Regulations. To the extent that a resolution, or part thereof, conflicts with any Laws and Regulations, the Laws and Regulations shall control and such resolution, or the remainder of the resolution, shall be interpreted, to the extent allowable under Laws and Regulations, consistent with the intent of the Board when passing such resolution.
4. All resolutions adopted by the Board with respect to administrative matters, as reasonable determined by the Codified Resolutions Custodian (as defined below), shall be codified within these Codified Resolutions. Codification will follow a logical numbering system that, to the extent possible, is consistent with the articles, sections, and subsections of the Bylaws for reference. Any capitalized terms not otherwise apparent within its context or not otherwise defined within the respective resolution shall have the meaning associated to it within the Bylaws.

5. The CEO or his or her designee (the “Codified Resolutions Custodian”) shall be responsible for the maintenance and codification of resolutions within the Codified Resolutions.

6. When codifying resolutions, the Board hereby authorizes and grants the Codified Resolutions Custodian the authority to correct any scrivener’s errors, including, but not limited to, misspellings, punctuation, and/or grammatical errors; provided, however, that such corrections shall not frustrate, undermine, alter, modify, or change the intent and purpose of such resolution, as reasonably determined by the General Counsel.

7. The Codified Resolutions Custodian shall ensure that before a resolution is codified, it complies with the requirements of this resolution and, to the extent required, shall reorganize such resolution to conform to the required structure and organization set forth herein.

8. Resolutions shall promptly be codified and posted online with online access. Nothing herein shall be construed as prohibiting a resolution to take immediate effect or effect at a date certain if such resolution is not yet codified in the Codified Resolutions.

9. The Board, when passing a resolution, shall include the following form requirements within such resolution:

(a) A preamble briefly establishing the purpose(s) and intent of the resolution and containing a resolving paragraph;

(b) The scope of the resolution;

(c) Numbered paragraphs;

(d) To the extent applicable, the effective and sunset dates of the resolution. In the event that no effective date or sunset date is provided, such resolution shall be deemed effective immediately and shall remain in effect until the Board repeals or modifies the resolution, as the case may be;

(e) The effective date of the resolution if the Board intends the resolution to take effect at a date certain. In the event no effective date is provided in a resolution, the resolution will be deemed to take effect immediately upon Board ratification; and
(f) Language establishing that the resolution supersedes, amends, replaces and repeals any conflicting resolution or policy previously adopted by the Board.

10. To the extent that any of the above form resolution requirements are not met following the adoption of a resolution, such nonconformance shall not prevent or inhibit the authority of such resolution, and such resolution shall operate with full force and effect as if passed consistent with the form resolution requirements. Notwithstanding the foregoing, in the event that a resolution fails to comply with the form resolution requirements, the CEO, or his or her designee, shall notify the Board at its next regular or special meeting after the CEO, or his or her designee, becomes aware of such non-conformance, as to the deficiencies of such resolution to ensure that the deficiencies may be promptly rectified before the resolution is codified. When notifying the Board as to deficiencies in a resolution’s form, the CEO, or his or her designee, shall place the item on the regular or special Board meeting’s agenda consistent with the uniform administrative agenda process adopted by the Board.

11. Nothing herein shall be construed as permitting any individual, without Board approval, to add or modify any language to conform to the form resolution requirements provided herein.

12. This resolution hereby supersedes, amends, replaces and repeals any conflicting resolution or policy previously adopted by the Board.
Chapter 2: Governing Board

Section 2.1: RESERVED
Section 2.2: Board’s Responsibilities
Section 2.3: Delegation of Authority
Section 2.4: Education of Commissioners and Committee Members
Section 2.5: RESERVED
Section 2.6: RESERVED
Section 2.7: RESERVED
Section 2.8: RESERVED
Section 2.2: Board’s Responsibilities

WHEREAS, the Board oversees the affairs of, and determines policies for, the District and its Subsidiaries;

WHEREAS, such affairs and policies are subject to significant State and federal laws, rules and regulations;

WHEREAS, it is important that Commissioners understand their respective responsibilities; and

WHEREAS, unless context otherwise requires, capitalized terms used but not defined herein have the meanings ascribed to such terms in the Amended and Restated Bylaws of the North Broward Hospital District, as amended from time to time (the “Bylaws”).

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners of the North Broward Hospital District, that:

1. In addition to any other duties imposed on the Board by Florida Law, the Bylaws, applicable federal laws, rules and regulations and applicable accreditation standards, the Board’s powers and duties shall include, but not be limited to:

   (a) Overseeing the affairs of the District pertaining to the safety of patients and quality of care, treatment, and services provided by the District and its Subsidiaries and fostering a culture of safety and quality in the District and its Subsidiaries.

   (b) Providing the resources required to maintain safety of patients, high-quality care, treatment, and services.

   (c) Ensuring that performance improvement activities reflect the complexity of the District’s hospitals’ and other health care facilities’ organization and services, involve all departments and services, and include services provided under contract.

   (d) Working together with the senior management of the District and the Chiefs of Staff of the Medical Staff to annually evaluate the District’s hospitals’ and other health care facilities’ performance in achieving its mission, vision, and goals.

   (e) Providing the Medical Staff with the opportunity to participate in governance and the opportunity to be represented at governing body meetings in accordance with the Medical Staff Bylaws (through in-person attendance and electronic communications technology) by the Chiefs of Staff, as selected by the Medical Staff, at each of the District’s hospitals.

   (f) Consulting directly with the Chiefs of Staff or their designees periodically throughout the fiscal year, including discussing matters related to the quality of medical care provided to patients of the District.
2. This resolution hereby supersedes, amends, replaces and repeals any conflicting resolution or policy previously adopted by the Board.
Section 2.3: Delegation of Authority

WHEREAS, the Board is responsible for oversight of the Charter;

WHEREAS, unless context otherwise requires, capitalized terms used but not defined herein have the meanings ascribed to such terms in the Amended and Restated Bylaws of the North Broward Hospital District, as amended from time to time (the “Bylaws”);

WHEREAS, Florida Law permits the delegation of authority unless otherwise prohibited thereunder; and

WHEREAS, the Board from time to time desires to delegate certain powers and authority to Board committees, District departments, Direct Board Reports, and other individuals or entities.

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners of the North Broward Hospital District, that:

1. The Board may delegate by separate resolution certain powers and authority to Direct Board Reports, District departments or committees, or other individuals or entities; provided, that such delegation falls within operational management insofar as it involves the day to day management of the District and is permitted under Florida Law.

2. All authority previously delegated by the Board to the CEO, any Direct Board Reports, Board and other committees, District departments, or other individuals or entities shall not be superseded hereby and shall survive the adoption of this resolution; provided, that such delegation is permitted under Florida Law.

3. The Board makes a finding that such previous lawful delegation of authority was and continues to be necessary to the day-to-day management of the District’s hospitals and facilities.

4. This resolution hereby supersedes, amends, replaces and repeals any conflicting resolution or policy previously adopted by the Board.
Section 2.4: Education of Commissioners and Committee Members

WHEREAS, the Board oversees the affairs of, and determines policies for, the District and its Subsidiaries;

WHEREAS, such affairs and policies are subject to significant State and federal laws, rules and regulations;

WHEREAS, it is important that Commissioners and members of committees of the Board who are not Commissioners understand their powers and duties; and

WHEREAS, unless context otherwise requires, capitalized terms used but not defined herein have the meanings ascribed to such terms in the Amended and Restated Bylaws of the North Broward Hospital District, as amended from time to time (the “Bylaws”).

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners of the North Broward Hospital District, that:

1. All Commissioners and members of committees of the Board who are not Commissioners shall participate in an orientation program. Such orientation program shall educate the Commissioners and members of committees of the Board who are not Commissioners regarding State and federal laws pertaining to open meetings, public records, ethics, fraud and abuse, prohibitions on physician arrangements, and the District’s purpose and interest in providing high-quality health care, maintaining compliance, and the Board’s role in its oversight of such activities. At a minimum, such orientation program shall include training on Section 286.011, Florida Statutes (aka, the Sunshine Law), Chapter 119, Florida Statutes (aka, Florida’s Public Records Act), Part III of chapter 112, Florida Statutes (aka, the Code of Ethics for Public Officers and Employees), 42 U.S.C. § 1320a-7b(b) (aka, the Anti-Kickback Statute), 42 U.S.C. § 1395nn (aka, the Stark Law), Section 456.053, Florida Statutes (aka, Florida’s Patient Self-Referral Act of 1992), Broward Health’s Corporate Compliance Program, Broward Health’s Code of Conduct, Broward Health’s Quality Assurance Program, and the Board’s responsibility for ensuring quality care. All Commissioners and members of committees of the Board who are not Commissioners shall participate in annual compliance training and the Board’s program of continuing education, as required by the Code of Conduct and Ethics, adopted under the Charter, as amended from time to time.

2. This resolution hereby supersedes, amends, replaces and repeals any conflicting resolution or policy previously adopted by the Board.
Chapter 3: Board and Committee Meetings

Section 3.1: RESERVED
Section 3.2: RESERVED
Section 3.3: RESERVED
Section 3.4: Meeting Agendas
Section 3.5: Minutes and Records of Meetings
Section 3.6: RESERVED
Section 3.7: RESERVED
Section 3.8: RESERVED
Section 3.9: RESERVED
Section 3.10: RESERVED
Section 3.11: RESERVED
Section 3.12: Committee Meetings
Section 3.4: Meeting Agendas

WHEREAS, the Board oversees the affairs of, and determines policies for, the conduct of Board and Board committee meetings; and

WHEREAS, unless context otherwise requires, capitalized terms used but not defined herein have the meanings ascribed to such terms in the Amended and Restated Bylaws of the North Broward Hospital District, as amended from time to time (the “Bylaws”).

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners of the North Broward Hospital District, that:

A. Reserved

B. Process for Adding Agenda Items

1) The administrative preparation of all Board and Board committee agendas are hereby delegated to the CEO, or his or her designee.

2) The CEO shall propose a uniform administrative agenda process, which shall include an agenda calendar and delineate the process for submission of agenda items, preparation and publication of agendas and back-up material, and distribution of such agendas and back-up material to Commissioners and members of Board committees who are not Commissioners. The uniform administrative agenda process, and any amendments thereto, shall be approved by the Board at a regular or special Board meeting.

3) The Chair and the chair of a committee of the Board may designate the order and organization of their meeting agendas, but no agenda items properly submitted for consideration may be excluded by the Chair or the chair of a Board committee absent approval by the Board or such committee, as the case may be.

4) Any Direct Board Report may place items on the agenda of any regular or special Board meeting or Board committee meeting, any Commissioner may place items on the agenda of any regular or special Board meeting, and any Commissioner or member of a committee who is not a Commissioner may place items on the agenda of any Board committee meeting of a Board committee on which he or she serve; provided, that such placement of items on the agenda is in accordance with the uniform administrative agenda process adopted by the Board.

C. This resolution hereby supersedes, amends, replaces and repeals any conflicting resolution or policy previously adopted by the Board.
Section 3.5: Minutes and Records of Meetings

WHEREAS, the Board recognizes that there may be times that members of the public cannot physically attend meetings;

WHEREAS, to the extent practicable, the Board desires that the public is made aware of the deliberations and actions of the Board and the committees of the Board;

WHEREAS, the Board is committed to public transparency in all of its actions;

WHEREAS, the Board desires to use common and available technological means to provide public access to its regular, special, and Board committee meetings for those individuals who cannot otherwise be physically present at such meetings; and

WHEREAS, unless context otherwise requires, capitalized terms used but not defined herein have the meanings ascribed to such terms in the Amended and Restated Bylaws of the North Broward Hospital District, as amended from time to time (the “Bylaws”).

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners of the North Broward Hospital District, that:

1. In keeping adequate records of regular, special, and Board committee meetings, where available and where possible, such record shall include both audio/video recordings. Such recordings shall be kept on the District’s website for at least one (1) year. All recordings shall be kept and archived consistent with Florida’s public records laws, chapter 119, Florida Statutes and GS1-SL and GS4 of the General Records Schedules of the Division of Library and Information Services, Florida Department of State.

2. This resolution hereby supersedes, amends, replaces and repeals any conflicting resolution or policy previously adopted by the Board.
Section 3.12: Committee Meetings

WHEREAS, the Board, in exercising its Charter oversight duties, desires to create committees to better assist the Board with performing such duties;

WHEREAS, such committees of the Board shall be created by resolution and establish such committee’s composition, jurisdiction, duties, and responsibilities;

WHEREAS, the District, as a special taxing district of the State of Florida, is subject to section 286.011, et seq., Florida Statutes (the “Sunshine Law”);

WHEREAS, the Board intends that all requirements of the Sunshine Law be adhered to; and

WHEREAS, unless context otherwise requires, capitalized terms used but not defined herein have the meanings ascribed to such terms in the Amended and Restated Bylaws of the North Broward Hospital District, as amended from time to time (the “Bylaws”).

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners of the North Broward Hospital District, that:

1. Unless otherwise provided by Chapter 395, Florida Statutes, or other provision of law, all Board committee meetings shall be open to the public and governed by the provisions of the Sunshine Law, or any successor statute thereof, all as may be amended from time to time. Notwithstanding the foregoing, nothing herein shall be construed or interpreted as requiring an advisory committee established solely for, and delegated only with, information-gathering or fact-finding authority to hold meetings open to the public or be subject to the provisions of the Sunshine Law; provided, however, that such advisory committees shall be required to hold open meetings and be subject to the notice and minute-taking requirements of the Sunshine Law if such committee consists of two (2) or more Commissioners.

A. RESERVED

B. RESERVED

C. Establishment of Committees

The Board, consistent with Section 12(c) of Article III of the Bylaws, establishes the following permanent standing committees of the Board.

1. Audit Committee.

   (a) Composition. The Audit Committee shall consist of three (3) Commissioners and two (2) expert consultants who shall be nominated by the Chair and appointed by the Board in accordance with the Bylaws. Expert consultants serving on the
Audit Committee shall be subject to Bylaws and, consistent with the Bylaws, shall participate in the Board’s orientation program. The Chief Internal Auditor, or his or her designee, shall be required to attend all Audit Committee meetings to further the purposes, goals, and objectives of the Audit Committee, provide support and relevant information to the Audit Committee, and assist in matters falling within the jurisdiction of the Audit Committee. The Board’s Secretary-Treasurer shall not serve on the Audit Committee.

(b) **Duties.** The Audit Committee’s function, independence, and duties shall be as outlined in the Audit Committee Charter, adopted on August 27, 2006, and as amended from time to time.

(c) **Meetings.** The Audit Committee shall meet at least quarterly or as otherwise required by applicable law, or as necessary to perform its duties as set forth herein.

2. **Building Committee**

(a) **Composition.** The Building Committee shall consist of three (3) Commissioners who shall be appointed by the Chair.

(b) **Duties.** The Building Committee shall consider all matters concerning the District’s and its Subsidiaries’ buildings, facilities and land and to attend to all matters relating to new construction, renovation, acquisition, and leasing of real property in and for the District and its Subsidiaries, as well as to perform other duties that may be requested by the Board from time to time.

(c) **Meetings.** The Building Committee shall as necessary to perform its duties as set forth herein.

3. **Finance Committee.**

(a) **Composition.** The Finance Committee shall consist of all Commissioners.

(b) **Duties.** The Finance Committee shall review short, intermediate, and long range financial plans of the District and shall attend to all financial interests of the District as prescribed by the Charter. The Finance Committee shall also perform other duties that may be requested by the Board from time to time.

(c) **Meetings.** The Finance Committee shall meet at least quarterly or as otherwise required by applicable law, or as necessary to perform its duties as set forth herein.
4. **Joint Conference Committee.**

   (a) **Composition.** The Joint Conference Committee shall be a joint committee of the Board, administration and the Medical Staff. The voting members shall be comprised of the following persons: the Chief of Staff, the Vice Chief of Staff, and the Secretary/Treasurer of each of the District’s hospitals; three (3) Commissioners; the Chief Executive Officer of each of the District’s hospitals; and the CEO. The Chief Medical Officer shall be a non-voting ex officio member of the Joint Conference Committee. The chairpersonship shall alternate annually between a Commissioner and a member of the Medical Staff elected by the Medical Staff members of the Joint Conference Committee. In the event that a member of the Chief of Staff, Vice Chief of Staff, or Secretary/Treasurer of one of the District’s hospitals is unavailable to serve, the Medical Staff of the hospital may appoint a designee to serve as a voting member of this Committee and such designee shall be a current member of the applicable Medical Executive Council, as defined by the Medical Staff Bylaws.

   (b) **Duties.** The Joint Conference Committee shall conduct itself as a forum for discussion, collaboration, and conflict resolution relating to matters of the District and hospital policy and practice, especially those matters pertaining to the delivery of efficient, effective, and quality patient care and shall be a medico-administrative liaison among the Medical Staffs, the Board, and the administration.

   (c) **Meetings and Reporting.** The Joint Conference Committee shall meet at least twice a year or as necessary at the request of either the chair of the Joint Conference Committee, the Chair, the CEO, any three (3) members of the Joint Conference Committee, or when a decision of the Board is contrary to a recommendation of any Medical Executive Council or the Unified Medical Staff Committee. The Joint Conference Committee and the Unified Medical Staff Committee (as defined in the Medical Staff Bylaws) may promulgate rules to place items on the agenda of any regular or special Board meeting; provided, that such placement of items on the agenda is in accordance with the uniform administrative agenda process adopted by the Board. The recommendations of the Joint Conference Committee shall at all times be subject to final approval by the Board. It is the intent of this resolution that the Joint Conference Committee shall at all times endeavor to carry out the general purposes of the Board and shall exercise its authority in such a manner as to assist the Board in its proper performance of its duties, as is consistent with the Bylaws and the Medical Staff Bylaws.
5. **Governance Committee.**

(a) **Composition.** The Governance Committee shall consist of three (3) Commissioners who shall be nominated by the Chair and appointed by the Board in accordance with the Bylaws.

