

**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 reasonably 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 include the date that any resolution included as a Codified Resolution was adopted by the Board, and the dates of any amendments thereto, and 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 conflicting 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 conflicting 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: Code of Conduct and Ethics

Section 2.8: RESERVED

Section 2.9: 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 conflicting 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. This resolution hereby supersedes, amends, replaces and repeals any conflicting resolution or conflicting 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 conflicting policy previously adopted by the Board.

Section 2.7: Code of Conduct and Ethics

WHEREAS, the District's Charter requires the Board to establish and adopt a code of conduct and ethics that governs the Board (the "Code of Conduct and Ethics");

WHEREAS, the Charter requires the Board to provide certain provisions in the Code of Conduct and Ethics;

WHEREAS, the Board, consistent with the obligations and requirements imposed under the Charter, desire to establish the Code of Conduct and Ethics; 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 establishes the Code of Conduct and Ethics.
2. For purposes of this Code of Conduct and Ethics, the following terms shall have meanings associated to them:
 - a. "Conflict of Interest" means a situation in which regard for a private interest tends to lead to disregard of a public duty or interest.
 - b. "Proper Disclosure" means a written notification by a Commissioner or Board committee member to the Compliance and Ethics Department when a Commissioner or Board committee member encounters a Conflict of Interest.
3. In the event of a Conflict of Interest, a Commissioner or Board committee member shall provide Proper Disclosure as soon as reasonably possible.
4. Pursuant to the Charter, it is considered a Conflict of Interest if any outside entity with a vendor or contractual relationship with the District, or any outside entity seeking a vendor or contractual relationship with the District, contacts a Commissioner or Board committee member with the intent to influence the decision of the Board. Accordingly, to the extent a Conflict of Interest arises in this circumstance, the affected Commissioner or Board committee member shall provide Proper Disclosure as soon as reasonably possible.
5. All Commissioners are subject to and shall abide by the requirements, standards, and prohibitions of Florida's Code of Ethics for Public Officers and Employees, Part III of chapter 112, Florida Statutes and any other applicable Florida Law.

- 6.** All Commissioners shall be subject to and abide by all policies passed by the Board pertaining to the acceptance of gifts including, but not limited to, Policy GA-004-012: Gifts, Gratuities, and Business Courtesies and Broward Health's Code of Conduct.
- 7.** The Board, through its Charter oversight and the Board's Compliance Committee, shall be responsible for the appropriate implementation of the District's Compliance and Ethics program as applicable to all financial and operational risks of the District.
- 8.** Each Commissioner and Board committee member shall receive a copy of, acknowledge receipt of, and agree to comply with, the Code of Conduct and Ethics.
- 9.** Each Commissioner and committee member shall participate in annual compliance training and continuing education which shall include, but not be limited to, the Board's Charter oversight responsibilities; the Board's responsibilities under this Code of Conduct and Ethics; the Board's responsibilities under chapter 286, 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); and the Board's and District's obligations under its Corporate Integrity Agreement with the Office of Inspector General, United States Department of Health and Human Services.
- 10.** This resolution hereby supersedes, amends, replaces and repeals any conflicting resolution or conflicting 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: Emergency Board Meetings

Section 3.10: RESERVED

Section 3.11: RESERVED

Section 3.12: Committees and 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 maintain 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 serves; 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 conflicting 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 conflicting policy previously adopted by the Board.

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 an emergency (a “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;

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; 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. Notwithstanding anything in the Codified Resolutions to the contrary, in the event of a Bona Fide Emergency, any Commissioner or the CEO may call a Board meeting to deal with the Bona Fide Emergency, which may be held following reasonable public notice as practicable 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 shall 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 fails to make a finding that such an

event constitutes a Bona Fide Emergency, the Board must adjourn the meeting and comply with the public notice requirements generally applicable under Florida Law to regular and special Board meetings.

