

PART II BYLAWS AND RESOLUTIONS

Amended and Restated Bylaws of the North Broward Hospital District

Article I. Incorporation and Supersedence

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

(Res. No. FY21-19 , § 2, 6-30-21)

Article II. Governing Board

1. **Role and Purpose.** The Board shall be responsible for the oversight of the Charter, the District, and all of the District's controlled entities (each, a "Subsidiary") for the purpose of preserving the public health for the public good in accordance with the Charter.
2. **Board's Responsibilities.** The Board shall perform its duties in a manner that is consistent with these Bylaws, Florida Law, applicable federal laws, rules and regulations and accreditation standards, and any additional duties adopted from time to time by the Board pursuant to resolutions.
3. **Delegation of Authority.** The Board may delegate authority to the President and Chief Executive Officer (the "CEO"), Direct Board Reports (as defined below), the District's departments and Board committees, and other individuals and entities; provided, however, that such delegation shall not be prohibited under Florida Law.
4. **Education of Commissioners and Committee Members.** All new Commissioners and Board committee members shall participate in an orientation program and be given information which shall include, but not be limited to, Florida's open meeting laws, Florida's public records laws, Florida's ethics laws pertaining to public officers, Florida's Patient Self-Referral Act of 1992, 42 U.S.C. § 1320a-7b(b) (aka, the Anti-Kickback Statute), 42 U.S.C. § 1395nn (aka, the Stark Law), the code of conduct and the

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compliance and ethics program, as established by the District and amended from time to time, and the Board's responsibility for ensuring quality of care. All Commissioners and any Board committee members shall participate in annual compliance training and the Board's program of continuing education, as required by the District's code of conduct and ethics policies, adopted pursuant to the Charter and these Bylaws, as amended from time to time.

5. **Prohibited Financial Arrangements.** No Commissioner, Board committee member, administrator, officer, employee, or representative of the District or any of its Subsidiaries, shall, directly or indirectly, offer, pay, solicit, be paid or receive any commission, bonus, kickback, rebate, gratuity or any other thing of value or engage in any split-fee arrangement in any form whatsoever for the referral of any patient to any of the District's facilities or for the purpose of generating any business for the District.
6. **Conflicts of Interest.** Commissioners have a fiduciary duty to the District and shall act in good faith, with due regard to the interests of the District, and shall comply with their fiduciary duties to the District under Florida Law. Commissioners shall be subject to the provisions of Florida Law pertaining to the avoidance of conflicts of interest when holding public office, including, but not limited to, Florida's ethics laws pertaining to public officers, as amended from time to time, and the conflict of interest policy and code of conduct and ethics, both adopted by the Board and then in effect.
7. **Code of Conduct and Ethics.** The Board shall adopt a code of conduct and ethics in accordance with the requirements outlined in the Charter. Each Commissioner and Board committee member shall receive a copy of, and agree to comply with, the District's adopted code of conduct and ethics and its rules and procedures.
8. **Non-Discrimination.** The Board shall respect and provide equal opportunity to all, regardless of race, color, national origin, gender identity or gender expression, pregnancy, sexual orientation, religion, age, disability, military status, genetic information, or any other characteristic protected under applicable federal law or Florida Law. All Commissioners shall be subject to and abide by the District's code of conduct and all of the District's anti-discrimination and harassment policies, and take appropriate measures to prevent unlawful harassment and/or discrimination.
9. **Board Officers.** The officers of the Board shall be Commissioners and all such officers shall be elected by the Board and serve at the pleasure of the Board. The Board's officers shall be the Chair, Vice-Chair, Secretary-Treasurer, and such other offices as the Board may establish from time to time by resolution. All officers of the Board shall be elected by a majority of the Board at the Annual Meeting (as defined below). Officers shall serve for a one (1) year term or the remainder of the then-current term. Officer vacancies may be filled for the remainder of the then-current term by the Board at any regular meeting or special meeting of the Board. The powers and duties of officers of the Board shall include, but are not limited to, the following:
 - (a) **Chair.** The Chair of the Board (the "Chair") shall preside over all meetings of the Board and may exercise all powers granted to that position and have the duties imposed on that position by the Charter, these Bylaws and by motion or resolution passed by the Board.
 - (b) **Vice-Chair.** The Vice-Chair of the Board shall act as Chair in the absence of the Chair and, when so acting, shall have all the power and authority of the Chair.
 - (c) **Secretary-Treasurer.** The Secretary-Treasurer of the Board (the "Secretary-Treasurer") or, where permitted under Florida Law, his or her designee, shall be the custodian of the District's official seal and all records and reports of Board and Board committee proceedings. The Secretary-Treasurer or, where permitted under Florida Law, his or her designee, shall be

responsible for overseeing the issuance of notices and agendas for all regular and special Board and Board committee meetings and for ensuring that minutes are taken at all such meetings as required by Florida Law and these Bylaws.

Article III. Board and Committee Meetings

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

1. **Quorum.**

- (a) **Board Meetings.** A quorum of the Board shall be established in accordance with Florida Law, and a vote of at least the majority of the Commissioners present either in person or via teleconference or videoconference shall be necessary for the transaction of any business at any regular or special Board meeting.
- (b) **Board Committee Meetings.** A quorum to hold and conduct a Board committee meeting shall consist of a majority of the total number of Board committee members; provided, however, that in the event a Board committee is established with a membership of only two (2) committee members, a quorum shall be 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 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. Nothing herein shall be construed as permitting a Commissioner or a member of a Board committee who is not a Commissioner to vote by proxy.

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

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

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

- (a) **Website Posting of Agendas.** Agendas for Board and Board committee meetings shall be posted and maintained on the District's website in accordance with Florida Law.
- (b) **Process for Adding Agenda Items.** The Board, via a resolution, shall adopt an agenda process for bringing items to the Board or any of its committees.

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5. **Minutes and Records of Meetings.** The CEO, or his or her designee, shall take minutes of all Board and Board committee meetings. The minutes of any Board and Board committee meeting shall be promptly recorded and made available to Commissioners. The minutes of meetings of the Board and its committees shall indicate which Commissioners and Board committee members are present and which are absent at such meetings and, at a minimum, shall include a record of all votes and actions taken and any resolutions adopted. Upon the request of the Chair or the Board, Board committees shall provide reports or any other information to the Board.
6. **Notice of Meetings.** All Board and Board committee meetings shall be noticed in accordance with Florida Law and these Bylaws.
7. **Regular Board Meetings.** There shall be regular meetings of the Board held at least monthly at times and dates agreed by the Board; provided, however, that nothing herein shall require the Board to otherwise reschedule or make up cancelled or missed regular Board meetings. At all such regular meetings, the Board shall consider all matters properly brought before it. Unless otherwise exempt under Florida Law, all regular Board meetings shall be open to the public.
8. **Special Board Meetings.** Special meetings of the Board may be called by the Chair, by any three (3) Commissioners, or by the CEO. Written notice shall be given to each Commissioner stating the purpose and time and place of the meeting; provided, however, that attendance of a Commissioner at a meeting constitutes a waiver of such notice of the meeting and of any and all objections to the place, time, or manner of calling or convening the meeting, unless the Commissioner states, at the beginning of or promptly upon arrival at the meeting, any objection to the transaction of any business on the grounds that the meeting is not called or convened in accordance with these Bylaws. Unless otherwise exempt under Florida Law, all such special Board meetings shall be open to the public.
9. **Emergency Board Meetings.** Notwithstanding anything in these Bylaws to the contrary, in the event of a bona fide emergency, any Commissioner or the CEO may call an emergency Board meeting to deal with the emergency, which may be held following reasonable public notice as practicable under the circumstances. In such a situation, the first order of business at the convened emergency Board meeting shall be a finding by a majority vote of the Board that a bona fide emergency exists to justify calling the emergency Board meeting. Any action taken at an emergency Board meeting must be subsequently ratified by the Board at the next regularly scheduled meeting of the Board. No business other than that stated in the notice or required to deal with the emergency may be transacted at such emergency Board meeting. No business otherwise prohibited from being conducted under Florida Law shall take place or be discussed at an emergency Board meeting. Unless otherwise exempt under Florida Law, all such meetings shall be open to the public.
10. **Annual Meeting.** The annual organizational meeting of the Board shall be held during the first regular Board meeting of the District's fiscal year (the "Annual Meeting").
11. **Budget and Tax Hearings.** The Board shall hold tentative and final budget and tax hearings each year and each such hearing shall be noticed to the public and conducted in accordance with Florida Law.
12. **Committees and Committee Meetings.** All committees of the Board shall abide by all the meeting rules applicable to the Board as enumerated in these Bylaws. Unless otherwise exempt under Florida Law, all Board committee meetings shall be open to the public. Notwithstanding the foregoing, nothing herein shall be interpreted to require any committee to open a meeting to the public when such meeting is not otherwise required to be open to the public under Florida Law.

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- (a) **General Authority to Establish Committees.** The Board may establish, dissolve, or suspend any Board committee at any time by resolution to further the Board's purposes and Charter oversight duties; provided, however, that such establishment, dissolution, or suspension of such committees is not otherwise restricted or prohibited under applicable federal laws, rules or regulations, Florida Law, these Bylaws, or other requirements set forth by any applicable accrediting agency and that the Board always maintains the essential number and type of committees consistent with the size and scope of the District's activities.
- (b) **Duties, Authority, Composition and Jurisdiction of Committees.** All committees of the Board shall be under the direction and control of the Board. It is the intent of these Bylaws that all Board committees carry out the general purposes of the Board and exercise authority in such a manner as to assist the Board in the proper performance of its Charter oversight duties in accordance with these Bylaws and the Charter, as amended from time to time. The resolution establishing the Board committee shall, at a minimum, include the duties, authority, composition, and jurisdiction of the Board committee, and any amendments thereto and, to the extent applicable, the Board committee's sunset date or other conditions resulting in its expiration.
- (c) **Establishment of Committees.** Any committee established by resolution of the Board shall report decisions and recommendations to the Board for final approval unless otherwise delegated decision-making authority by the Board; provided, that such delegation is permitted under Florida Law. Committees may be codified in the "Committees and Committee Meetings" section of the Codified Resolutions of the Board of Commissioners of the North Broward Hospital District (the "Codified Resolutions") as herein established, shall delineate the policies and activities of such committees, and may specify the frequency of Board committee meetings.
- (d) **Attendance and Participation by Commissioners.** All Commissioners may attend any Board committee meeting and may participate in the discussions and deliberations of such committee, but shall not be entitled to vote on matters or be used to establish a quorum unless the Commissioner is a member or a Substitute Committee Member (as defined below) of such committee.
- (e) **Committee Appointments and Substitute Committee Members.** All committee members serve at the pleasure of the Board and, unless otherwise provided for in these Bylaws, Florida Law, applicable federal laws, rules and regulations, or applicable accreditation standards, the members of all committees of the Board shall be appointed or reappointed by the Board at the next Board meeting following the Annual Meeting and shall serve for a one (1) year term or the remainder of the then-current term. Only Commissioners may serve as officers of Board committees. Vacancies may be filled for the remainder of the then-current term by the Board at any regular or special Board meeting.

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 one or more Commissioners as substitute committee members to serve at the pleasure of the respective committee as deemed necessary to conduct committee business and to establish a quorum ("Substitute Committee Member"). In the absence of a committee officer, any present Commissioner(s) may temporarily serve as a Substitute Committee Member with the consent of the present then-sitting committee members.

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- (f) **Committee Member Eligibility.** In no event shall any employee of the District or any of its Subsidiaries or affiliates be appointed to serve on any Board committee.
- (g) **CEO and General Counsel.** The CEO, or his or her designee, shall be required to attend all Board committee meetings to further the purposes, goals and objectives of such committees, provide support and/or relevant information to such committee, and to assist in matters falling within the jurisdiction of such committees. The General Counsel, or his or her designee, shall be required to attend all Board committee meetings to provide legal support and advise the committees regarding proper procedure and compliance with applicable law.
- (h) **Nondelegation.** In no event shall any Board committee have the power to delegate its authority unless the Board gives its prior approval of such delegation and it is permitted under Florida Law.
- (i) **Immunities.** The acts or omissions of Commissioners and other individuals serving on committees of the Board shall be within the scope of their official duties for and on behalf of the District. Commissioners serving on committees of the Board shall be entitled to all the privileges and immunities conferred by Florida Law.

(Res. No. FY20-12 , §§ 2, 3, 12-11-19; Res. No. FY21-19 , §§ 3, 4, 6-30-21)

Article IV. Administration

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

The following policies apply to all Direct Board Reports:

- (a) All Direct Board Reports shall work collaboratively together and in the best interest of the District and all Direct Board Reports (other than the CEO) shall coordinate with and alert the CEO or his or her designee regarding leave time;
- (b) In order to ensure independence in their positions and communications, Direct Board Reports may not be terminated, suspended, or otherwise removed from their position absent a majority vote of the Board; and
- (c) In the case of the death, permanent and total disability, resignation, or retirement of a Direct Board Report (other than the CEO), the CEO may appoint an interim Direct Board Report to replace such person until such time as the Board ratifies or replaces such Direct Board Report. Any interim Direct Board Report shall perform all of the duties of such Direct Board Report, and when so acting shall have all the powers of and be subject to all the restrictions upon such Direct Board Report, including the

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power to sign all instruments and to take all actions that such Direct Board Report is authorized to perform by the Board or these Bylaws.

