

**BYLAWS OF THE NORTH BROWARD HOSPITAL DISTRICT WHICH INCLUDES BROWARD GENERAL MEDICAL CENTER, NORTH BROWARD MEDICAL CENTER, IMPERIAL POINT MEDICAL CENTER, CORAL SPRINGS MEDICAL CENTER\***

\* **Editors Note:** Printed herein as Part II are the Bylaws of the North Broward Hospital District and Broward General Medical Center, North Broward Hospital, Imperial Point Medical Center, and Coral Springs Medical Center as adopted in July 1955, and amended in February 1958, June 1960, December 1964, December 1974, July 1977, November 1978, April 1981, May 28, 1986, December 9, 1987, and May 25, 1988. The bylaws were completely revised on October 22, 1991. The bylaws were further completely revised on November 16, 2011.

**Article I.**

**Governing Board**

**Sec. I-1. Name.**

The Governing Board shall be known as the Board of Commissioners of the North Broward Hospital District (doing business as “Broward Health”), hereafter referred to as the Board.

**Sec. I-2. Membership.**

The Board of Commissioners (the “Board”) shall be composed of seven (7) members who are appointed by the Governor of the State of Florida as set forth in 2006-347, Laws of Florida (the “Enabling Act”), and amendments thereto.

**Sec. I-3. General Powers.**

The general and specific powers of the Board shall be those powers authorized under the provisions of the Enabling Act. No portion of these Bylaws may be construed as superseding or exceeding such authorized powers. As set forth in Section 4(1) of the Enabling Act, the powers of the Board shall include, but not be limited to, the following powers:

- 1) To sue and be sued under the name of the North Broward Hospital District;
- 2) To contract and be contracted with;
- 3) To adopt and use a common seal and to alter the same at pleasure;
- 4) To acquire, purchase, hold, lease as lessee or lessor, and convey such real and personal property as said board may deem proper or expedient to carry out the purposes of the Enabling Act;
- 5) To appoint and employ a President/CEO, and such other agents and employees as the Board may deem advisable;
- 6) To borrow money, incur indebtedness, and issue notes, revenue certificates, bonds and other evidences of indebtedness to said District;
- 7) To establish and support subsidiary or affiliate organizations to assist the District in fulfilling its declared public purpose of providing for the health care needs of the people of the district and, to the

extent permitted by the Florida Constitution, to support not-for-profit organizations that operate primarily within the district, as well as elsewhere, and that have as their purposes the health care needs of the people of the district by means of nominal interest loans of funds, nominal rent leases of real or personal property, gifts, and grants of funds, or guaranties of indebtedness of such subsidiaries, affiliates, and not-for-profit organizations;

- 8) To the extent permitted by the Florida Constitution, to participate as a shareholder in a corporation, or as a joint venturer in a joint venture, which provides health care or engages in activities related thereto, to provide debt or equity financing for the activities of such corporations or joint ventures, and to utilize, for any lawful purpose, the assets and resources of the District to the extent not needed for health care and related activities;
- 9) To invest the District's "surplus funds" as permitted by law;
- 10) To delegate its authority to invest surplus funds to a state or national banking organization acting pursuant to a written trust agreement as a trustee of the District funds, provided that such delegation is made in writing by the Board.
- 11) To strive for excellence in the delivery and administration of a comprehensive healthcare system to benefit the citizens and residents of the area served by the District.

**Sec. I-4. Role and Purpose.**

The Board shall be responsible for the oversight of Broward Health and all of its facilities, common divisions and wholly owned entities toward the efficient and effective provision of quality health care, education and research. The powers of the Board of Commissioners shall be employed so as to ensure that the welfare and health of the patients and the best interests of the hospitals and facilities of the District are at all times served. The Board shall not operate in the perceived role of management while simultaneously exercising its charter oversight duties pursuant to the Enabling Act, as amended. The Board's oversight function shall be exercised as a whole body and not through the actions of any one commissioner. For the purposes of information and inquiry, individual members of the Broward Health Board may directly ask questions or request information from Broward Health employees, agents and officers who are supervised directly or indirectly by the President/CEO.

For purposes of this section, "oversight" shall mean the establishment of policy and the providing of direction, in a supervisory capacity, as necessary, to perform the duties and responsibilities of the Board as set forth in the Enabling Act, as amended.

**Sec. I-5. Education of Board Members.**

All new Board members shall participate in an orientation program and be given information which shall include, but not be limited to the Sunshine Law, public records, ethics, Corporate Compliance and the Board's responsibility for quality care and the hospitals' quality assurance program. All members of the Board shall participate in annual compliance training as well as the Board's program of continuing education, as required by the Code of Conduct and Ethics, adopted pursuant to the Enabling Act, as amended by Ch. 2007-299, Laws of Florida, or as otherwise amended from time to time.

**Sec. I-6. Financial Interest Prohibited.**

No Board member, administrator, employee or representative of Broward Health nor any person, organization or agency shall, directly or indirectly, be paid or receive any commission, bonus, kickback, rebate or gratuity or engage in any split fee arrangement in any form whatsoever for the referral of any patient to any North Broward Hospital District facility.

