

North Broward Hospital District Board of Commissioners
1700 Northwest 49th Street, Suite #150, Ft. Lauderdale, FL 33309

REGULAR BOARD MEETING **4:00 p.m., Tuesday, January 26, 2021**

The Board of Commissioners Regular Board Meeting of the North Broward Hospital District was held at 4:00 p.m., on January 26, 2021, at the Broward Health Corporate Spectrum Location, 1700 NW 49th Street, Suite 150, Fort Lauderdale, Florida 33309.

1. NOTICE

Official notice and agenda of this meeting is attached to the minutes, titled EXHIBIT I and EXHIBIT II, as presented for consideration of the Board.

2. CALL TO ORDER

There being a quorum present, the meeting was called to order by Chair Nancy W. Gregoire at 4:08 p.m.

3. ATTENDEES

Present:

Commissioner Ray T. Berry
Commissioner Marie C. Waugh, Secretary/Treasurer
Commissioner Stacy L. Angier, Vice Chair
Commissioner Nancy W. Gregoire, Chair

Senior Leadership

Additionally Present:

Gino Santorio, President/Chief Executive Officer
Alan Goldsmith, Chief Operating Officer
Alex Fernandez, Chief Financial Officer
Linda Epstein, Corporate General Counsel
Jerry Del Amo, Deputy General Counsel

4. THE PLEDGE OF ALLEGIANCE

The Pledge of Allegiance was led by Commissioner Nancy W. Gregoire.

5. PUBLIC COMMENTS

Chair Gregoire opened the floor for public comments, in which the following speakers came forward:

Former Broward Health Board Commissioner, Joe Cobo, complimented the entire Broward Health team on the recent vaccine implementation at Inter Miami Stadium. He also spoke to Mr. Santorio's forthcoming departure and commended him on the work he did at Broward Health during his tenure.

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Former Broward Health Board Commissioner, Paul Sallarulo, echoed former Commissioner Cobo's sentiments regarding Mr. Santorio's excellent contributions to the District.

Dr. Ronald Giffler, Director/Chief of Pathology, spoke to Mr. Santorio's forthcoming departure and commended him for his work at Broward Health. He also thanked Mr. Santorio for his dedicated involvement with the Florida Medical Association's Board, in which Mr. Santorio will continue to be a part of after his exit as President/CEO of the District.

6. APPROVAL OF MINUTES

- 6.1. Approval of meeting minutes, dated December 16, 2020
- 6.2. Approval of meeting minutes for the Special Board CEO Profile Review Workshop dated January 11, 2021

Without objection, Chair Gregoire approved the minutes, dated December 16, 2020 and Special Board CEO Profile Review Workshop, dated January 11, 2021.

Motion *carried* without dissent.

7. DISTINGUISHED PHYSICIANS AWARD TO JOSE MARTINEZ, MD (Presenter - Gary S. Lehr, MD)

Dr. Lehr notes that the Distinguished Physician Award was originally scheduled to be presented in the spring of 2020 but was delayed due to the COVID-19 pandemic.

Dr. Lehr introduced Dr. Martinez and shared his personal and professional background with the Board.

Dr. Martinez's expertise lies in pulmonary and critical care, where he continues to practice today at Broward Health North.

8. MEDICAL STAFF CREDENTIALING – Dr. Andrew Ta. Chief Medical Officer

- 7.1.) Broward Health North
- 7.2.) Broward Health Imperial Point
- 7.3.) Broward Health Coral Springs
- 7.4.) Broward Health Medical Center

MOTION It was *moved* by Commissioner Angier, *seconded* by Commissioner Waugh, that:

The Board of Commissioners of the North Broward Hospital District approve Medical Staff Credentialing Reports, as presented.

Motion confirmed by roll-call vote:

YES Commissioner Ray. T. Berry

YES Commissioner Marie C. Waugh, Secretary/Treasurer

YES Commissioner Stacy L. Angier, Vice Chair

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YES Commissioner Nancy W. Gregoire, Chair

Motion *carried* 4/0.