2. **President and Chief Executive Officer.** Consistent with Florida Law and applicable federal laws, rules and regulations and accreditation standards, the Board shall select and employ a CEO to be accountable to and to manage the operations of the District and its Subsidiaries. The CEO shall be a Direct Board Report. The CEO, subject to the Board, shall have general executive charge, management, and control of the properties and operations of the District in the ordinary course of its business, with all such powers with respect to such properties and operations as may be reasonably incident to such responsibilities. As necessary, the Board by resolution shall establish and/or modify the duties and authorities of the CEO to ensure the proper management of the District, its resources and obligations. It shall be the duty of the CEO to carry out all duties and policies established by the Board and those imposed under Florida Law. The CEO's specific duties shall include, but not be limited to, recommending to the Board a management organizational chart establishing the District's organizational structure, which defines the lines of authority of the District's and its Subsidiaries' personnel for approval by the Board as part of an annual operating budget recommendation. Nothing herein shall prohibit the CEO from modifying or changing such management organizational chart and presenting the same to the Board for informational purposes at any other regular or special Board meeting; provided, however, that the Board must approve such changes to the organizational chart if such changes adversely effect the budget previously approved by the Board.
3. **Executive Vice President and General Counsel.** The Board shall maintain an Office of the General Counsel and establish and amend from time to time its duties, responsibilities, and authority. The Office of the General Counsel shall be managed by an Executive Vice President and General Counsel (the "General Counsel") who shall be a Direct Board Report and shall be the chief legal officer of the District. The General Counsel and all such attorneys employed in the Office of the General Counsel shall be members of the Florida Bar.
4. **Chief Internal Auditor.** The Board shall maintain an independent Internal Audit Department to audit and review the District's facilities and operations. The Internal Audit Department shall be managed by an independent Chief Internal Auditor who shall be a Direct Board Report and shall be the Board's direct representative in the audit and review of the District's facilities and operations.
5. **Chief Compliance and Privacy Officer.** The Board shall maintain a Corporate Compliance and Ethics Department to manage the District's compliance and ethics program. The Corporate Compliance and Ethics Department shall be managed by a Chief Compliance and Privacy Officer who shall be a Direct Board Report.

Article V. Medical Staff

1. **Authority of the Board.** The Board shall require members of the medical staffs of the District (collectively, the "Medical Staff") to abide by and to perform those professional duties and responsibilities prescribed by these Bylaws, the Medical Staff Bylaws (as defined below), and all rules, regulations, and policies promulgated thereunder, and to enforce all of the foregoing requirements by the revocation and suspension of Medical Staff membership and clinical privileges as set forth in the Medical Staff Bylaws.
2. **Medical Staff Bylaws.** The Medical Staff shall be established and organized under a uniform set of bylaws entitled the Bylaws of the Medical Staff of Broward Health, as amended from time to time (the "Medical Staff Bylaws"). The Medical Staff shall be, at all times, self-governing and accountable to the Board. In the event that Florida Law, any applicable federal law, rule, or regulation or applicable accreditation standards

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conflict with the provisions of the Medical Staff Bylaws, such Florida Law, applicable federal law, rule, or regulation or the applicable accreditation standards shall control.

- (a) **Standards and Composition of the Medical Staff Bylaws.** The Medical Staff Bylaws shall include guidelines, standards, and rules that describe the Medical Staff's processes for self-governance, appointment, credentialing, privileging, oversight, and the Medical Staff's peer review policies and due process rights guarantees. The Medical Staff Bylaws and all rules, regulations, and policies adopted pursuant thereto shall be submitted to and approved by the Board before being implemented by the Medical Staff.
- (b) **Appointment to the Medical Staff.** The Medical Staff Bylaws shall establish procedures to examine the credentials of all eligible candidates for Medical Staff membership in accordance with federal laws and regulations, Florida Law, and applicable accreditation standards. The Medical Staff shall be responsible for making recommendations to the Board concerning initial staff appointments, reappointments, the assignment or curtailment of privileges, and the evaluation of clinical competence of each member of the Medical Staff. All appointments and reappointments to the Medical Staff shall only be effective if approved by the Board, except in the case of an expedited process consistent with federal laws, rules and regulations, Florida Law, and applicable accreditation standards by which a committee of at least two (2) Commissioners delegated authority by the Board pursuant to an expedited process established in the Medical Staff Bylaws approves appointments and reappointments. Membership to the Medical Staff and/or clinical privileges shall not be denied in an arbitrary, unreasonable or capricious manner, or on the basis of race, color, religion, sex, pregnancy, national origin, age, disability, sexual orientation, or marital status. All members of the Medical Staff shall conduct themselves in a manner that ensures that the welfare and health of the District's patients and the best interest of the public at all times be served.
- (c) **Compliance with Laws and Standards.** The Medical Staff Bylaws shall be consistent with applicable federal laws and regulations, the Centers for Medicare & Medicaid Services' Conditions of Participation, Florida Law, and any applicable accreditation standards (collectively, the "Standards"). The Medical Staff Bylaws shall be reviewed periodically to ensure that the Medical Staff Bylaws are consistent with the Standards. The Office of the General Counsel shall assist the Board and the Medical Staff, and the Board and Medical Staff may request the assistance of any other department of the District when reviewing the Medical Staff Bylaws, to ensure compliance with the Standards. Notwithstanding the foregoing, in the event of any conflict between the Medical Staff Bylaws and any applicable Standards, the Standards shall govern the Medical Staff as if the same were specifically set forth in the Medical Staff Bylaws.
- (d) **Amendments to the Medical Staff Bylaws.** The Medical Staff Bylaws shall prescribe a procedure for amending the Medical Staff Bylaws and establishing and amending any rules, regulations and policies. Any changes to the Medical Staff Bylaws and any rules, regulations, and policies promulgated thereunder shall be submitted to, and approved by, the Board before being implemented by the Medical Staff.

(Res. No. FY20-12 , § 4, 12-11-19)

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

Except for resolutions containing a sunset and/or contingent-expiration clause, any 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.

(Res. No. FY21-19 , § 5, 6-30-21)

Article VII. Miscellaneous

- (a) **Amendments.** These Bylaws may be amended from time to time by the Board upon an affirmative vote of a two-thirds (⅔) 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. Nothing herein shall be construed as a prohibition on the Board to modify, amend, or make changes to a proposed amendment to the Bylaws and immediately adopt such an amendment with the modifications or changes; provided, that the Amendment Notice procedure is properly followed and no additional amendments outside the subject matter of the Amendment Notice are proposed. Any Commissioner and any Direct Board Report may recommend to the Board amendments to these Bylaws.
- (b) **Invalid Provisions.** If any one or more of the provisions of these Bylaws, or the applicability of any provision to a specific situation, shall be held invalid or unenforceable, the provision shall be modified to the minimum extent necessary to make it or its application valid and enforceable, and the validity and enforceability of all other provisions of these Bylaws and all other applications of any provision shall not be affected thereby.
- (c) **Indemnification.** To the extent permitted or required under Florida Law, the District shall indemnify, defend, and hold harmless any current or former Commissioner for any act or omission arising out of and in the course of the performance and scope of such individual's duties and responsibilities to the District. In such an event, any District insurance or self-insurance shall be the first and primary protection and the indemnification provided under this section shall be contingent on the indemnified person complying with the terms and conditions of any insurance policy providing coverage for any such act or omission. Consistent with these Bylaws, the Board may establish further requirements and procedures for such indemnification by resolution and any such resolution established hereunder shall be codified in the Codified Resolutions.

(Res. No. FY21-19 , § 6, 6-30-21)

Codified Resolutions of the Board of Commissioners of the North Broward Hospital District

Role and Purpose of the Codified Resolutions

On July 31, 2019, the Board of Commissioners (the "Board") of North Broward Hospital District (the "District") ratified the Amended and Restated Bylaws of the North Broward Hospital District ("Bylaws"). The Board, seeing the need to better organize Board policies and resolutions, wanted to establish an organized structure to refer to such policies and resolutions. Accordingly, the Board through the ratification of the Bylaws, established the Codified Resolutions of the Board of Commissioners of the North Broward Hospital District ("Codified Resolutions"). The organization and maintenance of the Codified Resolutions was delegated to the President/CEO. To that end, these Codified Resolutions were established in accordance with the intent of the Board. Any capitalized words in these Codified Resolutions shall have the meanings ascribed to such terms in the Amended and Restated Bylaws unless the context indicates otherwise.

To the extent applicable, the structure of these Codified Resolutions are designed to cross-reference those areas of the Bylaws where the Board has—through resolution—clarified, expanded upon, or established policies consistent with such portions of the Bylaws. A chapter of the Codified Resolutions, with a couple of exceptions, coincides with an article of the Bylaws. Similarly, a section and subsection of the Codified Resolutions coincides with a section and subsection of the Bylaws. By way of example, Chapter 4, Section 4.1 (a) of the Codified Resolutions should be the relevant policy that pertains to the particular directive provided in Article 4, Section 1 (a) of the Bylaws.

As the Board updates these policies or establishes new resolutions, these Codified Resolutions shall be updated accordingly.

Chapter 1. Guidelines

- (1) The Bylaws and all accompanying resolutions passed and ratified thereto shall be reviewed by the Board at least every two (2) years.
- (2) The General Counsel's Office of the District shall be responsible for ensuring that all provisions within the Bylaws and its resolutions are consistent with Florida Law, any applicable federal laws, rules and regulations, and accreditation standards (collectively, the "Laws and Regulations"). The General Counsel's Office of the District, to the extent applicable, shall submit any proposed changes to the Bylaws or its accompanying resolutions at least every two (2) years or, if necessary, more often to ensure that the District is in compliance with all Laws and Regulations and is adequately performing its functions in the best interests of the public and pursuant to the purposes for which it was established.
- (3) Pursuant to the Bylaws, the Board hereby establishes the Codified Resolutions. Any Codified Resolutions adopted by the Board shall supplement, and not supersede, the Bylaws. To the extent that a resolution conflicts with the Bylaws, the Bylaws shall control. All such resolutions passed shall comply with all Laws and Regulations. To the extent that a resolution, or part thereof, conflicts with any Laws and Regulations, the Laws and Regulations shall control and such resolution, or the remainder of the resolution, shall be interpreted, to the extent allowable under Laws and Regulations, consistent with the intent of the Board when passing such resolution.
- (4) All resolutions adopted by the Board with respect to administrative matters, as reasonably determined by the Codified Resolutions Custodian (as defined below), shall be codified within these Codified Resolutions.

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Codification will follow a logical numbering system that, to the extent possible, is consistent with the articles, sections, and subsections of the Bylaws for reference. Any capitalized terms not otherwise apparent within its context or not otherwise defined within the respective resolution shall have the meaning associated to it within the Bylaws.

- (5) The CEO or his or her designee (the "Codified Resolutions Custodian") shall be responsible for the maintenance and codification of resolutions within the Codified Resolutions.
- (6) When codifying resolutions, the Board hereby authorizes and grants the Codified Resolutions Custodian the authority to correct any scrivener's errors, including, but not limited to, misspellings, punctuation, and/or grammatical errors; provided, however, that such corrections shall not frustrate, undermine, alter, modify, or change the intent and purpose of such resolution, as reasonably determined by the General Counsel.
- (7) The Codified Resolutions Custodian shall include the date that any resolution included as a Codified Resolution was adopted by the Board, and the dates of any amendments thereto, and shall ensure that before a resolution is codified, it complies with the requirements of this resolution and, to the extent required, shall reorganize such resolution to conform to the required structure and organization set forth herein.
- (8) Resolutions shall promptly be codified and posted online with online access. Nothing herein shall be construed as prohibiting a resolution to take immediate effect or effect at a date certain if such resolution is not yet codified in the Codified Resolutions.
- (9) The Board, when passing a resolution, shall include the following form requirements within such resolution:
 - (a) A preamble briefly establishing the purpose(s) and intent of the resolution and containing a resolving paragraph;
 - (b) The scope of the resolution;
 - (c) Numbered paragraphs;
 - (d) To the extent applicable, the effective and sunset dates of the resolution. In the event that no effective date or sunset date is provided, such resolution shall be deemed effective immediately and shall remain in effect until the Board repeals or modifies the resolution, as the case may be;
 - (e) The effective date of the resolution if the Board intends the resolution to take effect at a date certain. In the event no effective date is provided in a resolution, the resolution will be deemed to take effect immediately upon Board ratification; and
 - (f) Language establishing that the resolution supersedes, amends, replaces and repeals any conflicting resolution or conflicting policy previously adopted by the Board.
- (10) To the extent that any of the above form resolution requirements are not met following the adoption of a resolution, such nonconformance shall not prevent or inhibit the authority of such resolution, and such resolution shall operate with full force and effect as if passed consistent with the form resolution requirements. Notwithstanding the foregoing, in the event that a resolution fails to comply with the form resolution requirements, the CEO, or his or her designee, shall notify the Board at its next regular or special meeting after the CEO, or his or her designee, becomes aware of such 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.

(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.

(Res. No. FY21-20 , §§ 2, 3, 6-30-21)

Chapter 2. Governing Board

Section 2.1. Reserved

Section 2.2. Board's responsibilities

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

- (1) Overseeing the affairs of the District pertaining to the safety of patients and quality of care, treatment, and services provided by the District and its Subsidiaries and fostering a culture of safety and quality in the District and its Subsidiaries.
- (2) Providing the resources required to maintain safety of patients, high-quality care, treatment, and services.
- (3) Ensuring that performance improvement activities reflect the complexity of the District's hospitals' and other health care facilities' organization and services, involve all departments and services, and include services provided under contract.
- (4) Working together with the senior management of the District and the Chiefs of Staff of the Medical Staff to annually evaluate the District's hospitals' and other health care facilities' performance in achieving its mission, vision, and goals.
- (5) Providing the Medical Staff with the opportunity to participate in governance and the opportunity to be represented at governing body meetings in accordance with the Medical Staff Bylaws (through in-person attendance and electronic communications technology) by the Chiefs of Staff, as selected by the Medical Staff, at each of the District's hospitals.
- (6) Consulting directly with the Chiefs of Staff or their designees periodically throughout the fiscal year, including discussing matters related to the quality of medical care provided to patients of the District.