**Sec. I-7. Conflict of Interest.**

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

It shall further be a conflict of interest for any vendor of Broward Health to serve as an expert consultant on any permanent standing or special committee of the Board.

## **Article II.**

### **Meetings**

#### **Sec. II-1. Regular Meetings.**

There shall be regular meetings of the Board which shall be held at a designated time each month. Additional regular meetings shall be held at times agreed upon by the Board. At such regular meetings, the Board shall consider all such matters as may be properly brought before it. Unless otherwise provided by Ch. 395, F.S. or other provision of law, all regular meetings shall be subject to Section 286.011, F.S., as may be amended from time to time. Notice of each meeting shall be made at least five (5) days prior to the meeting. All such meetings shall be open to the public. The Board shall file annually a schedule of its regular meetings with the Clerk of the Broward County Commission.

#### **Sec. II-2. Special Meetings.**

Special meetings of the Board may be called by the Chair or by any three (3) members of the Board. Written notice shall be given to each member, stating the purpose of the meeting and its time and place, at least five (5) days prior to the meeting. Written notice shall also be published pursuant to general law stating the purpose, time and place of the meeting. However, if a bona fide emergency situation exists, a meeting may be held with reasonable notice to deal with the emergency so long as any action taken at that meeting is subsequently ratified at the next regularly scheduled meeting of the Board. No business other than that stated in the notice or required to deal with the emergency may be transacted at such special meeting. Unless otherwise provided by Ch. 395, F.S. or other provision of law, all special meetings shall be subject to Section 286.011, F.S., as may be amended from time to time. All special meetings shall be open to the public.

#### **Sec. II-3. Annual Meeting.**

The annual organizational meeting of the Board shall be held at the time of the regular Board meeting in October of each year. The officers of the Board shall be elected at this meeting each year.

#### **Sec. II-4. Conduct of Meeting.**

Four members of the Board shall constitute a quorum for the transaction of business at any meeting. All meetings shall be conducted in accordance with "Robert's Rules of Order", unless in conflict with provisions of these Bylaws. Adequate minutes shall be kept of the proceedings at all meetings. Any action affecting the policy or general operation procedures of the District or any of its facilities must be taken at a regular or special meeting of the Board. Voting shall be by voice unless a member shall demand a roll call, in which case the Secretary of the Board, under the direction of the Chair, shall call the roll and the vote of each member entered in the minutes. Each Board member who is present shall vote either aye or nay on each motion which is considered by the Board unless the member states that he or she is disqualified by conflict of interest or voting conflict pursuant to Section 112.3143, F.S., as may be amended from time to time. An agenda shall be prepared for each meeting and shall in all cases provide a period during which the public may be heard.

**Sec. II-5. Procedure in the Event of Conflict of Interest.**

In accordance with the Enabling Act, as amended by Ch. 2007-299, Laws of Florida, the Board shall adopt a conflict of interest policy. All conflicts of interest shall be disclosed and administered in accordance with this policy.

**Sec. II-6. Attendance.**

Board members are expected to attend all meetings of the Board and committees on which they hold membership, unless attendance is not possible. The minutes of the Board and its committees shall show which members are present at meetings and those absent.

## **Article III.**

### **Organization**

#### **Sec. III-1. Officers.**

The officers of the Board shall be a Chair, Vice-Chair, Secretary-Treasurer and such other Officers as may be determined by the Board. All officers shall be members of the Board. Officers shall be elected by a majority of the members present at an election held every year at the annual October meeting. Officer vacancies may be filled by the Board at any regular meeting or special meeting called for that purpose.

#### **Sec. III-2. Duties of Officers.**

The Chair shall preside at all meetings of the Board; shall be a member, ex officio, of all committees; and shall exercise all the duties imposed on that position by the Enabling Act and these Bylaws. The Vice-Chair shall act as Chair in the absence of the Chair and, when so acting, shall have all the power and authority of the Chair. The Secretary-Treasurer shall be the custodian of the official seal, all records and reports of Board proceedings; and shall be responsible for issuing notices of all meetings, and keeping minutes for all such meetings. Members of the District and hospital administrative staff may be delegated to assist in such duties under the supervision of the Secretary-Treasurer. The Secretary-Treasurer shall further be responsible for all duties specifically imposed on that office by the Enabling Act. Detailed implementation of such functions in connection with the receipt, disbursement and safeguarding of hospital funds may be designated to qualified employees of the District and hospital staff under the general supervision of the Secretary-Treasurer. All disbursement of funds shall be in strict accordance with the specific requirements of the Enabling Act and purchasing guidelines and policies as may be adopted by the Board and amended from time to time. All expenditures made and expenses incurred by members of the Board shall be approved by the Secretary-Treasurer before payment therefor is made.

## **Article IV.**

### **Committees**

#### **Sec. IV-1. Standing Committees.**

All standing committees shall be composed of certain members of the Board and such other persons as may be designated in these Bylaws. The Chair of all standing committees shall be appointed by the Chair of the Board with the approval of the Board at the first regular meeting following the organizational meeting in October of each year. The appointment shall continue until new appointments are made, Board membership expires, or other Board action terminates the appointment. Committee assignments may be revised when necessary or desirable, and such changes approved at any regular Board meeting. Members of the District, hospital or medical staffs, or other experts may be named as consultants to these committees when desirable.

