



**DISTRICT BOARD
MEETING AGENDA
May 12, 2020 at 1:00PM
Zoom Webinar Meeting**

Remote Participation Link:

<https://zoom.us/j/5507895592?pwd=REZ4TWtYUXowQWNpWTBaVXRzZ1dDQT09>

Via Telephone dial-in access: (646) 558-8656 / Meeting ID: 550 789 5592 / Password: 946503

1. Call to Order – Les Daniels, Chair

A. Roll Call

B. Affirmation of Mission: The mission of the Health Care District of Palm Beach County is to be the health care safety net for Palm Beach County. Our vision is meeting changes in health care to keep our community healthy.

2. Agenda Approval

A. Additions/Deletions/Substitutions

B. Motion to Approve Agenda

3. Disclosure of Voting Conflict

4. *Public Comment

5. Consent Agenda – Motion to Approve Consent Agenda Items

HEALTH CARE DISTRICT

A. **ADMINISTRATION**

5A-1 **Staff Recommends a MOTION TO APPROVE:**

Health Care District Amended Bylaws (Valerie Shahriari) [Pages 1-15]

5A-2 **Staff Recommends a MOTION TO APPROVE:**

Lakeside Health Advisory Board Amended Bylaws (Valerie Shahriari)
[Pages 16-28]

5A-3 **Staff Recommends a MOTION TO APPROVE:**

Finance & Audit Committee Charter (Valerie Shahriari) [Pages 29-33]

5A-4 **Staff Recommends a MOTION TO APPROVE:**

Quality, Patient Safety, and Compliance Committee Charter (Valerie Shahriari)
[Pages 34-39]

5. Consent Agenda (Continued)

DISTRICT HOSPITAL HOLDINGS, INC.

B. ADMINISTRATION

- 5B-1 **Staff Recommends a MOTION TO APPROVE:**
District Hospital Holdings, Inc. Amended Bylaws.
(Valerie Shahriari) [Pages 40-51]

6. Regular Agenda

A. ADMINISTRATION

- 6A-1 **Staff Recommends a MOTION TO APPROVE:**
Mobile Testing Program. (Darcy Davis) [Pages 52-53]

7. CEO Comments

8. HCD Board Member Comments

9. Motion to Adjourn

*Public comments should be emailed to hbromley@hcdpbc.org or submitted via telephone to 561-804-5968 by 12:30 PM on Tuesday, May 12, 2020. All comments received during this timeframe will be read aloud and included in the official meeting record.

HEALTH CARE DISTRICT BOARD

May 12, 2020

1. Amendment to the Health Care District Bylaws

2. Summary:

This item presents a proposed amendment to the Health Care District Bylaws.

3. Substantive Analysis:

The District proposes amending the bylaws by adding language to Section 4.10 to permit remote meetings during public emergencies. Attached for your review is a redline version of the bylaws to be adopted.

4. Fiscal Analysis & Economic Impact Statement:

	Amount	Budget
Capital Requirements	N/A	Yes <input type="checkbox"/> No <input type="checkbox"/>
Annual Net Revenue	N/A	Yes <input type="checkbox"/> No <input type="checkbox"/>
Annual Expenditures	N/A	Yes <input type="checkbox"/> No <input type="checkbox"/>

Reviewed for financial accuracy and compliance with purchasing procedure:

DocuSigned by:


 VP & Chief Financial Officer

5. Reviewed/Approved by Committee:

N/A

 Committee Name

N/A

 Date Approved

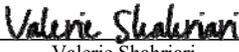
HEALTH CARE DISTRICT BOARD

May 12, 2020

6. Recommendation:

Staff recommends the Board approve the amendment to the Health Care District Bylaws.