Section 2.3. Delegation of Authority

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

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

Section 2.4. Education of Commissioners and Committee Members

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

Section 2.5. Reserved

Section 2.6. Reserved

Section 2.7. Code of Conduct and Ethics

The Board hereby establishes the Code of Conduct and Ethics.

For purposes of this Code of Conduct and Ethics, the following terms shall have meanings associated to them:

- (1) "Conflict of Interest" means a situation in which regard for a private interest tends to lead to disregard of a public duty or interest.
- (2) "Proper Disclosure" means a written notification by a Commissioner or Board committee member to the Compliance and Ethics Department when a Commissioner or Board committee member encounters a Conflict of Interest.

In the event of a Conflict of Interest, a Commissioner or Board committee member shall provide Proper Disclosure as soon as reasonably possible.

Pursuant to the Charter, it is considered a Conflict of Interest if any outside entity with a vendor or contractual relationship with the District, or any outside entity seeking a vendor or contractual relationship with the District, contacts a Commissioner or Board committee member with the intent to influence the decision of the Board. Accordingly, to the extent a Conflict of Interest arises in this circumstance, the affected Commissioner or Board committee member shall provide Proper Disclosure as soon as reasonably possible.

All Commissioners are subject to and shall abide by the requirements, standards, and prohibitions of Florida's Code of Ethics for Public Officers and Employees, Part III of chapter 112, Florida Statutes and any other applicable Florida Law.

All Commissioners shall be subject to and abide by all policies passed by the Board pertaining to the acceptance of gifts including, but not limited to, Policy GA-004-012: Gifts, Gratuities, and Business Courtesies and Broward Health's Code of Conduct.

The Board, through its Charter oversight and the Board's Compliance Committee, shall be responsible for the appropriate implementation of the District's Compliance and Ethics program as applicable to all financial and operational risks of the District.

Each Commissioner and Board committee member shall receive a copy of, acknowledge receipt of, and agree to comply with, the Code of Conduct and Ethics.

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).

No current Commissioner, and no former Commissioner for a period of two (2) years following vacation of office as a Commissioner of the Board, may personally solicit or personally represent another person or entity for compensation before the District or any of its Subsidiaries except for the purposes of collective bargaining; provided, however, the Board may waive such a prohibition for good cause in the Board's discretion so long as such waiver does not violate Florida Law.

No current Commissioner, and no former Commissioner for a period of two (2) years following vacation of office as a Commissioner of the Board, may personally or on behalf of another person or entity solicit business from or conduct business with the District or any of its Subsidiaries; provided, however, the Board may waive such a prohibition for good cause in the Board's discretion so long as such waiver does not violate Florida Law.

(Res. No. FY20-10 , §§ 2, 3, 11-20-19; Res. No. FY21-20 , § 4, 6-30-21)

Chapter 3. Board and Committee Meetings

Section 3.1. Reserved

Section 3.2. Reserved

Section 3.3. Reserved

Section 3.4. Meeting Agendas

(a) **Reserved.**

(b) **Process for Adding Agenda Items.**

- (1) The administrative preparation of all Board and Board committee agendas are hereby delegated to the CEO, or his or her designee.
- (2) The Board shall ensure that the CEO 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.
- (3) The Chair and the chair of a committee of the Board may designate the order and organization of their meeting agendas, but no agenda items properly submitted for consideration may be excluded by the

Chair or the chair of a Board committee absent approval by the Board or such committee, as the case may be.

- (4) Any Commissioner may place items on the agenda of any regular or special Board meeting, 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, and any Direct Board Report may place items on the agenda of any regular or special Board meeting or Board committee meeting.

(Res. No. FY21-20 , § 5, 6-30-21)

Section 3.5. Minutes and Records of Meetings

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

Section 3.6. Reserved

Section 3.7. Reserved

Section 3.8. Reserved

Section 3.9. Emergency Board Meetings

Notwithstanding anything in the Codified Resolutions to the contrary, in the event of a Bona Fide Emergency, any Commissioner or the CEO may call a Board meeting to deal with the Bona Fide Emergency, which may be held following reasonable public notice as practicable under the particular circumstances to deal with the emergency.

In such a situation, the Board's first order of business at the emergency meeting shall be a finding by a majority vote that a Bona Fide Emergency exists. Such a finding must conclude that a situation exists whereby an immediate act or decision must be taken to deal with a matter which affects the health, welfare, or safety of the public and that proper notice was provided as is appropriate under the circumstances. If the Board fails to make a finding that such an event constitutes a Bona Fide Emergency, the Board must adjourn the meeting and comply with the public notice requirements generally applicable under Florida Law to regular and special Board meetings.

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

Consistent with Section 189.015(1), Florida Statutes, or any successor statute thereof, all as amended from time to time, the annual budget shall not be approved at an emergency meeting.

Any action taken at an emergency meeting must be subsequently ratified by the Board at the next meeting of the Board that is publicly noticed in accordance with the public notice requirements generally applicable to regular and special Board meetings.

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

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

Section 3.10. Reserved

Section 3.11. Reserved

Section 3.12. Committees and Committee Meetings

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

- (a) **Reserved.**
- (b) **Reserved.**
- (c) **Establishment of Committees.** The Board, consistent with Section 12(c) of Article III of the Bylaws, establishes the following permanent standing committees of the Board.
 - (1) *Audit Committee.*
 - a. *Composition.* The Audit Committee shall consist of three (3) Commissioners and two (2) expert consultants who shall be appointed by the Board in accordance with the Bylaws. Expert consultants serving on the Audit Committee shall be subject to Bylaws and, consistent with the Bylaws, shall participate in the Board's orientation program. The Chief Internal Auditor, or his or her designee, shall be required to attend all Audit Committee meetings to further the purposes, goals, and objectives of the Audit Committee, provide support and relevant information to the Audit Committee, and assist in matters falling within the jurisdiction of the Audit Committee. The Board's Secretary-Treasurer shall not serve on the Audit Committee.
 - b. *Duties.* The Audit Committee's function, independence, and duties shall be as outlined in the Amended and Restated Charter of the Audit Committee and Internal Audit of North Broward Hospital District [codified herein as Exhibit A], adopted on April 28, 2021, and as amended from time to time.
 - c. *Meetings.* The Audit Committee shall meet at least quarterly or as otherwise required by applicable law, or as necessary to perform its duties as set forth herein.
 - (2) *Building Committee.*
 - a. *Composition.* The Building Committee shall consist of three (3) Commissioners who shall be appointed by the Board.
 - b. *Duties.* The Building Committee shall consider all matters concerning the District's and its Subsidiaries' buildings, facilities and land and to attend to all matters relating to new

construction, renovation, acquisition, and leasing of real property in and for the District and its Subsidiaries, as well as to perform other duties that may be requested by the Board from time to time.

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

(3) *Compliance Committee.*

- a. *Composition.* The Compliance Committee shall consist of all members of the Board. The Chief Compliance and Privacy Officer, or his or her designee, shall be required to attend all Compliance Committee meetings to further the purposes, goals, and objectives of the Compliance Committee, provide support and relevant information to the Compliance Committee, and assist in matters falling within the jurisdiction of the Compliance Committee.
- b. *Duties.* The Compliance Committee shall be responsible for the review and oversight of the District's Compliance and Ethics Program, including, but not limited to, matters related to compliance with federal and state health care program requirements; the 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 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.
- d. *Meetings.* The Compliance Committee shall meet at least quarterly or more as necessary to perform its duties as set forth herein.

(4) *Finance Committee.*

- a. *Composition.* The Finance Committee shall consist of all Commissioners.
- b. *Duties.* The Finance Committee shall review short, intermediate, and long range financial plans of the District and shall attend to all financial interests of the District as prescribed by the Charter. The Finance Committee shall also perform other duties that may be requested by the Board from time to time.
- c. *Meetings.* The Finance Committee shall meet at least quarterly or as otherwise required by applicable law, or as necessary to perform its duties as set forth herein.

(5) *Governance Committee.*

- a. *Composition.* The Governance Committee shall consist of three (3) Commissioners who shall be appointed by the Board in accordance with the Bylaws.
- b. *Duties.* The duties of the Governance Committee shall include, but not be limited to, reviewing and making recommendations to the Board about the District's governance structure and participating in the development of training and orientation materials for new Commissioners. The Governance Committee shall conduct periodic reviews of the District's Bylaws and governance-related policies to ensure that they are consistent with the District's Charter, as amended from time to time, and that the Board is performing its duties as outlined in the Charter efficiently. The Governance Committee shall also perform any other duties that may be requested by the Board from time to time.

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- c. *Meetings.* The Governance Committee shall meet as needed at the request of the Board, the Chair or the chair of the Governance Committee.

(6) *Human Resources Committee.*

- a. *Composition.* The Human Resources Committee shall consist of three (3) Commissioners who shall be appointed by the Board in accordance with the Bylaws. The CEO shall, to the extent necessary, require the attendance of the Chief Human Resources Officer to further the purposes, goals and objectives of the Human Resources Committee, provide support and/or relevant information to the Human Resources Committee, and to assist in matters falling within the jurisdiction of the Human Resources Committee.
- b. *Duties.* The duties of the Human Resources Committee shall include, but not be limited to, conducting annual reviews and/or performance evaluations of Direct Reports, establishing performance standards, reviewing executive leadership structure and positions, and reviewing employee benefits and incentive plans. The Human Resources Committee shall also perform other duties that may be requested by the Board from time to time.
- c. *Meetings.* The Human Resources Committee shall meet as necessary to perform its duties as set forth herein.

(7) *Joint Conference Committee.*

- a. *Composition.* The Joint Conference Committee shall be a committee comprised of all members of the Board. To further the purposes, goals and objectives of the Joint Conference Committee, provide support and/or relevant information to the Joint Conference Committee, and to assist in matters falling within the jurisdiction of the Joint Conference Committee, there shall be a standing invitation to attend for the following individuals: (1) the officers of the District's four (4) Medical Staffs (Chief of Staff, Vice Chief of Staff, and the Secretary/Treasurer of each of the District's hospitals); (2) the Chairperson of the Unified Medical Staff Committee, or his or her designee; (3) the Chief Executive Officer of each of the Districts hospitals, or each of their respective designees; (4) the District's President and CEO, or his or her designee; (5) the District's Chief Medical Officer; (6) the Chief Medical Officer of each of the District's hospitals; and (7) legal counsel representing Broward Health and legal counsel representing the Medical Staff.
- b. *Duties.* The purpose of the Joint Conference Committee is to (a) serve as a forum for discussion, collaboration, and conflict resolution relating to matters of the District's four (4) Medical Staffs, the District, and the policies and practices of the District's hospitals, especially those matters pertaining to the delivery of efficient, effective, and quality patient care; (b) to serve and conduct itself as a medico-administrative liaison among the District's four (4) Medical Staffs, the Board, the executive leadership of Broward Health, and the administration of each of the District's hospitals; and (c) to address other matters falling within the jurisdiction of the Joint Conference Committee. The Chairperson of the Joint Conference Subcommittee established pursuant to Section 9.16 of the Bylaws of the Medical Staff of Broward Health, the Chairperson of the Unified Medical Staff Committee, the District's President and CEO, and/or the District's Chief Medical Officer may place items on the Joint Conference Committee's agenda for full consideration by the Joint Conference Committee. Any member of the Joint Conference Subcommittee shall have the opportunity to speak to and participate in the discussion of all agenda items.
- c. *Meetings.* The Joint Conference Committee shall meet at least twice per year or as necessary at the request of either the Chair of the Board, any three (3) members of the Board, the Chair of the Joint Conference Subcommittee, the Chair of the Unified Medical Staff Committee, the Districts President and CEO, the District's Chief Medical Officer, or

when a decision of the Board is contrary to a recommendation of any Medical Executive Council of the District's hospitals or the Unified Medical Staff Committee. The recommendations of the Joint Conference Committee shall at all times be subject to final approval of the Board. It is the Board's intent 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 Board's Bylaws and the Bylaws of the Medical Staff of Broward Health.

(8) *Legal Affairs and Governmental Relations Committee.*

- a. *Composition.* The Legal Affairs and Governmental Relations Committee shall consist of all Commissioners.
- b. *Duties.* The duties of the Legal Affairs and Governmental Relations Committee shall include, but not be limited to, reviewing the legal affairs of the District; reviewing the District's State and Federal legislative efforts; reviewing contracts for physician services, major employment contracts, and other major contractual commitments to be presented to the Board in accordance with the Board policies and General Administrative Policies and Procedures, as approved and as may be amended from time to time; and performing other duties that may be requested by the Board from time to time.
- c. *Meetings.* The Legal Affairs and Governmental Relations Committee shall meet as necessary to perform its duties as set forth herein.

(9) *Pension and Investment Committee.*

- a. *Composition.* The Pension and Investment Committee shall consist of three (3) Commissioners who shall be appointed by the Board consistent with the Bylaws.
- b. *Duties.* The duties of the Pension and Investment Committee shall include, but not be limited to, monitoring of investment management services for the general operating funds, bond funds, self-insurance funds, employee pension plans and other employee retirement plans, including, without limitation, those under Sections 403(B) and 457(B) of the Internal Revenue Code of 1986, as amended. The Pension and Investment Committee shall also perform other duties that may be requested by the Board from time to time.
- c. *Meetings.* The Pension and Investment Committee shall meet as necessary to perform its duties as set forth herein.