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, the annual budget shall not be approved at an emergency meeting.
5. Any action taken at an emergency meeting must be subsequently ratified by the Board at the next meeting of the Board that is publicly noticed in accordance with the public notice requirements generally applicable to regular and special Board meetings.
6. Unless otherwise exempt under 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 a Bona Fide Emergency, the Board may limit or entirely prohibit such public participation in the matter and 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 conflicting resolution or conflicting policy previously adopted by the Board.

Section 3.12: Committees and 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 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 Board.
- (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. *Compliance Committee*

- (a) *Composition.* The Compliance Committee shall consist of all members of the Board. The Chief Compliance and Privacy Officer, or his or her designee, shall be required to attend all Compliance Committee meetings to further the purposes, goals, and objectives of the Compliance Committee, provide support and relevant information to the Compliance Committee, and assist in matters falling within the jurisdiction of the Compliance Committee.
- (b) *Duties.* The Compliance Committee shall be responsible for the review and oversight of the District's Compliance and Ethics Program, including, but not limited to, matters related to compliance with federal and state health care program requirements; the obligations of the District's Corporate Integrity Agreement between the District and the Office of Inspector General (the "OIG") of the United States Department of Health and Human Services (the "CIA"); matters brought to and the performance of the Executive Compliance Workgroup that serves as the

Compliance Committee under the CIA; the performance of the Chief Compliance and Privacy Officer; and any other duties that may be requested by the Board from time to time.

- (c) The Compliance Committee shall submit to the Board and the OIG a description of the documents and other materials it reviewed along with any additional steps taken (including, but not limited to, the engagement of an independent advisor or other third-party resources) in the Compliance Committee's oversight of the District's Compliance and Ethics Program or in support of making the Board's resolution, as detailed in the CIA, summarizing the Compliance Committee's review and oversight of the District's compliance with federal health care program requirements and the District's obligations under the CIA.
- (d) *Meetings.* The Compliance Committee shall meet at least quarterly or more as necessary to perform its duties as set forth herein.

4. *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.

5. *Governance Committee.*

- (a) *Composition.* The Governance Committee shall consist of three (3) Commissioners who shall be 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) *Meetings.* 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 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 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. *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.

8. *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.

9. *Pension and Investment Committee.*

- (a) *Composition.* The Pension and Investment Committee shall consist of three (3) Commissioners who shall be appointed by the Board 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.

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

- (a) *Composition.* The QAOC shall consist of three (3) Commissioners who shall be 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.

11. *Risk Management Committee.*

- (a) *Composition.* The Risk Management Committee shall consist of three (3) non-voting Commissioners who shall be 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.

D. RESERVED

E. Committee Appointments

The officers of Board committees shall be the chair and vice-chair, and such other offices as such committee may establish from time to time (the “Committee Officers”); provided, however, that all Committee Officers shall be Commissioners. The committees shall appoint their respective Committee Officers at the first committee meeting convened following the appointment or reappointment of the committee members. Committee Officer vacancies may be filled for the remainder of the then-current term by the committee at any meeting of such committee. All Committee Officers serve at the pleasure of their respective committees. The chair of each committee shall preside over all meetings of such committee and may exercise all powers and duties granted to and imposed on that position by the Board or such committee. In the absence of a committee chair, the vice-chair of such committee shall act in the role of chair and shall have all the powers and authority granted or imposed on the committee chair.

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

Chapter 4: Administration

Section 4.1: RESERVED

Section 4.2: RESERVED

Section 4.3: RESERVED

Section 4.4: RESERVED

Section 4.5: Chief Compliance and Privacy Officer

Section 4.5: Chief Compliance and Privacy Officer

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 has established the Chief Compliance and Privacy Officer as a Direct Board Report;