(b) **Duties.** The duties of the Governance Committee shall include, but not be limited to, reviewing and making recommendations to the Board about the District's governance structure and participating in the development of training and orientation materials for new Commissioners. The Governance Committee shall conduct periodic reviews of the District’s Bylaws and governance-related policies to ensure that they are consistent with the District's Charter, as amended from time to time, and that the Board is performing its duties as outlined in the Charter efficiently. The Governance Committee shall also perform any other duties that may be requested by the Board from time to time.

(c) **Meeting.** The Governance Committee shall meet as needed at the request of the Board, the Chair or the chair of the Governance Committee.

6. **Human Resources Committee.**

(a) **Composition.** The Human Resources Committee shall consist of three (3) Commissioners who shall be nominated by the Chair and appointed by the Board in accordance with the Bylaws. The CEO shall, to the extent necessary, require the attendance of the Chief Human Resources Officer to further the purposes, goals and objectives of the Human Resources Committee, provide support and/or relevant information to the Human Resources Committee, and to assist in matters falling within the jurisdiction of the Human Resources Committee.

(b) **Duties.** The duties of the Human Resources Committee shall include, but not be limited to, conducting annual reviews and/or performance evaluations of the Direct Reports, establishing performance standards, reviewing executive leadership structure and positions, and reviewing employee benefits and incentive plans. The Human Resources Committee shall also perform other duties that may be requested by the Board from time to time.

(c) **Meetings.** The Human Resources Committee shall meet as necessary to perform its duties as set forth herein.
7. **Legal Affairs and Governmental Relations Committee.**

   (a) **Composition.** The Legal Affairs and Governmental Relations Committee shall consist of all Commissioners.

   (b) **Duties.** The duties of the Legal Affairs and Governmental Relations Committee shall include, but not be limited to, reviewing the legal affairs of the District; reviewing the District’s State and Federal legislative efforts; reviewing contracts for physician services, major employment contracts, and other major contractual commitments to be presented to the Board in accordance with the Board policies and General Administrative Policies and Procedures, as approved and as may be amended from time to time; and performing other duties that may be requested by the Board from time to time.

   (c) **Meetings.** The Legal Affairs and Governmental Relations Committee shall meet as necessary to perform its duties as set forth herein.

8. **Pension and Investment Committee.**

   (a) **Composition.** The Pension and Investment Committee shall consist of three (3) Commissioners who shall be appointed by the Chair consistent with the Bylaws.

   (b) **Duties.** The duties of the Pension and Investment Committee shall include, but not be limited to, monitoring of investment management services for the general operating funds, bond funds, self-insurance funds, employee pension plans and other employee retirement plans, including, without limitation, those under Sections 403(B) and 457(B) of the Internal Revenue Code of 1986, as amended. The Pension and Investment Committee shall also perform other duties that may be requested by the Board from time to time.

   (c) **Meetings.** The Pension and Investment Committee shall meet as necessary to perform its duties as set forth herein.

9. **Quality Assessment and Oversight Committee (the "QAOC").**

   (a) **Composition.** The QAOC shall consist of three (3) Commissioners who shall be nominated by the Chair and appointed by the Board in accordance with the Bylaws. To further the purposes, goals, and objectives, provide support and/or relevant information, and assist in matters falling within the jurisdiction of the QAOC, the following individuals or their designees shall be required to attend all QAOC meetings: the CEO; two (2) senior corporate members assigned by CEO; two (2) members of Corporate Quality and Risk Management; the Chief Medical Officer or a physician designated by the Chief Medical Officer; one (1) Regional Chief Nursing Officer; the Corporate Safety Officer; the Senior Vice
President, Ambulatory Services; the Administrator of Gold Coast Home Health and Hospice; Administrative Vice President, Clinical Services Ambulatory Division; the General Counsel; the Chief Internal Auditor; and the four (4) Regional Chief Executive Officers, Chief Medical Officers, and Quality Services Managers.

(b) **Duties.** The duties of the QAOC shall include, but not be limited to, evaluating the needs and expectations of the individuals served by the District to determine how the District might improve its overall efforts; identify new programs and processes to better assist those individuals served by the District; identify high-volume, high-risk, problem-prone or high-cost processes; recommend methods of improvement; make recommendations regarding patient safety; and evaluate the impact of patient outcomes. The QAOC should engage and receive input and data from outside regulatory and accrediting agencies, as appropriate, to assist in the performance of its duties. The QAOC shall also perform any other duties that may be requested by the Board from time to time or as provided by Florida Law and applicable federal law, rules and regulations and accreditation standards.

(c) **Meetings.** The QAOC shall meet as necessary to perform its duties as set forth herein.

10. **Risk Management Committee.**

(a) **Composition.** The Risk Management Committee shall consist of three (3) non-voting Commissioners who shall be nominated by the Chair and appointed by the Board in accordance with the Bylaws. To further the purposes, goals, and objectives, provide support and/or relevant information, and to assist in matters falling within the jurisdiction of the Risk Management Committee, the District's Senior Vice-President of Quality and Case Management, or his or her designee, and the Corporate Director of Claims and Insurance, or his or her designee, shall be required to attend all Risk Management Committee meetings.

(b) **Duties.** The duties of the Risk Management Committee shall include matters that relate solely to the evaluation of claims for which the District is, or may be, liable under Section 768.28, Florida Statutes, and which are filed with the District’s Risk Management program or relate solely to offers of compromise of claims filed with the Risk Management program. The Senior Vice-President of Quality and Case Management, or his or her designee, shall be responsible for maintaining a list of all matters discussed at the Risk Management Committee and noting each matter that has resulted in the termination of all litigation and settlement of all claims arising out of the same incident. Discussion at the Risk
Management Committee shall be limited only to that necessary to the evaluation of claims for which the District is liable under Section 768.28, Florida Statutes, and which are filed with the District’s Risk Management program or relate solely to offers of compromise of claims filed with the Risk Management program. The Risk Management Committee shall also perform any other duties as may be provided under Florida Law. No member of the Risk Management Committee shall be entitled to vote on the Risk Management Committee, and no action may be taken at a Risk Management Committee meeting. The Risk Management Committee is designed solely for the District’s Risk Management Department to provide information to the Board regarding threatened or pending tort litigation against the District. This, however, shall not preclude the Board from voting on any of these matters at a meeting of the Board.

(c) **Meetings.** The Risk Management Committee shall meet as needed to perform its duties as set forth herein. From time to time, the Risk Management Committee, to better develop an understanding of the offers of compromise of claims filed with the Risk Management program and to foster more substantive discussion, may request the attendance of Risk Management personnel and outside legal counsel who are necessary for the discussions pertaining to the claims that are to be brought to the Risk Management Committee meeting. All meetings of the Risk Management Committee shall be limited to matters that are exempt from the provisions of Section 286.011, Florida Statutes, and section 24(a), Art. I of the Florida Constitution. The minutes of the meetings and proceedings of Risk Management Committee shall be recorded and maintained by the Risk Management Department and are exempt from the provisions of section 119.07(1), Florida Statutes, and Section 24(a), Art. I of the Florida Constitution until termination of all litigation and settlement of all claims arising out of the same incident.

2. This Resolution hereby supersedes, amends, replaces and repeals any conflicting resolution or policy previously adopted by the Board.
Chapter 4: Administration

Section 4.1: Direct Board Reports
Section 4.2: RESERVED
Section 4.3: RESERVED
Section 4.1: Direct Board Reports

WHEREAS, the District’s Charter permits the Board “to appoint and employ . . . agents and employees as said [B]oard may deem advisable;

WHEREAS, the Board desires to establish additional Direct Board Reports outside of those created within the Bylaws to assist the Board in its Charter oversight duties; and

WHEREAS, unless context otherwise requires, capitalized terms used but not defined herein have the meanings ascribed to such terms in the Amended and Restated Bylaws of the North Broward Hospital District, as amended from time to time (the “Bylaws”).

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners of the North Broward Hospital District, that:

A. RESERVED

B. RESERVED

C. RESERVED

D. RESERVED

E. RESERVED

F. Internal Audit Department

An independent Internal Audit Department is hereby established to audit and review the District’s facilities and operations. The Internal Audit Department shall be managed by an independent Chief Internal Auditor who shall be a Direct Board Report and shall be the Board’s direct representative in the audit and review of the District’s facilities and operations. In performing such duties, the Chief Internal Auditor shall oversee an Internal Audit Department and have full and unrestricted access to all of the District’s personnel, property, and records unless otherwise prohibited under Florida Law or applicable federal laws, rules, or regulations. The Internal Audit Department shall perform such other duties and responsibilities requested by the Board pertaining to the audit and review of the District and shall perform any additional duties and responsibilities requested by committees created by the Board and delegated with the authority of furthering the Board’s objectives in the proper audit and review of the District’s facilities and operations.

G. Corporate Compliance and Ethics Department

A Corporate Compliance and Ethics Department is hereby established to manage Broward Health’s compliance and ethics program. The Corporate Compliance and Ethics Department shall be managed by a Chief Compliance and Privacy Officer who shall be a Direct Board Report. The Chief Compliance and Privacy Officer shall make periodic reports to the Board as
necessary in the Chief Compliance and Privacy Officer’s discretion or that may be requested by the Board or the CEO. In performing such duties and responsibilities, the Chief Compliance and Privacy Officer shall coordinate with the General Counsel’s Office and shall have full and unrestricted access to the District’s personnel, property, and records, unless otherwise prohibited under federal laws or regulations or Florida Law. It shall be the duty of the Corporate Compliance and Ethics Department to carry out all policies and duties established by the Board.

**H.** This resolution hereby supersedes, amends, replaces and repeals any conflicting resolution or policy previously adopted by the Board.
Chapter 5: Medical Staff

Section 5.1: RESERVED
Section 5.2: Medical Staff Bylaws
Section 5.2: Medical Staff Bylaws

WHEREAS, the District has an established self-governing Medical Staff that is at all times accountable to the Board;

WHEREAS, various federal laws and regulations, Florida Law, and accreditation standards govern the content and structure of a medical staff of a hospital;

WHEREAS, the Bylaws of the Board of North Broward Hospital District are being amended;

WHEREAS, the Board intends to preserve the Medical Staff Bylaws and all rules, regulations, and policies enacted pursuant thereto upon ratification of the revised Bylaws until such time that the Board and the Medical Staff choose to amend the same; and

WHEREAS, unless context otherwise requires, capitalized terms used but not defined herein have the meanings ascribed to such terms in the Amended and Restated Bylaws of the North Broward Hospital District, as amended from time to time (the “Bylaws”).

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners of the North Broward Hospital District, that:

In addition to those requirements provided in the Medical Staff Bylaws, Florida Law, federal laws, rules and regulations, and accreditation requirements, the following rules, standards, and guidelines shall govern the Medical Staff and, as applicable, shall be included in the Medical Staff Bylaws:

A. Standards and Composition of the Medical Staff Bylaws

1) The Medical Staff Bylaws shall include, at a minimum, the following:

(a) A determination, in accordance with Florida Law, of which categories of practitioners are eligible candidates for appointment to the Medical Staff;

(b) A statement of the duties and privileges of each category of Medical Staff (e.g., active, courtesy, etc.);

(c) A description of the organization of the Medical Staff;

(d) A process for existing members of the Medical Staff to make recommendations to the Board for consideration of new appointments and reappointments to the Medical Staff;

(e) A requirement that a medical history and physical examination be completed and documented for each patient no more than thirty (30) days before or twenty-four (24) hours after admission or registration, but prior to surgery or a procedure requiring anesthesia services, and such medical history and physical examination shall be
completed and documented by a member of the Medical Staff who is a qualified licensed individual in accordance with Florida Law and the District’s Policies and Procedures;

(f) A requirement that an updated examination of the patient, including any changes in the patient’s condition, be completed and documented within twenty-four (24) hours after admission or registration, but prior to surgery or a procedure requiring anesthesia services, when the medical history and physical examination are completed within thirty (30) days before admission or registration and such updated examination of the patient, including any changes in the patient's condition, shall be completed and documented by a member of the Medical Staff who is a qualified licensed individual in accordance with Florida Law and the District’s Policies and Procedures;

(g) Criteria for determining the privileges to be granted to individual practitioners and a procedure for applying the criteria to individuals requesting privileges;

(h) The requirement that a delineation of privileges be provided for each member of the Medical Staff and such delineation of privileges shall not be an overly broad specialty designation (e.g., “general surgery” or “general medicine”) unless such terms are specifically defined elsewhere;

(i) Procedures, within a time-limited period, for approving, approving in part, or denying an applicant’s request for privileges.

(j) A provision requiring any changes to the Medical Staff Bylaws and any rules and regulations promulgated thereunder be approved by the Board before being implemented by the Medical Staff;

(k) Procedures to ensure that the Medical Staff is accountable to the Board for the quality of care provided to patients;

(l) Procedures to ensure the criteria for selection include character, competence, training, experience, and judgment and not be based solely on certification, fellowship, or membership in a specialty body or society;

(m) Procedures that require all members of the Medical Staff to conduct themselves in a manner that ensures that the health and welfare of the District’s patients and the best interest of the District are served;

(n) A procedure for the Board to consult directly with the Chief of Staff of each of the District’s hospitals periodically throughout the District’s fiscal year, including, but not be limited to, discussions of matters related to the quality of medical care provided to patients of each of the District’s hospitals;

(o) A requirement that the Medical Staff provides to any members of the Medical Staff or applicant for Medical Staff membership and clinical privileges who have had their privileges suspended, denied, revoked or curtailed, whether in whole or in part, the
reason or reasons in writing within thirty (30) days of any such individual’s written request.

(p) A requirement that denial of Medical Staff membership or clinical privileges to any applicant be submitted, in writing, to the applicant’s respective licensing board or boards in accordance with applicable Florida Law and federal laws, rules and regulations.

(q) Procedures and guidelines, consistent with federal laws and regulations and Florida Law, pertaining to any refusal, revocation, or suspension of Medical Staff membership or any privileges attendant to such membership ensuring due process rights, unless otherwise waived, of such individuals facing such corrective or adverse action. The procedures for such a hearing shall, at a minimum: (i) ensure an orderly, fair, and impartial proceeding in which all facts relevant to the objections to the person's membership and privileges may be heard; (ii) ensure that such individual receives reasonable notice of the time and place of such hearing; (iii) include the requirement that all accusations constituting the cause of action are made on the records together with the findings and conclusions of the examining body; (iv) include the requirement that testimony at such hearing shall be recorded and transcribed; (v) an appeal procedure and a time-limited period for rendering a final decision after the appeal; and (vi) that the transcription, all notices, documents, exhibits, demonstrative evidence submitted, findings and recommendations of the examining authority, and all findings and decisions of the Board relevant to those proceedings, are preserved by the District as a record of the proceedings;

(r) A provision for revocation and suspension of Medical Staff membership and clinical privileges, subject to due process rights, including a fair hearing, for disruptive acts by members of the Medical Staff not related to clinical performance or direct patient care;

(s) Standards and procedures for reasonable access by licensed chiropractors to the reports of diagnostic x-rays and laboratory tests of the District’s licensed medical facilities, subject to the same standards and procedures as other licensed physicians;

(t) Procedures to ensure that patients are only admitted to the District’s hospitals on the recommendation of a licensed practitioner permitted to admit patients to hospitals under Florida Law and who has admitting privileges at such hospital; and

(u) Procedures to establish periodic reviews (e.g., Focused Professional Practice Evaluations and Ongoing Professional Practice Evaluations) of all members of the Medical Staff.
B. Appointment to the Medical Staff

1) All criteria for selection of qualified licensed individuals eligible for Medical Staff membership shall be based on individual character and background, health, demonstrated current competence, training, experience, judgment, adherence to applicable professional ethics, reputation, ability to work with others, and ability of the District’s hospitals to provide adequate facilities and supportive services and shall not be based exclusively on certification, fellowship, or membership in a specialty body or society.

2) No individual shall be entitled to Medical staff membership at any of the District’s hospitals or facilities merely by virtue of the fact that he or she is duly licensed to practice in Florida and/or holds other certifications, is a member of a professional organization, has completed a fellowship or other post-graduate program, or that he or she, in the past or present, has been granted such privileges at another hospital or facility.

3) No otherwise qualified individual shall be denied Medical Staff membership or clinical privileges solely because such individual is licensed as a physician, dentist, podiatrist, psychologist, advanced practice registered nurse, or physician assistant; provided, that such practice coincides with the District’s needs.

4) The Medical Staff shall ensure that, as a condition of application to the Medical Staff and as a continuing condition of Medical Staff membership and clinical privileges, applicants and current members provide evidence of financial responsibility by one of the methods set forth under Florida Law, in a form and manner acceptable to the Medical Staff. The Medical Staff shall fully advise the Board of any member not in compliance with the financial responsibility requirements set forth under Florida Law.

5) Except in cases of emergency, no action on appointment, reappointment, or dismissal of a member of the Medical Staff shall be taken without prior referral to the Medical Staff for their recommendation.

C. RESERVED

D. Amendments to the Medical Staff Bylaws

The Medical Staff shall collaborate with the Board in the drafting of amendments to the Medical Staff Bylaws and any applicable rules and regulations or policies established to it, setting forth its organizations, standards, and governing principles. Any such amendments shall be approved by the Board prior to becoming effective.