#### **Sec. IV-2. Duties of Standing Committees.**

Standing committees shall investigate and report on matters within their jurisdiction, either at the request of the Board, the Chair or on their own initiative except for those matters which are referred to another committee by the Chair of the Board. They have no power to act except as authorized by the Board or by these Bylaws.

#### **Sec. IV-3. Quorum.**

At committee meetings, a quorum shall be a majority of the membership of the committee.

#### **Sec. IV-4. Attendance and Participation by Board Members.**

Any member of the Board of Commissioners shall be entitled to attend the meetings of any standing or special committees and to participate fully in the discussions and deliberations of such committees.

#### **Sec. IV-5. Public Access.**

All meetings of standing and special committees shall be open to the public, unless the subject matter of those meetings falls within the exemptions to Chapter 119 and Section 286.011, Florida Statutes.

#### **Sec. IV-6. Minutes and Reports.**

Standing committees shall keep adequate records of their meetings and other activities and shall provide to the Board regular minutes or such other reports as the Board may require. When appropriate, or as directed by the Board, committee minutes or other reports shall contain specific recommendations for consideration and action by the Board, on matters referred to that committee.

#### **Sec. IV-7. Permanent Standing Committees.**

All permanent standing committees shall at all times be under the direction and control of the Board and

shall report its acts to the Board for final approval. It is the intent of these Bylaws that all permanent standing committees shall at all times endeavor to carry out the general purposes of the Board and shall exercise their authority in such a manner as to assist the Board in the proper performance of its duty in accordance with the Enabling Act, as amended from time to time.

A. *Executive Committee.*

- 1) Composition. The Executive Committee shall consist of the Chair of the Board, the Vice-Chair, the Secretary-Treasurer, the President/CEO, General Counsel, or his or her designee, and Internal Auditor as ex officio members.
- 2) Duties. This committee shall have the power to transact all emergency business of the District during the period between meetings of the Board, subject to confirmation of the Board.
- 3) Meetings. Meetings of the Executive Committee may be called by the Chair, as needed, subject to Section II-2 of the Bylaws.

B. *Finance Committee.*

- 1) Composition. The Finance Committee shall consist of all members of the Board with the President/CEO, General Counsel, or his or her designee, and Internal Auditor serving as ex officio members.
- 2) Duties. The Finance Committee shall acquaint itself of the finances of the District in order to provide oversight and ensure transparency and accountability with regards to the use of the District's public funds; shall recommend ways and means of securing funds for the District; shall recommend a bank or banks for deposit of all funds; shall assist in the preparation of an annual budget; and shall attend to all financial interests of the District as prescribed by the Enabling Act, as amended, as well as perform other duties as may be requested by the Board from time to time.
- 3) Meetings. The Finance Committee shall meet monthly, or as necessary to perform its duties and responsibilities as set forth herein.

C. *Building Committee.*

- 1) Composition. The Building Committee shall consist of three (3) members of the Board who shall be appointed by the Chair with the President/CEO, General Counsel, or his or her designee, and Internal Auditor serving as ex officio members.
- 2) Duties. The Building Committee shall consider all matters concerning the buildings, facilities and land of the District and to attend to all matters relating to new construction, renovation and acquisition of property in and for the District, as well as to perform other duties as may be requested by the Board from time to time.

- 3) Meetings. The Building Committee shall meet monthly, or as necessary to perform its duties and responsibilities as set forth herein.

D. *Joint Conference Committee.*

- 1) Composition. The Joint Conference Committee shall be a Medical Staff and Administration joint committee. The voting members shall be comprised of: the Chief of Staff, the Vice Chief of Staff, and the Secretary/Treasurer of each Broward Health hospital; three members of the Board of Commissioners; the Chief Executive Officer of each Broward Health hospital; and the President/CEO. The Chief Medical Officer shall be a non-voting ex-officio member of the Committee. The Chairpersonship shall alternate annually between a Board of Commissioners member and a Medical Staff member elected by the Medical Staff Members of the Committee. In the event a designated Medical Staff member is unavailable, the designated member may appoint a designee who shall be a current member of the applicable Medical Executive Council (“MEC”), as defined by the Medical Staff Bylaws, as a voting member.
- 2) Duties. The Joint Conference Committee shall conduct itself as a forum for discussion, collaboration and conflict resolution relating to matters of Broward Health 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 Governing Body and the Administration.
- 3) Meetings. The Joint Conference Committee shall meet at least twice a year or at any additional time at the request of either the Chair of the Committee, the Chair of the Board of Commissioners, the President/CEO, any three members of the Committee, or when the decision of the Board of Commissioners is contrary to a recommendation of any MEC or the Unified Medical Staff Committee.
- 4) The recommendations of the Joint Conference Committee shall at all times be subject to final approval by the Board of Commissioners, which approval shall not be unreasonably withheld. It is the intent of these Bylaws 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 of Broward Health and the Broward Health Medical Staff Bylaws.

