

REGULAR BOARD MEETING 4:00 p.m., Wednesday, June 30, 2021

The Board of Commissioners Regular Board Meeting of the North Broward Hospital District was held at 4:00 p.m., on June 30, 2021, at the Broward Health Corporate Spectrum Location, 1700 NW 49th Street, Suite 150, Fort Lauderdale, Florida 33309.

1. NOTICE

Official notice is attached to these minutes, titled EXHIBIT I. Agenda of this meeting is attached to the minutes, titled EXHIBIT II. Supporting documents are attached to these minutes, titled EXHIBIT III, if applicable. Exhibits are presented for consideration of the Board.

2. CALL TO ORDER

There being a quorum present, the meeting was called to order by Chair Nancy W. Gregoire at 4:02 p.m.

3. ROLL CALL

Present: Commissioner Christopher J. Pernicano
Commissioner Levi G. Williams, Jr.
Commissioner Ray T. Berry
Commissioner Marie C. Waugh, Secretary/Treasurer
Commissioner Stacy L. Angier, Vice Chair (via Microsoft Teams)
Commissioner Nancy W. Gregoire, Chair

Not Present: Commissioner Jonathan K. Hage

Senior Leadership

Additionally Present: Shane Strum, President/Chief Executive Officer
Alan Goldsmith, Chief Operating Officer
Alex Fernandez, Chief Financial Officer
Linda Epstein, Corporate General Counsel

4. THE PLEDGE OF ALLEGIANCE

The Pledge of Allegiance was led by Commissioner Levi G. Williams, Jr.

5. PUBLIC COMMENTS

Chair Gregoire opened the floor for public comments, in which the following speakers came forward.

Mr. Vincente Thrower requested that the Community Relations Council Meetings be a topic of consideration at Board Meetings. Mr. Thrower also spoke to issues being considered related to the minority black community and asked how they can be better engaged. Mr. Thrower ended his comments by requesting that the *Invocation Opening Prayer* be reestablished at the Board Meetings.

Additional speakers stated they were part of a later agenda item related to the AIDS Healthcare Foundation.

6. APPROVAL OF MINUTES

Without objection, Chair Gregoire approved the minutes, dated May 26, 2021.

Motion *carried* without dissent.

7. MEDICAL STAFF CREDENTIALING – Dr. Andrew Ta. Chief Medical Officer

- | | |
|-------------------------------------|-------------------------------------|
| 7.1.) Broward Health North | 7.3.) Broward Health Medical Center |
| 7.2.) Broward Health Imperial Point | 7.4.) Core Privilege Forms Approval |
| 7.3.) Broward Health Coral Springs | |

MOTION It was *moved* by Commissioner Angier, *seconded* by Commissioner Waugh, that:

The Board of Commissioners of the North Broward Hospital District approve Medical Staff Credentialing Reports Core Privilege Forms, as presented.

Motion confirmed by roll-call vote:

- YES** Commissioner Christopher J. Pernicano
- YES** Commissioner Levi G. Williams, Jr.
- YES** Commissioner Ray. T. Berry
- YES** Commissioner Marie C. Waugh, Secretary/Treasurer
- YES** Commissioner Stacy L. Angier, Vice Chair (via Microsoft Teams)
- YES** Commissioner Nancy W. Gregoire, Chair

Motion *carried* 6/0.

Chair Gregoire introduced Ms. Ana Calderon-Randazzo, Administrator, Children's Diagnostic and Treatment Center (CDTC), to present a plaque to Dr. Andrew Ta, in honor of his service at and

his continued support of CDTC, as he enters retirement. Ms. Calderon-Randazzo's team joined her at the podium for the presentation.

Chair Gregoire followed Ms. Calderon-Randazzo's presentation with a gift for Dr. Ta from the Board and Board Liaison. Chair Gregoire noted Dr. Ta's incredible guidance and leadership during his tenure and the Board's sincere appreciation.

Chair Gregoire announced that Mr. Steve Foreman, Compliance Advisor to the Board of Commissioners, would be finalizing his contract with Broward Health. Mr. Foreman was presented a plaque in commemoration of his service. It was noted that Mr. Foreman's guidance was integral to making positive changes across the system, specifically related to the Corporate Integrity Agreement.