E. The Medical Staff Bylaws, as originally established on May 30, 2013, and as subsequently amended from time to time, as well as all Medical Staff rules, regulations, and policies promulgated thereto shall survive the ratification of the Board’s amended Bylaws.
F. This resolution hereby supersedes, amends, replaces and repeals any conflicting resolution or policy previously adopted by the Board.
Chapter 6: Miscellaneous

Section 6.1: A Resolution to Establish a Procurement Code
Section 6.2: A Resolution Establishing a Uniform Policy for Conducting Investigations
Section 6.3: A Resolution Pertaining to Legal Engagement Agreements
Section 6.4: Internal Risk Management Program
Section 6.1: A Resolution to Establish a Procurement Code

WHEREAS, the Board is responsible for Charter oversight;

WHEREAS, Florida Law permits the delegation of authority not otherwise prohibited thereunder;

WHEREAS, the Board desires to delegate the power to enter into and bind the District to certain contracts, arrangements, and expenditures that pertain to the day-to-day management of the District; and

WHEREAS, unless context otherwise requires, capitalized terms used but not defined herein have the meanings ascribed to such terms in the Amended and Restated Bylaws of the North Broward Hospital District, as amended from time to time (the “Bylaws”).

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners of the North Broward Hospital District, that:

1. The Board hereby makes a finding that certain contracts, arrangements, and expenditures of the District fall within operational management insofar as it involves the day-to-day management of the District’s hospitals and facilities.

2. The Board hereby directs the CEO to identify such contracts, arrangements, or expenditures that pertain to the day-to-day management of the District’s hospitals and facilities (“Operational Matters”).

3. The Board hereby directs the CEO to recommend a procurement code, consistent with Florida Law, containing such Operational Matters and which establishes certain necessary individuals or designees of the District who should have the authority to enter into and bind the District with respect to such Operational Matters.

4. The procurement code recommended by the CEO shall create procedures that foster fair and open competition; reduce the appearance of improprieties and opportunities of favoritism; and that establish public confidence in the process by which commodities and contractual services are procured.

5. Such procurement code, and any policies pertaining to it, as amended from time to time, shall be submitted to the Board for approval and shall not be effective or implemented until approved by the Board.

6. Nothing herein shall be construed as invalidating the procurement in effect as of June 26, 2019 or any Board policies enacted pursuant thereto or referenced therein until such
procurement code and enacted and referenced policies are explicitly superseded by another procurement code and/or policies adopted by the Board.

7. This resolution hereby supersedes, amends, replaces and repeals any conflicting resolution or policy previously adopted by the Board.
Section 6.2: A Resolution Establishing a Uniform Policy for Conducting Investigations

WHEREAS, the District voluntarily entered into a Corporate Integrity Agreement (the “CIA”) with the United States Department of Health and Human Services and integral to the terms of the CIA is the strengthening of the District’s Compliance Program;

WHEREAS, the Corporate Compliance and Ethics Department has been reorganized to be independent and has the responsibility to thoroughly investigate all reported and discovered alleged wrongdoing, ethical, and professional breaches;

WHEREAS, it is critical that the Board’s confidence in the effectiveness of the compliance program be maintained;

WHEREAS, the Corporate Compliance and Ethics Department must be allowed to demonstrate an ability to perform or coordinate internally the performance of its investigative responsibilities thus enabling the Board, the District’s senior management, and other appropriate administration officials to take corrective action; and

WHEREAS, unless context otherwise requires, capitalized terms used but not defined herein have the meanings ascribed to such terms in the Amended and Restated Bylaws of the North Broward Hospital District, as amended from time to time (the “Bylaws”).

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners of the North Broward Hospital District, that:

1. All internal investigations concerning compliance with the CIA and the ethics and business policies of the District shall be conducted by the Corporate Compliance and Ethics Department on its initiative or as a result of a referral or anonymous tip.

2. Any external investigations initiated and paid for by the District, regardless of how authorized, shall be identified, summarized and presented to the Board.

3. The Corporate Compliance and Ethics Department is directed to establish procedures consistent with the CIA and this resolution, to log, track, investigate, and report on all investigations to the CEO, General Counsel, and the Chair on a monthly basis. These procedures, upon the recommendation by the Chief Compliance and Privacy Officer and the CEO, shall be presented to the Board for approval.

4. This resolution hereby supersedes, amends, replaces and repeals any conflicting resolution or policy previously adopted by the Board.
Section 6.3: A Resolution Pertaining to Legal Engagement Letters

WHEREAS, the Charter empowers the Board to contract and to be contracted with;

WHEREAS, the Board has delegated its contracting powers to the CEO; provided, that the aggregate contract amount is below a designated amount, the contracting process is consistent with the District’s procurement policies, the contract has been fully processed through the District’s vendor registration and contracting systems, and the contract is approved as to legal form by the General Counsel’s Office;

WHEREAS, the Board reserves the right to approve (a) all contracts that have an aggregate amount above the CEO’s designated amount per fiscal year, or (b) where the Board otherwise chooses to assert its jurisdiction;

WHEREAS, the Board chooses to assert its jurisdiction over legal retainer agreements; and

WHEREAS, unless context otherwise requires, capitalized terms used but not defined herein have the meanings ascribed to such terms in the Amended and Restated Bylaws of the North Broward Hospital District, as amended from time to time (the “Bylaws”).

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners of North Broward Hospital District, that:

1. All legal retainer agreements whereby the District is charged hourly rates or any increment thereof shall be executed by the CEO.

2. All legal retainer agreements shall include the scope of services to be provided and a fiscal year maximum contract authorization amount.

3. All legal retainer agreements shall contain a provision requiring all invoices be timely, invoiced within sixty (60) days from when the charges are incurred and services rendered, and that any such services and costs invoiced after sixty (60) days shall not be charged and will not be paid.

4. The CEO is directed to identify all current legal retainer agreements not executed by the Board’s Secretary-Treasurer and the CEO. The CEO is hereby permitted to terminate, amend, and re-authorize such legal retainer agreements if the contract is otherwise consistent with this Resolution.

5. The General Counsel, as appropriate, may from time to time recommend legal retainer agreements to the CEO and/or the Board.

6. This resolution hereby supersedes, replaces, and repeals the resolution entitled “A Resolution to Clarify Retainer Agreements as Contracts”, which was adopted by the Board on [ ], 2018.

7. This resolution hereby supersedes, amends, replaces, and repeals any other conflicting resolution or policy previously adopted by the Board.
Section 6.4: Internal Risk Management Program

WHEREAS, the District has an internal risk management program that (a) performs the investigation and analysis of the frequency and causes of general categories and specific types of adverse incidents to the District’s patients; (b) develops appropriate measures to minimize the risk of adverse incidents to the District’s patients; (c) analyzes patient grievances that relate to patient care and the quality of medical services; (d) informs the District’s patients and other individuals authorized under Florida Law and federal laws, rules and regulations that the patient was the subject of an adverse incident; and (e) develops and implements an incident reporting system consistent with Florida Law (the “Risk Management Program”);

WHEREAS, Section 395.0197, Florida Statutes, mandates that the Board is responsible for the Risk Management Program;

WHEREAS, the Board desires to establish the guidelines of the Risk Management Program to ensure the proper oversight consistent with Florida Law; and

WHEREAS, unless context otherwise requires, capitalized terms used but not defined herein have the meanings ascribed to such terms in the Amended and Restated Bylaws of the North Broward Hospital District, as amended from time to time (the “Bylaws”).

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners of North Broward Hospital District, that:

1. Every hospital of the District shall have a risk manager who is responsible for the implementation and oversight of their respective District hospital.

2. Each of the District’s hospital’s risk managers shall demonstrate competence, through education and experience, in all of the following areas:

   (a) Applicable standards of health care risk management;

   (b) Applicable federal, state, and local health and safety laws and rules;

   (c) General risk management administration;

   (d) Patient care;

   (e) Medical care;

   (f) Personal and social care;

   (g) Accident prevention;

   (h) Departmental organization and management;

   (i) Community interrelationships; and
(j) Medical terminology.

3. The District shall also have a corporate risk manager who supervises each hospital’s risk managers.

4. The corporate risk manager shall have direct access to the Board. Each hospital risk manager shall have access to the Board through the corporate risk manager.

5. The CEO, or his or her designee, with the advice and consent of the Board, shall hire the corporate risk manager.

6. The corporate risk manager may not be terminated, suspended, or otherwise removed from his or her position absent Board approval following consultation with the CEO or his or her designee.

7. The corporate risk manager shall administratively report to the CEO.

8. In the event of a corporate risk manager vacancy, the CEO or his or her designee, following Board approval, shall determine the process to be used to recruit and employ a replacement to a position with direct Board access on a permanent, acting, or interim basis.

9. This resolution hereby supersedes, amends, replaces, and repeals any conflicting resolution or policy previously adopted by the Board.
Proposed
2019 Broward Health Bylaws
Amended and Restated Bylaws
of the
Bylaws of North Broward Hospital District

Article I
Incorporation and Supersedence

Originally, The North Broward Hospital District (the “District”) was established and created in 1951 by chapter authority granted by the Florida Legislature under Ch. 27438, Laws of Florida, North Broward Hospital District’s (the “District”) enabling legislation which was recodified in Ch. 2006-347, Laws of Florida, and subsequently amended in Ch. 2007-299, Laws of Florida (collectively, the “Charters”). No provision in these Amended and Restated Bylaws (these “Bylaws”) shall be construed as conflicting with or exceeding the Charter along with applicable provisions of the Florida Constitution, and any and all applicable Florida statutes, laws, rules and regulations, as the same may be amended from time to time (collectively, “Florida Law”) concerning Board governance, all as amended from time to time, are hereby incorporated, nor shall any provision in these Bylaws be construed as superseding conflicting with or exceeding Florida Law and applicable federal laws, rules and regulations. In the event of a conflict between these Bylaws and Florida Law, Florida Law shall govern and control as if fully set forth herein. These Bylaws, established adopted effective as of June 26 [July 31], 2019, and as further amended from time to time, supersede and replace (a) any and all Bylaws and amendments thereto previously established by the District. Any resolutions adopted prior to the establishment of these Bylaws shall be null and void and of no force and effect unless: (a) otherwise provided in these Bylaws; (b) any resolutions are passed concurrently with or following the establishment of these Bylaws; or (c) the context of such resolution indicates otherwise and adopted by the Board of Commissioners of the North Broward Hospital District (“the Board”) makes such a finding by majority vote following the establishment of these Bylaws. Notwithstanding, nothing herein shall preclude or prevent the Board from passing a subsequent resolution repealing a resolution passed prior to the effective date of these Bylaws and rendering such resolution effective as if such resolution survived the ratification of these Bylaws and (b) any resolutions adopted by the Board that conflict with these Bylaws.

Article II
Governing Board

The Governing Board of the District shall be known as the Board of Commissioners of North Broward Hospital District.

1. Role and Purpose

The Board shall be responsible for the oversight of North Broward Hospital District d/b/a Broward Health (“Broward Health”), its Charter and all of its facilities, common divisions, and wholly owned entities toward the efficient and effective provision of quality health care.
education, and research. Any and all, the Charter, the District, and all of the District’s controlled entities (each, a “Subsidiary”) for the purpose of preserving public health for the public good in accordance with the Charter. All of the District’s current and future hospitals and facilities of the District shall have the role and purpose of serving the other health care facilities shall serve the population health care needs of the resident individuals within the District’s boundaries regardless of such individuals’ ability to pay and any other patients who present themselves at any of the District’s hospitals or facilities.

2. Board’s Responsibilities

The Board shall perform its duties in a manner that is consistent with its respective responsibilities under these Bylaws, Florida Law, applicable federal laws, rules and regulations and accreditation standards, and any other responsibilities as established by the Board, additional duties adopted from time to time by resolution the Board pursuant to resolutions.

3. Delegation of Authority

The Board may delegate authority to the President and Chief Executive Officer (the “CEO”), Direct Board Reports, District (as defined below), the District’s departments and Board committees, and other individuals and entities; provided, however, that such delegation shall be consistent with and permitted not be prohibited under Florida Law.

4. Education of Board Commissioners and Committee Members

All new Commissioners and Board and committee members shall participate in an orientation program and be given information which shall include, but not be limited to, Florida’s open meeting laws, Florida’s public records laws, Florida’s ethics laws pertaining to public officers, Florida’s Patient Self-Referral Act of 1992, 42 U.S.C. § 1320a-7(b)(a) (aka, the Anti-Kickback Statute), 42 U.S.C. § 1395nn (aka, the Stark Law), Broward Health’s Corporate Compliance Program, Broward Health’s Code of Conduct, Broward Health’s Quality Assurance Program, the code of conduct and compliance and ethics programs, as established by the District and amended from time to time, and the Board’s responsibility for ensuring quality of care. All members of the Board Commissioners and any Board committee committee members shall participate in annual compliance training as well as the Board’s program of continuing education, as required by the District’s code of conduct and ethics policies, adopted pursuant to the Charter and these Bylaws, as amended from time to time.

5. Financial Interests Prohibited Financial Arrangements

No Commissioner, Board committee member, administrator, officer, employee, or representative of Broward Health or the District’s other facilities and wholly-owned entities, nor any other person, organization or agency the District or any of its Subsidiaries, shall, directly or indirectly, offer, pay, solicit, be paid or receive any commission, bonus, kickback, rebate, or gratuity or any other thing of value or engage in any split-fee arrangement in any form whatsoever for the referral of any patient to any District facilities of the District’s facilities
or for the purpose of generating any business for themselves, a relative, or the District.

6. **Conflict of Interest**

Members of the Board—Commissioners have a fiduciary duty to the District and shall act in good faith, with due regard to the interests of the District, and shall comply with their fiduciary duties to the District under Florida Law. Commissioners shall be subject to the provisions of Florida Law pertaining to the avoidance of conflicts of interest when holding public office, including, but not limited to, Florida’s ethics laws pertaining to public officers, as may be amended from time to time, as well as and the conflict of interest policy and code of conduct and ethics adopted by the Board and in effect from time to time.

7. **Code of Conduct and Ethics**

The Board shall adopt a code of conduct and ethics that. Each member must acknowledge receipt. Each Commissioner and Board committee member shall receive a copy of, and agree to comply with, the District’s adopted code of conduct and ethics, rules and procedures. The District’s code of conduct and ethics shall include, at a minimum but shall not be limited to, provisions addressing:

(a) The definition of a conflict of interest and proper disclosure procedures to properly disclose any such conflict;

(b) The appropriate procedures for disclosure if any outside individual or entity with that has or is seeking a vendor or similar contractual relationship with the District, or seeking a vendor or contractual relationship with the District, contacts a Commissioner and any other member of the Board with the intent to influence the committee who is not a Commissioner (either directly or through their representatives) with the apparent or, under the circumstances, reasonably apparent intention of influencing a decision of the Board or committee of the Board with respect to such relationship or prospective relationship;

(c) The policies pertaining to acceptance of gifts by or any other thing of value by Commissioners and other members of the Board committees who are not Commissioners;

(d) The responsibility of the Board for the implementation of the District’s ethics and compliance program applicable to all financial and operational risks of the District; and

(e) Annual Board education requirements for Commissioners and members of committees of the Board who are not Commissioners.

8. **Officers**

All officers of the Board must be Board members shall be Commissioners and all such officers shall be elected by the Board and serve at the pleasure of the Board. The Board’s
officers shall consist of the Chair, Vice-Chair, Secretary-Treasurer, and such other officers as may be established by the Board may establish from time to time by resolution. All Board officers of the Board shall be elected by a majority of the Board and such initial election shall take place once per fiscal year at the District’s Annual Meeting (as defined herein). Officers shall serve for a one (1) year term or the remainder of the then-current term. Officer vacancies may be filled for the remainder of the then-current term by the Board at any regular meeting or special meeting of the Board. A Board officer may be removed as an officer of the Board at any regular or special Board meeting other than the District’s Annual Meeting by a two-thirds (2/3) majority vote of the members physically present and electronically present at such Board meeting. The powers and duties of officers of the Board shall include, but are not limited to, the following:

(a) Chair

The Chair of the Board (the “Chair”) shall preside over all meetings of the Board, shall be an ex officio member of all Board committees, and shall exercise all powers granted to that position and have the duties imposed on that position by the Charter, these Bylaws and by motion or resolution passed by the Board.

(b) Vice-Chair

The Vice-Chair of the Board shall act as Chair in the absence of the Chair and, when so acting, shall have all the power and authority of the Chair.

(c) Secretary-Treasurer

The Secretary-Treasurer of the Board (the “Secretary-Treasurer”) or, where permitted under Florida Law, his or her designee, shall be the custodian of the District’s official seal, and all records, and all reports of Board and Board committee proceedings. The Secretary-Treasurer or, where permitted under Florida Law, his or her designee, shall be responsible for overseeing the issuance of notices of all regular and special Board and Board committee meetings and for ensuring that minutes are taken at all such meetings. All expenditures made and expenses incurred by members of the Board shall be approved by the Secretary-Treasurer before payment therefor is made as required by Florida Law and these Bylaws.

Article III

Board & Committee Meetings

Commissioners are encouraged to participate in all meetings of the Board and Board committees on which they hold membership unless attendance is otherwise not possible. The minutes of meetings of the Board and its committees shall indicate which members are present and which members are absent at such meetings.
1. Quorum

(a) Board Meetings

A quorum of the Board shall always be established in accordance with Florida Law, and a vote of at least the majority of the members Commissioners present in person and or electronically shall be necessary for the transaction of any business at any regular or special Board meeting.

(b) Board Committee Meetings

A quorum to hold and conduct a Board committee meeting shall consist of a majority of the total number of Board committee members, provided, however, that a quorum for a Board committee meeting shall be no less than two (2) committee members.