E. *Audit Committee*

- 1) Composition. The Audit Committee shall consist of three (3) members of the Board who shall be appointed by the Chair, two (2) expert consultants appointed by the Board, and with the President/CEO, General Counsel, or his or her designee, and Internal Auditor serving as ex officio members. Expert consultants serving on the Audit Committee shall be subject to Section I-7 of the bylaws. The Board Treasurer shall not serve on the Audit Committee.

- 2) Duties. The Audit Committee's duties shall be as set forth in the Audit Committee Charter, adopted on August 27, 2006, as may be amended from time to time.
- 3) Meetings. The Audit Committee shall meet quarterly, or as necessary to perform its duties and responsibilities as set forth herein.

F. *Pension and Investment Committee*

- 1) Composition. The Pension and Investment Committee shall consist of three (3) members of the Board who shall be appointed by the Chair with the President/CEO, General Counsel, or his or her designee, and Internal Auditor serving as ex officio members.
- 2) Duties. The duties of the Pension and Investment Committee shall include, but not be limited to, reviewing the pension and investment opportunities on behalf of the Board, as well as to perform other duties as may be requested by the Board from time to time.
- 3) Meetings. The Pension and Investment Committee shall meet quarterly, or as necessary to perform its duties and responsibilities as set forth herein.

G. *Human Resources Committee*

- 1) Composition. The Human Resources Committee shall consist of three (3) members of the Board who shall be appointed by the Chair with the President/CEO, General Counsel, or his or her designee, and Internal Auditor serving as ex officio members.
- 2) Duties. The duties of the Human Resources Committee shall include, but not be limited to, conducting annual reviews and/or performance evaluations of those members of the District's administration who report directly to the Board, establishing performance standards, and reviewing employee benefits and incentive plans, among other duties as may be requested by the Board from time to time. The Human Resources Committee shall also designate a member to participate in the interview or hiring process for the Regional CEO of each hospital, the Senior Vice-President/Chief Financial Officer, the Senior Vice-President/Chief Operating Officer, and the Senior Vice-President/Chief Medical Officer in accordance with Section V-1(c) of the Bylaws.
- 3) Meetings. The Human Resources Committee shall meet quarterly, or as necessary to perform its duties and responsibilities as set forth herein.

H. *Legal Affairs and Governmental Relations Committee*

- 1) Composition. The Legal Affairs and Governmental Relations Committee shall consist of all members of the Board with the President/CEO, General Counsel, or his or her designee, and Internal Auditor, serving as ex officio members.
- 2) 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 all in accordance with the Board policies and General Administrative Policies and Procedures, as approved and as may be amended from time to time; and performing other duties as may be requested by the Board from time to time.

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

#### I. *Governance Committee*

- 1) Composition. The Governance Committee shall consist of three (3) members of the Board who shall be appointed by the Chair with the President/CEO, General Counsel, or his or her designee, and Internal Auditor, serving as ex officio members.
- 2) Duties. The duties of the Governance Committee shall include, but not be limited to, reviewing and making recommendations to the Board with regard to the District's governance structure, and participating in the development of training and orientation materials for new members of the Board. The Governance Committee shall conduct periodic reviews of the District's Bylaws and governance-related policies to ensure that they are consistent with the District's Enabling Act, as amended from time to time, and that the Board is performing its duties as set forth in the Enabling Act in an efficient manner. The Governance Committee shall also perform any other duties as may be requested by the Board from time to time.
- 3) Meeting. The Governance Committee shall meet as needed at the request of the Chair of the Board or the Chair of the Committee.

#### J. *Quality Assessment and Oversight Committee ("QAOC")*

- 1) Composition. The QAOC shall consist of the following voting members: three (3) members of the Board who shall be appointed by the Chair; the District's Director of Corporate Quality & Process Improvement; the Regional CEOs of each District's four (4) primary facilities; a Physician Advisor (corporate quality and process improvement); a CNO representative; the Chief's of Staff of each of the District's four (4) primary facilities; Regional Managers (QI); the District's Vice-President of Community Health Services; the District's Medical Director (Community Health Services); the Director of Quality/Clinical Operations the Regional CEO of Broward Health Weston; the District's Key Group representatives; the District's Director of Risk Services; the Senior Vice-President / Chief Medical Office, the District's Vice-President of Physician Services and the President/CEO. The Board shall also consist of the General Counsel and the Internal Auditor as non-voting ex-officio members.
- 2) 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 and recommend methods of improvement, make recommendations regarding patient safety, and to evaluate the impact of patient outcomes. The QAOC should engage and receive input and data from outside regulatory and accrediting agencies, as appropriate, to assist in the performance of its duties. The QAOC shall also perform any other duties as may be requested by the Board from time to time or as provided by law.

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

#### **Sec. IV-8. Special Committees.**

Special committees may be created and their members appointed by the Chair of the Board, with concurrence of the members, for such special tasks as circumstances warrant. The Chair of the Board may appoint nonmembers to serve on special committees when necessary or desirable to further the purposes, goals and objectives recognized by these Bylaws. The appointment of such nonmembers to serve on special committees shall be subject to ratification by the Board. Such special committees shall limit their activities to the accomplishment of the task for which created and appointed, and shall have no power to act except such as is specifically conferred by action of the Board. Upon completion of the task for which appointed, each special committee shall stand discharged.