8. INTRODUCTION OF INTERIM SYSTEM CHIEF MEDICAL OFFICER (PRESENTER – DR. ANDREW TA, CHIEF MEDICAL OFFICER)

Item 8, Introduction of Interim System Chief Medical Officer was heard after Item 9.1.

Dr. Ta introduced Dr. Joshua Lenchus as the Interim System Chief Medical Officer for Broward Health, as Dr. Ta steps down to retire.

Dr. Lenchus spoke to the bittersweet moment of taking on the role of Interim Chief Medical Officer while seeing Dr. Ta retire.

9. CHIEF MEDICAL STAFF UPDATES

Medical staff updates were given by Dr. Lehr for Broward Health North, Dr. Jensen for Broward Health Imperial Point, Dr. Penate for Broward Health Coral Springs, and Dr. Kumar for Broward Health Medical Center. Said reports highlighted each of the facilities' objectives, events, and awards received over the past month.

9.1.) Broward Health North

*Chair Gregoire noted that Item 8 was overlooked, and therefore returned to the item prior to completing the Medical Staff Updates.

9.2.) Broward Health Imperial Point

9.4.) Broward Health Medical Center

9.3.) Broward Health Coral Springs

WALK-ON MOTION It was *moved* by Commissioner Berry, *seconded* by Commissioner Williams that:

The Board of Commissioners of the North Broward Hospital District add an agenda item for the public speakers who represent the AIDS Healthcare Foundation.

MINUTES

Commissioner Berry noted that the AIDS Healthcare Foundation published a press release on this day concerning the issue at hand.

Motion *carried* unanimously.

Ms. Ebonni Chrispin, Legislative Affairs and Community Engagement Manager, AIDS Healthcare Foundation, alleged that the organization's insurance plan had rates that were substantial in comparison to other hospitals.

Mr. Kahane clarified that the insurance plan was managed by the foundation and therefore paying the high rates out of their funding. He additionally stated that they have been in communications with the Contract Administration Department and Finance Department in an attempt to resolve the pricing concerns since February 2021.

In response to a press release accusing the organization of putting profit above patients, Commissioner Berry reported that Broward Health provides \$350-million dollars per year in indigent medical services in Broward County. He further shared that in no way is there ever an attempt by Broward Health to push patients to go to other facilities instead, and in fact, Broward Health receives patients from other hospitals who refuse to treat on a consistent basis.

Chair Gregoire echoed Commissioner Berry's sentiments regarding the press release as a non-productive attempt to resolve the foundation's concerns and clarified that Broward Health is a not-for-profit public entity. She requested that those who were responsible for the press use a gentler hand for more effectiveness.

Commissioner Berry encouraged Mr. Kahane to return to staff negotiations, and noted that Mr. Shane Strum, President/CEO and Mr. Alex Fernandez, Chief Financial Officer, would surely participate in a resolution.

Dr. Mark Bivins, Regional Medical Director for Positive Healthcare and third speaker on behalf of the AIDS Healthcare Foundation, stated that the foundation's Medicare plan serves the needs of a specialized population and suffer beyond what the traditional Medicare patient suffers. The foundation provides services beyond what Medicare offers, including meal delivery and transportation needs. He requested that the Board instruct the Managed Care team to work with the foundation to establish a contract at a fair rate that approximates Medicare

Chair Gregoire reminded the guest speaker that Broward Health and its Foundation were both non-profit.

Ms. Ana Calderon-Randazzo, Administrator for the Children's Diagnostic and Treatment Center, spoke to the comprehensive program at CDTC, which included a food pantry, meal deliveries, and virtual and telehealth services. She shared that without the support of Broward Health, CDTC could not have survived to provide the services to the community.

10. PRESENTATIONS

10.1. CEO Update (Presenter – Shane Strum, President/Chief Executive Officer)

Prior to Mr. Strum giving his full monthly report, the following topics were highlighted:

Mr. Strum shared his respect and appreciation for the retiring System Chief Medical Officer, Dr. Andrew Ta. He shared how deeply grateful he was for Dr. Ta's support and guidance during his own onboarding as the new CEO of Broward Health.