(c) Voting Participation Through Technological and Electronic Means Communications Technology

If unable to be physically present, any Board or committee member may preside and vote at any Board or committee meeting through telephonic or video means, provided, that a quorum of any Board or committee meeting may only be established consistent with Florida Law. Nothing herein shall be construed or interpreted as permitting a Board or committee member to vote by proxy.

Any Commissioner and member of a Board committee who is not a Commissioner may attend and participate in any regular or special meeting provided for herein by use of telephone conference or video conference; provided, that, a quorum is established. All communications by the absent member or members via media technology must be fully audible or visible, as applicable, to the public at the advertised meeting place where the quorum is physically present. Nothing herein shall be construed as permitting a Commissioner or a member of a Board committee who is not a Commissioner to vote by proxy.

2. Procedural Rules of Order

All Board and Board committee meetings shall be conducted in accordance with “Robert’s Rules of Order,” as modified by the Board from time to time, unless otherwise in conflict with theFlorida Law or specific provisions of these Bylaws or Florida Law. Notwithstanding, any Board member at a Board meeting or committee member at a committee meeting may request a roll call vote on matters as a point of order. The Board may, by resolution, change, modify, or amend the procedural rules of Robert’s Rules of Order in whole or part; provided, no such changes shall be inconsistent with Florida Law.

3. Abstention from Voting

No Commissioner or Board or committee member may abstain from voting unless such abstention is permitted or required under Florida Law. In the event there is, or appears to be,
a conflict of interest requiring abstention, the Board or Board committee member with such a conflict shall comply with the disclosure requirements, if any, under Florida Law and the conflict of interest policy and code of conduct and ethics adopted by the Board and in effect from time to time.

4. Meeting Agendas

An agenda shall be prepared for each Board and Board committee meeting and, in all such cases, provide a period during which the public may be heard, unless otherwise exempt from such requirements under Florida Law.

(a) Website Posting of Agendas

Consistent with best practices and any time requirements imposed under Florida Law, all agendas created for any Board or committee meeting shall be posted on Broward Health’s website before such Board or committee meeting, along with any meeting materials available in an electronic format, excluding any information deemed confidential and exempt under Florida Law. To the extent applicable, these materials shall remain on Broward Health’s website for the time period prescribed under Florida Law.

Agendas for Board and Board committee meetings shall be posted and maintained on the District’s website in accordance with Florida Law.

(b) Process for Adding Agenda Items

The Board shall establish, or otherwise delegate to the President/CEO to establish, adopt a uniform administrative agenda process for bringing items to the Board or any of its committees.

5. Minutes & Records of Meetings

The President/CEO, or his or her designee, shall keep adequate records of their respective minutes of all Board and Board committee meetings and other activities. All minutes of any Board or Board committee meeting shall be promptly recorded, and made available to all members. The minutes of meetings of the Board, and be open to public inspection. Minutes shall include and accurately reflect the events of a Board or committee meeting—its committees shall indicate which Commissioners and Board committee members are present and which Commissioners and Board committee members are absent at such meetings and, at a minimum, shall include the decisions and motions made; the assignments made; if any, the record of all votes and actions taken and counted for each member voting; and any and all action items at such Board and committee meetings. Upon the request by of the Board, Board committees shall provide reports or any other information or items to the Board as it may require. Notwithstanding anything herein to the contrary, nothing in these Bylaws shall be construed or interpreted as requiring a committee to take minutes of a meeting when such committee is not otherwise required to take minutes of such meeting under Florida Law.

6. Notice of Meetings
All Board and committee meetings shall, with the exception of emergency Board meetings convened consistent with these Bylaws and Florida Law, be subject to the following notice requirements:

(a) Regular Board Meetings and Recessed and Reconvened Regular Board Meetings
A schedule of All regular Board and Board committee meetings shall be filed and published consistent noticed in accordance with Florida Law and these Bylaws.

(b) Special Board Meetings and Committee Meetings
Notice of each special Board or committee meeting shall be publicly noticed consistent with Florida Law.

(c) Committees Not Requiring Notice
Notwithstanding anything herein to the contrary, nothing in these Bylaws shall be construed or interpreted as requiring a committee to provide or publish notice of a meeting when such committee is not otherwise required to provide or publish notice of such meeting under Florida Law.

7. Regular Board Meetings
There shall be regular meetings of the Board which shall be held at a designated time each month. Additional regular meetings may be held at other times agreed upon by the Board held at least monthly at times and dates agreed by the Board; provided, however, that nothing herein shall require the Board to otherwise reschedule or make up cancelled or missed regular Board meetings. At all such regular meetings, the Board shall consider all matters properly brought before it. Unless otherwise exempt under Florida Law, all regular Board meetings shall be open to the public.

8. Special Board Meetings
Special meetings of the Board may be called by the Chair of the Board, by any three (3) members of the Board Commissioners, or by the President/CEO. Written notice shall be given to each Board member Commissioner stating the purpose and time and place of the meeting; provided, however, that attendance of a Commissioner at a meeting constitutes a waiver of such notice of the meeting and its time and place of any and all objections to the place, time, or manner of calling or convening the meeting, unless the Commissioner states, at the beginning of or promptly upon arrival at the meeting, any objection to the transaction of any business on the grounds that the meeting is not called or convened in accordance with these Bylaws. Unless otherwise exempt under Florida Law, all such special Board meetings shall be open to the public.

9. Emergency Board Meetings
Notwithstanding anything in these Bylaws to the contrary, in the event of a bona fide emergency, an emergency Board meeting may be held following, to the extent practicable, reasonable public notice is given to deal with the emergency. In such a situation, the first order of business at the convened emergency Board meeting shall be a finding by a majority vote of the Board that a bona fide emergency exists to justify calling the emergency Board
meeting. Any action taken at an emergency Board meeting must be subsequently ratified by the Board at the next regularly scheduled meeting of the Board. No business other than that stated in the notice or required to deal with the emergency may be transacted at such emergency Board meeting. No business otherwise prohibited from being conducted under Florida Law shall take place or be discussed at an emergency Board meeting. Unless otherwise exempt under Florida Law, all such meetings shall be open to the public.

10. Annual Meeting

The annual organizational meeting of the Board shall be held during the first regular Board meeting of the District’s fiscal year (the “District’s Annual Meeting”).

11. Budget and Tax Hearings

The Board shall hold a tentative and final budget and tax hearing each year and each such hearing shall be noticed to the public and conducted in accordance with applicable Florida Law.

12. Committee Meetings

All committees of the Board serve at the pleasure of the Board, shall be under the direction and control of the Board, and shall abide by all the meeting rules applicable to the Board as enumerated within these Bylaws. It is the intent of these Bylaws that all Board committees carry out the general purposes of the Board and exercise authority in such a manner as to assist the Board in the proper performance of its Charter oversight duties in accordance with these Bylaws and the Charter, all as amended from time to time. Unless otherwise exempt under Florida Law, all Board committee meetings shall be open to the public. Notwithstanding the foregoing, nothing herein shall be construed or interpreted as requiring any committee to conduct open a meeting open to the public when such committee meeting is not otherwise required to have such meeting be open to the public under Florida Law.

(a) General Authority to Establish Committees

The Board may establish, dissolve, or suspend any standing or special Board committee at any time by resolution to further the Board’s purposes and Charter oversight duties; provided, however, the Board shall always maintain the essential number and type of committees consistent with the size and scope of Broward Health’s activities, and, further provided that such establishment, dissolution, or suspension of such committees is not otherwise restricted or prohibited by under applicable federal laws, rules or regulations, Florida Law, these Bylaws, or other requirements set forth by any applicable accrediting agency. Except as otherwise expressly provided by resolution, the establishment of a committee does not require items to be brought before such a committee before being presented to the Board and the Board may consider any item, action, or business at a regular or special Board meeting without such item, action, or business being presented at a committee meeting provided the proper formalities of the uniform administrative agenda process and these Bylaws, or any exceptions thereto as established herein, are adhered to.
and that the Board always maintains the essential number and type of committees consistent with the size and scope of the District’s activities.

(b) Duties, Authority, Composition & Jurisdiction of Committees

The duties, authority, composition, and jurisdiction of all standing or special committees, and any amendments thereto, shall be established by the Board and clearly delineated by the Board via resolution and such resolution shall include a meeting plan and, to the extent applicable, the committee’s sunset date. The Board may, by resolution, require changes to a committee’s duties, authority, composition, and jurisdiction be by more than a majority vote; provided that such requirement is consistent with Florida Law and that such vote to change the duties, authority, composition, and jurisdiction is never less than a simple majority of the Board members present. All such committees established by the Board shall investigate and report on matters within their jurisdiction either at the request of the Board, the Chair, or on their own initiative, except for those matters which are referred to and delegated to another committee by the Board. Committees shall have no power to act except as otherwise authorized or delegated by the Board, these Bylaws, or the resolution establishing such committee.

All committees of the Board shall be under the direction and control of the Board. It is the intent of these Bylaws that all Board committees carry out the general purposes of the Board and exercise authority in such a manner as to assist the Board in the proper performance of its Charter oversight duties in accordance with these Bylaws and the Charter, as amended from time to time. The resolution establishing the Board committee shall, at a minimum, include the duties, authority, composition, and jurisdiction of the Board committee, and any amendments thereto and, to the extent applicable, the Board committee’s sunset date or other conditions resulting in its expiration.

(c) Permanent Standing Establishment of Committees

Standing committees shall, as Any committee established by resolution of the Board and consistent with the procedures and requirements provided within these Bylaws, be permanent committees that report its shall report decisions and acts recommendations to the Board for final approval unless otherwise delegated decision-making authority by the Board. All such permanent standing; provided, that such delegation is permitted under Florida Law, Committees shall may be codified in the Permanent Standing Committees Establishment of Committees section of the Codified Resolutions of the Board of Commissioners of the North Broward Hospital District (the “Codified Resolutions”) as herein established, shall delineate the policies and activities of such committees, and shall may specify the frequency of Board committee meetings.

(d) Special Committees

Special committees may be created and their members appointed by the Board consistent with these Bylaws for such special tasks as circumstances warrant. Such special committees shall limit their activities to the accomplishment of the task for which created
and appointed and shall have no power to act except that which is specifically conferred by action of the Board. Upon completion of the task for which appointed or, to the extent applicable, on the committee’s sunset date, such special committee shall stand discharged. All such special committees shall be codified within the Codified Resolutions of the Board of North Broward Hospital District as herein established, shall delineate the policies and activities of such special committees, and shall specify the frequency of special committee meetings.

(d) Attendance and Participation by Board Members

All Board members shall be entitled to attend all meetings of any standing or special committee and to participate fully in the discussions and deliberations of such committees but shall not be entitled to vote on matters or be counted and used to establish a quorum unless the Board member is a member of the particular committee.

All Commissioners may attend any Board committee meeting and may participate in the discussions and deliberations of such committee, but shall not be entitled to vote on matters or be used to establish a quorum unless the Commissioner is a member of such committee.

(e) Committee Chair Appointments and Committee Membership

Unless otherwise provided for in these Bylaws, Florida Law, applicable federal laws or rules and regulations, or applicable accreditation standards, the Chair of the Board with the approval shall be

Option (1)
[nominated by the Chair and appointed by the Board]

Option (2)
[appointed by the Board]

and ratification shall serve at the pleasure of the Board. Such initial appointments and reappointments shall take place at the District’s made at the next regular meeting of the Board after the Annual Meeting. All such members of standing and special Board committees serve at the pleasure of the Board and may serve for one (1) year terms or the remainder of the then-current term. Membership in committees may be changed during the then current term at any regular or special Board meeting by a majority vote of the Board.
Committee Member Selection, Removal & Suspension

Committee members are selected, removed, and suspended by a majority of the Board unless otherwise provided for within these Bylaws. Board committee members may consist of any combination of Board members, Commissioners and/or lay or expert outside members, but in no event shall any employee of Broward Health or any of the District’s other facilities and wholly-owned entities, the District or any of its Subsidiaries or affiliates be appointed to serve on any Board committee.

President/CEO & General Counsel

The President/CEO, or his or her designee, shall be required to attend all standing and special Board committee meetings to further the purposes, goals and objectives of such committees, provide support and/or relevant information to such committee, and to assist in matters falling within the jurisdiction of such committee. The General Counsel, or his or her designee, shall be required to attend all Board committee meetings to provide legal support and advise the committees regarding proper procedure and compliance with applicable law.

Committee Support

A committee may request and require a Direct Board Report to ensure the attendance of any employee or officer of Broward Health or any of the District’s other facilities and wholly owned entities to attend a committee meeting to further the purposes, goals and objectives of such committees, provide support and/or relevant information to such committee, and to assist in matters falling within the jurisdiction of such committee. A committee may also request the attendance of any member of the public or any outside expert to provide support and/or relevant information or to assist in matters falling within the jurisdiction of such committee.

Nondelegation

In no event shall any Board committee have the power to delegate its authority to another committee, District Department, or wholly owned subsidiary of the District, or any other individual or entity without such delegation first being approved by the Board unless the Board gives its prior approval of such delegation and it is permitted under Florida Law.

Immunities

The acts or omissions of Commissioners and other individuals serving on committees of the Board shall be within the scope of their official duties for and on behalf of the District. Commissioners serving on committees of the Board shall be entitled to all the privileges and immunities conferred by Florida Law.
Article IV
Administration

1. Direct Board Reports

The Board may find it necessary to create or modify a position and designate that such position report directly to the Board (each, a “Direct Board Report”). The Board, by resolution, may establish or revoke a position’s classification as a Direct Board Report except where the classification of a Direct Board Report has been expressly established in these Bylaws. Any Direct Board Report may be removed or suspended at any time, with or without cause, by the affirmative vote of the majority of the Board unless prohibited under Florida Law, applicable federal laws, rules or regulations, or any applicable accreditation standards; provided, however, that any such removal or suspension shall be without prejudice to the contract rights, if any, of the person so removed. Appointment as a Direct Board Report shall not of itself create contract rights. Any Direct Board Report may resign at any time by delivering notice to the District. Resignation by a Direct Board Report is effective when the notice is delivered unless the notice provides a later effective date or such Direct Board Report’s contract provides otherwise.

The following policies apply to all Direct Board Reports:

(a) All Direct Board Reports shall work collaboratively together and in the best interest of the District and all Direct Board Reports (other than the CEO) shall coordinate with and alert the CEO or his or her designee regarding leave time; provided, however, that the CEO shall not take any adverse employment action against a Direct Board Report without the express authorization of the Board;

(b) Any Direct Board Report may place items on the agenda of any regular or special Board meeting; provided, that such placement of items on the agenda is in accordance with the uniform administrative agenda process adopted by the Board;

(c) In order to ensure independence in their positions and communications, Direct Board Reports may not be terminated, suspended, or otherwise removed from their position absent a majority vote of the Board;

(d) Nothing herein shall prevent the Board from delegating the recruitment and selection process for Direct Board Reports in whole or part.

2. President/CEO and Chief Executive Officer

Consistent with Florida Law, and applicable federal laws, rules and regulations, and accreditation standards, the Board shall select and employ a President/CEO to be accountable to and to manage the operations of Broward Health and all of the District’s wholly owned entities and facilities. The President is the District and its Subsidiaries. The CEO shall be a Direct Board Report, as that term is defined below. The CEO, subject to the Board, shall have general executive charge, management, and control of the properties and operations of the
District in the ordinary course of its business, with all such powers with respect to such properties and operations as may be reasonably incident to such responsibilities. As necessary, the Board by resolution shall establish and/or modify the authorities and duties of the President/CEO to ensure the proper management of the District, its resources and obligations. It shall be the duty of the President/CEO to carry out all duties and policies established by the Board and those imposed under Florida Law. The CEO’s specific duties shall include, but not be limited to:

(a) Recommending to the Board Coordinating the functions of Broward Health as a multihospital system and, where possible, avoiding duplication and promoting efficiencies and economies through the joint efforts of its hospitals while maintaining high-quality patient services.

(b) Recommending an annual operating budget and ad valorem tax rate for Board approval.

(c) Recommending a management organizational chart defining establishing the District’s organizational structure, which defines the lines of authority of Broward Health and the District’s other facilities and wholly owned entities and its Subsidiaries’ personnel for approval by the Board as part of an annual operating budget recommendation. Nothing herein shall prohibit the President/CEO from modifying or changing such management organizational chart and presenting the same to the Board for informational purposes at any other regular or special Board meeting; provided, however, that the Board must approve such changes to the organizational chart if such changes result in any change that affects adversely effect the budget previously approved by the Board.

(d) Selecting and employing any other officers, employees, or personnel necessary to carry out the functions of Broward Health, its hospitals, and the District’s other facilities and wholly-owned entities.

(e) Submitting to the Board periodic reports showing the professional services and financial activities of the District’s hospitals, entities, and other facilities and preparing and submitting any special reports that may be required by the Board.

(f) Promulgating rules and regulations for the proper operation of Broward Health and the District’s other facilities and wholly owned entities.

(g) Creating a procurement code consistent with Florida Law that fosters fair and open competition; reduces the appearance of improprieties and opportunities of favoritism; and establishes public confidence in the process by which commodities and contractual services are procured. Such procurement code shall be presented to the Board for ratification.

(h) Naming an acting President/CEO, as needed, who shall perform duties and responsibilities of the President/CEO in his or her absence.
3. **Executive Vice President and General Counsel**

The Board shall establish an Office of the General Counsel and, by resolution, establish and amend from time to time its duties, responsibilities, and authority consistent with Florida Law, federal laws and regulations, binding court cases, and these Bylaws. The Office of the General Counsel shall be managed by an Executive Vice President and General Counsel (the “General Counsel”) who shall be a Direct Board Report and who shall serve at the pleasure of the Board. The General Counsel and all such attorneys employed within the Office of the General Counsel shall be members of the Florida Bar.

