

## 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:

1. The Codified Resolutions are hereby amended as provided below. Words ~~stricken~~ are deletions; words underlined are additions.
2. 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.~~

3. 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.

4. 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.~~

5. 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.~~

6. 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.

7. 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.~~

8. 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.~~

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

**DULY ADOPTED** this \_\_\_ day of June, 2021.

Time Adopted \_\_\_\_\_ PM