9. **CHIEF MEDICAL STAFF UPDATES**

Medical staff updates were given by Dr. Lehr for Broward Health North, Dr. Jensen for Broward Health Imperial Point, Dr. Penate for Broward Health Coral Springs, and Dr. Kumar for Broward Health Medical Center. Said reports highlighted each of the facilities' objectives, events, and awards received over the past month.

8.1.) Broward Health North

8.3.) Broward Health Coral Springs

8.2.) Broward Health Imperial Point

8.4.) Broward Health Medical Center

All four Chiefs of Staff reluctantly said their goodbyes to Mr. Santorio, complimenting his outstanding leadership and describing him as an exceptional human being.

Dr. Kumar shared a Winston Churchill quote, "Mountaintops inspire leaders, but valleys mature them." "You know, when you became the CEO, we were down in the valley. And thank you for leading us to the top. And I really feel we're on top in our game here in Broward County. Today I'm here on behalf of the medical staff to express our sincere gratitude to you for your incredible contributions, not only to this organization, but each and every staff member individually. You have spent the last few years guiding and inspiring your team. It's rare to see a leader so talented and yet so humble. Your ability to make every team member feel valued is an irreplaceable quality."

Mr. Santorio was presented with a plaque, titled "Medical Staff Recognition Award," which included the following words:

"Medical Staff Recognition Award, Gino Santorio, President and CEO of Broward Health. In appreciation for the outstanding leadership, dedication, and commitment to the medical staff of Broward Health and leading Broward Health to new and exceptional heights. January 26, 2021."

The Board of Commissioners and their liaison, Ms. Alfaro, presented Mr. Santorio with a gift and card, which he read aloud.

10. **PRESENTATIONS**

10.1. CEO Update (Presenter –Gino Santorio, President/Chief Executive Officer)

Mr. Santorio presented his full monthly report, highlighting the five pillars (Quality, Service, People, Growth, and Finance) of the organization and the progress at each of the facilities.

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Mr. Santorio thanked Board Members, the community, his team, the physicians, employees, and everyone who had ever been a part of supporting Broward Health for the opportunity to lead and serve.

A video was shared highlighting the launch of the Broward Health/City of Fort Lauderdale/Inter Miami Stadium partnership for the outpatient COVID-19 vaccination program. The goal is to vaccinate 500 people per day.

The video featured:

- Heather Woolf, Vice President, Ambulatory Services, Broward Health
- Dean Trantalis, Mayor of Fort Lauderdale
- Aldo Calvo, D.O., Medical Director, Ambulatory Services, Broward Health

Mr. Goldsmith, Chief Operating Officer, who recruited Mr. Santorio, presented him with a framed feature article from the South Florida Business Journal on behalf of the Executive Leadership Team.

11. CONSENT AGENDA

- 11.1. Interim Financial Statement for the month of December 2020
- 11.2. BHN, Emergency Department, General Surgery On-Call Services
- 11.3. Systemwide, Automated HealthCare Solutions, Estimation and Insurance Verification Tool
- 11.4. BHMC, Cap Increase for Stereotaxis Room Conversion Project
- 11.5. Systemwide, Florida Graduate Medical Education (GME) Funding Programs
- 11.6. North Broward Hospital District Single Audit 2020 (Presenter - Christopher L. Smith, CPA, Warren Averett)
- 11.7. Resolution FY21-11: Resolution Establishing Procedures for Handling Whistle-Blower Complaints
- 11.8. Resolution FY21-12: Resolution to Delegate Signature Authority for Single Case Agreements and Create an Exception to the Procurement Code and Contracting Requirements
- 11.9. Resolution FY21-13: Resolution to Delegate Signature Authority to the Chief Operating Officer
- 11.10. Federally Qualified Health Center Feasibility Assessment, Community Health Services

MOTION It was *moved* by Commissioner Berry, *seconded* by Commissioner Angier, that:

The Board of Commissioners of the North Broward Hospital District approve items 11.1 through 11.10 on the Consent Agenda.