3. **Direct Board Reports**

   From time to time, the Board may find it necessary to create or modify a position and designate that such position report directly to the Board (“Direct Board Report”). The Board, by resolution, may establish or revoke a position’s classification as a Direct Board Report except where the classification of a Direct Board Report has been established pursuant to these Bylaws. The Board may vote to terminate or suspend any individual serving as a Direct Board Report for any reason unless otherwise prohibited under these Bylaws, Florida Law, federal laws or regulations, or any applicable accreditation standards. The following policies apply to all Direct Board Reports:

   - Direct Board Reports shall administratively report to the President/CEO.

   - In order to ensure independence in their positions and communications, Direct Board Reports may not be terminated, suspended, or otherwise removed from their position absent a majority vote of the Board.

   - Any Direct Board Report may place items on the agenda for any regular or special Board meeting provided such placement of items is consistent with the uniform administrative agenda process established by the President/CEO and approved by the Board.

   - In the event of a vacancy to a Direct Board Report position other than the President/CEO, the Board shall consider the recommendation of the President/CEO as to the process to be used to recruit and employ a replacement Direct Board Report on a permanent, acting, or interim basis and the President/CEO’s recommendation of the individual best situated for such a position. Notwithstanding the foregoing, the Board maintains the sole authority to recruit and employ a replacement Direct Board Report and nothing herein shall prevent the Board from following a different process or selecting a different individual than that suggested by the President/CEO.

   - Nothing herein shall prevent the Board from delegating the recruitment or employment process for Direct Board Reports in whole or part.
Article V
Medical Staff

1. Authority of the Board

The Board is authorized and empowered to require members of the medical staffs of Broward Health (the District, collectively, the "Medical Staff") to abide by and to perform those professional duties and responsibilities prescribed by these Bylaws, the Bylaws of the Medical Staff of Broward Health (as defined below), and all rules, regulations, and policies established thereunder, and to enforce all of the foregoing requirements by the revocation and suspension of Medical Staff membership and clinical privileges as set forth in the Medical Staff Bylaws.

2. Medical Staff Bylaws

The Medical Staff shall be established and organized under a uniform set of bylaws entitled the Bylaws of the Medical Staff of Broward Health, as may be amended from time to time pursuant to the procedures established therein and further ratified by the Board ((the “Medical Staff Bylaws”). The Medical Staff shall be, at all times, self-governing and accountable to the Board. In the event that any federal laws or regulations, Florida Law, any applicable federal law, rule, or regulation or applicable accreditation standards conflict with the provisions of this Article, any resolutions passed thereof, or the Medical Staff Bylaws, such federal law or regulation, Florida Law, applicable federal law, rule, or regulation or applicable accreditation standard shall control.

(a) Standards and Composition of the Medical Staff Bylaws

The Medical Staff Bylaws shall include guidelines, standards, and rules that describe the Medical Staff’s processes for self-governance, appointment, credentialing, privileging, oversight, and the Medical Staff’s peer review policies and due process rights guarantees. The Medical Staff Bylaws and all rules, regulations, and policies adopted pursuant thereto shall be submitted to and approved by the Board before being implemented by the Medical Staff.

(b) Appointment to the Medical Staff

The Medical Staff Bylaws shall establish procedures to examine the credentials of all eligible candidates for Medical Staff membership in accordance with federal laws and regulations, Florida Law, and applicable accreditation standards. The Medical Staffs shall be responsible for making recommendations to the Board concerning initial staff appointments, reappointments, the assignment or curtailment of privileges, and the evaluation of clinical competence of each member of the Medical Staff. All appointments and reappointments to the Medical Staff shall only be effective if ratified by the Board. Membership to the Medical Staff and/or clinical privileges shall not be denied in an arbitrary, unreasonable or capricious manner, or on the basis of sex, race, creed, or color, religion, sex, pregnancy, national origin, age, disability, or marital status. All members of
the Medical Staff shall conduct themselves in a manner that ensures that the welfare and health of the District’s patients and the best interest of the public at all times be served.

(c) Compliance with Laws and Standards

The Medical Staff Bylaws shall always be consistent with applicable federal laws and regulations, the Centers for Medicare & Medicaid Services’ Conditions of Participation, Florida Law, and any and all applicable accreditation standards (collectively, the “Standards”). Such the Medical Staff Bylaws shall be reviewed periodically to ensure that such the Medical Staff Bylaws are consistent with the Standards. The Board and the Medical Staff may elect to utilize the assistance of the Office of the General Counsel and/or any Departments of shall assist the Board and the Medical Staff, and the Board and Medical Staff may request the assistance of any other department of the District when reviewing the Medical Staff Bylaws to ensure compliance with the Standards. Notwithstanding the foregoing, in the event of any conflict between the Medical Staff Bylaws and any applicable Standards, the applicable Standards shall govern the Medical Staff as if the same were specifically delineated within the Medical Staff Bylaws.

(d) Amendments to the Medical Staff Bylaws

The Medical Staff Bylaws shall prescribe a procedure for amending the Medical Staff Bylaws and establishing and amending any rules and regulations or Medical Staff and policies. Any and all changes to the Medical Staff Bylaws and any rules, regulations, and/or policies promulgated thereunder shall be submitted to, and approved by, the Board before being implemented by the Medical Staff.

Article VI

Codified Resolutions of the Board of the North Broward Hospital District

Any and all resolutions established or adopted pursuant to these Bylaws shall be codified and organized by the President/CEO, or his or her designee, within the Codified Resolutions of the Board of North Broward Hospital District (the “Codified Resolutions”) as established by the Board. All resolutions codified within the Codified Resolutions shall be organized in a logical structure established by the Board through resolution. The Codified Resolutions shall be promptly posted online with public access. All such Codified Resolutions shall be promptly updated as needed to reflect any changes to such resolutions. Nothing herein shall be construed as prohibiting a resolution to take immediate effect or effect at a date certain if such resolution is not yet codified in the Codified Resolutions. Any actions taken by the Board shall be sufficient and effective if taken by proper motion and passed by a majority vote unless these Bylaws explicitly require the Board to take such action through a resolution or by more than a majority vote. Notwithstanding the foregoing, the Board may choose to take action through a resolution even if otherwise not required pursuant to these Bylaws.
Article VII

Miscellaneous

(a) Amendments

These Bylaws may be amended from time to time by the Board upon an affirmative vote of a two-thirds (2/3) vote of the total number of Commissioners of the Board established under the Charter at any regular or special Board meeting assembled, provided, however, that any proposed amendments shall be presented in writing and delivered to each member of the Board at or prior to the regular meeting of the Board the month preceding the regular or special meeting at which the amendment is adopted (an “Amendment Notice”). Notwithstanding the foregoing, the attendance of a Commissioner at a meeting constitutes a waiver of such Amendment Notice and of any and all objections to the place, time, or manner of calling or convening the meeting, unless the Commissioner states, at the beginning of or promptly upon arrival at the meeting, any objection to the consideration of amendments to these Bylaws on the grounds that the meeting is not called or convened in accordance with these Bylaws. Notwithstanding the foregoing, nothing herein shall be construed as a prohibition on the Board to modify, amend, or make changes to a proposed amendment to the Bylaws and immediately adopt such an amendment with the modifications or changes; provided, that the Amendment Notice procedure is properly followed and no additional amendments outside the subject matter of the Amendment Notice are proposed. Any member of the Board and any Direct Board Report may recommend to the Board amendments to these Bylaws.
(b) Invalid Provisions

If any one or more of the provisions of these Bylaws, or the applicability of any provision to a specific situation, shall be held invalid or unenforceable, the provision shall be modified to the minimum extent necessary to make it or its application valid and enforceable, and the validity and enforceability of all other provisions of these Bylaws and all other applications of any provision shall not be affected thereby.

(c) Indemnification

Whenever any civil (including administrative) or criminal action or threat of action has been asserted against a current or former Commissioner or Direct Board Report for any act or omission arising out of and in the course of the performance of his or her District duties and responsibilities, the District shall defray all costs of defending such action or threat of action, including reasonable attorneys’ fees and expenses, together with costs of appeal, and shall save harmless and protect such person from any financial loss resulting from the performance of his or her duties and responsibilities unless (i) indemnification is prohibited by Florida Law, or (b) the Board determines by a vote of at least two-thirds (2/3) of its members then serving that said individual acted in bad faith or with willful misconduct. Claims based on such actions or omissions may be settled prior to, during, or after the filing of suit or commencement of other formal process thereon. The Board may arrange for and pay the premium for appropriate insurance to cover all such losses and expenses. District duties and responsibilities shall include service to other entities, including service on affiliate boards or committees, where such service is assigned, required or requested by the District or is due to District responsibilities or roles. Nothing in this Section shall waive or derogate from the application or protection of insurance, or of sovereign immunity under Florida Law. Any available insurance and immunity shall provide primary protection. However, indemnification under this Section shall be provided to an affected current or former Commissioner or Direct Board Report who qualifies for indemnification under this Section when he or she is not promptly or adequately protected by insurance or immunity on the following condition. The indemnified person shall first agree in writing to use best reasonable efforts to provide, to the extent possible, for the District to obtain the benefit of the indemnified person’s right to insurance coverage or other protection, whether by assignment, cooperation, subrogation or other means.

Companion Resolutions
To The Proposed
Companion Resolutions
To The Proposed
2019 Broward Health Bylaws
Codified Resolutions of
of the
Board of Commissioners of
the Board of North Broward Hospital District

These resolutions may be amended or rescinded in the future by a simple majority vote of the Board.
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Chapter 1: Introduction and Guidelines

WHEREAS, Fla. Admin. Code R. 59A-3.272 requires the Board to review its Bylaws, rules and regulations at least every two (2) years;

WHEREAS, unless context otherwise requires, capitalized terms used but not defined herein have the meanings ascribed to such terms in the Amended and Restated Bylaws of the North Broward Hospital District, as amended from time to time (the “Bylaws”);

WHEREAS, the Board intends that Board governance at all times remain consistent with any applicable federal laws and regulations, Florida Law, and accreditation standards;

WHEREAS, the Board, from time to time, proposes and ratifies resolutions that establish Board action, Board policies, and direct that certain tasks or activities be undertaken to assist the Board in its Charter oversight duties; and

WHEREAS, the Board intends that certain procedures be followed during the passage adoption of such resolutions.

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners of the North Broward Hospital District, that:

1. The Bylaws and all accompanying resolutions passed and ratified thereto shall be reviewed by the Board at least every two (2) years.

2. The General Counsel’s Office of Broward Health the District shall be responsible for ensuring that all provisions within the Bylaws and its resolutions are consistent with Florida Law, any applicable federal laws, rules and regulations, Florida Law, and accreditation standards (collectively, the “Laws and Regulations”). The General Counsel’s Office of Broward Health the District, to the extent applicable, shall submit any proposed changes to the Bylaws or its accompanying resolutions at least every two (2) years or, if necessary, more often to ensure that the District is conforming to any and in compliance with all Laws and Regulations and is adequately performing its functions in the best interests of the public and pursuant to the purposes for which it was established.

3. Consistent with Pursuant to the Bylaws, the Board hereby establishes these the Codified Resolutions of the Board of North Broward Hospital District (the “Any Codified Resolutions”). Any such resolutions passed adopted by the Board shall supplement, and not supersede, the Bylaws. To the extent that a resolution conflicts with the Bylaws, the Bylaws shall control. All such resolutions passed must comply with all Laws and Regulations. To the extent, that a resolution, or part thereof, conflicts with any Laws and Regulations, the Laws and Regulations shall control and such resolution, or the remainder of the resolution, shall be interpreted, to the extent allowable under Laws and Regulations, consistent with the intent of the Board when passing such resolution.
4. All resolutions passed adopted by the Board with respect to administrative matters, as reasonable determined by the Codified Resolutions Custodian (as defined below), shall be codified within these Codified Resolutions. Codification will follow a logical numbering system that, to the extent possible, is consistent with the articles, sections, and subsections of the Bylaws for reference. Any capitalized terms not otherwise apparent within its context or not otherwise defined within the respective resolution shall have the meaning associated to it within the Bylaws.

5. The President/CEO or his or her designee (the "Codified Resolutions Custodian") shall be responsible for the maintenance and codification of resolutions within the Codified Resolutions.

6. When codifying resolutions, the Board hereby authorizes and grants the Codified Resolutions Custodian the authority to correct any scrivener’s errors, including, but not limited to, misspellings, punctuation, and/or grammatical errors; provided, however, that such corrections shall not frustrate, undermine, alter, modify, or change the intent and purpose of such resolution, as reasonably determined by the General Counsel.

7. The Codified Resolutions Custodian shall ensure that before a resolution is codified, it complies with the requirements of this resolution and, to the extent required, shall reorganize such resolution to conform with the required structure and organization set forth herein.

8. Resolutions shall promptly be codified and posted online with online access. Nothing herein shall be construed as prohibiting a resolution to take immediate effect or effect at a date certain if such resolution is not yet codified in the Codified Resolutions.

9. The Board, when passing a resolution, shall include the following form requirements within such resolution:

   (a) A preamble briefly establishing the purpose(s) and intent of the resolution and containing a resolving paragraph;

   (b) The scope of the resolution;

   (c) Numbered paragraphs;

   (d) To the extent applicable, the duration and sunset dates of the resolution will be in effect and when such resolution will sunset. In the event that no duration or sunset date is provided, such resolution shall be deemed effective immediately and shall remain in effect until the Board chooses to repeal or modify the resolution, as the case may be;
(e) The effective date of the resolution if the Board intends the resolution to take effect at a date certain. In the event no effective date is provided in a resolution, the resolution will be deemed to take effect immediately upon Board ratification; and

(f) Language establishing that the resolution supersedes, amends, replaces and repeals any previous conflicting resolution, or policy, or policies previously adopted by the Board.

10. To the extent that any of the above form resolution requirements are not met following the passage/adoptions of a resolution, such nonconformance shall not prevent or inhibit the authority of such resolution, and such resolution shall operate with full force and effect as if passed consistent with the form resolution requirements. Notwithstanding the foregoing, in the event that a resolution fails to comply with the form resolution requirements, the President/CEO, or his or her designee, shall notify the Board at its next regular or special meeting after the CEO, or his or her designee, becomes aware of such non-conformance, as to the deficiencies of such resolution to ensure that the deficiencies may be promptly rectified before the resolution is codified. When notifying the Board as to deficiencies in a resolution’s form, the President/CEO, or his or her designee, shall place the item on the regular or special Board meeting’s agenda consistent with the uniform administrative agenda process established by the President/CEO/Board.

11. Nothing herein shall be construed as permitting any individual, without Board approval, to add or modify any language to conform to the form resolution requirements provided herein.

12. This resolution hereby supersedes, amends, replaces and repeals any previous conflicting resolution, or policy, or policies previously adopted by the Board.
Chapter 2: Governing Board

Section 2.1: RESERVED
Section 2.2: Board’s Responsibilities
Section 2.3: Delegation of Authority
Section 2.4: Education of Board Commissioners and Committee Members
Section 2.5: RESERVED
Section 2.6: Conflict of Interest RESERVED
Section 2.7: RESERVED
Section 2.8: RESERVED
Section 2.2: Board’s Responsibilities

WHEREAS, the Board oversees the affairs of Broward Health and the District’s other facilities and wholly-owned entities, and determines policies for the District and its Subsidiaries:

WHEREAS, such affairs and policies are subject to substantial and significant State and federal laws, rules and regulations; and

WHEREAS, it is important that Board members Commissioners understand their respective responsibilities; and

WHEREAS, unless context otherwise requires, capitalized terms used but not defined herein have the meanings ascribed to such terms in the Amended and Restated Bylaws of the North Broward Hospital District, as amended from time to time (the “Bylaws”).

NOW, THEREFORE, BE IT NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners of the North Broward Hospital District, that:

1. In addition to any other responsibilities duties imposed upon the Board under federal laws and regulations by Florida Law, and any the Bylaws, applicable federal laws, rules and regulations and applicable accreditation standards, the Board’s roles, powers and responsibilities shall include, but not be limited to:

   (a) Overseeing the affairs of the District pertaining to the safety of patients and quality of care, treatment, and services within provided by the District and shall provide the proper environment which fosters its Subsidiaries and fostering a culture of safety and quality throughout in the District and its Subsidiaries.

   (b) Providing the resources needed required to maintain safe, quality safety of patients, high-quality care, treatment, and services.

   (c) Making sure Ensuring that performance improvement activities reflect the complexity of the hospital’s District’s hospitals’ and other health care facilities’ organization and services, involve all departments and services, and include services provided under contract.

   (d) Working together with the senior management of the District and the Chiefs of Staff of the Medical Staff to annually evaluate the District’s hospitals’ and other health care facilities’ performance pertaining to in achieving its mission, vision, and goals.

   (e) Providing the Medical Staff with the opportunity to participate in governance and the opportunity to be represented at governing body meetings in accordance with the Medical Staff Bylaws (through in-person attendance and voice/electronic communications
technology) by the Chiefs of Staff, as selected by the Medical Staff, at each Broward Health hospital of the District’s hospitals.

(f) Consulting directly with the Chiefs of Staff or their designees which, at a minimum, shall occur periodically throughout the fiscal year and which shall include a discussion of matters related to the quality of medical care provided to patients of the District.

2. This resolution hereby supersedes, amends, replaces and repeals any previous conflicting resolution, or policy, or policies previously adopted by the Board.
Section 2.3: Delegation of Authority

WHEREAS, the Board is responsible for Charter oversight of the Charter;

WHEREAS, unless context otherwise requires, capitalized terms used but not defined herein have the meanings ascribed to such terms in the Amended and Restated Bylaws of the North Broward Hospital District, as amended from time to time (the “Bylaws”);

WHEREAS, Florida Law permits the delegation of authority unless otherwise prohibited under Florida Law thereunder; and

WHEREAS, the Board from time to time may desires to delegate certain powers and authority to other Board committees, District departments, Direct Board Reports, and other individuals or entities provided such delegation is permitted by Florida Law and any relevant and binding court decisions interpreting such Florida Law.