Recognition was also given to the four hospital Chiefs of Staff for continuing to perform phenomenally, especially noting the outstanding Graduate Medical Education and Residency Program.

Mr. Strum presented the full monthly report, highlighting the five pillars (Quality, Service, People, Growth, and Finance) of the organization and the progress at each of the facilities.

Three videos were shared featuring the following stories:

- Heart Attack Survivor Testimonial
 - Abraham Topp, heart attack patient, shared his story that while heading to his car after his daily beach run in Dania Beach, he stopped breathing and had no pulse.
 - It was noted by Dr. Kenneth Zelnick, Broward Health Cardiologist, that Mr. Topp suffered a heart attack, followed by sudden cardiac death.
 - Mrs. Sally Topp shared her gratefulness for the organization's medical professionals who saved her husband's life.
- Drive-Thru Prom
 - Held for 75 Broward Health teenage patients who are battling illness and could not attend a traditional prom.
 - Heather Havericak, Chief Executive Officer, Broward Health Medical Center, shared that in partnership with the Duncan Joy in Childhood Foundation, a variety of performers and vendors were included to ensure that every aspect of the prom was exactly what the students hoped for.
- Children Team-Up for Arts and Crafts Fundraiser

- A brother and sister, children of Dr. Kira Fenton and Dr. Daniel Fenton, collaborated on a goal to raise \$10,000 dollars for the Children's Hospital.
- The fundraising event consisted of arts and crafts, resulting in \$25,000 dollars in donations.

11. **CONSENT AGENDA**

- 11.1. Approval of Legal Fees for Scott Richardson, Esq.
- 11.2. Approval of the Interim Financial Statement for the month of May 2021
- 11.3. Approval of the 2022 Financial Balanced Scorecard Targets
- 11.4. Approval of BHPG, Employment Agreement for Dr. Violeta A. McCormack
- 11.5. Approval to renew the Line of Credit with Bank United
- 11.6. Approval of Resolution FY21-18 Resolution Authorizing the District to Open and Close Investment Accounts
- 11.7. Approval of Quality Assessment and Oversight Committee Consent Agenda, Quarterly Reports, Data Q1 CY2021
 - 11.7.1. Community Health Services - Healthcare for Homeless
 - 11.7.2. Ambulatory - Physician Practice Update
 - 11.7.3. Home Health & Hospice
 - 11.7.4. Population Health
 - 11.7.5. Medicare Readmission
 - 11.7.6. Medicare Mortalities
 - 11.7.7. Environment of Care
 - 11.7.8. Antimicrobial Stewardship
 - 11.7.9. Sepsis Prevention
 - 11.7.10. Infection Prevention
 - 11.7.11. Hospital Acquired Pressure Injury
 - 11.7.12. Grievances
 - 11.7.13. Patient Satisfaction HCAHPS
 - 11.7.14. Risk Management Quarterly Reports
 - 11.7.15. 2020 Patient Safety Appraisal Reports by Region
 - 11.7.16. 2020 Performance Improvement Appraisal by Region
 - 11.7.17. 2020 Infection Prevention Appraisal by Region
 - 11.7.18. 2020 Environment of Care Reports by Region
- 11.8. Approval of the 2022 Quality and Service Balanced Scorecard Targets
- 11.9. Approval of the 2021 system-wide Infection Prevention and Control Program Surveillance Plan
- 11.10. Approval of the 2021 system-wide Performance Improvement Plan
- 11.11. Approval of 2021 system-wide Patient Safety Plan
- 11.12. Approval of 2021 system-wide Complaint/Grievance Management Policy

MINUTES

NORTH BROWARD HOSPITAL DISTRICT

North Broward Hospital District Board of Commissioners
1700 Northwest 49th Street, Suite #150, Ft. Lauderdale, FL 33309

- 11.13. Approval of Resolution FY21-19 Resolution Amending the Bylaws of the Board of Commissioners of the North Broward Hospital District Following the Board's Biennial Review
- 11.14. Approval of Policy GA-020-020 Legislative Mandates Restricting the Use of Federal Grant Funds
- 11.15. Approval of the FY 2022 Balanced Scorecard

MOTION It was *moved* by Commissioner Berry, *seconded* by Commissioner Williams, that:

The Board of Commissioners of the North Broward Hospital District approve items 11.1 through 11.15 on the Consent Agenda.