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Motion confirmed by roll-call vote:

YES Commissioner Ray T. Berry
YES Commissioner Marie C. Waugh, Secretary/Treasurer
YES Commissioner Stacy L. Angier, Vice Chair
YES Commissioner Nancy W. Gregoire, Chair

Motion *carried* 4/0.

12. **DISCUSSION AGENDA**

12.1. Resolution FY21-10: Resolution to Amend Section 6.2 of the Codified Resolutions of the Board of Commissioners of North Broward Hospital District: A Resolution Establishing a Uniform Policy for Conducting Investigations

MOTION It was *moved* by Commissioner Angier, *seconded* by Commissioner Waugh, that:

The Board of Commissioners of the North Broward Hospital District approve Resolution FY21-10: Resolution to Amend Section 6.2 of the Codified Resolutions of the Board of Commissioners of North Broward Hospital District, A Resolution Establishing a Uniform Policy for Conducting Investigations, as presented.

Motion confirmed by roll-call vote:

YES Commissioner Ray T. Berry
YES Commissioner Marie C. Waugh, Secretary/Treasurer
YES Commissioner Stacy L. Angier, Vice Chair
YES Commissioner Nancy W. Gregoire, Chair

Motion *carried* 4/0.

12.2. President and CEO Candidate Assessment Report (Presenter – WittKieffer)

It was agreed that Mr. Santorio should participate in the candidate interview process.

Final candidates were selected for live interviews to be held at a Special Board Meeting in February.

- Shane S. Strum, Chief of Staff, Executive Office of Florida Governor Ron DeSantis, Tallahassee, Florida
- Joseph Mullany, Former President, Vassar Brothers Medical Center and EVP, Nuvance Health System, Poughkeepsie, New York

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- Michael Hochberg, M.D., President and CMO, Acclaim Physician Group, JPS Health Network, Fort Worth, Texas

It was noted that the following corrections would be made to WittKieffer's report:

- References to Bayfront Health in St. Petersburg were noted as not-for-profit. Bayfront is a for-profit health care center.
- Correct the spelling of Huger to Hugar on slide 7 of the WittKieffer Broward Health President & CEO Assessment Candidate Presentation PowerPoint presentation and report.

MOTION It was *moved* by Commissioner Berry, *seconded* by Commissioner Angier, that:

The Board of Commissioners of the North Broward Hospital District approve the President and CEO Candidate Assessment Report.

Motion confirmed by roll-call vote:

YES Commissioner Ray T. Berry

YES Commissioner Marie C. Waugh, Secretary/Treasurer

YES Commissioner Stacy L. Angier, Vice Chair

YES Commissioner Nancy W. Gregoire, Chair

Motion *carried* 4/0.

12.3. Amendments to the Bylaws of the Medical Staff of Broward Health

Dr. Lehr, Broward Health North, spoke to the proposed revisions of the Medical Staff Bylaws, summarizing the eight main sections that the medical staff agreed needed to be brought current.

MOTION It was *moved* by Commissioner Waugh, *seconded* by Commissioner Berry, that:

The Board of Commissioners of the North Broward Hospital District approve the Amendments to the Bylaws of the Medical Staff of Broward Health, as presented.

Motion confirmed by roll-call vote:

YES Commissioner Ray T. Berry

YES Commissioner Marie C. Waugh, Secretary/Treasurer

YES Commissioner Stacy L. Angier, Vice Chair

YES Commissioner Nancy W. Gregoire, Chair

Motion *carried* 4/0.