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners of the North Broward Hospital District, that:

1. The Board may delegate by separate resolution certain powers and authority to the President/CEO, Direct Board Reports, District departments or committees, or other individuals or entities; provided that such delegation falls within operational management insofar as it involves the day to day management of the District’s hospitals and facilities or is otherwise consistent with and is permitted under Florida Law.

2. All authority previously delegated by the Board to the President/CEO, any Direct Board Reports, Board and other committees, District departments or committees, or other individuals or entities whether by resolution or vote shall not be superseded hereby and shall survive the ratification of the Bylaws adoption of this resolution; provided, that such delegation is authorized permitted under Florida Law.

3. The Board makes a finding that such previous lawful delegation of authority was and continues to be necessary to the day-to-day management of the District’s hospitals and facilities.

4. This resolution hereby supersedes, amends, replaces and repeals any previous conflicting resolution or policy, or policies previously adopted by the Board.
Section 2.4: Education of Board Commissioners and Committee Members

WHEREAS, the Board oversees the affairs of Broward Health and the District’s other facilities and wholly-owned entities of, and determines policies for, the District and its Subsidiaries;

WHEREAS, such affairs and policies are subject to substantial significant State and federal laws, rules and regulations; and

WHEREAS, it is important that Board Commissioners and members of committees of the Board who are not Commissioners understand their respective roles, powers and duties; and

WHEREAS, unless context otherwise requires, capitalized terms used but not defined herein have the meanings ascribed to such terms in the Amended and Restated Bylaws of the North Broward Hospital District, as amended from time to time (the “Bylaws”).

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners of the North Broward Hospital District, that:

1. All Board Commissioners and members of committees of the Board who are not Commissioners shall participate in an orientation program. Such orientation program shall educate the Board Commissioners and members of committees of the Board who are not Commissioners regarding State and federal laws pertaining to open meetings, public records, ethics, fraud and abuse, prohibitions on physician arrangements, and the District’s purpose and interest in providing high-quality health care, maintaining compliance, and the Board’s role in its oversight of such activities. At a minimum, such orientation program shall include training on chapter 286, section 286.011, Florida Statutes (aka, the Sunshine Law), Chapter 119, Florida Statutes (aka, Florida’s Public Records Act), Part III of chapter 112, Florida Statutes (aka, the Code of Ethics for Public Officers and Employees), 42 U.S.C. § 1320a-7b(b) (aka, the Anti-Kickback Statute), 42 U.S.C. § 1395nn (aka, the Stark Law), Section 456.053, Florida Statutes (aka, Florida’s Patient Self-Referral Act of 1992), Broward Health’s Corporate Compliance Program, Broward Health’s Code of Conduct, Broward Health’s Quality Assurance Program, and the Board’s responsibility for ensuring quality care. All Commissioners and members of committees of the Board who are not Commissioners shall participate in annual compliance training as well as and the Board’s program of continuing education, as required by the Code of Conduct and Ethics, adopted under the Charter, as amended from time to time.

2. This resolution hereby supersedes, amends, replaces and repeals any previous conflicting resolution, or policy, or policies previously adopted by the Board.
Section 2.6: Conflict of Interest

WHEREAS, the Board is involved with decision-making for the District, and
WHEREAS, from time to time, issues may arise which pose an actual or potential conflict of interest.

RESOLVED, by the Board of Commissioners of North Broward Hospital District:

1. Members of the Board shall be subject to the provisions of Florida law pertaining to the avoidance of conflicts of interest in holding public office, including, but not limited to, Part III of Chapter 112, Florida Statutes, Code of Ethics for Public Officers and Employees, as may be amended from time to time, as well as the Conflict of Interest Policy and Code of Conduct and Ethics adopted by the Board pursuant to Chapter 2007-299, Laws of Florida, as may be amended from time to time.

2. This Resolution hereby supersedes, amends, replaces and repeals any previous conflicting resolution, policy, or policies.
Chapter 3: Board & Committee Meetings

Section 3.1: Quorum
Section 3.2: RESERVED
Section 3.3: Abstention from Voting
Section 3.4: Meeting Agendas
Section 3.5: Minutes & Records of Meetings
Section 3.6: Notice of Meetings
Section 3.7: Regular Board Meetings
Section 3.8: Special Board Meetings
Section 3.9: Emergency Board Meetings
Section 3.10: RESERVED
Section 3.11: RESERVED
Section 3.12: Committee Meetings
Section 3.1: Quorum

WHEREAS, the District’s Charter provides the requisite number of Board members who need to be present to establish a quorum at a Board meeting; and
WHEREAS, such quorum is required for the transaction of business of the District.

RESOLVED, by the Board of Commissioners of North Broward Hospital District:

A. Board Meetings

Consistent with the Charter, a quorum of the Board shall be present to hold any regular or special Board meeting or committee meeting, and a vote of at least the majority of those said members, unless otherwise established by the Board consistent with the Bylaws, shall be necessary for the transaction of any business at any regular or special Board meeting.

B. Committee Meetings

A quorum to hold and conduct a committee meeting shall consist of a majority of the total number of committee members at the particular meeting; provided, however, that a quorum for a committee meeting may never be less than two (2) committee members.

C. RESERVED

D. This Resolution hereby supersedes, amends, replaces and repeals any previous conflicting resolution, policy, or policies.
Section 3.3: Abstention from Voting
WHEREAS, the Board undertakes an important role and has a fiduciary duty to the District; and
WHEREAS, Florida law governs when members of the Board are permitted to and must abstain
from voting on a matter before the Board.
RESOLVED, by the Board of Commissioners of North Broward Hospital District:
1. No Board or committee member may abstain from voting unless such abstention is permitted or
required under chapter 112, Florida Statutes, section 286.012, Florida Statutes, or any other
Florida Law permitting or requiring such abstention.
2. In the event there is, or appears to be, a conflict of interest requiring abstention, the Board or
committee member with such a conflict shall comply with the disclosure requirements of
chapter 112, Florida Statutes, section 286.012, Florida Statutes, and any other Florida law or
regulation requiring such disclosure.
3. This Resolution hereby supersedes, amends, replaces, and repeals any previous conflicting
resolution, policy, or policies.
Section 3.4: Meeting Agendas

WHEREAS, the District, as a special taxing district of the State of Florida, is subject to chapter 189, Florida Statutes (“Uniform Special District Accountability Act”); and Board oversees the affairs of, and determines policies for, the conduct of Board and Board committee meetings; and

WHEREAS, all requirements of the Uniform Special District Accountability Act must be adhered to.

WHEREAS, unless context otherwise requires, capitalized terms used but not defined herein have the meanings ascribed to such terms in the Amended and Restated Bylaws of the North Broward Hospital District, as amended from time to time (the “Bylaws”).

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners of the North Broward Hospital District, that:

A. Website Posting of Agendas Reserved

In accordance with section 189.069, Florida Statutes, and any successive statute thereof, all as amended from time to time, agendas for any Board or committee meeting shall be posted on Broward Health’s website at least seven (7) days before such Board or committee meeting, along with any meeting materials available in an electronic format, excluding any information deemed confidential and exempt under Florida law. These materials shall remain on Broward Health’s website for at least one year after the Board or committee meeting.

B. Process for Adding Agenda Items

1) The administrative preparation for any of all Board and Board committee agendas are hereby delegated to the President/CEO, or his or her designee.

2) The President/CEO shall establish propose a uniform administrative agenda process, which shall include an agenda calendar and delineate the process for submission of agenda items, preparation and publication of agendas and back-up material, and distribution of such agendas and back-up material to Board Commissioners and members of Board committees who are not Commissioners. The uniform administrative agenda process, and any amendments thereto, shall be submitted by the President/CEO to the Board for approval at a regular or special Board meeting.

3) The Chair of the Board and the chair of a committee of the Board may designate the order and organization of their meeting agendas, but no agenda items properly submitted for consideration may be excluded by the Chair of the Board or the chair of a committee absent approval by the Board or a committee absent a majority vote of the respective members of the Board or such committee, as the case may be.

4) The President/CEO and any Board or committee member may place items on their respective agendas provided they do so consistent with the established and approved uniform administrative agenda process. The Board by resolution may authorize particular individuals, committees, or Departments of Broward Health to have the
authority to place items on Board or committee agendas. An emergency item may be added to any meeting agenda at such meeting provided a bona fide emergency exists warranting the addition of such agenda item. Notwithstanding the preceding, nothing herein shall be construed or interpreted as limiting the ability of any Board or committee member to alter or modify a motion or item placed on an agenda provided such modification is consistent with the subject matter of such motion or agenda item.

4) Any Direct Board Report may place items on the agenda of any regular or special Board meeting or Board committee meeting, any Commissioner may place items on the agenda of any regular or special Board meeting, and any Commissioner or member of a committee who is not a Commissioner may place items on the agenda of any Board committee meeting of a Board committee on which he or she serve; provided, that such placement of items on the agenda is in accordance with the uniform administrative agenda process adopted by the Board.

C. This resolution hereby supersedes, amends, replaces and repeals any previous conflicting resolution, or policy, or policies previously adopted by the Board.
Section 3.5: Minutes and Records of Meetings

WHEREAS, the Board recognizes that there may be times that members of the public cannot physically make it to attend meetings;

WHEREAS, to the extent practicable, the Board desires that the public be made aware of and participate in the deliberations and actions being made by the Board as it concerns the District and the committees of the Board;

WHEREAS, the Board is committed to public transparency in all of its actions; and

WHEREAS, the Board desires to use common and available technological means to provide public access to its regular, special, and Board committee meetings for those individuals who cannot otherwise be physically present at such meetings; and

WHEREAS, unless context otherwise requires, capitalized terms used but not defined herein have the meanings ascribed to such terms in the Amended and Restated Bylaws of the North Broward Hospital District, as amended from time to time (the “Bylaws”).

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners of the North Broward Hospital District, that:

1. In keeping adequate records of regular, special, and Board committee meetings, where available and where possible, such record shall include both audio/video recordings. Such recordings shall be kept on Broward Health's District's website for at least one (1) year. All recordings shall be kept and archived consistent with Florida’s public records laws, chapter 119, Florida Statutes and GS1-SL and GS4 of the General Records Schedules of the Division of Library and Information Services, Florida Department of State.

2. This resolution hereby supersedes, amends, replaces and repeals any previous conflicting resolution, or policy, or policies previously adopted by the Board.
Section 3.6: Notice of Meetings

WHEREAS, the District, as a special taxing district of the State of Florida, is subject to chapter 189, Florida Statutes (“Uniform Special District Accountability Act”); and
WHEREAS, all requirements of the Uniform Special District Accountability Act must be adhered to,
RESOLVED, by the Board of Commissioners of North Broward Hospital District:

A. Regular Board Meetings and Recessed and Reconvened Regular Board Meetings

Consistent with the provisions of section 189.015, Florida Statutes and any successor statute thereof, all as may be amended from time to time, a schedule of all regular Board meetings, inclusive of the date, time, and location of the scheduled Board meetings, shall be filed quarterly, semiannually, or annually with the Clerk of the Broward County Board of Commissioners. This schedule shall also be published quarterly, semiannually, or annually in the legal notices and classified advertisements portion of a newspaper of general-paid circulation within Broward County, of which such newspaper is published at least five (5) days per week, and, pursuant to chapter 50, Florida Statutes, is of general interest and readership in the community and not one of limited subject matter. In addition, to the extent possible, published notice of all regular Board meetings and any recessed and reconvened regular Board meeting shall be made at least seven (7) days prior to holding such meeting and advertised in the legal notices and classified advertisements portion of a newspaper of general-paid circulation within Broward County, of which such newspaper is published at least five (5) days per week, and, pursuant to chapter 50, Florida Statutes, is of general interest and readership in the community and not one of limited subject matter. However, in no event shall any regular Board meeting or recessed and reconvened regular Board meeting be held unless reasonable notice is provided consistent with section 286.011, Florida Statutes, or any successor statute thereof, all as amended from time to time.

B. Special Board Meetings and Committee Meetings

Notice of each special Board meeting or committee meeting shall be made at least seven (7) days prior to holding such meeting and advertised in the legal notices and classified advertisements portion of a newspaper of general-paid circulation within Broward County, of which such newspaper is published at least five (5) days per week, and, pursuant to chapter 50, Florida Statutes, is of general interest and readership in the community and not one of limited subject matter. All such advertisements of any special Board meeting or committee meeting shall include the day, time, place, and purpose of the special Board meeting or committee meeting.

C. Committees Not Requiring Notice

Notwithstanding the foregoing, nothing herein shall be construed or interpreted as requiring any notice of a meeting of an advisory committee established solely for and delegated only with information-gathering or fact-finding authority; provided, however, that such notice shall be required if such committee consists of two or more members of the Board.

D. This Resolution hereby supersedes, amends, replaces and repeals any previous conflicting resolution, policy, or policies.
Section 3.7: Regular Board Meetings

WHEREAS, the District, as a special taxing district of the State of Florida, is subject to section 286.011, et seq., Florida Statutes (the “Sunshine Law”); and

WHEREAS, all requirements of the Sunshine Law must be adhered to,

RESOLVED, by the Board of Commissioners of North Broward Hospital District:

1. Unless otherwise provided by chapter 395, Florida Statutes, or other provision of Florida Law,

   all regular Board meetings shall be open to the public and governed by the provisions of the
   Sunshine Law, or any successor statute thereof, all as may be amended from time to time.

2. This Resolution hereby supersedes, amends, replaces and repeals any previous conflicting

   resolution, policy, or policies.
Section 3.8: Special Board Meetings

WHEREAS, the District, as a special taxing district of the State of Florida, is subject to section 286.011, et seq., Florida Statutes (the “Sunshine Law”); and

WHEREAS, all requirements of the Sunshine Law must be adhered to.

RESOLVED, by the Board of Commissioners of North Broward Hospital District:

1. Unless otherwise provided by chapter 395, Florida Statutes, or other provision of Florida Law, all special Board meetings shall be open to the public and governed by the provisions of the Sunshine Law, or any successor statute thereof, all as may be amended from time to time.

2. This Resolution hereby supersedes, amends, replaces and repeals any previous conflicting resolution, policy, or policies.
Section 3.9: Emergency Board Meetings

WHEREAS, the Board recognizes that there may be times where the Board may need to convene in a swift and immediate manner to deal with emergencies;

WHEREAS, the Board recognizes that the traditional notice requirements of section 286.011, Florida Statutes (the “Sunshine Law”); and chapter 189, Florida Statutes (the “Uniform Special District Accountability Act”) may make it impracticable to deal with such emergencies;

WHEREAS, the Sunshine Law, Uniform Special District Accountability Act, and other Florida Laws contemplate that situations may arise whereby Boards may have to convene on an emergency basis;

WHEREAS, various provisions of Florida Law, including, but not limited to, sections 286.0114(3)(a) and 189.015(1), Florida Statutes, provide that such emergencies exist when there occurs a situation that affects the health, welfare, or safety of the public and compliance with the usual notice and public participation requirements of the Sunshine Law and Uniform Special District Accountability Act would be impracticable and cause an unreasonable delay in the ability of the Board to act in a swift and immediate manner to deal with such emergency (“Bona Fide Emergency”);

WHEREAS, Florida Law, the Sunshine Law, and the Uniform Special District Accountability Act do not provide much guidance regarding the procedure for the Board to follow in cases where the Board must immediately convene to deal with an emergency; and

WHEREAS, the Board intends for this Resolution to provide a procedure for the Board to follow in dealing with situations involving emergencies whereby the Board must act in a swift and immediate manner.

RESOLVED, by the Board of Commissioners of North Broward Hospital District:

1. Notwithstanding anything in the Bylaws or Codified Resolutions to the contrary, in the event of a Bona Fide Emergency, a Board meeting may be held with as much reasonable notice possible under the particular circumstances to deal with the emergency.

2. In such a situation, the Board’s first order of business at the emergency meeting must be a finding by a majority vote that a Bona Fide Emergency exists. Such a finding must conclude that a situation exists whereby an immediate act or decision must be taken to deal with a matter which affects the health, welfare, or safety of the public and that proper notice was provided as is appropriate under the circumstances. If the Board makes a finding that such an event does not constitute a Bona Fide Emergency, the Board must adjourn the meeting and comply with the proper notice requirements of regular and special Board meetings. To the extent possible, a quorum must be present to conduct business at the emergency meeting.

3. No business other than that stated in the notice or required to deal with the emergency may be transacted at such emergency meeting.

4. Consistent with section 189.015(1), Florida Statutes, or any successor statute thereof, all as amended from time to time, no approval of the annual budget shall be granted at an emergency meeting.

5. Any action taken at an emergency meeting must be subsequently ratified by the Board at the next regularly scheduled meeting of the Board.

6. Unless otherwise provided by chapter 395, Florida Statutes, or other provision of Florida Law, all emergency meetings shall be open to the public and governed by the provisions of section...
286.011, Florida Statutes, or any successor statute thereof, all as may be amended from time to time.

7. To the extent that allowing public participation would inhibit the swift and immediate action of the Board to deal with such an emergency situation, the Board may limit or entirely prohibit such public participation in the matter in accordance with section 286.0114(3)(a), Florida Statutes, or any successor statute thereof, all as may be amended from time to time.