**Article V.**

**Administration**

**Sec. V-1. President/Chief Executive Officer (“CEO”).**

The Board of Commissioners shall select and employ a President/CEO, who shall be its direct representative in the management of all hospitals and other facilities owned or operated by the District. The authorities and duties of the President/CEO shall be:

- A. To carry out all policies established by the Board.
- B. To coordinate the functions of the District as a multihospital system where possible, thereby avoiding duplication and promoting efficiencies and economies through joint efforts of its hospitals while maintaining high-quality patient services.
- C. To appoint, with the approval of the Board, a Regional CEO for each hospital and a Senior Vice-President/Chief Financial Officer, a Senior Vice-President/Chief Operating Officer, and a Senior Vice-President/Chief Medical Officer.
- D. To select and employ any other employees and personnel necessary to carry out the functions of the District and its hospitals.
- E. To submit to the Board periodic reports showing the professional services and financial activities of the hospitals of the District and to prepare and submit any special reports that may be required by the Board.
- F. To promulgate rules and regulations for the proper operation of the District, subject to the approval of the Board of Commissioners.
- G. To name an acting President/CEO, as needed, who shall perform duties and responsibilities of the President/CEO in his or her absence.

**Sec. V-2. Hospital Regional Chief Executive Officers**

Each hospital of the District shall have a Regional CEO. The authorities and duties of the Regional CEO shall be:

- A. To have exclusive jurisdiction over the management of the hospitals, subject only to the direction and control of the President/CEO and to the policies from time to time enacted by the Board of Commissioners, and to such orders as may be issued by the Board or by any of its committees, to

which the Board has delegated the power to act.

- B. To represent the President/CEO and the Board on all matters pertaining to the administration of the hospitals.
- C. To provide the necessary aid to the Senior Vice-President/CFO in preparing the budgets showing the expected receipts and expenditures as required for the proper operation of the hospitals.
- D. To select, employ, control and discharge all employees authorized by the budget under his or her jurisdiction.
- E. To promulgate rules and regulations for the proper conduct of the hospitals, subject to the approval of the President/CEO and the Board.
- F. To submit regularly to the President/CEO periodic reports showing the professional services of the hospitals and to prepare and submit any special reports that may be required by the President/CEO.
- G. To cooperate with the medical staff and to secure like cooperation on the part of those concerned with rendering professional services to further the purposes for which the District was created.
- H. To serve as liaison officers and as channels of communications for all official communications between the Board and the medical staff.
- I. To strive to promote the best medical care possible and to meet and maintain all appropriate standards for accreditation.
- J. To perform any other duty that may be necessary in the best interests of the hospitals.

**Sec. V-3. Senior Vice-President/Chief Financial Officer (“CFO”)**

This District shall have a Senior Vice-President/CFO hired by the President/CEO in accordance with Sec. V-1(C). The duties of the Senior Vice-President/CFO shall be to maintain adequate records of all assets, liabilities and transactions of the hospitals; to see that adequate audits are currently and regularly made; and, in conjunction with the administrators and department heads, to initiate and enforce measures and procedures to ensure that the business of the hospitals shall be conducted with the maximum efficiency and economy. The duties of the Senior Vice-President/CFO shall include, but not be limited to, the following:

- A. *General duties:*
  - 1. The installation and supervision of all accounting records.
  - 2. The continuous audit of all accounts and records.
  - 3. The taking and costing of all physical inventories.

4. The management of all assets of the District and all insurance covering such assets.
  5. The maintenance of adequate records of authorized appropriations and the determination that all sums expended pursuant thereto are accounted for.
  6. The execution and recording of financial transactions in the minutes of the Board.
  7. The approval for payment (and/or countersignature) of all checks, promissory notes and other negotiable instruments, which have been signed by the Secretary-Treasurer, or by such other Officers as shall have been authorized by the Board.
- B. Compliance with legal reporting and record keeping requirements, including the preparation and filing of tax returns, and the supervision of all matters relating to taxes.
- C. Assistance to the administration in controlling operations and formulating policies.
1. The preparation and interpretation of the financial statements and reports.
  2. The compilation of costs of operation of the hospitals and their departments.
  3. The preparation and interpretation of all statistical records and reports.
  4. The preparation, in conjunction with the administrators and department heads, of an annual budget covering all activities of the hospitals for submission to the Board prior to the beginning of the fiscal year.
  5. The initiation, preparation and issuance of standard practices relating to all accounting matters and the coordination of systems, including but not limited to clerical and office systems, record keeping, reporting and all related procedures throughout the hospitals.
- D. Render reports and all necessary assistance to the Secretary-Treasurer, Audit Committee and the Finance Committee as may be necessary to carry out the general purposes of the Board and assist the Board in the proper performance of its duties.