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- 12.4. Resolution FY21-14: Resolution to Amend the Codified Resolutions of the Board of Commissioners of North Broward Hospital District; Modifying the Joint Conference Committee

MOTION It was *moved* by Commissioner Angier, *seconded* by Commissioner Waugh, that:

The Board of Commissioners of the North Broward Hospital District approve Resolution FY21-14: Resolution to Amend the Codified Resolutions of the Board of Commissioners of North Broward Hospital District; Modifying the Joint Conference Committee, as presented.

Motion confirmed by roll-call vote:

YES Commissioner Ray T. Berry

YES Commissioner Marie C. Waugh, Secretary/Treasurer

YES Commissioner Stacy L. Angier, Vice Chair

YES Commissioner Nancy W. Gregoire, Chair

Motion *carried* 4/0.

13. COMMENTS BY COMMISSIONERS

Closing comments were given by the Commissioners.

The commissioners shared compliments for the outstanding work performed by Mr. Santorio during his tenure at Broward Health and wished him well.

Mr. Diggs, President of the Broward Health Foundation, shared details for the February 11, 2021 virtual Tribute to Healthcare Heroes event. More information and free registration can be found at <https://www.browardhealthfoundation.org/pages/healthcare-heroes>.

14. NEXT REGULAR BOARD MEETING

The next regularly scheduled Board of Commissioner's Meeting will be held on Wednesday, February 24, 2021 at 4:00 p.m. at the Broward Health Corporate Spectrum location, 1700 Northwest 49th Street, Suite 150, Fort Lauderdale, Florida 33309.

15. ADJOURNMENT

There being no further business on the agenda, the Chair adjourned the meeting at 6:24 p.m.

Respectfully submitted,
Commissioner Marie C. Waugh, Secretary/Treasurer

*All “*passed*” resolutions for this meeting are attached to these minutes for reference.

Resolution FY21-10

Resolution to Amend Section 6.2 of the Codified Resolutions of the Board of Commissioners of North Broward Hospital District: A Resolution Establishing a Uniform Policy for Conducting Investigations

WHEREAS, the North Broward Hospital District (the “District”) is a special tax district of the State of Florida established to provide for the health care needs of the residents of the northern two-thirds of Broward County, Florida;

WHEREAS, as a public entity, the District is subject to substantial federal, state, and local laws and regulations and is required to conduct investigations into allegations of violations of law, regulations, and the District’s policies and procedures;

WHEREAS, the Board of Commissioners of the North Broward Hospital District (the “Board”) has established the Amended and Restated Bylaws of the North Broward Hospital District (the “Bylaws”) and its accompanying Codified Resolutions of the Board of Commissioners of the North Broward Hospital District (“Codified Resolutions”), both as amended from time to time;

WHEREAS, the Board consistent with its charter oversight and statutory duties has established Section 6.2 of the Codified Resolutions governing the District’s investigations;

WHEREAS, the Board wishes to amend and supersede Section 6.2 of the Codified Resolutions as provided herein consistent with uniform investigation best practices; and

WHEREAS, unless context otherwise requires, capitalized terms used but not defined herein have the meanings ascribed to such terms in the Bylaws and Codified Resolutions.

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

1. The President/CEO shall establish governing administrative guidelines of District investigations and a standard operating procedures providing for:
 - 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
 - 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.
3. This resolution shall be codified in Section 6.2 of the Codified Resolutions and hereby

supersedes, amends, and replaces Section 6.2 of the Codified Resolutions and any conflicting resolution or conflicting Policy previously adopted by the Board.
DULY ADOPTED this 26 day of January, 2021.

Time Adopted 5:12 p.m.