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

- a. *Composition.* The QAOC shall consist of three (3) Commissioners who shall be appointed by the Board in accordance with the Bylaws. To further the purposes, goals, and objectives, provide support and/or relevant information, and assist in matters falling within the jurisdiction of the QAOC, the following individuals or their designees shall be required to attend all QAOC meetings: the District's CEO; two (2) senior corporate members assigned by the District's CEO; 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; a senior representative overseeing the District's safety and security services; a representative from the Ambulatory Services Division; a representative from Broward Health Home Health and Hospice; the General Counsel; the Chief Internal Auditor; the Chief Compliance and Privacy Officer; and the four (4) Regional Chief Executive Officers, the four (4) Regional Medical Officers, and the four (4) Quality Services Managers.

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- b. *Duties.* The duties of the QAOC shall include, but not be limited to, evaluating the needs and expectations of the individuals served by the District to determine how the District might improve its overall efforts; identify new programs and processes to better assist those individuals served by the District; identify high-volume, high-risk, problem-prone or high-cost processes; recommend methods of improvement; make recommendations regarding patient safety; and evaluate the impact of patient outcomes. The QAOC should engage and receive input and data from outside regulatory and accrediting agencies, as appropriate, to assist in the performance of its duties. The QAOC shall also perform any other duties that may be requested by the Board from time to time or as provided by Florida Law and applicable federal law, rules and regulations and accreditation standards.
 - c. *Meetings.* The QAOC shall meet as necessary to perform its duties as set forth herein.
- (11) *Risk Management Committee.*
- a. *Composition.* The Risk Management Committee shall consist of three (3) non-voting Commissioners who shall be appointed by the Board in accordance with the Bylaws. To further the purposes, goals, and objectives, provide support and/or relevant information, and to assist in matters falling within the jurisdiction of the Risk Management Committee, a representative from the Corporate Quality and Case Management Department, and a representative from the Corporate Claims and Insurance Department 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. 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.
 - c. *Meetings.* The Risk Management Committee shall meet as needed to perform its duties as set forth herein. From time to time, the Risk Management Committee, to better develop an understanding of the offers of compromise of claims filed with the Risk Management program and to foster more substantive discussion, may request the attendance of Risk Management personnel and outside legal counsel who are necessary for the discussions pertaining to the claims that are to be brought to the Risk Management Committee meeting. All meetings of the Risk Management Committee shall be limited to matters that are exempt from the provisions of section 286.011, Florida Statutes, and section 24(a), Art. I of the Florida Constitution. The minutes of the meetings and proceedings of Risk Management Committee shall be recorded and maintained by the Risk Management

Department and are exempt from the provisions of section 119.07(1), Florida Statutes, and section 24(a), Art. I of the Florida Constitution until termination of all litigation and settlement of all claims arising out of the same incident.

(d) **Reserved.**

(e) **Committee Appointments.** The officers of Board committees shall be the chair and vice-chair, and such other offices as such committee may establish from time to time (the "Committee Officers"); provided, however, that all Committee Officers shall be Commissioners. 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 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 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.

(Res. No. FY20-11 , § 2, 11-20-19; Res. No. FY21-02 , § 2, 8-26-20; Res. No. FY21-14 , § 2, 1-26-21; Res. No. FY21-16 , § 2, 4-28-21; Res. No. FY 21-20, § 6, 6-30-21)

Chapter 4. Administration

Section 4.1. Reserved

Section 4.2. Reserved

Section 4.3. Reserved

Section 4.4. Reserved

Section 4.5. Chief Compliance and Privacy Officer

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 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.

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

No 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 ensure the District's compliance with state and federal laws and regulations.

(Res. No. FY21-20 , § 7, 6-30-21)

Chapter 5. Medical Staff

Section 5.1. Reserved

Section 5.2. Medical Staff Bylaws

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

- (a) **Standards and Composition of the Medical Staff Bylaws.** The Medical Staff Bylaws shall include, at a minimum, the following:
 - (1) A determination, in accordance with Florida Law, of which categories of practitioners are eligible candidates for appointment to the Medical Staff;
 - (2) A statement of the duties and privileges of each category of Medical Staff (e.g., active, courtesy, etc.);
 - (3) A description of the organization of the Medical Staff;
 - (4) A process for existing members of the Medical Staff to make recommendations to the Board for consideration of new appointments and reappointments to the Medical Staff;
 - (5) A requirement that a medical history and physical examination be completed and documented for each patient no more than thirty (30) days before or twenty-four (24) hours after admission or registration, but prior to surgery or a procedure requiring anesthesia services, and such medical history and physical examination shall be completed and documented by a member of the Medical Staff who is a qualified licensed individual in accordance with Florida Law and the District's Policies and Procedures;

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- (6) A requirement that an updated examination of the patient, including any changes in the patient's condition, be completed and documented within twenty-four (24) hours after admission or registration, but prior to surgery or a procedure requiring anesthesia services, when the medical history and physical examination are completed within thirty (30) days before admission or registration and such updated examination of the patient, including any changes in the patient's condition, shall be completed and documented by a member of the Medical Staff who is a qualified licensed individual in accordance with Florida Law and the District's Policies and Procedures;
 - (7) Criteria for determining the privileges to be granted to individual practitioners and a procedure for applying the criteria to individuals requesting privileges;
 - (8) The requirement that a delineation of privileges be provided for each member of the Medical Staff and such delineation of privileges shall not be an overly broad specialty designation (e.g., "general surgery" or "general medicine") unless such terms are specifically defined elsewhere;
 - (9) Procedures, within a time-limited period, for approving, approving in part, or denying an applicant's request for privileges.
 - (10) A provision requiring any changes to the Medical Staff Bylaws and any rules and regulations promulgated thereunder be approved by the Board before being implemented by the Medical Staff;
 - (11) Procedures to ensure that the Medical Staff is accountable to the Board for the quality of care provided to patients;
 - (12) Procedures to ensure the criteria for selection include character, competence, training, experience, and judgment and not be based solely on certification, fellowship, or membership in a specialty body or society;
 - (13) Procedures that require all members of the Medical Staff to conduct themselves in a manner that ensures that the health and welfare of the District's patients and the best interests of the District are served;
 - (14) A procedure for the Board to consult directly with the Chief of Staff of each of the District's hospitals periodically throughout the District's fiscal year, including, but not be limited to, discussions of matters related to the quality of medical care provided to patients of each of the District's hospitals;
 - (15) A requirement that the Medical Staff provides to any members of the Medical Staff or applicant for Medical Staff membership and clinical privileges who have had their privileges suspended, denied, revoked or curtailed, whether in whole or in part, the reason or reasons in writing within thirty (30) days of any such individual's written request;
 - (16) A requirement that denial of Medical Staff membership or clinical privileges to any applicant be submitted, in writing, to the applicant's respective licensing board or boards in accordance with applicable Florida Law and federal laws, rules and regulations;
 - (17) Procedures and guidelines, consistent with federal laws and regulations and Florida Law, pertaining to any refusal, revocation, or suspension of Medical Staff membership or any privileges attendant to such membership ensuring due process rights, unless otherwise waived, of such individuals facing such corrective or adverse action. The procedures for such a hearing shall, at a minimum: (i) ensure an orderly, fair, and impartial proceeding in which all facts relevant to the objections to the person's membership and privileges may be heard; (ii) ensure that such individual receives reasonable notice of the time and place of such hearing; (iii) include the requirement that all accusations constituting the cause of action are made on the records

together with the findings and conclusions of the examining body; (iv) include the requirement that testimony at such hearing shall be recorded and transcribed; (v) an appeal procedure and a time-limited period for rendering a final decision after the appeal; and (vi) that the transcription, all notices, documents, exhibits, demonstrative evidence submitted, findings and recommendations of the examining authority, and all findings and decisions of the Board relevant to those proceedings, are preserved by the District as a record of the proceedings;

- (18) A provision for revocation and suspension of Medical Staff membership and clinical privileges, subject to due process rights, including a fair hearing, for disruptive acts by members of the Medical Staff not related to clinical performance or direct patient care;
- (19) Standards and procedures for reasonable access by licensed chiropractors to the reports of diagnostic x-rays and laboratory tests of the District's licensed medical facilities, subject to the same standards and procedures as other licensed physicians;
- (20) Procedures to ensure that patients are only admitted to the District's hospitals on the recommendation of a licensed practitioner permitted to admit patients to hospitals under Florida Law and who has admitting privileges at such hospital; and
- (21) Procedures to establish periodic reviews (e.g., Focused Professional Practice Evaluations and Ongoing Professional Practice Evaluations) of all members of the Medical Staff.

(b) **Appointment to the Medical Staff.**

- (1) All criteria for selection of qualified licensed individuals eligible for Medical Staff membership shall be based on individual character and background, health, demonstrated current competence, training, experience, judgment, adherence to applicable professional ethics, reputation, ability to work with others, and ability of the District's hospitals to provide adequate facilities and supportive services and shall not be based exclusively on certification, fellowship, or membership in a specialty body or society.
- (2) No individual shall be entitled to Medical Staff membership at any of the District's hospitals or facilities merely by virtue of the fact that he or she is duly licensed to practice in Florida and/or holds other certifications, is a member of a professional organization, has completed a fellowship or other post-graduate program, or that he or she, in the past or present, has been granted such privileges at another hospital or facility.
- (3) No otherwise qualified individual shall be denied Medical Staff membership or clinical privileges solely because such individual is licensed as a physician, dentist, podiatrist, psychologist, advanced practice registered nurse, or physician assistant; provided, that such practice coincides with the District's needs.
- (4) The Medical Staff shall ensure that, as a condition of application to the Medical Staff and as a continuing condition of Medical Staff membership and clinical privileges, applicants and current members provide evidence of financial responsibility by one of the methods set forth under Florida Law, in a form and manner acceptable to the Medical Staff. The Medical Staff shall fully advise the Board of any member not in compliance with the financial responsibility requirements set forth under Florida Law.
- (5) Except in cases of emergency, no action on appointment, reappointment, or dismissal of a member of the Medical Staff shall be taken without prior referral to the Medical Staff for their recommendation.
- (6) In those circumstances consistent with Florida Law, federal laws, rules and regulations, and accreditation requirements, whereby it is appropriate to convene a committee of the Board consisting of at least two (2) Board Members to approve appointments and reappointments of

the District's four (4) medical staffs as provided in Sections 2.7.5.6 of the Medical Staff Bylaws ("Expedited Credentialing Committee"), the Board shall retroactively ratify, as of the date of the meeting of the Expedited Credentialing Committee, the actions of the Expedited Credentialing Committee at the Board's next regularly scheduled Board meeting, or as soon as practical following the Expedited Credentialing Committee's actions. Notwithstanding the foregoing, the failure of the Board to subsequently ratify the actions of the Expedited Credentialing Committee shall not invalidate the actions of the Expedited Credentialing Committee to the extent permissible under the law.

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

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

(Res. No. FY21-15 , § 2, 2-24-21)

Chapter 6. Miscellaneous

Section 6.1. A Resolution to Establish a Procurement Code

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

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

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

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

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

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

Section 6.2. A Resolution Establishing a Uniform Policy for Conducting Investigations

1. The President/CEO shall establish governing administrative guidelines of District investigations and a standard operating procedures providing for:

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- a. A normal and routine process of handling workforce conflicts, complaints, and allegations through organizational chain of command, the Human Resources Department, and the Corporate Compliance and Ethics Department. All workforce members should be encouraged to utilize the normal and routine process for conflicts, complaints, and allegations where possible.
 - b. A clinical process of handling all clinical quality of service and clinical risk complaints and allegations.
 - c. A process of handling anonymous or non-anonymous reports or complaints and allegations against Board Members, officers of the organization, and other high-level workforce members as determined by the President/CEO ("Senior-Level Members"). At a minimum, such process shall include:
 - i. The availability of a standard and uniform complaint intake form for allegations and complaints of Senior-Level Members ("Reports") or anonymous or online complaints regardless of origination;
 - ii. All Reports remaining confidential, as applicable, and being initially reviewed for summary administrative action by Broward Health;
 - iii. A senior administrative committee established for fact-finding and information gathering to assist the President/CEO, or his or her designee, in making a finding as to whether a Report demonstrates a legitimate basis to warrant an investigation;
 - iv. A review by the Office of the General Counsel of all Reports whereby there is a finding of a legitimate basis to warrant an investigation or inquiry for which state or federal law could be implicated and the assistance of legal counsel is warranted. In such instances, the Office of the General Counsel may supervise such investigations;
 - v. The establishment of annual training and certification for employees designated as lead examiners and investigators; and
 - vi. The establishment of a procedure to provide for all statutorily mandated logging of all Reports for which a legitimate basis to warrant an investigation is found.
 - d. Maintaining internal confidentiality of all investigations and inquiries to the extent permitted by law.
 - e. The creation of procedures ensuring the non-retaliation of complainants when complaints are filed in good faith.
 - f. The creation of internal investigation administrative guidelines that align with accepted industry "best practices" that provide procedural rights to the accused and a fair opportunity to respond to any allegations and which, at a minimum, shall include:
 - i. A presumption of innocence throughout an investigation;
 - ii. Being treated with fairness and respect;
 - iii. Allegations being investigated in a professional, impartial, and thorough manner;
 - iv. Being given due care in the handling and sharing of confidential information during the course of an investigation;
 - v. To the extent permitted by federal and state law and unless the course of the investigation leads to unfounded allegations, being interviewed during the course of an investigation;
 - vi. To the extent permitted by federal and state law and unless the course of the investigation leads to unfounded allegations, being advised of the nature of the allegations and his or her role in the investigation at the earliest time practicable, but in no event later than at the time of the commencement of the accused's interview; and

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- vii. To the extent permitted by federal and state law and unless the course of the investigation leads to unfounded allegations, being given the opportunity to explain his or her actions and to provide any documents or information that may be relevant to the factual determination of the matter, along with the names and details of any witnesses who may have or who may be able to provide any relevant information.
 2. The President/CEO or designee shall receive the findings of any investigation verbally and may request a written report and then may take appropriate corrective action when warranted.
(Res. No. FY21-10 , §§ 1, 2, 1-26-21)

Section 6.3. A Resolution Pertaining to Legal Engagement Letters

All legal engagement letters whereby the District is charged hourly rates or any increment thereof shall be executed by the CEO.