Approved for Legal sufficiency:

DocuSigned by:

Valerie Shahnari
VP & General Counsel

DocuSigned by:

Valerie Shahnari
VP & General Counsel

DocuSigned by:

Darcy Davis
Chief Executive Officer



Bylaws of The Health Care District of Palm Beach County

Version Dated: ~~September 24, 2019~~ June 9, 2020 May 12, 2020

**BYLAWS
OF THE
HEALTH CARE DISTRICT
OF PALM BEACH COUNTY**

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**BYLAWS
OF
THE HEALTH CARE DISTRICT
PALM BEACH COUNTY**

Section 1 – Statutory Authority, Purpose, Mission and Vision

- 1.1 **Statutory Authority.** These Amended and Restated Bylaws of the Health Care District of Palm Beach County (the “District”) have been adopted as the Bylaws of the District (the “Bylaws”) by the District’s governing board pursuant to the authority conferred upon the governing board by the Florida Legislature in 1987 (Chapter 87-450, Laws of Florida), as amended and codified by Chapters 88-460, 91-344, 92-340, 93-382, 96-509, 2000-489 and 2003-326 Laws of Florida (the “Health Care Act”).
- 1.2 **Health Care District of Palm Beach County.** The term “District,” as used in these Bylaws, means the Health Care District of Palm Beach County and all affiliated entities.
- 1.3 **Purpose.** The purpose of the District as set forth in the Health Care Act is to be a source of funding for indigent and medically needy residents of Palm Beach County and to maximize the health and well-being of Palm Beach County residents by providing comprehensive planning, funding and coordination of health care services.
- 1.3 **Mission.** The mission of the District is to be the health care safety net for Palm Beach County.
- 1.4 **Vision.** The vision of the District is to meet changes in health care to keep the District’s community healthy.

Section 2 – Governing Board and Board Members

- 2.1 **Governing Board.** The District’s Governing Board shall be known as the Board of the Health Care District of Palm Beach County (“Board”).
- 2.2 **Qualifications.** As set forth in the Health Care Act, a Board member or the spouse of a Board member may not, at the time of appointment or for 1 year prior to appointment or during the term of the District Board member:
- a. Have any financial interest, other than ownership of shares in a mutual fund, pension plan, or profit-sharing plan, in any entity which, either directly or indirectly, receives funds from the District.
 - b. Be employed, retained by, or engaged in any activity with any entity which, either directly or indirectly, receives funds from the District, except for the director of the Palm Beach County Public Health Department.

- c. Serve on the board of directors or board of trustees of any entity, which either directly or indirectly, receives funds from the District.

2.3 **General Powers.** Consistent with the purpose set forth herein, the Board is vested with the authority to provide for the comprehensive planning, funding and coordination of health care services for the residents of Palm Beach County. For that purpose, the Board shall have and may utilize all enumerated general powers as set forth in the Health Care Act.

2.4 **Role.** The Board's general powers and responsibilities as set forth in the Health Care Act and herein shall be exercised as a whole body and not through the actions of any one member. The Board shall rely on the Chief Executive Officer to manage the District's daily operations and the Board shall not interfere with said management. For the purposes of information and inquiry, individual Board members may directly ask questions or request information from District officers.

2.5 **Responsibilities.** The governance and business of the District is conducted by the Board with due attention to the District's purpose, mission and vision. Responsibilities of the Board include, but are not necessarily limited to:

- a. Plan, set policy and oversee the provision of health care services, programs and facilities with and without other public and/or private health care providers for all residents and users in Palm Beach County;
- b. Oversee and approve agreements, leases, contracts, deeds, notes and other instruments for the acquisition, establishment, construction, operations and/or maintenance of such health care services, programs and facilities as shall be necessary for the health care needs of the residents and users in Palm Beach County;
- d. Accountable for monitoring and oversight of the quality of all health care services provide by the District;
- e. Oversee the compliance and ethics program and review matters related to compliance with federal and state laws and federal health care program requirements;
- d. Oversee the engagement of professional service providers and consultants as may be necessary in its judgment to assist the Board in accomplishing the District's mission;
- e. Annually determine and approve a District budget and millage in accordance with Florida law and the Health Care Act;
- f. Promulgate and adopt general policies for the operation of the District;
- g. Review and approve the mission and vision statement of the District;

