

RESOLUTION FY23-05

A RESOLUTION OF THE BOARD OF COMMISSIONERS OF NORTH BROWARD HOSPITAL DISTRICT WAIVING THE COMPETITIVE BIDDING REQUIREMENTS OF THE DISTRICT'S PROCUREMENT CODE IN ACCORDANCE WITH SECTION 24(4) OF THE DISTRICT'S CHARTER AND AUTHORIZING THE SELECTION OF EPIC SYSTEMS CORPORATION AS THE DISTRICT'S NEW ELECTRONIC HEALTH RECORD PLATFORM

WHEREAS, the North Broward Hospital District (the "District") is a special taxing district of the State of Florida established by the Florida Legislature in 1951 under ch. 27438, Laws of Florida, and recodified in ch. 2006-347, Laws of Florida, as amended (collectively, the "District's Charter"), with the District's primary purpose being the operation of hospitals and health care facilities to advance the public health and the public good of the residents residing within the boundaries of the District;

WHEREAS, the District is governed by a governing body of seven (7) commissioners appointed by the Governor of the State of Florida (the "Board") and said Board is responsible for the oversight of the District and the District's operations;

WHEREAS, the District's Charter authorizes and empowers the Board to establish, maintain, and operate hospitals and other supportive facilities as is necessary, in the Board's opinion, for the needs and use of the District's residents, with the establishment, maintenance, and operations, as well as the terms, conditions, and consideration for the use thereof, being determined, fixed, and under the exclusive authority of the Board;

WHEREAS, state and federal law require health care providers to document, chart, and create medical records for each of their patients which detail, without limitation, such patients' medical histories, past and present problems and concerns, medications, clinical findings, test results, preoperative and postoperative care, and progress (collectively, "Medical Records"), and the District creates such Medical Records electronically (an "Electronic Health Record" or "EHR");

WHEREAS, the District's Electronic Health Records, along with other key administrative, financial, and clinical data relevant to patient care, are housed in multiple electronic health record platforms ("Electronic Health Record Platforms") that the District utilizes to manage its Electronic Health Records and associated data, and such Electronic Health Record Platforms are an integral part of the Board's and District's maintenance and operation of the District's hospitals and health care facilities;

WHEREAS, one of the District's main Electronic Health Record Platform's contracts for certain products including, without limitation, EHR, remote hosting, and other ancillary systems expires in or about 2025, and, sometime in the near future, various crucial components of the Electronic Health Record Platform, such as, but not limited to, systems related to revenue cycle, patient registration, and other products will sunset and no longer be supported;

WHEREAS, it is impractical to upgrade only those components that are sunsetting and the District's various Electronic Health Record Platforms need to be standardized and integrated into one (1) Electronic Health Record Platform;

WHEREAS, such need has necessitated a decision as to the procurement of a new or updated Electronic Health Record Platform to replace all of the District's current Electronic Health Record Platforms;

WHEREAS, the proper selection of an Electronic Health Record Platform is vital and necessary to patient care and the operations and maintenance of the District and its facilities, as well as for the needs and use of the District's residents, insofar as these platforms are utilized and necessary to, without

limitation: (a) house all of a patient's medical history and health information in one centralized location, (b) communicate with other clinicians, labs, and health plans and promote legible and complete documentation for patient access and accurate and streamlined coding and billing, (c) improve care coordination and provide real-time updates for patients seeing multiple specialists and making transitions between care settings, (d) generate safeguards to enable safer and more reliable prescribing, risk management measures, and reduce and prevent potential medical errors and adverse events, (e) develop increased patient participation through follow-up reminders, easy-to-use scheduling, and direct communication between patients and their health care providers, (f) enhance patient health and quality of care through greater disease management and patient education, (g) reduce overhead costs associated with chart management and duplication of testing and paperwork, (h) support the District's ability to meet important regulatory requirements such as the Physician Quality Reporting System administered by the Centers for Medicare & Medicaid Services, and (i) provide greater protection of patient data to ensure the proper privacy and security of such data;

WHEREAS, the appropriate selection of an Electronic Health Record Platform is integral to the needs of patient care, the District's residents, and for the operations and maintenance of the District's hospitals and facilities insofar as such residents and District patients are seen at various hospitals and medical locations throughout South Florida and elsewhere in the United States for their medical and psychiatric needs, and the interoperability of Electronic Health Record Platforms and ability to share EHR data among providers enhances patient outcomes;