#### **Sec. V-4. Senior Vice-President/Chief Medical Officer (“CMO”)**

The District shall have a Chief Medical Officer hired by the President/CEO pursuant to Section V-1(C). The duties of the Chief Medical Officer shall be to serve as a business and clinical strategist with administrative responsibility for the overall direction and coordination of medical affairs. The Chief Medical Officer is specifically charged with duties which may be classified as:

- A) Driving improvement in hospital and system-wide service/quality measures.
- B) Directing patient safety initiatives.

- C) Implementing the complete electronic medical record.
- D) Assisting in improving the performance of employed physician practices.
- E) Developing physician leaders.
- F) Provides clinical and administrative leadership for the planning, organizing, directing and evaluating of patient care services, including regional peer review activities.
- G) Medical Council: Serves as medical staff liaison.
- H) Provides oversight, monitors performance and provides strategic direction for Medical staff.
- I) Physician Strategy: Actively participates in physician strategy planning, recruiting, and building relationships with physicians to expand programs and improve market share.
- J) Quality: Supports and collaborates with Quality Management program to measure, assess and improve the quality of care delivered to patients in order to enhance the standard of service excellence which results in satisfaction for all.

**Sec. V-5. Senior Vice-President/Chief Operating Officer (“COO”)**

This District shall have a Senior Vice-President/COO hired by the President/CEO pursuant to Section V-1(C). The duties of the Senior Vice-President/COO shall be to maintain the physical assets of the District; maintain all necessary personnel to operate the assets of the District in connection with the administrators and department heads; and to initiate and enforce measures and procedures to ensure that the assets of the District are maintained with the maximum efficiency and economy possible. The Senior Vice-President/COO specifically charged with duties which may be classified as:

- A. Control and protection of the physical assets of the District.
- B. Performance of all duties necessary for the efficient and proper operation of the hospitals not otherwise assigned to the Senior Vice-President/CFO.

**Sec. V-6. Internal Auditor.**

The Board of Commissioners shall select and employ an Internal Auditor, who shall be its direct representative in the audit and review of the various District operations and facilities. In performing such duties and responsibilities the Internal Auditor shall have full and unrestricted access to all of the District's personnel, property and records. The Internal Auditor shall serve as an ex officio member of all committees created by the Board.

### **Sec. V-7. General Counsel.**

This District shall have a General Counsel selected and employed by the Board of Commissioners. The General Counsel shall serve at the pleasure of the Board. The General Counsel is specifically charged with duties which may be classified as:

- A. To act as ex officio member of all committees created by the Board.
- B. Direct and control the administration of the legal affairs of the District including the employment of all necessary personnel to ensure that the legal affairs of the District are conducted with the maximum efficiency and economy.
- C. To assist the administration in the areas of finance, operations and the formulating of policies to meet all applicable legal rules and regulations.
- D. To submit to the Board periodic reports showing the legal affairs of the hospitals of the District and to prepare and submit any special reports that may be required by the Board.
- E. The execution of any additional assignments by the Board.

### **Sec. V-8. Corporate Compliance Officer**

The President/CEO shall select and employ a Corporate Compliance Officer, who shall provide direction and oversight of Broward Health's Corporate Compliance Program. The Corporate Compliance Officer shall have direct access to the Board, and shall make periodic reports to the Board, as may be deemed necessary in his or her own discretion, or as may be requested by the Board or the President/CEO. The Corporate Compliance Officer shall provide compliance training to the Board pursuant to Sec. I-5 of the Bylaws. In performing such duties and responsibilities the Corporate Compliance Officer shall coordinate with the General Counsel's Office and shall have full and unrestricted access to all of the District's personnel, property and records.

### **Sec. V-9. Division and Wholly Owned Entity Administrators.**

Each head of a division or wholly owned entity of the District shall be designated as a Vice-President/Administrator and shall be appointed by the President/CEO with approval of the Board. The authorities and duties of the Administrator shall be:

- A. To have exclusive jurisdiction over the management of the division or wholly owned entity, subject only to the direction and control of the President/CEO and to the policies from time to time enacted by the Board of Commissioners, and to such other orders as may be issued by the Board or by any of its committees, to which the Board has delegated the power to act.
- B. To represent the President/CEO and the Board on all matters pertaining to the administration of the division or wholly owned entity.

- C. To provide the necessary aid to the Senior Vice-President/CFO in preparing the budget showing the expected receipts and expenditures as required for the proper operation of the hospital.
- D. To select, employ, control and discharge all employees authorized by the budget under his or her jurisdiction.
- E. To promulgate rules and regulations, according to the appropriate Conditions of Participation and State laws, for the proper conduct and policy of the division or wholly owned entities, subject to the approval of the President and the Board.
- F. To submit regularly to the President/CEO periodic reports showing the professional services of the division and/or wholly owned entity and to prepare and submit any special reports that may be required by the President.
- G. To cooperate with the medical staff and to secure like cooperation on the part of those concerned with rendering professional services to further the purposes for which the District was created.
- H. To serve as liaison officers and as channels of communication for all official communications between the Board, Administration and the division or wholly owned entity.
- I. To strive to promote the best medical care possible and to meet and maintain all appropriate standards for accreditation.
- J. To perform any other duty that may be necessary in the best interests of the hospitals.
- K. To abide by and be governed by the Charter of the District, the Bylaws of the District, the North Broward Hospital District General Administrative Policy Manual and such other further directives as may be occasioned by the Board or Administration.
- L. To ensure that as a division or wholly owned entity of the North Broward Hospital District that the District's ownership, direction and control over said division or wholly owned entity is maintained and to keep the public fully aware of the relationship between the division and/or wholly owned entity and the District.