- h. Approve and oversee the District's strategic plan and maintain strategic oversight of implementation;
- i. Serve on or act as the Board of Directors for any subsidiary or affiliated entity established by the District;
- j. Establish and support affiliate entities to assist the District in fulfilling its mission;
- k. Review the bylaws, charters or policies of any subsidiary entity subject to Board approval;
- l. Appoint and/or remove and credential medical staff members and grant, limit or deny specific clinical privileges upon recommendations from the appropriate committee;
- m. Retain fiduciary responsibility and authority for all aspects of operations of its subsidiary entities including approving the budgets for each;
- n. Address such other responsibilities as may be contemplated and/or determined by the Health Care Act, applicable law and/or the Board.

All of the foregoing responsibilities are hereby found and declared to be a public purpose and necessary for the preservation of the public health, for the public good, and for the welfare of the residents of Palm Beach County.

2.6 ***Fiduciary Duties.*** The Board shall exercise all of its powers and responsibilities as set forth in applicable law, the Health Care Act and these Bylaws with the following fiduciary duties:

- a. Care: which refers to the obligation of Board members to exercise proper diligence of care in their decision making process;
- b. Loyalty: which requires Board members to discharge their obligations unselfishly, in a manner designed to benefit only the organization and not the Board member personally; and
- c. Obedience: which requires that Board members be faithful to the underlying purpose, mission and goals of the District as set forth in the Health Care Act, these Bylaws and District policies.

2.7 ***Compensation; Reimbursement of Expenses.*** No Board member shall be entitled to receive from the District compensation for service on the Board or any committee of the Board. Members of the Board shall be entitled to receive from the District reimbursement for the actual expenses, including travel expenses, incurred by such member consistent with District policies and procedures.

Section 3 – Officers

- 3.1 **Officers.** The Board Officers shall consist of a Chair, Vice Chair, and Secretary. The Board Officers shall be elected at the annual meeting and shall hold office for a one (1) year term. Officers may not hold the same office for more than three (3) full terms. Vacancy in office shall be filled by special Board election as soon as reasonably possible. Any Board Officer can be recalled from office by a vote of four (4) members of the Board.
- 3.2 **Chair.** Recognizing the Chair’s responsibility to maintain the integrity of corporate governance, the Board Chair has primary responsibility to:
- a. Preside over and conduct all meetings of the Board;
 - b. Set a high standard of Board conduct by modeling rules of conduct as set forth in these Bylaws;
 - c. Serve as an ex-officio member of all committees of the Board;
 - d. Establish ad hoc committees, the term of which may not exceed the term of the Chair;
 - e. Propose mission based goals;
 - f. Build cohesion among and between the Board and Chief Executive Officer and to apportion responsibilities;
 - g. Encourage effective Board self-evaluation;
 - h. Facilitate the Chief Executive Officer’s performance evaluation and compensation process;
 - i. Represent and execute the will of the majority of the Board; and
 - j. Perform all of the duties usually pertaining to the office of Chair.
- 3.3 **Vice-Chair.** The Vice Chair shall assume the duties of the Chair in the absence of the Chair.
- 3.4 **Secretary.** The Secretary of the Board shall:
- a. Ensure that the minutes of the meeting are accurate;
 - b. Assume the duties of the Chair in the absence of the Chair and Vice Chair;
 - c. Certify, by signature, upon receipt and approval by the Board of meeting

minutes;

- d. Certify other official papers of the Board as required; and
- e. Perform all other duties usually pertaining to the office of Secretary.