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

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

The CEO, in his or her sole discretion, is permitted to identify all current legal engagement letters inconsistent with this Resolution and terminate, amend, or reauthorize such legal engagement letters. This Resolution shall not invalidate any current legal engagement letters inconsistent with this Resolution if the CEO determines such legal engagement letter is still needed to protect the interests of the District.

The General Counsel, as appropriate, may from time to time recommend legal engagement letters to the CEO and/or the Board.

This resolution hereby supersedes, replaces, and repeals the resolution entitled "A Resolution to Clarify Retainer Agreements as Contracts," which was adopted by the Board on November 28, 2018.

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 quality representative who supervises each hospital's quality and risk managers.

The corporate quality representative shall have 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 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 and Insurance Services. The District's Department of Claims and 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 and 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.

(Res. No. FY21-20 , § 8, 6-30-21)

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

The internal audit department will have reasonable unfettered access to any and all information required to perform their internal audit work.

Any and all objections to providing the internal audit department unfettered access to any and all information required to perform their internal audit work will be immediately communicated to the Chief Executive Officer (CEO), the Chair of the Board and the chair of the Audit Committee.

The CEO will either grant the internal audit department's request for unfettered access to any and all information required to perform their internal audit work or present to the chair of the Audit Committee a compromise for evaluation by the Audit Committee.

The Audit Committee will review the compromise proposed by the CEO and any and all relevant supporting information and make a final determination to resolve the matter.

Section 6.6. Travel Reimbursements of Commissioners

1. All travel by Commissioners on behalf of the District and all reimbursements of travel, lodging, and subsistence expenses (collectively, "Expenses") shall always be consistent with Florida Law including, but not limited to, § 112.061, Florida Statutes, as amended from time to time or any successor statute thereof, as well as Broward Health's Policies & Procedures.
2. Any and all reimbursements of Expenses shall only be approved if travel was undertaken in order to conduct bona fide District business, which serves a direct and lawful public purpose with relation to the District by the Commissioner attending such meeting or conducting such business.

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3. Any claim for reimbursement of Expenses shall contain a statement that the expenses were actually incurred by the Commissioner as necessary travel expenses in the performance of official duties and shall be verified by a written declaration that it is true and correct as to every material matter.
 4. When a Commissioner's travel will be or is within Broward, Miami-Dade, and Palm Beach Counties ("Tri-County Area") and travel expenditures are expected to be or is at or below Two Hundred Dollars (\$200.00), reimbursement of Expenses may be paid if approved by the President/CEO or his or her designee ("Senior Management").
 5. When a Commissioner's travel will be outside of the Tri-County Area and/or travel expenditures are expected to be above Two Hundred Dollars (\$200.00), reimbursement of Expenses may only be paid if such Commissioner obtains approval by (1) Senior Management and (2) prior approval by the Board of Commissioners.
 6. Notwithstanding, if a Commissioner's travel will be or is outside of the Tri-County Area and/or travel expenditures are expected to be or is above Two Hundred Dollars (\$200.00), reimbursement of Expenses may be made in the event of a bona fide emergency preventing prior approval by the Board of Commissioners; provided, however, such Commissioner's reimbursement of Expenses shall only be paid if ratified by the Board of Commissioners at a subsequent Board meeting.

(Res. No. FY20-09 , §§ 1—6, 11-20-19)

Section 6.7. A Resolution to Establish a Policy Pertaining to Public Records

1. The Board hereby establishes the following policy as it pertains to requests for the District's public records.
2. All records retained or received by the District in connection with the transaction of official business are public records and subject to disclosure pursuant to § 24(a), Art. I of the Florida Constitution and ch. 119, Florida Statutes, unless otherwise confidential or exempt under applicable law.
3. The District's President/CEO shall appoint a District employee to serve as the District's Records Custodian. The Records Custodian shall be the person responsible for coordinating responses to all requests for public records, keeping a detailed log, redacting any confidential or exempt records before producing such records, and providing quarterly reports to the Board and the Governor's Office when any records are redacted or meetings are closed to the public under § 395.3035, F.S.
4. Any person or entity is entitled to request public records from the District and such person or entity is entitled to access to public records of the District unless the requested records are confidential or exempt under Florida law.
5. Requests for public records may be made orally or in writing and a person requesting a Public Record does not have to give his or her name, nor do they have to explain the reason for the requested information.
6. If a requesting party fails to respond to inquiries for clarification, cost estimates, or any other communication from the District, the request shall be closed after thirty (30) days. Any such closed request may be resubmitted and shall be processed as a new request.
7. A request may be made to any of the District's employees. The District employee receiving the request should immediately forward the request to the Records Custodian.
8. The District shall ensure access to its public records in response to requests in accordance with Florida law. The District shall not create records that do not exist in an effort to respond to requests, nor shall the District alter the format of existing public records in an attempt to respond to a specific request.

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9. The District may charge any fees permissible under Florida law when fulfilling a public records request including, but not limited to, fees for copying and the actual costs incurred or attributed to the District when fulfilling a public records request.
 10. If the nature or volume of public records requested to be inspected or copied is such as to require extensive use of information technology resources or extensive clerical or supervisory assistance by personnel of the District involved, or both (collectively, "Extensive Time"), the District shall charge, in addition to the actual cost of duplication, a special service charge, which shall be reasonable and shall be based on the cost incurred for such extensive use of information technology resources or the labor cost of the personnel providing the service that is actually incurred by or attributable to the District for the clerical and supervisory assistance required, or both (collectively, "Special Service Charge").
 11. The Board hereby makes a finding that "Extensive Time" involves the use of information technology resources and/or personnel time equal to or in excess of thirty (30) minutes to fulfill a public records request.
 12. The Board hereby makes a finding that the Special Service Charge of an employee's hourly rate inclusive of benefits is a reasonable Special Service Charge for the use of personnel time to fulfill a public records request.
 13. A fifty percent (50%) deposit shall be required to be paid, and no work on a public records request shall commence until the deposit is paid, for all public records requests that are, in the reasonable judgment of the Records Custodian, estimated to involve Extensive Time.
 14. In no event shall a requestor be charged more than the actual costs incurred by or attributable to the District when fulfilling a public records request, and should the actual costs of the request be less than or exceed the estimate provided to the requestor, the final cost shall be adjusted accordingly to reflect the actual costs incurred by or attributed to the District in fulfilling the public records request in addition to any other costs permissible under Florida law.
 15. Records shall not be released until the full balance of the actual costs incurred or attributed to the District are paid. If the actual costs are less than any deposit or money paid by a requestor, the difference between the actual costs and the deposit paid shall be returned to the requestor.

(Res. No. FY20-14 , §§ 1—15, 1-29-20)

Section 6.8. Resolution Establishing Procedures for Handling Whistle-Blower Complaints

1. *Statement of Purpose.* The following administrative procedure ("Whistle-blower Policy") is hereby created to handle whistle-blower complaints to ensure the protection of individuals making complaints and to create a procedure ensuring the prompt and fair investigation and resolution of whistle-blower complaints which shall be a condition precedent to any civil action as provided in § 112.3187(8)(c).
2. *Statement of Policy and Intent.* It is the intent of the Board of Commissioners of North Broward Hospital District (the "Board") to prevent the North Broward Hospital District (the "District") and its officers, employees, and independent contractors from taking any retaliatory action against an employee or applicant for employment who reports violations of law on the part of the District or independent contractor that creates a substantial and specific danger to the public's health, safety, or welfare or from taking any retaliatory action against any person who discloses information alleging improper use of governmental office, gross waste of funds, or any other abuse or gross neglect of duty on the part of the District, a public officer, or employee.
3. *Definitions.* As used in this Whistle-blower Policy:
 - (a) *Adverse personnel action* means the discharge, suspension, transfer, or demotion of any employee or the withholding of bonuses, the reduction in salary or benefits, or any other adverse action taken

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against an employee within the terms and conditions of employment by the District or its independent contractors.

- (b) *Appellate review body* means the group designated to conduct an appellate review pursuant to a request timely and properly filed by a complainant under the procedures of this Whistle-blower Policy.
- (c) *Applicant for employment* means an applicant for employment with the District or its independent contractors.
- (d) *District* means the North Broward Hospital District, a political subdivision of the State of Florida; any official, officer, facility, hospital, department, division, affiliate, subsidiary, or office of the District; or any boards or committees established by the Board of Commissioners of North Broward Hospital District or its President and Chief Executive Officer.
- (e) *Employee* means a person who performs services for, and under the control and direction of, or contracts with, the District or its independent contractors for wages or other remuneration.
- (f) *Findings of fact and conclusions of law memorandum* means the memorandum written by the review panel that contains the factual findings and legal conclusions based upon the record and evidence presented in the hearing along with a recommended and appropriate course of action and any other appropriate remedial action to be taken.
- (g) *Gross mismanagement* means a continuous pattern of managerial abuses, wrongful or arbitrary and capricious actions, or fraudulent or criminal conduct which may have a substantial adverse economic impact.
- (h) *Independent contractor* means a person, other than the District, engaged in any business and who enters into a contract with the District.
- (i) *Probable cause determination and findings of fact memorandum* means the memorandum written by the lead examiner or investigator following the preliminary investigation which contains the preliminary findings and conclusions of the lead examiner or investigator.
- (j) *Review panel* means the group designated to oversee and decide matters at the Whistle-blower hearing conducted pursuant to the procedures of this Whistle-blower Policy.

4. *Actions Prohibited.*

- (a) The District or independent contractor shall not dismiss, discipline, or take any other adverse personnel action against an employee for disclosing information pursuant to the provisions of this Whistle-blower Policy.
- (b) The District or independent contractor shall not take any adverse action that affects the rights or interests of a person in retaliation for the person's disclosure of information under this Whistle-blower Policy.
- (c) The provisions of this Whistle-blower Policy shall not be applicable when an employee or person discloses information known by the employee or person to be false.

5. *Nature of Information Disclosed.* The information disclosed that constitutes a whistle-blower complaint subject to the provisions of this Whistle-blower Policy must include:

- (a) Any violation or suspected violation of any federal, state, or local law, rule, or regulation committed by an employee or agent of the District or independent contractor which creates and presents a substantial and specific danger to the public's health, safety, or welfare; or
- (b) Any act or suspected act of gross mismanagement, malfeasance, misfeasance, gross waste of public funds, or gross neglect of duty committed by an employee or agent of the District or independent contractor.

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6. *To Whom Information Disclosed.* The information disclosed under this Whistle-blower Policy must be disclosed to the President and Chief Executive Officer of the District or his/her designee, pursuant to procedures established by the President and Chief Executive Officer.
 7. *Employees and Persons Protected.* This Whistle-blower Policy protects employees and persons who disclose information on their own initiative in a written and signed complaint or in a non-anonymous complaint through the District's Corporate Compliance and Ethics Department; who are requested to participate in an investigation, hearing, or other inquiry conducted by the District or other government entity; who refuse to participate in any adverse action prohibited by this Whistle-blower Policy; or who is otherwise a protected class under Florida's Whistle-blower Act, § 112.3187(7), Florida Statutes. The provisions of this Whistle-blower Policy may not be used by a person while he or she is under the care, custody, or control of the state correctional system or, after his or her release from the care, custody, or control of the state correctional system, with respect to circumstances that occurred during any period of incarceration. No remedy or other protection under this Whistle-blower Policy or §§ 112.3187—112.31895, Florida Statutes, applies to any person who has committed or intentionally participated in committing the violation or suspected violation for which protection under this Whistle-blower Policy is being sought.
 8. *Remedies and Procedures.*
 - (a) Any employee or other person protected under this Whistle-blower Policy or Florida's Whistle-blower Act, shall have the right to file a complaint as detailed herein within sixty (60) days after the action, which is prohibited under this Whistle-blower Policy or Florida's Whistle-blower Act, takes place and, provided such complaint is timely filed, such individual shall have the right to have their whistle-blower complaint be heard by a review panel of at least three (3) impartial persons appointed by the District.
 - (b) To the extent practicable and as allowable by state and federal law, the complainant, the subject of the complaint, and, as applicable, any other relevant individuals shall be provided copies of any complaint filed under the provisions of this Whistle-blower Policy.
 - (c) The President and Chief Executive Officer of the District shall establish a procedure for receipt and investigation of whistle-blower information, allegations, and complaints by employees or applicants for employment who are discharged, disciplined, or subjected to other adverse personnel action, or denied employment, because he or she engaged in an activity protected by this Whistle-blower Policy or Florida's Whistle-blower Act, as well as procedures pertaining to investigations into allegations of retaliatory adverse actions received from members of the public. The procedure shall provide for a preliminary investigation lasting no longer than ninety (90) days, unless extended by the President and Chief Executive Officer or, to the extent such allegation or complaint involves the President and Chief Executive Officer, by the District's Chief Compliance Officer, for good cause to determine whether there is probable cause to believe that a prohibited personnel action under this Whistle-blower Policy, has occurred. Any such procedure shall also provide for the review of all such allegations and complaints, as well as supervision of any such investigation, by the District's Office of the General Counsel.
 - (d) Any preliminary investigation conducted regarding complaints and allegations violative of this Whistle-blower Policy shall be concluded with a probable cause determination and findings of fact memorandum. Such memorandum shall be presumed admissible in any hearing conducted under this Whistle-blower Policy and shall be forwarded to the appointed review panel and, to the extent practicable and permissible under state and federal law, to the complainant, the subject of the complaint, and any other relevant and interested individuals.
 - (e) *Whistle-blower hearings.*
 - (i) All hearings conducted shall be commenced insofar as is practicable within sixty (60) days following the conclusion of the preliminary investigation and probable cause determination and findings of fact memorandum, except that the President and Chief Executive Officer or, to the

extent such allegation or complaint involves the President and Chief Executive Officer, the District's Chief Compliance Officer, shall have the authority to extend such time for reasonable cause.

