

## Resolution FY22-01

### Resolution to Appoint Directors to Total Claims Administration, Inc.

**WHEREAS**, Total Claims Administration, Inc. (“TCA”) is a Florida not-for-profit corporation duly organized pursuant to the Florida Not For Profit Corporation Act, § 617.01011, *et seq.*, Florida Statutes and 26 U.S.C. § 501(c)(3);

**WHEREAS**, Art. III of TCA’s Articles of Incorporation establishes TCA for the purposes of the administration of the self-insured employee plan of North Broward Hospital District (the “District”) and other employee health insurance programs;

**WHEREAS**, the District is the sole member of TCA;

**WHEREAS**, Art. V of TCA’s Articles of Incorporation and Art. III, s. 2 of the Bylaws of Total Claims Administration, Inc., as adopted as of March 14, 2012 (the “TCA Bylaws”), reserve the sole power to Board of Commissioners of North Broward Hospital District (the “Board”) to appoint directors to the board of TCA (“Board of Directors”);

**WHEREAS**, Art. III, s. 1 of the TCA Bylaws provides that the Board of Directors shall consist of at least three (3) and no more than five (5) employees of the District who manage the affairs of TCA;

**WHEREAS**, the Board wishes to appoint such employees of the District to the Board of Directors of TCA as provided herein; and

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

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

1. The following employees of the District are hereby appointed to the Board of Directors of TCA to manage the affairs of TCA:
  - a. Susan Newton, Chief Operations Officer of Broward Health North
  - b. Alisa Bert, VP, Financial Operations of Broward Health
  - c. Alexander Fernandez, SVP, Chief Financial Officer of Broward Health
2. This resolution is effective immediately upon its ratification by the Board.
3. This resolution hereby supersedes, amends, replaces and repeals any conflicting resolution or conflicting policy previously adopted by the Board.

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

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