WHEREAS, almost 60% of inpatient hospitals in the United States utilize one of the two Electronic Health Record Platforms created and administered by the EHR industry's two (2) biggest vendors: Epic Systems Corporation ("Epic") and Oracle Corporation ("Oracle Cerner");

WHEREAS, in or about July of 2022, both Epic and Oracle Cerner provided public demonstrations of their respective Electronic Health Record Platforms for the consideration of the Board and the District's physicians, residents, and other interested parties;

WHEREAS, a consulting firm hired by the District conducted an independent analysis of the District's systems and Electronic Health Record Platforms that detailed the costs, benefits, and disadvantages of Epic and Oracle Cerner, and the Board has held several public workshops to obtain the input and preference of the community and the District's physicians, clinicians, residents, and patients;

WHEREAS, during the Board's August 31, 2022, meeting, the consulting firm stated that time is of the essence for the selection of an Electronic Health Record Platform for the District's use, in order to ensure the proper, safe, and efficient transfer of patient data prior to the expiration of those expiring District contracts relating to, and the future sunseting of certain components of, the District's main Electronic Health Record Platform;

WHEREAS, the Board established the District's currently used Master Procurement Code on October 30, 2019, via Resolution FY20-07: Resolution Creating a New Procurement Code and Establishing Emergency Waivers, pursuant to its authority under Section 24 of the Charter (the "District's Master Procurement Code");

WHEREAS, Section 24(4) of the Charter permits the Board, via appropriate resolution, to waive the bidding procedures of Section 24 and the District's Master Procurement Code in emergency or unusual conditions;

WHEREAS, given the exigency of the current situation and necessity for the District to select a new or updated Electronic Health Record Platform, and because of emergency or unusual conditions, the Board wishes to waive the formal bidding procedures in accordance with Section 24(4) of the Charter and select a vendor to provide the District with a new Electronic Health Record Platform; 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 above-stated recitals are true and correct in every respect and are hereby incorporated herein by reference.
2. The Board hereby finds and concludes that, given the transient nature of patients, tourists, and residents in South Florida, interoperability of the District's Electronic Health Record Platform with other platforms used by acute care hospitals and health care providers in South Florida and elsewhere in the United States is vital to the District's operations, patient care, and for the preservation of the public health, for the public good, and for the use of the residents and others in the District, as well as for the maintenance and operations of the District's hospitals.
3. The Board notes that approximately 60% of acute care hospitals in the United States use Epic or Oracle Cerner as their Electronic Health Record Platform, and, as such, the selection of either Epic or Oracle Cerner as the District's new or updated Electronic Health Record Platform is in the best interests of the District, the District's residents, and the District's patients, and for the preservation of the public health, for the public good, and for the use of the residents and others in the District, to ensure the interoperability of the District's Electronic Health Record Platform with other platforms, and to promote the appropriate transfer and sharing of Electronic Health Records for clinical and operational improvements, better care coordination, and patient engagement.
4. The Board hereby finds and concludes that both Epic and Oracle Cerner in or about July of 2022, provided public demonstrations of their respective Electronic Health Record Platforms for the consideration of the Board, and the District's physicians, clinicians, residents, and other interested parties, and such public demonstrations, which each lasted several hours, provided Epic and Oracle Cerner with the ability to provide data, answer questions, showcase their products and abilities, and highlight their future initiatives.
5. The Board hereby finds and concludes that further demonstrations, data, or documentation from Epic and Oracle Cerner are not necessary to better enable or assist the Board in its selection of an Electronic Health Record Platform.
6. The Board hereby finds and concludes that, based on the future expiration of certain contracts and the future sunseting of certain components related to one (1) of the District's current Electronic Health Record Platforms, and based on representations made by the consulting firm hired by the District, time is of the essence for the selection of a new Electronic Health Record Platform in order to ensure the proper, safe, and efficient transfer of patient data to the new or updated Electronic Health Record Platform and for the provision of adequate training of the health care providers who will use the selected Electronic Health Record Platform.
7. The Board hereby finds and concludes that proceeding with the formal bidding requirements of Section 24 of the Charter and the District's Master Procurement Code would frustrate the exigent circumstances and the Board's need to proceed in a swift and informative manner to select the District's new or updated Electronic Health Record Platform to ensure the adequate, timely, and

proper transfer of data, to implement the selected Electronic Health Record Platform, and to provide proper training to the District's health care providers.