- (ii) A review panel of at least three (3) impartial persons shall be appointed by the President and Chief Executive Officer of the District or, to the extent such allegation or complaint involves the President and Chief Executive Officer, by the District's Chief Compliance Officer. Officers, employees, and other members of the District may be appointed to serve on the review panel provided such staff were not personally involved in the case and are not in the relevant chain of command for the parties involved.
 - (iii) A hearing under this Whistle-blower Policy shall be conducted after notice to the complainant and, to the extent practicable and not otherwise prohibited by state or federal law, the individual, official, officer, facility, hospital, department, division, affiliate, subsidiary, or office of the District involved. Such notice shall state the time, place, and date of the hearing.
 - (iv) All interested parties to the action are entitled to present relevant evidence, records, and testimony of witnesses, and are entitled to obtain legal counsel, at such parties' own cost, to represent such parties' interests at the hearing. The rules of evidence need not be strictly enforced but any and all such evidence presented shall only be admissible and considered if such evidence is relevant to the matter giving rise to the action(s) prohibited under this Whistle-blower Policy or Florida's Whistle-blower Act. The President and Chief Executive Officer or, to the extent such allegation or complaint involves the President and Chief Executive Officer, the District's Chief Compliance Officer may appoint a neutral hearing examiner to consider issues of procedural posture of the hearing consistent with this Whistle-blower Policy and the admissibility of evidence presented. If no such hearing examiner is appointed, all evidentiary matters and matters of procedural posture shall be decided by the appointed review panel.
 - (v) Upon hearing the complaint, the review panel shall make findings of fact and conclusions of law for a final decision by the District. Such findings of fact and conclusions of law memorandum shall include, to the extent applicable, a recommended and appropriate course of action and any other appropriate remedial action to be taken in accordance with this Whistle-blower Policy or any other District policy or procedure.
 - (vi) The findings of fact and conclusions of law memorandum shall be provided, to the extent practicable and as allowable by state and federal law, to the complainant, the subject of the complaint, and, as applicable, any other relevant individuals no later than thirty (30) days following the conclusion of the hearing.
 - (vii) A complainant's right to a hearing under this Whistle-blower Policy shall be forfeited if the complainant fails, without good cause, to appear at such hearing.
 - (viii) Any employee of the District found to have retaliated against another District employee in violation of this Whistle-blower Policy, shall be considered to have committed a violation of the District's Code of Conduct and shall be subject to disciplinary action up to and including dismissal from District employment.
- (f) *Appeals.*
- (i) The complainant and any interested party(ies) may appeal the decision of the review panel within thirty (30) days of the issuance of the findings of fact and conclusions of law memorandum by the review panel. Such appeal must be delivered to the President and Chief Executive Officer with a copy to the District's Office of the General Counsel. To the extent an appeal is not timely filed, such appeal shall be deemed waived unless otherwise extended by the President and Chief

Executive Officer or, to the extent such allegation or complaint involves any individual who reports directly to the Board, the Board for good cause.

- (ii) The appellate review panel shall include any individuals appointed to oversee matters of appeal under this Whistle-blower Policy. The President and Chief Executive Officer, or his or her designees, shall hear appeals of all matters for non-Board reports and the Chair of the Board, or Vice-Chair if the Chair is unavailable, shall hear appeals of all matters of all direct-Board reports. In lieu of hearing a direct appeal, the President and Chief Executive Officer may delegate such authority to one (1) or more impartial individuals to consider the matters on appeal. Notwithstanding the foregoing, the Board may delegate the authority to another Board member to consider any matters on appeal.
- (iii) To the extent an appeal is timely filed in accordance with the requirements above, an appeal shall be held as soon as reasonably practicable, but in no event less than fifteen (15) days and no longer than ninety (90) days following the filing of the appeal, unless otherwise extended by the President and Chief Executive Officer or, to the extent such allegation or complaint involves any individual who reports directly to the Board, the Board for good cause.
- (iv) The proceedings by the appellate review body shall be in the nature of an appellate review based upon the record of the hearing before the review panel, the review panel's findings of fact and conclusions of law memorandum, and all subsequent results and actions thereof. The appellate review body also shall consider any written statements submitted. All written statements shall be submitted no later than fifteen (15) days prior to the scheduled appellate hearing unless otherwise waived by the appellate review body for good cause. All written statements shall also be served on all opposing parties. Written statements by the appellant shall describe the findings of fact, conclusions and procedural matters with which the appellant disagrees, and the reasons for such disagreement. New matters not raised or presented at the original hearing may not be presented at the appellate review unless otherwise waived by the appellate review body.
- (v) The appellate review body may, at its discretion, allow the aggrieved parties or their representatives to appear and make oral statements and answer any questions posed to them by the appellate review body. To the extent the appellant fails to appear after an appearance by the appellate review body is requested, such appeal shall be dismissed with prejudice and the decision of the review panel shall be final, unless otherwise waived by the appellate review body for good cause.
- (vi) The appellate review body may affirm, modify, or reverse the adverse result or action or, in its discretion, may refer the matter back to the review panel for further review and recommendation to be returned to it within a specified period of time.
- (vii) Within sixty (60) days after the date of the appellate review or scheduled date of oral statements (as applicable), whichever date is later, the appellate review body shall render its final decision in the matter in writing and shall send notice thereof to the complainant and, as practicable and allowable under state and federal law, the subject of the complaint as well as any other relevant individuals.
- (g) Final decisions involving employees and officers who report directly to the Board shall be referred to the Board along with the findings of fact and conclusions of law memorandum and applicable final rulings of the appellate review body for decisions regarding any further remedial measures and actions that need to be taken. All other final decisions shall be referred to the President and Chief Executive Officer along with the findings of fact and conclusions of law memorandum and applicable final rulings of the appellate review body for decisions regarding any further remedial measures and actions that need to be taken.

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- (h) The issuance of the appellate review body's final ruling or, to the extent such appeal is waived, the review panel's findings of fact and conclusions of law memorandum shall be the final decision regarding the matter(s) under review, shall be immediately effective, and such matter(s) shall not be subject to any further review.
 - (i) The foregoing procedure shall be a condition precedent to any civil action pursuant to § 112.3187(8)(c).
9. *Relief.* In any case brought under this Whistle-blower Policy in which it is found that prohibited conduct occurred in violation of this Whistle-blower Policy, the President and Chief Executive Officer or, to the extent applicable, the Board may:
- (a) Reinstatement an employee to the same position held before the adverse action was commenced, or to an equivalent position or reasonable front pay as alternative relief;
 - (b) Reinstatement an employee's full fringe benefits and seniority rights, as appropriate;
 - (c) Compensate, if appropriate, for lost wages, benefits, or other lost remuneration caused by the adverse action;
 - (d) Any other relief permitted under the Whistle-blower Act or under state or federal law; or
 - (e) Any other relief deemed to be appropriate under the circumstances.
10. *Defenses.* It shall be an affirmative defense to any action brought pursuant to this Whistle-blower Policy that the adverse action was predicated upon grounds other than, and would have been taken absent, the employee's or person's exercise of rights protected by this Whistle-blower Policy.
11. *Existing Rights.* This Whistle-blower Policy does not diminish the rights, privileges, or remedies of an employee under any other law or rule or under any collective bargaining agreement or employment contract; however, the election of remedies in § 447.401, Florida Statutes, also applies to whistle-blower actions.
12. *False Complaints.* In addition to disciplinary action up to and including termination from employment, any individual who provides false information pursuant to this Whistle-blower Policy may be investigated and prosecuted for violations under Florida law, including but not limited to, § 837.06 (False Official Statements); § 838.022 (Official Misconduct); and § 837.05 (False Reports), of the Florida Statutes.
13. *Confidentiality of Individuals.* The identity of such individuals reporting violations under this Whistle-blower Policy shall be confidential and exempt from the provisions of Florida's public records laws to the fullest extent permitted by, and in accordance with, the law including, but not limited to, the confidentiality requirements and exemptions set forth in §§ 119.0713 and 112.3188 of the Florida Statutes.
14. *Training and Information.* The President and Chief Executive Officer shall establish a procedure to provide periodic training regarding the provisions of this Whistle-blower Policy and the requirements herein to all District employees and officials.
15. *Rules and Procedures.* The President and Chief Executive Officer is hereby authorized to promulgate such rules and procedures necessary to effectuate the intent of this Whistle-blower Policy.

(Res. No. FY21-11 , §§ 1—15, 1-26-21)

Section 6.9. Resolution Establishing Guidelines for Physician Recruitment Arrangements

1. The Board hereby establishes the following guidelines as they pertain to the District's recruitment of physicians.

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2. The President and Chief Executive Officer (" CEO "), Chief Financial Officer (" CFO "), or any of the respective authorized delegates of the CEO or CFO, are hereby authorized to enter into and execute recruitment agreements in any amount provided the recruitment arrangements comply with the guidelines below.
 3. All physician recruitment arrangements shall comply with the Federal Anti-Kickback Statute as codified in 42 U.S.C. § 1320a-7b and the Physician Recruitment Exception to the Stark Law promulgated in 42 C.F.R. § 411.357(e), all as amended from time to time and any successor statutes or regulations thereof.
 4. All recruitment arrangements shall comply with the IRS's Revenue Ruling 97-21 (May 5, 1997).
 5. To the extent a physician is recruited to perform services for the District, while taking into consideration all the benefits provided to the physician, the compensation paid to the physician shall be reasonable in relation to the services the physician is providing in return.
 6. In all instances of physician recruitment, there shall be documented evidence of a community need or other benefit to the community, the recruitment shall be in furtherance of the District's purpose, and the recruitment shall be reasonably related to the accomplishment of that purpose in promoting the health of the community and ensuring a high quality of medical care.
 7. All physician recruitment arrangements shall be reasonable and negotiated at arms' length.
 8. No physician arrangement may be conditioned upon a physician's referrals to the District, and the remuneration may not be determined, directly or indirectly, on the volume or value of actual or anticipated referrals or other business generated between the physician and the District.
 9. Any benefit to the physician under the physician recruitment arrangement shall be incidental to the public purpose achieved in recruiting the physician.
 10. The above-mentioned guidelines shall be monitored and regularly reviewed by the Board to ensure consistency with the District's tax-exempt purposes.

(Res. No. FY20-20 , §§ 1—10, 5-27-20)

Section 6.10. Resolution Governing the Disposition of Surplus Personal Property of the District

1. The following procedure be established governing the disposition of Surplus Property of the District.
2. *Definitions.* For purposes of this Policy, the following words shall have the meanings set forth below and ascribed to them regardless of whether they are capitalized unless the context in which they are used clearly requires a different meaning:
 - (a) *Board* shall mean the Board of Commissioners of North Broward Hospital District.
 - (b) *Custodian* shall mean the person to whom the custody of the District's Property has been delegated.
 - (c) *District* shall mean the North Broward Hospital District and all of its wholly-owned subsidiaries and affiliates.
 - (d) *District's Charter* shall mean ch. 2006-347, Laws of Florida, as amended.
 - (e) *Governmental Unit* shall mean Broward County, Broward County Sheriff's Office, or any other taxing district within Broward County.
 - (f) *Political Subdivision* shall mean any counties, cities, towns, villages, special tax school districts, special road and bridge districts, bridge districts, and all other districts in the State of Florida.