## **Article VI.A.**

### **Medical Staff**

#### **Sec. VI.A-1. Appointment.**

The Board shall appoint a medical staff composed of qualified practitioners\* who are graduates of acceptable medical, osteopathic, dental or podiatry schools, and who possess a valid license from the Florida Board of Medical Examiners to practice medicine as prescribed and required by Florida Statutes, or in the alternative, who possess a valid license from the Florida State Board of Dental Examiners to practice dentistry as prescribed and required by Florida Statutes, or from the Florida Board of Osteopathic Medical Examiners to practice osteopathic medicine as prescribed and required [by] Florida Statutes, or from the Florida Board of Podiatry to practice podiatry as prescribed and required by Florida Statutes. No physician or dentist shall be entitled to membership on the medical staff or to exercise of particular clinical privileges in any of the District facilities merely by virtue of the fact that he is duly licensed to practice in accordance with the aforesaid Florida Statutes in this or any other state, or that he or she is a member of any professional organization, or that he or she in the past or presently has such privileges at another hospital. The Board shall make certain that the medical staffs of the respective hospitals in the District are organized into responsible administrative units under Bylaws, Rules and Regulations for the medical staff.

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\* **Editors Note:** These Bylaws have yet to be amended to reflect the District's compliance with Section 395.0191, Florida Statutes (1992), prohibiting the denial of hospital privileges solely on the basis of licensure as a psychologist under Chapter 490, Florida Statutes.

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#### **Sec. VI.A-2. General Duties; Bylaws.**

A. The medical staffs shall have general supervision and responsibility for the professional work of the hospitals, shall adopt and periodically review Bylaws and Rules and Regulations in conformance with those specified by The Joint Commission and submit them to the Board of Commissioners for approval. The Bylaws adopted by the medical staffs shall establish a procedure for processing and evaluating the applications for medical staff membership, and for the granting of clinical privileges. The medical staff shall report to the Board through the Joint Conference Committee.

B. The medical staffs shall be responsible for making recommendations to the Board concerning initial staff appointments, reappointments, the assignment or curtailment of privileges and the evaluation of clinical competence of each member of the medical staff. The procedures for processing and evaluating applications for medical staff membership and for granting privileges shall be outlined in the Bylaws of the medical staff and are subject to approval by the Board.

C. The medical staff, however, shall ensure that as a condition of application to the medical staff and as a continuing condition of the medical staff privileges, members shall provide to the medical counsels of the various facilities, or its designee, evidence of financial responsibility by one of the methods set forth in Florida Statutes, in a form and manner acceptable to the medical counsel. The medical staff shall thereafter fully

advise the Board of any member not in compliance with the financial responsibility statutes set forth in Florida Statutes.

**Sec. VI.A-3. Administrative Advisory Capacity.**

In administrative manners, the medical staff, as an organized body, shall act in an advisory capacity, through the Joint Conference Committee and the facility Administrator.

**Sec. VI.A-4. Medico-board Liaison.**

The Board shall review and consider all recommendations by the medical staff. Should the Board disagree with the medical staff recommendation, the matter shall be referred to the Joint Conference Committee for review prior to a final vote by the Board. The decision of the Board will be final.

**Sec. VI.A-5. Medico-administrative Positions.**

Practitioners serving in medico-administrative positions shall be members of the medical staff and are subject to the same requirements and entitled to the same due process provisions as other members of the medical staff. When terminations are considered necessary, it will be according to the terms of the practitioner's contract or, in the absence of a contract, through the Administrative Grievance procedure as outlined in the Personnel Handbook of the North Broward Hospital District.

**Sec. VI.A-6. Medical Staff Bylaws.**

The medical staff and sections thereof shall collaborate with the Board in the drafting of bylaws, rules and regulations of the medical staff, setting forth its organizations and government. Such bylaws, rules and regulations shall be approved by the Board before they become effective. Nothing contained in such medical staff bylaws, rules and regulations shall be contrary to the terms of the Enabling Act or the Bylaws of the Board.

**Sec. VI.A-7. Admission of Patients.**

Hospital patients may be admitted only upon order of a member of the medical staff with admitting privileges.

## **Article VI.B.**

### **Denial or Suspension of Membership and Medical Privileges**

#### **Sec. VI.B-1. Procedures and Safeguards.**

Denial or suspension of membership on the medical staff and of privileges to practice in any of the hospitals of the District shall be subject to the procedures and safeguards set forth in this Article.

#### **Sec. VI.B-2. Authority of the Board.**

The Board of Commissioners is authorized and empowered to require members of the medical staffs to abide by all rules and regulations and bylaws established by the Board of Commissioners, and to require the performance of those professional duties and responsibilities prescribed by the said rules, regulations and bylaws, and to enforce such requirements by the revocation and suspension of medical staff membership and medical privileges. Such rules, regulations and bylaws shall provide for revocation and suspension of medical staff membership and medical privileges for disruptive acts by members of the medical staff not related to clinical performance or direct patient care.