8. This Resolution hereby supersedes, amends, replaces and repeals any previous conflicting resolution, policy, or policies.
Section 3.12: Committee Meetings

WHEREAS, the Board, in exercising its Charter oversight duties, desires to create committees to better assist the Board with performing such duties;

WHEREAS, such committees of the Board shall be created by resolution and establish such committee’s composition, jurisdiction, duties, and responsibilities;

WHEREAS, the District, as a special taxing district of the State of Florida, is subject to section 286.011, et seq., Florida Statutes (the “Sunshine Law”); and

WHEREAS, the Board intends that all requirements of the Sunshine Law be adhered to; and

WHEREAS, unless context otherwise requires, capitalized terms used but not defined herein have the meanings ascribed to such terms in the Amended and Restated Bylaws of the North Broward Hospital District, as amended from time to time (the “Bylaws”).

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners of the North Broward Hospital District, that:

1. Unless otherwise provided by Chapter 395, Florida Statutes, or other provision of law, all Board committee meetings shall be open to the public and governed by the provisions of section 286.011, Florida Statutes, the Sunshine Law, or any successor statute thereof, all as may be amended from time to time. Notwithstanding the foregoing, nothing herein shall be construed or interpreted as requiring an advisory committee established solely for, and delegated only with, information-gathering or fact-finding authority to hold meetings open to the public or be subject to the provisions of section 286.011, Florida Statutes, the Sunshine Law; provided, however, that such advisory committees shall be required to hold open meetings and be subject to the notice and minutes-taking requirements of section 286.011, Florida Statutes, the Sunshine Law if such committee consists of two (2) or more members of the Board Commissioners.

A. RESERVED

B. RESERVED

C. Permanent Standing Establishment of Committees

The Board, consistent with Section 12(c) of Article III of the Bylaws, establishes the following permanent standing committees of the Board.

1. Purchasing and Finance Audit Committee.
(a) Composition. The Purchasing and Finance Audit Committee shall consist of all members of the Board, three (3) Commissioners and two (2) expert consultants who shall be nominated by the Chair and appointed by the Board in accordance with the Bylaws. Expert consultants serving on the Audit Committee shall be subject to Bylaws and, consistent with the Bylaws, shall participate in the Board’s orientation program. The Chief Internal Auditor, or his or her designee, shall be required to attend all Audit Committee meetings to further the purposes, goals, and objectives of the Audit Committee, provide support and relevant information to the Audit Committee, and assist in matters falling within the jurisdiction of the Audit Committee. The Board’s Secretary-Treasurer shall not serve on the Audit Committee.

(b) Duties. The Purchasing and Finance Committee shall acquaint itself of the finances of the District in order to provide oversight and ensure transparency and accountability with regards to the use of the District’s public funds; shall recommend ways and means of securing funds for the District; shall recommend a bank or banks for deposit of all funds; shall assist in the preparation of an annual budget; and shall attend to all financial interests of the District as prescribed by the Charter, as amended, as well as perform other duties as may be requested by the Board. Audit Committee’s function, independence, and duties shall be as outlined in the Audit Committee Charter, adopted on August 27, 2006, and as amended from time to time.

(c) Meetings. The Purchasing and Finance Audit Committee shall meet monthly at least quarterly or as otherwise required by applicable law, or as necessary to perform its duties and responsibilities as set forth herein.

2. Building Committee

(a) Composition. The Building Committee shall consist of three (3) members of the Board who shall be appointed by the Chair.

(b) Duties. The Building Committee shall consider all matters concerning the District’s and its Subsidiaries’ buildings, facilities and the land of the District and to attend to all matters relating to new construction, renovation, acquisition, and leasing of real property in and for the District and its Subsidiaries, as well as to perform other duties as that may be requested by the Board from time to time.

(c) Meetings. The Building Committee shall as necessary to perform its duties as set forth herein.

3. Finance Committee
4. Joint Conference Committee.

(a) Composition. The Joint Conference Committee shall be a Medical Staff and Administration joint committee of the Board, administration and the Medical Staff. The voting members shall be comprised of the following persons: the Chief of Staff, the Vice Chief of Staff, and the Secretary/Treasurer of each Broward Health hospital of the District’s hospitals; three (3) members of the Board of Commissioners; the Chief Executive Officer of each Broward Health hospital of the District’s hospitals; and the President/CEO. The Chief Medical Officer shall be a non-voting ex officio member of the Joint Conference Committee. The chairpersonship shall alternate annually between a Board of Commissioners member and a Commissioner and a member of the Medical Staff member-elected by the Medical Staff members of the Joint Conference Committee. In the event that a member of the Chief of Staff, Vice Chief of Staff, or Secretary/Treasurer at a hospital of one of the District’s hospitals is unavailable to serve, the Medical Staff of the hospital may appoint a designee to serve as a voting member of this Committee and such designee shall be a current member of the applicable Medical Executive Council, as defined by the Medical Staff Bylaws.

(b) Duties. The Joint Conference Committee shall conduct itself as a forum for discussion, collaboration, and conflict resolution relating to matters of Broward Health the District and hospital policy and practice, especially those matters pertaining to the delivery of efficient, effective, and quality patient care and shall be a medico-administrative liaison among the Medical Staffs, the Board, and the administration.

(c) Meetings and Reporting. The Joint Conference Committee shall meet at least twice a year or as necessary at the request of either the chair of the Joint Conference Committee, the Chair of the Board, the President/CEO, any three (3) members of the Joint Conference Committee, or when a decision of the Board is contrary to a recommendation of any Medical Executive Council or the Unified Medical Staff Committee, The Joint Conference Committee and the
Unified Medical Staff Committee (as defined in the Medical Staff Bylaws) may promulgate rules to place items on the agenda of any regular or special Board meeting; provided, that such placement of items on the agenda is in accordance with the uniform administrative agenda process adopted by the Board. The recommendations of the Joint Conference Committee shall at all times be subject to final approval by the Board, which approval shall not be unreasonably withheld. It is the intent of the Bylaws and this resolution that the Joint Conference Committee shall at all times endeavor to carry out the general purposes of the Board and shall exercise its authority in such a manner as to assist the Board in its proper performance of its duties, as is consistent with the Bylaws and the Medical Staff Bylaws.

4. Audit Committee.

(a) Composition. The Audit Committee shall consist of three (3) members of the Board who shall be appointed consistent with the Bylaws and two (2) expert consultants appointed by the Board. Expert consultants serving on the Audit Committee shall be subject to Bylaws and, consistent with the Bylaws, shall participate in the Board’s orientation program. The Chief Internal Auditor, or his or her designee, shall be required to attend all Audit Committee meetings to further the purposes, goals, and objectives of the Audit Committee, provide support and relevant information to the Audit Committee, and to assist in matters falling within the jurisdiction of the Audit Committee. The Board’s Secretary-Treasurer shall not serve on the Audit Committee.

(b) Duties. The Audit Committee’s function, independence, and duties shall be as outlined in the Audit Committee Charter, adopted on August 27, 2006, and as amended from time to time.

(c) Meetings. The Audit Committee shall meet quarterly, or as necessary to perform its duties and responsibilities as outlined in the Audit Committee Charter.

5. Pension and Investment Governance Committee.

(a) Composition. The Pension and Investment Governance Committee shall consist of three (3) members of the Board Commissioners who shall be appointed nominated by the Chair consistent and appointed by the Board in accordance with the Bylaws.

(b) Duties. The duties of the Pension and Investment Governance Committee shall include, but not be limited to, reviewing the pension and investment opportunities on behalf of the Board, as well as to perform other duties as and making recommendations to the Board about the District’s governance structure and participating in the development of training and orientation materials for new Commissioners. The Governance Committee shall conduct periodic reviews of the District’s Bylaws and governance-related policies to ensure that they are consistent with the District’s Charter, as amended from time to time, and that the
Board is performing its duties as outlined in the Charter efficiently. The Governance Committee shall also perform any other duties that may be requested by the Board from time to time.

(c) Meetings. The Pension and Investment Meeting. The Governance Committee shall meet quarterly, or as necessary to perform its duties and responsibilities as set forth herein, as needed at the request of the Board, the Chair or the chair of the Governance Committee.

6. Human Resources Committee.

(a) Composition. The Human Resources Committee shall consist of three (3) members of the Board Commissioners who shall be appointed nominated by the Chair consistent and appointed by the Board in accordance with the Bylaws. The President/CEO shall, to the extent necessary, require the attendance of the Chief Human Resources Officer to further the purposes, goals and objectives of the Human Resources Committee, provide support and/or relevant information to the Human Resources Committee, and to assist in matters falling within the jurisdiction of the Human Resources Committee.

(b) Duties. The duties of the Human Resources Committee shall include, but not be limited to, conducting annual reviews and/or performance evaluations of those members of the District's Administration who report directly to the Board, the Direct Reports, establishing performance standards, reviewing executive leadership structure and positions, and reviewing employee benefits and incentive plans. The Human Resources Committee shall also perform other duties as that may be requested by the Board from time to time. The Human Resources Committee shall also designate a member to participate in the interview or hiring process for the Regional CEO of each of the District’s hospitals, Chief Financial Officer of the District, Chief Administrative Officer of the District, and Chief Medical Officer of the District.

(c) Meetings. The Human Resources Committee shall meet quarterly, or as necessary to perform its duties and responsibilities as set forth herein.

7. Legal Affairs and Governmental Relations Committee.

(a) Composition. The Legal Affairs and Governmental Relations Committee shall consist of all members of the Board Commissioners.

(b) Duties. The duties of the Legal Affairs and Governmental Relations Committee shall include, but not be limited to, reviewing the legal affairs of the District; reviewing the District’s State and Federal legislative efforts; reviewing
contracts for physician services, major employment contracts, and other major contractual commitments to be presented to the Board in accordance with the Board policies and General Administrative Policies and Procedures, as approved and as may be amended from time to time; and performing other duties as that may be requested by the Board from time to time.

(c) Meetings. The Legal Affairs and Governmental Relations Committee shall meet quarterly, or as necessary to perform its duties and responsibilities as set forth herein.

8. **Governance Pension and Investment Committee.**

(a) Composition. The Governance Pension and Investment Committee shall consist of three (3) members of the Board Commissioners who shall be appointed by the Chair consistent with the Bylaws.

(b) Duties. The duties of the Governance Pension and Investment Committee shall include, but not be limited to, reviewing and making recommendations to the Board about the District’s governance structure and participating in the development of training and orientation materials for new members of the Board. The Governance Committee shall conduct periodic reviews of the District’s Bylaws and governance-related policies to ensure that they are consistent with the District’s Charter, as amended from time to time, and that the Board is performing its duties as outlined in the Charter efficiently. The Governance Committee shall also perform any other duties as that may be requested by the Board from time to time.

(c) Meetings. The Governance Committee shall meet as needed at the request of the Chair of the Board or the Chair of the Committee necessary to perform its duties as set forth herein.

9. **Quality Assessment and Oversight Committee (the “QAOC”).**

(a) Composition. The QAOC shall consist of three (3) members of the Board Commissioners who shall be appointed by the Chair consistent and appointed by the Board in accordance with the Bylaws. To further the purposes, goals, and objectives, provide support and/or relevant information, and to assist in matters falling within the jurisdiction of the QAOC, the following individuals or their designees shall be required to attend all QAOC meetings: the
President/CEO; two (2) senior corporate members assigned by President/CEO; two (2) members of Corporate Quality and Risk Management; the Chief Medical Officer or a physician designated by the Chief Medical Officer; one (1) Regional Chief Nursing Officer; the Corporate Safety Officer; the Senior Vice President, Ambulatory Services; the Administrator of Gold Coast Home Health & Hospice; Senior Vice President, Clinical Services Ambulatory Division; the General Counsel; the Chief Internal Auditor; and the four (4) Regional Chief Executive Officers, Chief Medical Officers, and Quality Services Managers.

(b) Duties. The duties of the QAOC shall include, but not be limited to, evaluating the needs and expectations of the individuals served by the District to determine how the District might improve its overall efforts; identify new programs and processes to better assist those individuals served by the District; identify high-volume, high-risk, problem-prone or high-cost processes; recommend methods of improvement; make recommendations regarding patient safety; and evaluate the impact of patient outcomes. The QAOC should engage and receive input and data from outside regulatory and accrediting agencies, as appropriate, to assist in the performance of its duties. The QAOC shall also perform any other duties as that may be requested by the Board from time to time or as provided by Florida Law, and applicable federal law, rules and regulations and accreditation standards.

(c) Meetings. The QAOC shall meet quarterly or as necessary to perform its duties and responsibilities as set forth herein.


(a) Composition. The Risk Management Committee shall consist of three (3) non-voting members of the Board Commissioners who shall be appointed nominated by the Chair consistent and appointed by the Board in accordance with the Bylaws. To further the purposes, goals, and objectives, provide support and/or relevant information, and to assist in matters falling within the jurisdiction of the Risk Management Committee, the District's Senior Vice-President of Quality & Case Management, or his or her designee, and the Corporate Director of Claims and Insurance, or his or her designee, shall be required to attend all Risk Management Committee meetings.

(b) Duties. The duties of the Risk Management Committee shall include matters that relate solely to the evaluation of claims for which the District is, or may be, liable under Section 768.28, Florida Statutes, and which are filed with the District's Risk Management program or relate solely to offers of compromise of claims filed with the Risk Management program. The Senior Vice-President of Quality
&and Case Management, or his or her designee, shall be responsible for keeping a list of all matters discussed at the Risk Management Committee and noting each matter that has resulted in the termination of all litigation and settlement of all claims arising out of the same incident. Discussion at the Risk Management Committee shall be limited only to that necessary to the evaluation of claims for which the District is liable under Section 768.28, Florida Statutes, and which are filed with the District’s Risk Management program or relate solely to offers of compromise of claims filed with the Risk Management program. The Risk Management Committee shall also perform any other duties as may be provided under Florida Law. No member is a voting member of the Risk Management Committee shall be entitled to vote on the Risk Management Committee, and no final Board action may be taken at a Risk Management Committee meeting. The Risk Management Committee is designed solely for the District’s Risk Management Department to receive necessary direction and provide information from to the Board and for the Board to be apprised as regarding threatened or pending tort litigation against the District. This, however, shall not prohibit the Board from voting on any of these matters at an open meeting conducted under section 286.011, Florida Statutes of the Board.

(c) Meetings. The Risk Management Committee shall meet quarterly, or more frequently as needed, to perform its duties and responsibilities as set forth herein. From time to time, the Risk Management Committee, to better develop an understanding of the offers of compromise of claims filed with the Risk Management program and to foster more substantive discussion, may request the attendance of Risk Management personnel and outside legal counsel who are necessary for the discussions pertaining to the claims that are to be brought to the Risk Management Committee meeting. All meetings of the Risk Management Committee shall be limited to matters that are exempt from the provisions of Section 286.011, Florida Statutes, and section 24(a), Art. I of the Florida Constitution. The minutes of the meetings and proceedings of Risk Management Committee shall be recorded and maintained by the Risk Management Department and are exempt from the provisions of section 119.07(1), Florida Statutes, and Section 24(a), Art. I of the Florida Constitution until termination of all litigation and settlement of all claims arising out of the same incident.

2. This Resolution hereby supersedes, amends, replaces and repeals any previous conflicting resolution or policy, or policies previously adopted by the Board.
Chapter 4: Administration

Section 4.1: RESERVED Direct Board Reports
Section 4.2: RESERVED
Section 4.3: RESERVED Direct Board Reports RESERVED
Section 4.31: Direct Board Reports

WHEREAS, the District’s Charter permits the Board “to appoint and employ . . . agents and employees as said Board may deem advisable; and

WHEREAS, the Board desires to establish additional Direct Board Reports outside of those created within the Bylaws to assist the Board in its Charter oversight duties; and

WHEREAS, unless context otherwise requires, capitalized terms used but not defined herein have the meanings ascribed to such terms in the Amended and Restated Bylaws of the North Broward Hospital District, as amended from time to time (the “Bylaws”).

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners of the North Broward Hospital District, that:

A. RESERVED

B. RESERVED

C. RESERVED

D. RESERVED

E. RESERVED

F. Internal Auditor Audit Department

The Board shall select and employ an independent Internal Audit Department is hereby established to audit and review the District’s facilities and operations. The Internal Audit Department shall be managed by an independent Chief Internal Auditor, who shall be a Direct Board Report and shall be the Board’s direct representative in the audit and review of the District’s operations and facilities. In performing such duties and responsibilities, the Chief Internal Auditor shall oversee an Internal Audit Department and have full and unrestricted access to all of the District’s personnel, property, and records unless otherwise prohibited under federal laws or regulations or Florida Law or applicable federal laws, rules, or regulations. The Internal Auditor Audit Department shall perform such other duties and responsibilities requested by the Board pertaining to the audit and review of the District and shall perform any additional duties and responsibilities requested by committees created by the Board and delegated with the authority of furthering the Board’s objectives in the proper audit and review of the District’s operations and facilities.

G. Corporate Compliance and Ethics Department
A Corporate Compliance & Ethics Department is hereby established to manage the Corporate Broward Health’s compliance & ethics program of Broward Health and the District’s other facilities and wholly-owned entities. The Corporate Compliance & Ethics Department shall be managed by a Chief Compliance & Privacy Officer who shall administratively report to the President/CEO and be a Direct Board Report. The Chief Compliance & Privacy Officer shall make periodic reports to the Board as necessary in the Chief Compliance & Privacy Officer’s discretion or as that may be requested by the Board or the President/CEO. In performing such duties and responsibilities, the Chief Compliance & Privacy Officer shall coordinate with the General Counsel’s Office and shall have full and unrestricted access to the District’s personnel, property, and records, unless otherwise prohibited under federal laws or regulations or Florida Law. It shall be the duty of the Corporate Compliance & Ethics Department to carry out all policies and duties established by the President/CEO or as established by the Board via resolution.