WHEREAS, the Board desires to formalize the current duties of the Chief Compliance and Privacy Officer; 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 duties, responsibilities or obligations imposed upon the Chief Compliance and Privacy Officer in the Bylaws, the Chief Compliance and Privacy Officer shall be responsible for the following duties and responsibilities: (a) making periodic reports (at least quarterly) to the Board and as otherwise necessary in the Chief Compliance and Privacy Officer's discretion or as requested by the Board or the CEO; and (b) developing and implementing policies, procedures, and practices designed to ensure compliance with the requirements set forth in the District's Corporate Integrity Agreement between the District and the Office of Inspector General (the "OIG") of the United States Department of Health and Human Services (the "CIA") and with federal health care program requirements.
2. The Chief Compliance and Privacy Officer may, when performing such duties and responsibilities, coordinate with the General Counsel's Office but may not be subordinate to the General Counsel. The Chief Compliance and Privacy Officer may not possess any responsibilities that involve acting in any capacity as legal counsel or supervising legal counsel functions for the District. In carrying out his or her functions and responsibilities, the Chief Compliance and Privacy Officer shall have full and unrestricted access to the District's personnel, property, and records, unless otherwise prohibited under federal laws or regulations, the CIA, or Florida Law.
3. No noncompliance job responsibilities shall be imposed upon the Chief Compliance and Privacy Officer if such job responsibilities would affect the Chief Compliance and Privacy Officer's ability to perform the duties necessary to meet the obligations of the CIA nor shall the Chief Compliance and Privacy Officer be subordinate to the Chief Financial Officer of the District.
4. Any such changes to the Chief Compliance and Privacy Officer's identity or any changes to the Chief Compliance and Privacy Officer's job responsibilities or description that

would affect the Chief Compliance and Privacy Officer's ability to perform the duties necessary to meet the obligations in the CIA shall be communicated and reported to the OIG within five (5) days after such a change.

5. This resolution hereby supersedes, amends, replaces and repeals any conflicting resolution or conflicting 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 interests 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 conflicting 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 Letters

Section 6.4: Internal Risk Management Program

Section 6.5: A Resolution Regarding Internal Audit Department Access to Information

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 code in effect as of the date hereof 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 conflicting 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 conflicting 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 engagement letters; 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 engagement letters whereby the District is charged hourly rates or any increment thereof shall be executed by the CEO.
2. All legal engagement letters shall include the scope of services to be provided and a fiscal year maximum contract authorization amount.
3. All legal engagement letters 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, in his or her sole discretion, is permitted to identify all current legal engagement letters inconsistent with this Resolution and terminate, amend, or reauthorize such legal engagement letters. This Resolution shall not invalidate any current legal engagement letters inconsistent with this Resolution if the CEO determines such legal engagement letter is still needed to protect the interests of the District.
5. The General Counsel, as appropriate, may from time to time recommend legal engagement letters 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 November 28, 2018.
7. This resolution hereby supersedes, amends, replaces, and repeals any other conflicting resolution or conflicting 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 conflicting policy previously adopted by the Board.

Section 6.5: A Resolution Regarding Internal Audit Department Access to Information

WHEREAS, there has been confusion about the internal audit department's authority and autonomy to fulfill its critical role and responsibilities;

WHEREAS, the internal audit department must have reasonable unfettered access to fulfill its mission;

WHEREAS, the Board has ultimate oversight responsibilities with respect to 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 North Broward Hospital District, that:

- 1.** The internal audit department will have reasonable unfettered access to any and all information required to perform their internal audit work.
- 2.** Any and all objections to providing the internal audit department unfettered access to any and all information required to perform their internal audit work will be immediately communicated to the Chief Executive Officer (CEO), the Chair of the Board and the chair of the Audit Committee.
- 3.** The CEO will either grant the internal audit department's request for unfettered access to any and all information required to perform their internal audit work or present to the chair of the Audit Committee a compromise for evaluation by the Audit Committee.
- 4.** The Audit Committee will review the compromise proposed by the CEO and any and all relevant supporting information and make a final determination to resolve the matter.
- 5.** This resolution hereby supersedes, amends, replaces, and repeals any conflicting resolution or conflicting policy previously adopted by the Board.