Motion confirmed by roll-call vote:

YES Commissioner Christopher J. Pernicano
YES Commissioner Levi G. Williams, Jr.
YES Commissioner Ray. T. Berry
YES Commissioner Marie C. Waugh, Secretary/Treasurer
YES Commissioner Stacy L. Angier, Vice Chair
YES Commissioner Nancy W. Gregoire, Chair

Motion *carried* 6/0.

12. **DISCUSSION AGENDA**

- 12.1. Resolution FY21-20: Resolution Amending the Codified Resolutions of the Board of Commissioners of the North Broward Hospital District Following the Board's Biennial Review (Presenter – Linda Epstein, Corporate General Counsel)

MOTION It was *moved* by Commissioner Pernicano, *seconded* by Commissioner Angier, that:

The Board of Commissioners of the North Broward Hospital District approve Resolution FY 21-20: Resolution Amending the Codified Resolutions of the Board of the North Broward Hospital District Following the Board's Biennial Review, as presented.

Motion confirmed by roll-call vote:

YES Commissioner Christopher J. Pernicano
YES Commissioner Levi G. Williams, Jr.
YES Commissioner Ray. T. Berry
YES Commissioner Marie C. Waugh, Secretary/Treasurer
YES Commissioner Stacy L. Angier, Vice Chair
YES Commissioner Nancy W. Gregoire, Chair

Motion *carried* 6/0.

MINUTES

NORTH BROWARD HOSPITAL DISTRICT

North Broward Hospital District Board of Commissioners
1700 Northwest 49th Street, Suite #150, Ft. Lauderdale, FL 33309

13. COMMENTS BY COMMISSIONERS

Closing comments were given by the Commissioners.

14. NEXT REGULAR BOARD MEETING

The next regularly scheduled Board of Commissioner's Meeting will be held on Wednesday, July 28, 2021 at 4:00 p.m. at the Broward Health Corporate Spectrum location, 1700 Northwest 49th Street, Suite 150, Fort Lauderdale, Florida 33309.

15. ADJOURNMENT

There being no further business on the agenda, the Chair adjourned the meeting at 5:40 p.m.

Respectfully submitted,
Commissioner Marie C. Waugh, Secretary/Treasurer

APPROVED

Resolution FY21-18

Resolution Authorizing the District to Open and Close Investment Accounts

WHEREAS, the North Broward Hospital District (the "District"), on December 31, 1998 opened an investment account, North Broward Hospital District Donated Funds (the "Account"), at Northern Trust Corporation (the "Northern Trust") for the benefit of the North Broward Hospital District Charitable Foundation d/b/a Broward Health Foundation (the "Foundation");

WHEREAS, the Account was opened under the Taxpayer Identification Number (the "TIN") of the District and the Board of Commissioners of North Broward Hospital District (the "Board") has determined that it is more appropriate for the Account to be listed under the Foundation's TIN;

WHEREAS, to accomplish the foregoing, Northern Trust has stated that the Account must be closed and a new investment account under the Foundation's TIN must be opened;

WHEREAS, the Board, at its January 29, 2020 regular board meeting, adopted Resolution FY20-15, Financial Institution Resolution, with respect to certain banking powers of the District (the "Banking Resolution");

WHEREAS, the Banking Resolution requires Board approval to open and close financial accounts;

WHEREAS, the Board wishes to grant the District permission to close the Account and open a new investment account bearing the Foundation's TIN; and

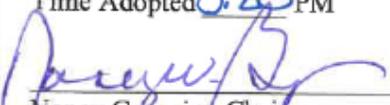
WHEREAS, unless context otherwise requires, capitalized terms used but not defined herein have the meanings ascribed to such terms in the Amended and Restated Bylaws of the North Broward Hospital District and its accompanying Codified Resolutions of the Board of Commissioners of the North Broward Hospital District.