RESOLUTION FY21-11

RESOLUTION ESTABLISHING PROCEDURES FOR HANDLING WHISTLE-BLOWER COMPLAINTS

WHEREAS, the North Broward Hospital District (the “District”) is a special tax district governed pursuant the laws of the State of Florida;

WHEREAS, the Florida Legislature has adopted the Whistle-blower’s Act, § 112.3187, *et seq.*, Florida Statutes, which protects public employees and independent contractors from retaliatory action for disclosing certain information pertaining to violations of law on the part of a public employer or independent contractor that creates a substantial and specific danger to the public’s health, safety, or welfare or for improper use of public office, gross waste of funds, or any other abuse or gross neglect of duty (“Whistle-blower Complaints”);

WHEREAS, section 112.3187(8)(b), Florida Statutes, permits local government entities, such as the District, to adopt, by resolution, an administrative procedure for handling Whistle-blower Complaints;

WHEREAS, the Board of Commissioners of North Broward Hospital District desires to adopt an administrative procedure for handling Whistle-blower Complaints to protect and encourage employees and independent contractors to report such information without fear of reprisal and adverse action;

WHEREAS, at all times it is the Board’s intent that the procedure set forth herein be interpreted consistently with the Whistle-blower’s Act and any other state laws governing the reporting and handling of such Whistle-blower Complaints, all as amended from time to time; 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, as amended from time to time.

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

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 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.
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.
- (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) Reinstate 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) Reinstate 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.
- 16.** The aforementioned procedure shall be codified as Section 6.8 in the Codified Resolutions of the Board of Commissioners of the North Broward Hospital District.
- 17.** This resolution hereby supersedes, amends, replaces and repeals any conflicting resolution or conflicting policy previously adopted by the Board.

DULY ADOPTED this 26 day of January, 2021.

Time Adopted 5:08 p.m.

Resolution FY21-12

Resolution to Delegate Signature Authority for Single Case Agreements and Create an Exception to the Procurement Code and Contracting Requirements

WHEREAS, North Broward Hospital District (the “District”) is a special taxing district of the State of Florida, and is authorized and empowered to maintain hospitals and supportive facilities for the care and treatment of the people of said District;

WHEREAS, patients frequently present themselves to District facilities for health care treatment and, while they hold valid third-party health care insurance, such patients’ health care coverage at the District’s facilities is considered “out-of-network” under their respective insurance plans;

WHEREAS, these insurance providers and out-of-network health care entities routinely enter into contracts referred to as “Single Case Agreements,” whereby the insurance companies will compensate these out-of-network health care providers for treating the insurance companies’ insured patients;

WHEREAS, Section 24 of the Charter of the District authorizes the District’s Board of Commissioners (“Board”) to establish procedures governing the purchase of supplies, equipment, materials, and services;

WHEREAS, the Board, on October 30, 2019, approved Resolution FY20-07: Resolution Creating a New Procurement Code and Establishing Emergency Waivers, which ratified the District’s new Master Procurement Code (the “Procurement Code”) and its accompanying Procurement Policies (“Procurement Policies”) and established the framework for the District to follow when procuring such goods and services;

WHEREAS, the Board desires to provide an exception to certain provisions of the Procurement Code and certain Procurement Policies for Single Case Agreements—particularly Procurement Policy, GA-001-020, Review, Approval, and Administration of Contracts (the “Contracts Policy”) and Procurement Policy, GA-001-152, Threshold Categories of the Procurement Code (“Threshold Policy”); 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. Notwithstanding anything in the Procurement Code or any of the Procurement Policies to the contrary, the Board hereby authorizes the following delegations and creates the following exceptions.
2. The District’s President and Chief Executive Officer (“CEO”) and/or the District’s Chief Financial Officer (“CFO”) may, from time to time, delegate temporary or permanent authority to certain District employees, managers, directors, vice-presidents, and regional chief executive officers (“District Official”) to sign Single Case Agreements with insurance

providers to ensure payment for treating the insurance providers' insured patients at District facilities.