- 8.** The Board hereby finds and concludes that proceeding with the formal bidding requirements of Section 24 of the Charter and the District's Master Procurement Code would waste District resources and impede the efforts and demonstrations of Epic and Oracle Cerner to date.
- 9.** Based on the above-mentioned circumstances detailed in this Resolution and Recitals, along with additional findings, conclusions, and support of the Board outside of this Resolution and as discussed by the Board in public at prior meetings and workshops, the Board hereby finds and declares that emergency or unusual circumstances exist such that compliance with the bidding procedures prescribed under Section 24 of the Charter, as implemented under the District's Master Procurement Code, would be detrimental to the interests of the District, and the Board accordingly authorizes the purchase of a new Electronic Health Record Platform without complying with the prescribed bidding procedures of Section 24 of the Charter and the Master Procurement Code.
- 10.** The Board, consistent with the legislative authority conferred under Section 6 of the Charter and other statutory and common law, finds and concludes that the terms and conditions and the maintenance and operations of the District's health care facilities authorizes and enables the Board to select the District's new Electronic Health Record Platform.
- 11.** The Board acknowledges that the selection of an Electronic Health Record Platform is a significant investment and decision of the Board and such Electronic Health Record Platform will likely be used by the District for several years following its implementation.
- 12.** A KLAS Research study noted that "Epic continues to be the top choice for large organizations, and with nearly half of all acute care beds in the U.S., Epic is also chosen by many smaller hospitals looking to streamline data sharing via Community Connect," and that 32.9% of acute care hospitals in the United States use Epic and more than 250 million patients have an Electronic Health Record in Epic.
- 13.** The "Best in KLAS Software and Services Report," published by KLAS Research, which covers over 1,000 software solutions, awarded Epic as the top overall software suite in 2022 for the 12th year in a row, along with nine (9) other Best in KLAS awards.
- 14.** The Board recognizes that Broward County's other public health system, the South Broward Hospital District, and several other hospitals and health care providers within South Florida, utilize Epic as its Electronic Health Record Platform.
- 15.** The Board recognizes that the District was legislatively established for the welfare and preservation of the public and the health care needs of the inhabitants of the North Broward Hospital District, and many of the District's inhabitants utilize South Broward Hospital District's hospitals and other health care facilities in South Florida.
- 16.** The Board recognizes that part of the District's strategic plan includes a partnership with the South Broward Hospital District for the operation of a freestanding emergency department in Sunrise, Florida, and the Board hereby finds that it is essential that the District's new Electronic Health Record Platform integrate and function with Epic, the Electronic Health Record Platform utilized by South Broward Hospital District.

17. The Board recognizes that the majority of respondents responding to an anonymous survey following the demonstrations of Epic and Oracle Cerner preferred Epic over Oracle Cerner and the District's executive leadership have recommended moving forward with Epic as the District's new Electronic Health Record Platform.
18. The Board finds and concludes, based on all of the foregoing, that it is in the best interests of the District and for the preservation of the public health, for the public good, and for the use of the residents and others in the District that Epic is chosen as the District's new Electronic Health Record Platform.
19. The Board hereby authorizes and empowers the District's President and Chief Executive Officer ("CEO") and the District's Chief Financial Officer ("CFO"), as well as any authorized delegees of the CEO or CFO ("Authorized Delegees"), to proceed with the procurement of Epic Direct with Epic Systems Corporation directly or to proceed with the procurement of Epic Symphony through the South Broward Hospital District, as the CEO, CFO, and/or their Authorized Delegees deem necessary or appropriate in the best interests of the District.
20. The Board hereby authorizes and empowers the CEO, CFO, and/or their respective Authorized Delegees to take, or cause to be taken, any and all acts, deeds, and matters, in any form approved by the CEO, CFO, and/or their Authorized Delegees, and to make any filings or certifications, and to execute and deliver, or cause to be delivered all such agreements, notices, instruments and documents for, in the name of, and on the behalf of the District and in the best interests of the District, in each case, as the CEO, CFO, and/or their Authorized Delegees deem necessary or appropriate in order to carry out and effectuate the purposes and intent of this Resolution.
21. This Resolution shall become immediately effective upon adoption.
22. This resolution hereby supersedes, amends, replaces and repeals any conflicting resolution or conflicting policy previously adopted by the Board.

DULY ADOPTED this ___ day of _____, 2022.

Time Adopted _____ PM