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

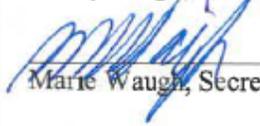
1. The Board hereby grants the authority to those authorized officials listed in the North Broward Hospital District Incumbency Certificate and Certification of Authorized Signatures to Financial Institution Accounts to close the Account and open a new investment account with Northern Trust under the Foundation's TIN.
2. This resolution is effective immediately upon its ratification by the Board.
3. This resolution hereby supersedes, amends, replaces and repeals any conflicting resolution or conflicting policy previously adopted by the Board.

DULY ADOPTED this 30th day of June.

Time Adopted 5:25 PM


Nancy Gregoire, Chair

Date 6/30/2021


Marie Waugh, Secretary-Treasurer

Date 6/30/2021

Resolution FY21-19

**Resolution Amending the Bylaws of the Board of Commissioners of the North Broward Hospital District
Following the Board's Biennial Review**

WHEREAS, Fla. Admin. Code. R. 59A-3.272 requires the Board of Commissioners (the "Board") of the North Broward Hospital District (the "District") to review its written bylaws, rules and regulations at least every two (2) years;

WHEREAS, on July 31, 2019, the Board ratified the Amended and Restated Bylaws of the North Broward Hospital District (the "Bylaws") and its accompanying Codified Resolutions of the Board of the North Broward Hospital District ("Codified Resolutions"), both as amended from time to time;

WHEREAS, consistent with Fla. Admin. Code. R. 59A-3.272 and para. 1 of Chapter 1 of the Codified Resolutions, the Board has conducted its biennial review of its Bylaws and Codified Resolutions;

WHEREAS, in accordance with para. 2 of Chapter 1 of the Codified Resolutions, the District's Office of the General Counsel has assisted the Board in its biennial review of the Bylaws and Codified Resolutions by reviewing any recent changes to Florida Law and by proposing amendments to the Board's Bylaws and Codified Resolutions consistent with best practices;

WHEREAS, art. VII.(a) of the Bylaws requires that proposed amendments to the Bylaws be presented in writing and delivered to all the sitting Commissioners at or prior to the regular Board meeting preceding the Board meeting at which the Board adopts any amendments to the Bylaws ("Amendment Notice");

WHEREAS, the Board has been provided the Amendment Notice prior to the Board's May 2021 meeting;

WHEREAS, art. VII.(a) of the Bylaws provides that the Bylaws may only be amended upon an affirmative vote of two-thirds (2/3) of the total number of Commissioners established under the District's enabling legislation in ch. 2006-347, Laws of Florida, as amended; and

WHEREAS, unless context otherwise requires, capitalized terms used but not defined herein have the meanings ascribed to such terms in the Bylaws and Codified Resolutions.

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

1. The Bylaws are hereby amended as provided below. Words ~~stricken~~ are deletions; words underlined are additions.
2. The Board hereby amends art. I of the Bylaws to read as follows:

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. Unless otherwise explicitly stated, any mention of "majority vote," "affirmative vote," or the like in these Bylaws or the Codified Resolutions shall mean a vote of the majority of Commissioners or committee members in attendance following the establishment of a quorum in accordance with Florida Law. Any mention of "present members," "members present," "in attendance" or the like shall mean those Commissioners, committee members, or others in attendance and participating either in person or via communications media technology.

3. The Board hereby amends subsections (b) and (c) of art. III, s. 1 of the Bylaws to read as follows:

1. **Quorum**

(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 in the event a Board committee is established with a membership of only two (2) committee members, a quorum for a Board committee meeting shall be no fewer than two (2) both committee members.

(c) **Participation Through Communications Technology.** Any Commissioner and member of a Board committee who is not a Commissioner may attend, participate and vote in any regular or special meeting provided for herein by use of ~~telephone conference or video conference~~ communications media technology; provided, that, a quorum is established in accordance with Florida Law. All communications by the participating Commissioners and Board committee members via communications media technology must be fully audible to the public at the noticed 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.

4. The Board hereby amends subsection (b) of art. III, s. 4 of the Bylaws to read as follows:

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.

(b) **Process for Adding Agenda Items.** The Board, via a resolution, shall adopt ~~a uniform administrative~~ an agenda process for bringing items to the Board or any of its committees.