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- (g) *Private Nonprofit Agency* shall mean a nonprofit charitable organization, no part of the net earnings of which inures or may lawfully inure to the benefit of any private shareholder or individual, which has been held to be tax-exempt under the provisions of § 501 of the Internal Revenue Code of 1954, and which has as its principal mission public health and welfare; education; environmental restoration and conservation; civil and human rights; or the relief of human suffering and poverty.
 - (h) *Private Persons or Entities* shall mean individuals, sole proprietors, firms, associations, joint ventures, partnerships, estates, trusts, business trusts, syndicates, fiduciaries, corporations, companies, unincorporated organizations, other legal entity or organizations, and all other groups or combinations thereof which are not otherwise deemed a Private Nonprofit Agency.
 - (i) *Property* shall mean tangible personal property of the District which is of a nonconsumable nature.
 - (j) *Spending Threshold* shall have the same meaning as Spending Threshold referenced in the Board's Procurement Policy entitled Threshold Categories of the Procurement Code incorporated in the Procurement Policy Table, as amended from time to time and then in effect.
 - (k) *Surplus Property* shall mean Property of the District that is obsolete or the continued use of which is uneconomical or inefficient or which serves no useful function.
3. *Classification and Method of Disposition of Surplus Property.* Property of the District, that is not otherwise lawfully disposed of, may be declared as Surplus Property upon occurrence of one (1) of the following:
- (a) *Classification and Disposition Method of Surplus Property with Commercial Value Under the Spending Threshold.* Property, the estimated value of which is less than the Spending Threshold, may be declared and classified as Surplus Property by the District's President and Chief Executive Officer, or his or her designee, and the method of the disposition of the Surplus Property (as explained in greater detail below) may also be made by the District's President and Chief Executive Officer, or his or her designee.
 - (b) *Classification and Disposition Method of Surplus Property with Commercial Value Equal to or Above the Spending Threshold.* Property, the estimated value of which is equal to or more than the Spending Threshold, may only be declared and classified as Surplus Property by the Board, and the method of the disposition of such Surplus Property (as explained in greater detail below) may only be made by the Board. The foregoing classifications shall be made via one (1) or more appropriate resolution(s) identifying the method of disposition of such Surplus Property and that the Property in question is surplus to the needs and requirements of the District.
4. *Publication Notice for Disposition of Surplus Property.* Following the classification of Property of the District as Surplus Property, but before such Property may be disposed of, the District shall comply with the following publication and notice requirements as applicable:
- (a) *No Notice for Disposition of Surplus Property with no Commercial Value.* Surplus Property possessing no commercial value may be disposed of in any lawful manner without formal newspaper publication.
 - (b) *Publication Notice for Disposition of Surplus Property to Governmental Units or Private Nonprofit Agencies.*
 - (1) *Surplus Property with Commercial Value Under the Spending Threshold Sold or Donated to a Governmental Unit or Private Nonprofit Agency.* Surplus Property possessing commercial value, but the estimated commercial value of which is less than the Spending Threshold, may be offered by sale or donation without any formal newspaper publication to a Governmental Unit or Private Nonprofit Agency; provided, however, all offers shall disclose the value and condition of the Surplus Property.
 - (2) *Surplus Property with Commercial Value Equal to or Above the Spending Threshold Sold or Donated to a Governmental Unit or Private Nonprofit Agency.* Surplus Property, the estimated commercial value of which is equal to or more than the Spending Threshold, may be offered by

sale or donation to a Governmental Unit or Private Nonprofit Agency after publishing a notice of intent to dispose of such Surplus Property in a newspaper of general circulation in Broward County at least thirty (30) days in advance of such sale or donation. Consistent with § 274.05, Florida Statutes, and Section 20 of the District's Charter, the published notice shall be sufficient if it reasonably identifies the Surplus Property in question, discloses the value and condition of the Surplus Property, and informs any Governmental Unit or Private Nonprofit Agency interested in such property that the Board desires to dispose of said Surplus Property and seeks offers to buy thereon. It is not required that such notice specify the terms or conditions desired by the District, and if such terms and conditions are included in such notice or otherwise provided, they are to be for general information only and shall not prevent the Board from accepting different terms and conditions which the board might determine to be more beneficial to the District. Offers submitted by Governmental Units or Private Nonprofit Agencies are not required to be sealed or to be kept confidential to the District, unless otherwise specified in the published notice, and any Governmental Unit or Private Nonprofit Agency may submit any number of alternate offers at any time during the bidding period.

- (c) *Publication Notice for Disposition of Surplus Property to the State of Florida, Political Subdivisions, and Private Persons or Entities.*
- (1) *Surplus Property with Commercial Value Under \$5,000 to the State of Florida, Political Subdivisions, and Private Persons or Entities.* Surplus Property possessing commercial value, but the estimated commercial value of which is less than \$5,000, may be disposed of and sold to the State of Florida, Political Subdivisions, or Private Persons or Entities, without any formal notice, in the most suitable, appropriate, efficient, and cost-effective means as determined by the District's President and Chief Executive Officer, or his or her designee, in the reasonable exercise of their discretion and having consideration for the best interests of the District.
 - (2) *Surplus Property with Commercial Value Equal to or Above \$5,000 but Less than the Spending Threshold to the State of Florida, Political Subdivisions, and Private Persons or Entities.* Surplus Property, the estimated commercial value of which is equal to or more than \$5,000 but less than the Spending Threshold, may be disposed of and sold to the State of Florida, Political Subdivisions, or Private Persons or Entities after providing publication of notice not less than one (1) week nor more than two (2) weeks prior to sale in a newspaper having a general circulation in Broward County.
 - (3) *Surplus Property with Commercial Value Equal to or Above the Spending Threshold to the State of Florida, Political Subdivisions, and Private Persons or Entities.* Surplus Property, the estimated commercial value of which is equal to or more than the Spending Threshold, may be disposed of and sold to the State of Florida, Political Subdivisions, or Private Persons or Entities after (i) publishing a notice of intent to dispose of such Surplus Property in a newspaper of general circulation in Broward County at least thirty (30) days in advance of the sale or disposition of the Surplus Property with such notice reasonably identifying the Surplus Property in question and informing any interested parties that the Board desires to dispose of the Surplus Property and seeks offers to buy thereon consistent with the notice requirements of Section 20 of the District's Charter; and (ii) providing an additional publication of notice not less than one (1) week nor more than two (2) weeks prior to sale or disposition in a newspaper of general circulation in Broward County.
5. *Method of Disposition of Surplus Property.* Following the classification of Property as Surplus Property and proper publication of notice as applicable, such Surplus Property shall be disposed of as follows:
- (a) *Method of Disposition of Surplus Property with no Commercial Value.*

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- (1) *Destruction or Abandonment of Surplus Property with no Commercial Value.* Surplus Property possessing no commercial value may be lawfully destroyed or abandoned by the District in the most suitable, appropriate, efficient, and cost-effective means as determined by the District's President and Chief Executive Officer, or his or her designee, in the reasonable exercise of their discretion and having consideration for the best interests of the District.
 - (2) *Donation of Surplus Property with no Commercial Value.* Surplus Property possessing no commercial value may be donated to the State of Florida, a Political Subdivision, a Governmental Unit, or a Private Nonprofit Agency as provided herein; provided, however, that Surplus Property with any commercial value may not be donated to the State of Florida or a Political Subdivision, and Surplus Property with any or no commercial value may not be donated to any Private Persons or Entities.
- (b) *Method of Disposition of Surplus Property with Commercial Value to Governmental Units and Private Nonprofit Agencies.*
- (1) *Surplus Property with Commercial Value Below the Spending Threshold Sold or Donated to a Governmental Unit or Private Nonprofit Agency.* Surplus Property possessing commercial value, but the estimated commercial value of which is less than the Spending Threshold, may be offered by sale or donation to a Governmental Unit or Private Nonprofit Agency without Board approval as determined by the District's President and Chief Executive Officer, or his or her designee, within the reasonable exercise of their discretion and having consideration for the best interests of the District, and in accordance with § 274.05, Florida Statutes, as amended.
 - (2) *Surplus Property with Commercial Value Equal to or Above the Spending Threshold Sold to a Governmental Unit or Private Nonprofit Agency.* Surplus Property, the estimated commercial value of which is equal to or more than the Spending Threshold, may be offered by sale or donation to a Governmental Unit or Private Nonprofit Agency following approval by the Board and in accordance with § 274.05, Florida Statutes, and Section 20 of the District's Charter, both as amended from time to time, after publication of notice consistent with the "Publication Notice for Disposition of Surplus Property" Section of this Policy.
 - (3) *Costs of Transfer Borne by the Receiving Governmental Units or Private Nonprofit Agencies.* The cost of transferring Surplus Property under this subsection shall always be borne and paid by the Governmental Unit or the Private Nonprofit Agency purchasing or receiving the donation of the Surplus Property.
- (c) *Method of Disposition of Surplus Property with Commercial Value to the State of Florida, Political Subdivisions, and Private Persons or Entities.*
- (1) *Surplus Property with Commercial Value Under \$5,000 to the State of Florida, Political Subdivisions, and Private Persons or Entities.* Surplus Property possessing commercial value, but the estimated commercial value of which is less than \$5,000, may be sold to the State of Florida, Political Subdivisions, or Private Persons or Entities without Board approval in the most suitable, appropriate, efficient, and cost-effective means as determined by the District's President and Chief Executive Officer, or his or her designee, in the reasonable exercise of their discretion and having consideration for the best interests of the District.
 - (2) *Surplus Property with Commercial Value Equal to or Above \$5,000 to the State of Florida, Political Subdivisions, and Private Persons or Entities.* Surplus Property, the estimated commercial value of which is equal to or more than \$5,000 but less than the Spending Threshold, may be sold to the State of Florida, Political Subdivisions, or Private Persons or Entities without Board approval consistent with § 274.06, Florida Statutes, as amended, and shall be sold only to the highest responsible bidder by quote, sealed bid, or by public auction after publication of notice consistent with the "Publication Notice for Disposition of Surplus Property" Section of this Policy.

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- (3) *Surplus Property with Commercial Value Equal to or Above the Spending Threshold to Private Persons or Entities.* Surplus Property, the estimated commercial value of which is equal to or more than the Spending Threshold, may be disposed of to the State of Florida, Political Subdivisions, or Private Persons or Entities consistent with § 274.06, Florida Statutes, and Section 20 of the District's Charter, both as amended from time to time, following approval by the Board and shall be sold only to the highest responsible bidder, or by public auction after publication of notice consistent with the "Publication Notice for Disposition of Surplus Property" Section of this Policy.
6. *Recordation of Surplus Property.*
- (a) *Recordation of Surplus Property Disposed of Under \$5,000.* All Surplus Property with no commercial value or with an estimated commercial value less than \$5,000 shall be recorded by the Custodian in the manner prescribed and determined by the District's President and Chief Executive Officer, or his or her designee, within the reasonable exercise of their discretion and having consideration for the best interests of the District.
- (b) *Recordation of Surplus Property Disposed of Equal to or Above \$5,000.* All Surplus Property, the estimated commercial value of which is equal to or more than \$5,000, shall be recorded by the Custodian in the manner prescribed under § 274.02, Florida Statutes, and Fla. Admin. Code R. 69I-73.001, et seq., all as amended from time to time and any successive statute or regulation thereof.
- (c) *Board Recordation.* In addition to the requirements for recording the disposition of Surplus Property with a commercial value equal to or more than \$5,000, the authority for the disposal of Property deemed by the Board as Surplus Property shall be recorded in the minutes of a regular meeting or special meeting of the Board called for that purpose. The form and method by which the disposal shall be by resolution adopted during a regular or special meeting of the Board.
7. *Consistency with Florida Law.* In all circumstances, the disposition of Surplus Property shall be consistent with ch. 274, Florida Statutes, and Section 20 of the District's Charter, all as amended from time to time and then in effect. The above-mentioned Policy shall be read consistent with the foregoing laws and to the extent the above-mentioned Policy conflicts with or otherwise modifies the foregoing laws, the foregoing laws shall control as if fully set forth herein.
- (Res. No. FY22-08 , §§ 1—7, 11-17-21)

Section 6.11. Resolution Authorizing Credit Enhancement Devices

1. Subject to state and federal law and the District's Charter, the Board hereby authorizes the District, without further Board approval, in each instance, to enter into contracts, agreements, and other binding instruments equal to or below the Spending Threshold—as such term is defined under the Board's Procurement Policy entitled Threshold Categories of the Procurement Code, as amended from time to time and then in effect—to secure: surety bonds with a surety company qualified to do business in the State of Florida; irrevocable or standby letters of credit issued by a financial institution or with a similarly situated professional third party; guarantee agreements secured by a certificate of deposit in a financial institution; or any other surety, guaranty, or credit enhancement device with an independent third party that is qualified under the laws of the State of Florida to honor demands for payment to another party upon the default or failure of the District to meet its obligations under a contract or other agreement.
2. The District's President and Chief Executive Officer (the "CEO") and those officers authorized under section XVI.A.2. of the District's Master Procurement Code, as well as such other officers of the District delegated such authority by the CEO or Board from time to time (collectively, the "Designated Officers"), are hereby authorized and empowered, in the name of, and on behalf of, the District, to take, or cause to be taken, any

and all such further acts, deeds, and matters, to pay such fees and expenses, and to execute, file and, deliver, or cause to be filed and delivered, all such registrations, certifications, forms, notices, agreements, contracts, documents, and instruments, in each case, in such form and terms as the CEO may approve and as may be deemed necessary or appropriate in order to fully carry out the purposes and intent of the foregoing (as conclusively evidenced by the taking of such action or the execution and delivery of such instruments, as the case may be), and any and all actions heretofore taken by the CEO and Designated Officers in connection with the subject of the foregoing recitals and resolutions be, and each of them hereby is, ratified, confirmed, and approved in all respects as the act and deed of the District.

(Res. No. FY22-09 , §§ 1, 2, 11-17-21)

EXHIBIT A. AMENDED AND RESTATED CHARTER OF THE AUDIT COMMITTEE AND INTERNAL AUDIT OF NORTH BROWARD HOSPITAL DISTRICT

Background and Role

The Board of Commissioners (the "Board") of the North Broward Hospital District (the "District"), within subsection (c)(1) of section 3.12 of the Codified Resolutions of the Board ("Codified Resolutions"), established the Audit Committee as a permanent standing committee of the District and established the Internal Audit Department as an independent department with a Chief Internal Auditor. This Amended and Restated Charter of the Audit Committee and Internal Audit of North Broward Hospital District ("Audit Committee Charter") amends and restates the original Audit Committee Charter adopted on August 27, 2006, as amended, and provides a blueprint for how internal audit should operate. This Audit Committee Charter establishes that it is vital that the District, as a special taxing district of the State of Florida, be held accountable for the use of public funds and apply sound management practices through established policies and procedures that conform with state and federal law, rules and regulations.