H. This resolution hereby supersedes, amends, replaces and repeals any previous conflicting resolution, or policy, or policies previously adopted by the Board.
Chapter 5: Medical Staff

Section 5.1: RESERVED
Section 5.2: Medical Staff Bylaws
Section 5.2: Medical Staff Bylaws

WHEREAS, the District has an established self-governing Medical Staff that is at all times accountable to the Board;

WHEREAS, various federal laws and regulations, Florida Law, and accreditation standards govern the content and structure of a medical staff of a hospital;

WHEREAS, the Bylaws of the Board of North Broward Hospital District are being amended; and

WHEREAS, the Board intends to preserve the Medical Staff Bylaws and all rules, regulations, and policies enacted pursuant thereto upon ratification of the revised Bylaws until such a time that the Board and the Medical Staff choose to amend the same; and

WHEREAS, unless context otherwise requires, capitalized terms used but not defined herein have the meanings ascribed to such terms in the Amended and Restated Bylaws of the North Broward Hospital District, as amended from time to time (the “Bylaws”);

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners of the North Broward Hospital District, that:

In addition to those requirements provided in the Medical Staff Bylaws, as well as any other requirements under federal laws and regulations, Florida Law, or federal laws, rules and regulations, and accreditation requirements, the following rules, standards, and guidelines shall govern the Medical Staff and, as applicable, shall be included in the Medical Staff Bylaws:

A. Standards and Composition of the Medical Staff Bylaws

1) The Medical Staff Bylaws shall include, at a minimum, the following standards, characteristics, and guidelines:

(a) A determination, in accordance with Florida Law, of which categories of practitioners are eligible candidates for appointment to the Medical Staff;

(b) A statement of the duties and privileges of each category of Medical Staff (e.g., active, courtesy, etc.);

(c) A description of the organization of the Medical Staff;

(d) A process for existing members of the Medical Staff to make recommendations to the Board for consideration of new appointments and reappointments to the Medical Staff;

(e) A requirement that a medical history and physical examination be completed and documented for each patient no more than thirty (30) days before or twenty-four (24)
hours after admission or registration, but prior to surgery or a procedure requiring anesthesia services, and such medical history and physical examination shall be completed and documented by a member of the Medical Staff who is a qualified licensed individual in accordance with Florida Law and Broward Health’s the District’s Policies and Procedures;

(f) A requirement that an updated examination of the patient, including any changes in the patient’s condition, be completed and documented within twenty-four (24) hours after admission or registration, but prior to surgery or a procedure requiring anesthesia services, when the medical history and physical examination are completed within thirty (30) days before admission or registration and such updated examination of the patient, including any changes in the patient’s condition, shall be completed and documented by a member of the Medical Staff who is a qualified licensed individual in accordance with Florida Law and Broward Health’s the District’s Policies and Procedures;

(g) Include Criteria for determining the privileges to be granted to individual practitioners and a procedure for applying the criteria to individuals requesting privileges;

(h) The requirement that a delineation of privileges be provided for each member of the Medical Staff and such delineation of privileges shall not be stated simply as an overly broad specialty designation (e.g., such as “general surgery” or “general medicine”) unless such terms are specifically defined elsewhere;

(i) Procedures, within a time-limited period, for approving, approving in part, or denying an applicant’s request for privileges.

(j) A provision requiring any changes to the Medical Staff Bylaws and any rules and regulations promulgated thereunder be approved by the Board before being implemented by the Medical Staff;

(k) Procedures to ensure that the Medical Staff is accountable to the Board for the quality of care provided to patients;

(l) Procedures to ensure the criteria for selection include character, competence, training, experience, and judgment and not be based solely upon certification, fellowship, or membership in a specialty body or society;

(m) Procedures that require all members of the Medical Staff to conduct themselves in a manner that ensures that the welfare and health of the District’s patients and the best interest of the District are served;

(n) A procedure for the Board to consult directly with the Chief of Staff of each of Broward Health’s the District’s hospitals periodically throughout the District’s fiscal year and such discussion shall include, including, but not be limited to,
discussion of matters related to the quality of medical care provided to patients of each of Broward Health’s hospitals;

(o) The requirement that the Medical Staff, within thirty (30) days of a written request, supply the reasons in writing provides to any members of the Medical Staff or applicants for Medical Staff membership and clinical privileges who have had their privileges suspended, denied, revoked or curtailed, whether in whole or in part, the reason or reasons in writing within thirty (30) days of any such individual’s written request.

(p) The requirement that denial of Medical Staff membership or clinical privileges to any applicant be submitted, in writing, to the applicant’s respective licensing board or boards in accordance with applicable Florida Law and federal laws, rules and regulations.

(q) Procedures and guidelines, consistent with federal laws and regulations and Florida Law, pertaining to any refusal, revocation, or suspension of Medical Staff membership or any privileges attendant to such membership ensure due process rights, unless otherwise waived, of such individuals facing such corrective or adverse action and when such due process provides for the individual to receive a fair. The procedures for such a hearing shall include: (i) ensuring an orderly, fair, and impartial proceeding in which all facts relevant to the objections to the person’s membership and privileges may be heard; (ii) ensuring that such individual receives reasonable notice of the time and place of such hearing; (iii) provisions related to the nature of the objections to the person’s Medical Staff membership and clinical privileges and include the requirement that all accusations constituting the cause of action are made on the records together with the findings and conclusions to those objections are made upon the record of such hearing of the examining body; (iv) include the requirement that testimony at such hearing shall be stenographically or mechanically recorded and such thereafter be transcribed; (v) an appeal procedure and a time-limited period for rendering a final decision after the appeal; and (vi) that the transcription, all notices, documents, exhibits, demonstrative evidence submitted, findings and recommendations of the examining authority, and all findings and decisions of the Board relevant to those proceedings, are preserved by the District as a record of the proceedings;

(r) A provision providing for revocation and suspension of Medical Staff membership and clinical privileges, subject to due process and rights of, including a fair hearing, for disruptive acts by members of the Medical Staff not related to clinical performance or direct patient care;

(s) Standards and procedures for reasonable access by licensed chiropractors to the reports of diagnostic x-rays and laboratory tests of the
institutions' licensed medical facilities, subject to the same standards and procedures as other licensed physicians;

(f) Procedures to ensure that patients are only admitted to Broward Health are only the District’s hospitals, on the recommendation of a licensed practitioner permitted to admit patients to hospitals under Florida Law and who possesses admitting privileges at such hospital; and

(u) Procedures to establish periodic reviews (e.g., Focused Professional Practice Evaluations and Ongoing Professional Practice Evaluations) of all members of the Medical Staff.

B. Appointment to the Medical Staff

1) All criteria for selection of qualified licensed individuals eligible for Medical Staff membership shall be based upon individual character and background, health, demonstrated current competence, training, experience, judgment, adherence to applicable professional ethics, reputation, ability to work with others, and ability of the District’s hospitals to provide adequate facilities and supportive services and shall not be based solely upon certification, fellowship, or membership in a specialty body or society.

2) No individual shall be entitled to Medical staff membership at any of the District’s hospitals or facilities merely by virtue of the fact that he or she is duly licensed to practice in Florida and/or holds other certifications, is a member of a professional organization, has completed a fellowship or other post-graduate program, or that he or she, in the past or present, has been granted such privileges at another hospital or facility.

3) No otherwise qualified individual shall be denied Medical Staff membership or clinical privileges solely because such individual is licensed as a physician, dentist, podiatrist, psychologist, advanced practice registered nurse, or physician assistant; provided, that such practice coincides with the District’s needs.

4) The Medical Staff shall ensure that, as a condition of application to the Medical Staff and as a continuing condition of Medical Staff membership and clinical privileges, applicants and current members provide evidence of financial responsibility by one of the methods set forth under Florida Law, in a form and manner acceptable to the Medical Staff. The Medical Staff shall fully advise the Board of any member not in compliance with the financial responsibility requirements set forth under Florida Law.

5) Except in cases of emergency, no action on appointment, reappointment, or dismissal of a member of the Medical Staff shall be taken without prior referral to the Medical Staff for their recommendation.
C. RESERVED

D. Amendments to the Medical Staff Bylaws

The Medical Staff shall collaborate with the Board in the drafting of amendments to the Medical Staff Bylaws and any applicable rules and regulations or policies established to it, setting forth its organizations, standards, and governing principles. Any such amendments shall be approved by the Board before they become effective.

E. The Medical Staff Bylaws, as originally established on May 30, 2013, and as subsequently amended from time to time, as well as all Medical Staff rules, regulations, and policies promulgated thereto shall survive the ratification of the Board’s amended Bylaws.

F. This resolution hereby supersedes, amends, replaces and repeals any previous conflicting resolution, or policy, or policies previously adopted by the Board.
Chapter 6: Miscellaneous

Section 6.1: A Resolution to Establish a Procurement Code
Section 6.2: A Resolution Establishing a Uniform Policy for Conducting Investigations
Section 6.3: A Resolution Pertaining to Legal Retainer Engagement Agreements
Section 6.4: Internal Risk Management Program
Section 6.1: A Resolution to Establish a Procurement Code

WHEREAS, the Board is responsible for Charter oversight;

WHEREAS, Florida Law permits the delegation of authority not otherwise prohibited under Florida Law; and thereunder;

WHEREAS, the Board desires to delegate the power to enter into and bind the District to certain contracts, arrangements, and expenditures that pertain to the day-to-day management of the District’s hospitals and facilities.

WHEREAS, unless context otherwise requires, capitalized terms used but not defined herein have the meanings ascribed to such terms in the Amended and Restated Bylaws of the North Broward Hospital District, as amended from time to time (the “Bylaws”);

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners of the North Broward Hospital District, that:

1. The Board hereby makes a finding that certain contracts, arrangements, and expenditures of the District fall within operational management insofar as it involves the day-to-day management of the District’s hospitals and facilities.

2. The Board hereby directs the President/CEO to identify such contracts, arrangements, or expenditures that pertain to the day-to-day management of the District’s hospitals and facilities (“Operational Matters”).

3. The Board hereby directs the President/CEO to create a procurement code, consistent with Florida Law, containing such Operational Matters and which establishes certain necessary individuals or designees within the District who should have the power to enter into and bind the District with respect to such Operational Matters.

4. The procurement code created by the President/CEO shall create procedures that foster fair and open competition; reduce the appearance of improprieties and opportunities of favoritism; and that establish public confidence in the process by which commodities and contractual services are procured.

5. Such procurement code, and any policies pertaining to it, as amended from time to time, shall be submitted to the Board for ratification and shall not be effective or implemented until approved by the Board.

6. Nothing herein shall be construed or interpreted as invalidating the current procurement code currently in effect as of June 26, 2019 or any Board policies enacted pursuant thereto or
referenced therein until such procurement code and enacted and referenced policies are explicitly superseded by another procurement code and/or policies ratified/adopted by the Board.

7. This resolution hereby supersedes, amends, replaces and repeals any previous conflicting resolution, or policy, or policies previously adopted by the Board.
Section 6.2: A Resolution Establishing a Uniform Policy for Conducting Investigations

WHEREAS, the District voluntarily entered into a Corporate Integrity Agreement (the “CIA”) with the United States Department of Health & Human Services and integral to the terms of the CIA is the strengthening of the Broward Health District’s Compliance Program;

WHEREAS, the Corporate Compliance & Ethics Department has been reorganized to be independent and has the responsibility to thoroughly investigate all reported and discovered alleged wrongdoing, ethical, and professional breaches;

WHEREAS, it is critical that the Board’s confidence in the effectiveness of the compliance program be maintained; and

WHEREAS, the Corporate Compliance & Ethics Department must be allowed to demonstrate an ability to perform or coordinate internally the performance of its investigative responsibilities thus enabling the Board, Broward Health’s senior management, and other appropriate administration officials to take corrective action; and

WHEREAS, unless context otherwise requires, capitalized terms used but not defined herein have the meanings ascribed to such terms in the Amended and Restated Bylaws of the North Broward Hospital District, as amended from time to time (the “Bylaws”).

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners of the North Broward Hospital District, that:

1. All internal investigations concerning ensuring compliance with the CIA and the ethics and business policies of Broward Health shall be conducted by the Corporate Compliance & Ethics Department on its initiative or as a result of a referral or anonymous tip.

2. Any external investigations initiated and paid for by Broward Health, regardless of how authorized, shall be identified, summarized and presented to the Board at a properly noticed public meeting or shade session as appropriate.

3. The Corporate Compliance & Ethics Department is directed to establish procedures consistent with the Corporate Integrity Agreement, CIA and this resolution, to log, track, investigate, and report on all investigations to the President/CEO, General Counsel, and a designated Board member the Chair on a monthly basis. These procedures, upon the recommendation by the Chief Compliance & Privacy Officer and the President/CEO, shall be presented to the Board for approval.

4. This resolution hereby supersedes, amends, replaces and repeals any previous conflicting resolution, or policy, or policies previously adopted by the Board.
Section 6.3: A Resolution Pertaining to Legal Retainer Agreements

WHEREAS, the Charter of North Broward Hospital District empowers the Board to contract and to be contracted with:

WHEREAS, the Board has delegated its contracting powers to the CEO; provided, that the aggregate contract amount is below a designated amount, the contracting process is consistent with Broward Health’s procurement policies, the contract has been fully processed through Broward Health’s vendor registration and contracting systems, and the contract is approved as to legal form by the General Counsel’s Office; and

WHEREAS, the Board reserves the right to approve (a) all contracts that have an aggregate amount above the President/CEO’s designated amount per fiscal year, or (b) where the Board otherwise chooses to assert its jurisdiction; and

WHEREAS, the Board chooses to assert its jurisdiction over legal retainer agreements; and

WHEREAS, unless context otherwise requires, capitalized terms used but not defined herein have the meanings ascribed to such terms in the Amended and Restated Bylaws of the North Broward Hospital District, as amended from time to time (the “Bylaws”).

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners of North Broward Hospital District, that:

1. All legal retainer agreements whereby the District is charged hourly rates or any increment thereof shall be executed by the Board’s Secretary-Treasurer and the President/CEO.

2. All legal retainer agreements must include the scope of services to be provided and a fiscal year maximum contract authorization amount.

3. All legal retainer agreements must contain a provision requiring all invoices be timely, invoiced within sixty (60) days from when the charges are incurred and services rendered, and that any such services and costs invoiced after sixty (60) days are not charged and will not be paid.

4. The President/CEO is directed to identify all current legal retainer agreements not executed by the Board’s Secretary-Treasurer and the President/CEO. The President/CEO is hereby permitted to terminate, amend, and re-authorize such legal retainer agreements if the contract is otherwise consistent with this Resolution.

5. Broward Health’s General Counsel, as appropriate, may from time to time recommend legal retainer agreements to the President/CEO and/or the Board.

6. This resolution hereby supersedes, replaces, and repeals the resolution entitled “A Resolution to Clarify Retainer Agreements as Contracts”, which was adopted by the Board on [______], 2018.
6. This resolution hereby supersedes, amends, replaces, and repeals any previous other conflicting resolution, or policy, or policies previously adopted by the Board.
Section 6.4: Internal Risk Management Program

WHEREAS, the District has an internal risk management program that (a) performs the investigation and analysis of the frequency and causes of general categories and specific types of adverse incidents to District's patients; (b) develops appropriate measures to minimize the risk of adverse incidents to District's patients; (c) analyzes patient grievances that relate to patient care and the quality of medical services; (d) informs District's patients and other individuals authorized under Florida Law and federal laws, rules and regulations that the patient was the subject of an adverse incident; and (e) develops and implements an incident reporting system consistent with Florida Law (the “Risk Management Program”);

WHEREAS, Section 395.0197, Florida Statutes, mandates that the Board is responsible for the Risk Management Program; and

WHEREAS, the Board desires to establish the guidelines of the Risk Management Program to ensure the proper oversight consistent with Florida Law; and

WHEREAS, unless context otherwise requires, capitalized terms used but not defined herein have the meanings ascribed to such terms in the Amended and Restated Bylaws of the North Broward Hospital District, as amended from time to time (the “Bylaws”);

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners of North Broward Hospital District, that:

1. Every hospital of the District shall have a risk manager who is responsible for the implementation and oversight of their respective District hospital.

2. Each of the District’s hospital’s risk managers shall demonstrate competence, through education and experience, in all of the following areas:
   
   (a) Applicable standards of health care risk management;
   
   (b) Applicable federal, state, and local health and safety laws and rules;
   
   (c) General risk management administration;
   
   (d) Patient care;
   
   (e) Medical care;
   
   (f) Personal and social care;
   
   (g) Accident prevention;
   
   (h) Departmental organization and management;
(i) Community interrelationships; and
(j) Medical terminology.

3. The District shall also have a corporate risk manager who supervises each hospital’s risk managers.

4. The corporate risk manager shall have direct access to the Board. Each hospital risk manager shall have access to the Board through the corporate risk manager.

5. The President/CEO, or his or her designee, with the advice and consent of the Board, shall hire the corporate risk manager.

6. The corporate risk manager may not be terminated, suspended, or otherwise removed from his or her position absent Board approval following consultation with the President/CEO or his or her designee.

7. The corporate risk manager shall administratively report to the President/CEO.

8. The corporate risk manager may place items pertaining to the Risk Management Program on the agenda for any regular or special Board meeting provided such placement of items is consistent with the uniform administrative agenda process established by the President/CEO and approved by the Board.

9. In the event of a corporate risk manager vacancy, the President/CEO or his or her designee, following Board approval, shall determine the process to be used to recruit and employ a replacement to a position with direct Board access on a permanent, acting, or interim basis.

10. This resolution hereby supersedes, amends, replaces, and repeals any previous conflicting resolution, or policy, or policies previously adopted by the Board.
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