3. Any delegation by the CEO or the CFO shall be evidenced by written correspondence to the District Official authorizing the District Official to bind the District and execute Single Case Agreements for and on the behalf of the District ("Authorized Delegation").
4. The execution of a Single Case Agreement by a District Official via an Authorized Delegation from the CEO and/or CFO shall be a valid and binding obligation between the District and the insurance carrier.
5. Given the unique circumstances of these Single Case Agreements, all Single Case Agreements are exempt from the formal procedures of the Procurement Code and its accompanying Procurement Policies.
6. Such Single Case Agreements need not follow the District's formal contracting process and need not be filed and housed in the District's electronic contracting database, provided, the Single Case Agreements are entered into consistent with state and federal law.
7. All Single Case Agreements and Authorized Delegations shall be filed and stored in the proper patient's financial record and retained consistent with state and federal law or the contract's terms, whichever length of time is the longest.
8. This Resolution shall become immediately effective upon adoption and apply retroactively to any Single Case Agreements entered into before the effective date of this Resolution.
9. This Resolution hereby supersedes, amends, replaces and repeals any conflicting resolution or conflicting policy previously adopted by the Board.

DULY ADOPTED this 26 day of January, 2021.

Time Adopted 5:08 p.m.

Resolution FY21-13
Resolution to Delegate Signature Authority to the Chief Operating Officer

WHEREAS, North Broward Hospital District (the “District”), a special district as defined under § 189.012(6), Florida Statutes, was established in 1951 by virtue of authority granted by the Florida Legislature under ch. 27438, Laws of Florida, which was recodified in ch. 2006-347, Laws of Florida, as amended (collectively, the “Charter”);

WHEREAS, Section 24 of the Charter of the District authorizes the District’s Board of Commissioners (“Board”) to establish procedures governing the purchase of supplies, equipment, materials, and services;

WHEREAS, the Board, on October 30, 2019, approved Resolution FY20-07: Resolution Creating a New Procurement Code and Establishing Emergency Waivers, which ratified the District’s new Master Procurement Code (the “Procurement Code”) and its accompanying Procurement Policies (“Procurement Policies”) and established the framework for the District to follow when procuring such goods and services;

WHEREAS, the Board, in Section XVI.A.2.a. has delegated authority to the District’s President and Chief Executive Officer (“CEO”) and Chief Financial Officer to execute certain contracts and bind the District to such contracts;

WHEREAS, the District’s CEO has recently resigned—leaving a vacancy in the District’s CEO position;

WHEREAS, the Board wishes to delegate the authority to the District’s Chief Operating Officer (“COO”) to enter into and bind the District to agreements with other individuals, organizations, and entities in the same form and fashion as the delegation to the CEO in the Procurement Code and Procurement Policies until such a time as the District replaces the CEO; 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. Notwithstanding anything in the Procurement Code or any of the Procurement Policies to the contrary, the Board hereby temporarily authorizes and delegates the authority to the District’s COO to enter into contracts with individuals, organizations, and entities (“Delegation of Authority”).
2. The Delegation of Authority shall be effective upon the CEO’s departure from the District and remain in full force and effect unless and until the District fills the CEO position.
3. The execution of a valid agreement in accordance with the Procurement Code and its accompanying Procurement Policies by the COO shall be a valid and binding obligation between the District and the individual, organization, or entity contracting with the District.
4. All contracts entered into by the COO during the duration of this Resolution shall contain a copy of this Resolution, properly documented and filed, in the corresponding contract file of the District’s Contracts Management System.

5. Except as otherwise provided herein, all other policies, procedures, and mandates of the Procurement Code and the Procurement Policies shall remain in full force and effect.
6. This Resolution hereby supersedes, amends, replaces and repeals any conflicting resolution or conflicting policy previously adopted by the Board.

DULY ADOPTED this 26 day of January, 2021.

Time Adopted 5:08 p.m.