5. The Board hereby amends art. VI. of the Bylaws to read as follows:

Article VI. – Codified Resolutions of the Board of the North Broward Hospital District

Any Except for resolutions containing a sunset and/or contingent-expiration clause, any resolutions resolution adopted by the Board pursuant to these Bylaws which concerns policy, directives, procedure, board governance, administrative matters, or any other matters of significance as determined by the General Counsel 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.

6. The Board hereby amends subsection (a) of art. VII. of the Bylaws to read as follows:
 - 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.
7. This resolution hereby supersedes, amends, replaces and repeals any conflicting resolution or conflicting policy previously adopted by the Board.

DULY ADOPTED via two-thirds (2/3) affirmative vote of the seven (7) sitting Commissioners this 30th day of June, 2021.

Time Adopted 5:25 PM

Resolution FY21-20

Resolution Amending the Codified Resolutions of the Board of the North Broward Hospital District Following the Board's Biennial Review

WHEREAS, Fla. Admin. Code. R. 59A-3.272 requires the Board of Commissioners (the "Board") of the North Broward Hospital District (the "District") to review its written bylaws, rules and regulations at least every two (2) years;

WHEREAS, on July 31, 2019, the Board ratified the Amended and Restated Bylaws of the North Broward Hospital District (the "Bylaws") and its accompanying Codified Resolutions of the Board of the North Broward Hospital District ("Codified Resolutions"), both as amended from time to time;

WHEREAS, consistent with Fla. Admin. Code. R. 59A-3.272 and para. 1 of Chapter 1 of the Codified Resolutions, the Board has conducted its biennial review of its Bylaws and Codified Resolutions;

WHEREAS, in accordance with para. 2 of Chapter 1 of the Codified Resolutions, the District's Office of the General Counsel has assisted the Board in its biennial review of the Bylaws and Codified Resolutions by reviewing any recent changes to Florida Law and by proposing amendments to the Board's Bylaws and Codified Resolutions consistent with best practices; and

WHEREAS, unless context otherwise requires, capitalized terms used but not defined herein have the meanings ascribed to such terms in the Bylaws and Codified Resolutions.

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

8. The Codified Resolutions are hereby amended as provided below. Words ~~stricken~~ are deletions; words underlined are additions.
9. The Board hereby amends subsection (10) of Chapter 1 of the Codified Resolutions to read as follows:

Chapter 1. - Guidelines

(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 nonconformance, 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.~~

10. Subsection (11) of Chapter 1 of the Codified Resolutions is hereby created to read as follows:

Chapter 1. - Guidelines

(11) Any amendments to established Board resolutions or these Codified Resolutions shall be effective only if such amendments are ratified by a majority of the Board via a written resolution.

11. The Board hereby amends Section 2.7 of the Codified Resolutions to read as follows:

Section 2.7. – Code of Conduct and Ethics

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); and 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.~~

12. The Board hereby amends paragraphs (2) and (4) of subsection (b) of Section 3.4 of the Codified Resolutions to read as follows:

Section 3.4. – Meeting Agendas

(b) Process for Adding Agenda Items.

(2) ~~The Board shall ensure that the CEO shall establishes and maintains a uniform administrative agenda process, which shall include an agenda calendar and which delineates 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.~~

(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, and any Direct Board Report may place items on the agenda of any regular or special Board meeting or Board committee meeting.~~

13. The Board hereby amends subparagraphs b. and c. of paragraph (3) of subsection (c), subparagraph a. of paragraph (10) of subsection (c), subparagraphs a. and b. of paragraph (11) of subsection (c), and subsection (e) of Section 3.12 of the Codified Resolutions to read as follows:

Section 3.12. – Committees and Committee Meetings

(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.

(3) *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 District's compliance-related policies and procedures; 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.~~

(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 District's CEO; two (2) senior corporate members assigned by the District's CEO; ~~two (2) members~~ one (1) member of the Corporate Quality and Risk Management Department; the Chief Medical Officer of the District or a physician designated by the Chief Medical Officer; one (1) Regional Chief Nursing Officer; ~~the Corporate Safety Officer~~ a senior representative overseeing the District's safety and security services; ~~the Senior Vice President,~~ a representative from the Ambulatory Services Division; ~~the Administrator of a representative from Gold Coast Broward Health Home Health and Hospice; Administrative Vice President, Clinical Services Ambulatory Division;~~ the General Counsel; the Chief Internal Auditor; the Chief Compliance and Privacy Officer; and the four (4) Regional Chief Executive Officers, ~~Chief~~ the four (4) Regional Medical Officers, and the four (4) Quality Services Managers.