#### **Sec. VI.B-3 Corrective Action; Hearings and Appeals.**

A. Whenever the Board considers the refusal, revocation, or suspension for a period of more than 30 days of staff membership of any person, or any privileges attendant to such membership, the practitioner shall be entitled to a hearing before the Board or before such examining board as the Board establishes for the purpose of taking and hearing testimony and evidence and reporting to the Board thereon, upon the objections to such person's membership and privileges.

B. Pursuant to Section 18 of the North Broward Hospital District Charter, the Board establishes the Hearing Committee provided for in the Medical Staff Bylaws article relating to hearing and appeals, as it may be amended from time to time, as the examining board to perform the hearings required by this section VI.B-3.

C. The Board has established, through its approval of the Medical Staff Bylaws, such rules of procedure for hearings as are reasonably necessary to 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 by the Hearing Committee. At a minimum, the Board requires the Medical Staff to ensure that (i) the practitioner shall receive reasonable notice of the time and place of such hearing, (ii) provisions to ensure that the nature of the objections to the person's membership and privileges shall be made upon the record of such hearing and the findings and conclusions made therefore, (iii) that testimony at such hearing shall be stenographically or mechanically recorded, and such record shall thereafter be transcribed; (iv) that the transcription, as well as together with all notices to the person concerned; all documents, exhibits, and demonstrative evidence submitted to the examining authority for consideration at the hearing; all findings and recommendations of the examining

authority, if any; and all findings and decisions of the Board of Commissioners relevant to those proceedings, shall be preserved by the district as a permanent record of the proceedings.

D. The Hearing Committee shall, in accordance with the Medical Staff Bylaws and the North Broward Health District Charter, report to the Board the results of the hearing, and the Board shall provide an appeal mechanism for such result. The mechanism for the appeal shall be detailed in the Medical Staff Bylaws hearing and appeals provisions, subject to the Board's approval.

E. Within thirty (30) days after the conclusion of the appellate review, the Board shall consider the final report of the appellate review committee's decision in the matter and shall send written notice of the Board's action thereupon to the practitioner, to the Chief of Staff, to the Medical Staff's Medical Executive Committee, and to the Chief Executive Officer.

F. All documents, testimony, and evidence relevant to the proceeding or the issues thereof and the official record of such proceeding shall be confidential to the North Broward Hospital District and the physician concerned, or his or her attorneys and agents, as provided by law. After the final decision of the board of commissioners upon the refusal, revocation, or suspension of membership on the staff or the privileges attendant thereto, the official record of such proceeding as required by this act may be made public upon the mutual agreement of the board of commissioners and the physician concerned or may be made public by the filing thereof with a court of law for purposes of judicial review.

G. The Board, the Chief of Staff, the Chairperson of any department with respect to physicians in that department in conjunction with the Medical Staff's Medical Executive Committee, or the hospital CEO, after conferring if at all possible, with the Chief of Staff or if he or she is unavailable, the Vice Chief of Staff, may suspend any membership on the staff, and any or all privileges attendant thereto, for a period of less than 31 days without hearing prior to such suspension whenever it appears that delay in such suspension would cause an immediate danger to the hospital or any patient thereof or whenever it appears that the suspended physician has failed to abide by a prescribed rule of administrative or staff procedure in willful or negligent violation of hospital discipline. It is further provided that any staff member suspended for a period of less than 31 days without hearing shall, upon written request to the Chair of the Board of Commissioners, be granted by said chair a speedy hearing in the same manner and according to the same procedure as prescribed for other determinations of staff membership and privileges.

F. If a practitioner who is entitled to a hearing before a Hearing Committee under these Bylaws and the Medical Staff Bylaws waives such hearing right, the Board and the respective hospital and Medical Staff shall be deemed to have fulfilled their respective duties under these Bylaws and the Medical Staff Bylaws.

## **Article VII.**

### **Auxiliary Organizations**

The Board shall assist in the organization of an effective hospital auxiliary for each hospital, when in its judgment conditions for organizing such an auxiliary are favorable. The hospital auxiliary shall adopt and periodically review bylaws, rules and regulations to be submitted to the Board for its approval. The hospital auxiliary shall be directly responsible to the Regional CEO of each hospital. The activities of all other voluntary groups or individuals who wish to provide volunteer services to or in any of the hospitals shall have the explicit prior written approval of the Regional CEO of the hospitals concerned and the President/CEO. For purposes of this Article, Auxiliary Organizations shall include the Community Relations Council for each facility.

## **Article VIII**

### **Amendments**

#### **Sec. VIII-1. Procedures**

These Bylaws may be amended from time to time by the Board upon an affirmative vote of a two-thirds majority of the members of the Board in any regular or special meeting assembled; provided, however, that any proposed amendments shall be presented in writing and delivered to each member of the Board at or prior to the regular meeting of the Board the month preceding the regular or special meeting at which the amendment is adopted. Any member of the Board, or the President/CEO or his designee may suggest amendment of these Bylaws to the Board.

**SSG/JGH**

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