Resolution FY21-14

Resolution to Amend the Codified Resolutions of the Board of Commissioners of North Broward Hospital District; Modifying the Joint Conference Committee

WHEREAS, the Board of Commissioners (the “Board”) of the North Broward Hospital District has established the Amended and Restated Bylaws of the North Broward Hospital District (the “Bylaws”) and its accompanying Codified Resolutions of the Board of Commissioners of the North Broward Hospital District (“Codified Resolutions”), both as amended from time to time;

WHEREAS, the Board, in accordance with its Bylaws, and as provided in its Codified Resolutions, has established Board committees (“Committees”) to assist it in exercising its Charter oversight duties, and the Committees meet regularly to further the purposes, goals, and objectives of the Board;

WHEREAS, the Board has established the Bylaws of the Medical Staff of Broward Health (the “Medical Staff Bylaws”) which governs the relationship between the Board and its four (4) medical staffs and provides the standards and guidelines which the four (4) medical staffs are required to follow;

WHEREAS, Section 9.15 of the Medical Staff Bylaws creates a Joint Conference Committee—a committee established as a medico-administrative liaison among the District’s four (4) medical staffs, the Board, and the District’s senior administration;

WHEREAS, Section 3.12(c)(7) of the Codified Resolutions delineates the composition, duties, and structure of the Joint Conference Committee, which mirrors the form of the Joint Conference Committee depicted in the Medical Staff Bylaws;

WHEREAS, the Joint Conference Committee in Section 9.15 of the Medical Staff Bylaws has been amended by the four (4) medical staffs and subsequently ratified by the Board;

WHEREAS, the Board wishes to amend the Joint Conference Committee in Section 3.12(c)(7) of the Codified Resolutions as set forth herein to be consistent with the recent amendments to the Medical Staff Bylaws; and

WHEREAS, unless the context otherwise requires, capitalized terms used but not defined herein have the meanings ascribed to such terms in the Bylaws and Codified Resolutions.

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

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

11. The Board hereby amends Section 3.12(c)(7) of the Codified Resolutions to read as follows:

(7) *Joint Conference Committee.*

- a. *Composition.* The Joint Conference Committee shall be a ~~joint~~-committee comprised of the all members of the Board, administration and the Medical Staff. The voting members shall be comprised of the following persons 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, the Vice Chief of Staff, and the Secretary/Treasurer of each of the District's hospitals); (2) three (3) Commissioners the Chairperson of the Unified Medical Staff Committee, or his or her designee; (3) the Chief Executive Officer of each of the District's hospitals, or each of their respective designees; and (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. The Chief Medical Officer shall be a non-voting ex officio member of the Joint Conference Committee. The chairpersonship shall alternate annually between a Commissioner and a member of the Medical Staff elected by the Medical Staff members of the Joint Conference Committee. In the event that a member of the Chief of Staff, Vice Chief of Staff, or Secretary/Treasurer of one of the District's hospitals is unavailable to serve, the Medical Staff of the hospital may appoint a designee to serve as a voting member of this Committee and such designee shall be a current member of the applicable Medical Executive Council, as defined by the Medical Staff Bylaws.

- b. *Duties.* The purpose of the Joint Conference Committee shall conduct itself 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 hospital policy policies and practices of the District's hospitals, especially those matters pertaining to the delivery of efficient, effective, and quality patient care; (b) and shall be 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 and Reporting.* The Joint Conference Committee shall meet at least twice a per year or as necessary at the request of either the Chair of the Board, any three (3) members of the Board, the chair Chair of the Joint Conference Committee Subcommittee, the Chair of the Unified Medical Staff Committee, the District's President and CEO, any three (3) members of the Joint Conference Committee 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 Joint Conference Committee and the Unified Medical Staff Committee (as defined in the Medical Staff Bylaws) may promulgate rules to place items on the agenda of any regular or special Board meeting; provided, that such placement of items on the agenda is in accordance with the uniform administrative agenda process adopted by the Board. The recommendations of the Joint Conference Committee shall at all times be subject to final approval by of the Board. It is the Board's intent of this resolution 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 ~~Bylaws of Broward Health.~~

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

DULY ADOPTED this 26 day of January, 2021.

Time Adopted 6:10 p.m.