(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 a representative from the Corporate Quality and Case Management Department, or his or her designee, and the Corporate Director of a representative from the Corporate Claims and Insurance Department, 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,~~ A representative from the Corporate Claims and Insurance Department 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.

- (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. All Committee Officers shall be appointed or reappointed by the Board at the next Board meeting following the Annual Meeting. Committee Officer vacancies may be filled for the remainder of the then-current term by the Board at any Board meeting or 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.

In the absence of a Committee member, the Committee chair or, in the absence of the Committee chair, the Committee vice-chair may temporarily appoint substitute Committee members to serve at the pleasure of the respective Committee as deemed necessary to conduct Committee business and to establish a quorum. In the absence of ~~a~~ the ~~Committee Officers,~~ any present Commissioner(s) may temporarily serve as a substitute Committee member with the consent of the present then-sitting Committee members. In no event may a Committee meeting be held in the absence of ~~any~~ all of the then-sitting Committee members. Substitute Committee member(s) shall be bestowed all the powers and duties granted to and imposed on that position by the Bylaws and Codified Resolutions. Said appointment and participation of the substitute Committee member shall continue until such time as the absent Commissioner returns or it is determined by the Board or Committee that the appointment is no longer necessary to conduct business of the Committee. Substitute Committee members may only be made permanent Committee members through the Committee Appointments process as established in Art. III, s. 12(e) of the Bylaws.

14. The Board hereby amends Section 4.5 of the Codified Resolutions to read as follows:

Section 4.5. – Chief Compliance and Privacy Officer

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~~ make and submit 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.~~

The Chief Compliance and Privacy Officer may not be subordinate to the Chief Financial Officer of the District. Further, while The the Chief Compliance and Privacy Officer may, coordinate with the General Counsel's Office when performing such the Chief Compliance and Privacy Officer's duties and responsibilities, coordinate with the General Counsel's Office but the Chief Compliance and Privacy Officer 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.

No ~~noncompliance~~ job responsibilities unrelated to compliance 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~~ ensure the District's compliance with state and federal laws and regulations.

~~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.~~

15. The Board hereby amends Section 6.4 of the Codified Resolutions to read as follows:

Section 6.4. – Internal Risk Management Program

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

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

- (1) Applicable standards of health care risk management;
- (2) Applicable federal, state, and local health and safety laws and rules;
- (3) General risk management administration;
- (4) Patient care;
- (5) Medical care;
- (6) Personal and social care;
- (7) Accident prevention;

- (8) Departmental organization and management;
- (9) Community interrelationships; and
- (10) Medical terminology.

The District shall also have a corporate ~~risk manager~~ quality representative who supervises each hospital's quality and risk managers.

The corporate ~~risk manager~~ quality representative shall have ~~direct~~ access to the Board through the Board's Quality Assessment and Oversight Committee to assist the Board with its responsibility to the District's internal risk management program established under Florida Law. Each hospital quality and risk manager shall have access to the Board through the corporate ~~risk manager~~ quality representative and each hospital quality and risk manager shall work collaboratively with the corporate quality representative to ensure that the District and all of its hospitals are complying with their respective obligations of the internal risk management program in accordance with section 395.0197, Florida Statutes, as amended, and other Florida Law governing risk management of health care entities and political subdivisions of Florida.

The District shall have a Department of Claims & Insurance Services. The District's Department of Claims & Insurance Services shall be a division of the District's Office of the General Counsel. The corporate quality representative and each of the District's hospital's quality and risk managers shall work collaboratively with the District's Department of Claims & Insurance Services to ensure that the District and all of its hospitals are complying with their respective obligations of the internal risk management program in accordance with section 395.0197, Florida Statutes, as amended, and other Florida Law governing risk management of health care entities and political subdivisions of Florida.

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

~~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.~~

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

~~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.~~

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

DULY ADOPTED this 30th day of June, 2021.

Time Adopted 5:27 PM