Mission and Purpose

The mission of the Audit Committee is to enhance and protect the District's organizational value by providing risk-based and objective assurance, advice, and insight. The Audit Committee's purpose is to provide a structured and systematic oversight of the District's governance, risk management, and internal control practices. The Audit Committee assists the Board and the District's senior management by providing independent advice and guidance on the adequacy and effectiveness of—and of potential improvements to—the District's initiatives and practices for values and ethics; governance structure; risk management; internal control framework; oversight of the Internal Audit Department and external auditors; and financial statements and public accountability reporting.

Standards for the Professional Practice of Internal Auditing

The Audit Committee and the Internal Audit Department shall govern themselves by adherence to the mandatory elements of The Institute of Internal Auditors' International Professional Practices Framework, including its Standards, Core Principles for the Professional Practice of Internal Auditing, Definition of Internal Auditing, and Code of Ethics, as amended from time to time and then in effect (collectively, "IIA Standards").

Audit Committee Values and Communication

The Audit Committee shall conduct itself consistent with all state and federal laws that govern the District, as well as the District's enabling legislation and charter (codified in ch. 2006-347, Laws of Florida and ch. 2007-299, Laws of Florida), the Amended and Restated Bylaws of the North Broward Hospital District (the "Board's Bylaws"), the Code of Conduct of Broward Health, and Broward Health's Policies and Procedures, all as amended from time to time. All communication with the District's management and staff shall always be direct, open, and complete.

Scope, Authority, and Responsibilities

- CODE of the NORTH BROWARD HOSPITAL DISTRICT
PART II - BYLAWS AND RESOLUTIONS
- Codified Resolutions of the Board of Commissioners of the North Broward Hospital District
EXHIBIT A. AMENDED AND RESTATED CHARTER OF THE AUDIT COMMITTEE AND INTERNAL AUDIT OF NORTH
BROWARD HOSPITAL DISTRICT

The Audit Committee shall discharge its respective responsibilities in accordance with this Audit Charter. The following authority and responsibilities are hereby established:

Audit Committee Organization and Structure

The following components, operational procedures, and membership and qualification requirements shall apply to the Audit Committee and its members:

1. *Audit Committee Composition, Offices, and Officer Selection.* The Composition of the Audit Committee shall be set forth in section 3.12(c)(1) of the Codified Resolutions and the offices and selection of officers shall be consistent with section 3.12(e) of the Codified Resolutions, all as amended from time to time.
2. *Meetings and Quorum.* The frequency of meetings of the Audit Committee shall be provided in section 3.12(c)(1) of the Codified Resolutions. A quorum of the Audit Committee shall be consistent with Art. III, s. 1.(b) of the Board's Bylaws.
3. *Meeting Agendas.* The Audit Committee chair shall coordinate with the Chief Internal Auditor to establish agendas for Audit Committee meetings.
4. *Open Meetings and Meeting Minutes.* Unless otherwise exempt under Florida law, all meetings of the Audit Committee shall be open to the public as provided in § 286.011, Florida Statutes, as amended from time to time and any successor statute thereof. Minutes of the Audit Committee shall be promptly recorded and made available to all Board members and Audit Committee members consistent with Art. III, s. 5. of the Board's Bylaws.
5. *Competency of Members.* Audit Committee members shall have sufficient competency to fulfill the roles of the Audit Committee.
6. *Independence.* Each member of the Audit Committee shall be independent and free from any relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment as a member of the Audit Committee.
7. *Terms of Appointment.* Members of the Board shall serve on the Audit Committee and be appointed consistent with section 3.12(e) of the Codified Resolutions. The outside expert consultants of the Audit Committee shall serve at the pleasure of the Board and be appointed or reappointed annually at the Board's Annual Meeting and may serve on the Audit Committee up to a maximum of four (4) years (consecutively or non-consecutively).
8. *Remuneration of Outside Expert Consultants.* The outside expert consultants of the Audit Committee shall serve without compensation but may be paid for traveling expenses consistent with § 112.061, Florida Statutes and the District's policy governing travel and reimbursement expenditures.
9. *Conflicts of Interest.* As is required of all Board members, all outside expert consultants serving as Audit Committee members shall adhere and comply with the District's policies and procedures, the Code of Conduct of Broward Health, and the Board's Code of Conduct and Ethics as delineated in Art. II, s. 7 of the Board's Bylaws and section 2.7 of the Codified Resolutions (collectively, the "District's Code of Conduct and Ethics"). Outside expert consultants shall promptly disclose any conflict of interest or any appearance of impropriety to the Audit Committee and shall be required to fully, accurately and timely complete all forms required by the District, including, without limitation, a Conflict of Interest and Financial Disclosure Form. If there is any question regarding whether an outside expert consultant

- CODE of the NORTH BROWARD HOSPITAL DISTRICT
PART II - BYLAWS AND RESOLUTIONS
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EXHIBIT A. AMENDED AND RESTATED CHARTER OF THE AUDIT COMMITTEE AND INTERNAL AUDIT OF NORTH
BROWARD HOSPITAL DISTRICT

serving on the Audit Committee should recuse themselves from a vote, the Audit Committee shall vote to determine the appropriateness of recusal.

10. *Orientation Training.* All outside expert consultants of the Audit Committee shall receive the same formal orientation training provided to Board members which shall include, without limitation, training on the purpose and mandate of the Audit Committee and the District's Code of Conduct and Ethics. In accordance with section 2.7 of the Codified Resolutions, the outside expert consultants of the Audit Committee must acknowledge receipt of compliance training and that they will comply with the District's Code of Conduct and Ethics.
11. *Attendance Requirements for District Employees.* The President and Chief Executive Officer ("President and CEO"), General Counsel, and the Chief Internal Auditor, or their designees shall be required to attend all Audit Committee meetings to further the purposes, goals, and objectives of the Audit Committee, provide support and relevant information to the Audit Committee, and to assist in matters falling within the jurisdiction of the Audit Committee. The Chief Internal Auditor, or another appropriate designee, shall facilitate and coordinate meetings as well as provide ancillary support to the Audit Committee, as time and resources permit.

Authority of the Audit Committee

Consistent with this Audit Committee Charter, and as otherwise permitted by the Board, in discharging its responsibilities, the Audit Committee may request the attendance of employees of the District and relevant information it considers necessary to discharge its duties. The Audit Committee shall also, to the extent permitted by state and federal law, have unrestricted access to records, data, and reports. If access to requested documents is denied due to legal or confidentiality reasons, the Audit Committee and/or Chief Internal Auditor will follow the Board's approved mechanism for resolution of the matter. The Audit Committee is also empowered to:

1. Request assistance from the District's Office of the General Counsel or, to the extent that there is an actual or perceived conflict of interest, request the General Counsel to engage independent counsel following the approval of the Board.
2. Recommend to the Board the appointment and compensation of advisors and external auditors as necessary.
3. Review all audit and non-audit services performed by the external auditors, including the work of any registered public accounting firm employed by the District.
4. Recommend appropriate actions to the Board to resolve any disagreements between members of senior management and external auditors regarding financial reporting and other matters.
5. Recommend to the Board the approval for all auditing and non-audit services performed by external auditors.

Responsibilities of the Audit Committee

It is the responsibility of the Audit Committee to review the internal audit activities of the District and provide the Board with independent and objective advice with respect to the following aspects of the management of the organization, as well as other duties and responsibilities delegated from the Board from time to time where not duplicative of actions by another Board committee or of the Board itself:

Prevention and Detection of Fraud

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To obtain reasonable assurance with respect to the District's procedures for the prevention and detection of fraud, the Audit Committee may:

1. Oversee management's arrangements for the prevention and deterrence of fraud.
2. Provide oversight of the District's antifraud programs and controls in place to identify potential fraud and ensure that investigations are undertaken if fraud is detected.

Control

To obtain reasonable assurance with respect to the adequacy and effectiveness of the District's controls in responding to risks within the District's governance, operations, and information systems, the Audit Committee may:

1. Review and report to the Board on the effectiveness of the District's control framework, including information technology security and control.
2. Review and provide advice to the Board on the control of the District as a whole and its individual units.
3. Review and make recommendations to the Board on all matters of significance arising from work performed by other providers of financial and internal control assurance to members of senior management and the Board.

Financial Statements and Public Accountability Reporting

The Audit Committee is responsible for oversight of the independent audit of the District's financial statements, including, but not limited to, overseeing the resolution of audit findings in areas such as internal controls, legal and regulatory compliance, and ethics. Accordingly, the Audit Committee may make appropriate recommendations to the Board upon the Audit Committee's:

1. Review with the District's management and the external auditors the results of audit engagements, including any difficulties encountered.
2. Review and understand significant accounting and reporting issues, including complex or unusual transactions, highly judgmental areas, and recent professional and regulatory pronouncements and their impact on the District's financial statements.
3. Review the annual financial statements, and consider whether they are complete, consistent with information known to Audit Committee members, and reflect appropriate accounting principles.
4. Review with management and the external auditors all matters required to be communicated to the Audit Committee under generally accepted external auditing standards.
5. Review and understanding of the strategies, assumptions, and estimates that management has made in preparing financial statements, budgets, and investment plans.
6. Review and understanding of how management develops interim financial information and the nature and extent of internal and external auditor involvement in the process.
7. Review, at least annually, the report by the external auditor describing:
 - a. The external auditor's internal quality-control procedures; and

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- b. Any material issues raised by the most recent internal quality control review or peer review, or by any inquiry or investigation by governmental or professional authorities within the preceding five (5) years with respect to independent audits carried out by the external auditor, and any steps taken to deal with such issues.

Audit Committee Charter

It is the responsibility of the Audit Committee to ensure that this Audit Committee Charter remain consistent with current best practices and IIA Standards. To that end, the Audit Committee shall:

1. Review this Audit Committee Charter at least annually and recommend any necessary amendments or modifications to the Board.

Oversight of the Internal Audit Department and External Auditors

The Internal Audit Department shall be overseen by the Chief Internal Auditor. The scope of the Internal Audit Department's role and function encompasses, but is not limited to, objective examinations of evidence for the purpose of providing independent assessments on the adequacy and effectiveness of governance, risk management, and control processes. In the furtherance of the Internal Audit Department's accomplishment of such goals and to obtain reasonable assurance with respect to internal audit activity, the Audit Committee may provide recommendations to the Board related to:

Internal Audit Charter and Resources

1. The review and ratification of the Internal Audit Department Charter at least annually consistent with the mandatory guidance of the IIA Standards, the scope and nature of assurance and consulting services, and any changes in the financial, risk management, and governance processes of the District, as well as developments and best practices in the professional practice of internal auditing.
2. The review of the requested resources to achieve the internal audit plan.

Chief Internal Auditor Performance

3. Advising the Board regarding the qualifications and recruitment, appointment, and removal of the Chief Internal Auditor.
4. Providing input to management related to evaluating the performance of the Chief Internal Auditor.
5. Recommending to the Board the appropriate compensation of the Chief Internal Auditor.

Internal Audit Strategy and Plan

6. The Internal Audit Department's strategic plan, objectives, performance measures, and outcomes.
7. A proposed risk-based internal audit plan and internal audit projects.
8. The internal audit plan and engagement work program, including internal audit resources necessary to achieve the plan.
9. The Internal Audit Department's performance.

Internal Audit Engagement and Follow-up

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10. The review of final reports from the internal audit plan.
11. The review and tracking of management's action plans to address the results of internal audit engagements.

Standards Conformance

12. The review of the steps taken to ensure that the Internal Audit Department's internal audit activity conforms with the IIA Standards.
13. The review of the Internal Audit Department's quality assurance and improvement program for periodic assessments of the Internal Audit Department and that the results of such periodic assessments are presented to the Audit Committee.
14. Verifying the results of the Internal Audit Department's internal and external quality assurance review and the implementation of the recommended action plan.
15. The review of any recommendations for the continuous improvement of the Internal Audit Department.

External Auditors

16. To obtain reasonable assurance with respect to work of external auditors, meeting with the external auditors during the planning phase of the engagement, the presentation of the audited financial statements, and the discussion of the results of engagements and recommendations for the District's management.
17. Obtaining statements from external auditors about their relationships with the District, including non-audit services performed in the past, and discussing the information with the external auditors to review and confirm their independence.

Reporting on Audit Committee Performance

The Audit Committee may report to the Board any matter it deems of sufficient importance. At a minimum, the Audit Committee shall report to the Board at least annually, and more often as requested by the Board, summarizing the Audit Committee's activities and recommendations. The Audit Committee's report may be delivered during an Audit Committee meeting attended by the Board or during a regularly scheduled meeting of the Board. The report shall at least include:

1. A summary of the work the Audit Committee performed to fully discharge its responsibilities during the preceding year.
2. A summary of the District's progress in addressing the results of internal and external audit engagement reports.
3. An overall assessment of the District's risk, control, and compliance processes, including details of any significant emerging risks or legislative changes impacting the District.
4. Details of meetings, including the number of meetings held during the relevant period and the number of meetings each member attended.
5. Any other information required by new or emerging corporate governance developments.

(Res. No. FY21-16 , § 3, 4-28-21)

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