Section 4 - Meetings

- 4.1 **Meetings.** The Meetings of the Board shall be the Annual, Regular and Special meetings. The Board may also conduct joint meetings with its subsidiary and affiliated boards and entities and standing committees. All meetings or portions thereof shall be open to the public unless otherwise provided for by law.
- 4.2 **Annual Meeting.** The Regular Board meeting in September of each year shall constitute the annual meeting of the Board. Officers of the Board shall be elected and the newly elected Officers shall take office at the next Regular meeting. The Chief Executive Officer may cancel and/or reschedule the Annual meeting, upon proper notice to Board members and the public, if it is determined that a quorum will not be present or for other reasons in consultation with the Chair.
- 4.3 **Regular Meetings.** Regular meetings of the Board shall be conducted quarterly. Public notice of each meeting and the date, time and location of same shall be made as required by law. The Chief Executive Officer may cancel and/or reschedule a Regular meeting, upon proper notice to Board members and the public, if it is determined that a quorum will not be present or for other reasons in consultation with the Chair.
- 4.4 **Special Meetings.** The Board may convene Special Meetings. Such Special Meetings shall include but not be limited to:
 - a. **Emergency Meetings.** If a bona fide emergency situation exists, an Emergency meeting of the Board may be called by the Chair, Vice Chair or Chief Executive Officer. An Emergency meeting shall be noticed as time reasonably permits under the situation. All actions taken at an Emergency meeting shall be ratified by the Board at the next Regular meeting. The annual budget and millage shall not be approved at an Emergency meeting.
 - b. **Attorney-Client Meetings.** The Board may conduct closed Attorney-Client meetings pursuant to section 286.011, Florida Statutes, which includes, but is not limited to, to discuss pending litigation when the District and/or one or more of its subsidiary entities is presently a party before a court or administrative agency. The Attorney-Client meeting must be requested in a public meeting of the Board, publicly noticed and conducted consistent with the requirements of section 286.011, Florida Statutes. The Attorney-Client meeting may be combined with other meetings of the Board or held separately. No official business shall be transacted at the Attorney-Client meetings.

- c. **Workshop Meetings.** The Chair, Vice Chair or Chief Executive Officer may call for a Workshop meeting. Public notice of each Workshop meeting shall be given as required by law. No official business shall be transacted at the Workshop meetings.
 - d. **Risk Management Meetings.** At the request of the Chair, Vice Chair or Chief Executive Officer, the Board may conduct closed Risk Management meetings as authorized by law to evaluate claims or offers to compromise claims made against the District and/or one or more of its subsidiary entities. Public notice of each Risk Management meeting shall be given as required by law. No official Board business shall be transacted at the Risk Management meetings.
 - e. **Other Special Meetings.** The Chair, Vice Chair or Chief Executive Officer may call such other Special meetings authorized by and in a manner consistent with law.
- 4.5 **Attendance.** Regular attendance shall be expected for all Board members. If a member misses more than twenty-five percent (25%) of the Regular Board meetings during a twelve (12) month period, the Chair shall advise the appropriate appointing authority.
- 4.6 **Quorum and Procedure.** The presence of a majority of the appointed members of the Board shall be necessary at any meeting to constitute a quorum or to transact business. A quorum is not required for any Special meeting where official business is not to be transacted.
- The Board shall promulgate rules of order for the conduct of all Board meetings. All procedural matters not addressed in said rules of order, or by these Bylaws, shall be governed by the latest edition of “Roberts Rules of Order.”
- 4.7 **Voting.** Actions of the Board require a simple majority of the members present at a given meeting. Each Board member shall have one vote. Except as provided herein for attendance and voting by telephonic or electronic communication, members must be present to vote at a meeting and members may not vote by secret ballot or by proxy or designee. Unless otherwise required by law, matters requiring an affirmative vote of at least four (4) Board members include:
- a. Revisions and/or modification to these Bylaws;
 - b. Engagement or termination of the Chief Executive Officer; and,
 - c. Issuance of General Obligation and/or Revenue Bonds.
- 4.8 **Meeting Minutes.** Minutes of each meeting shall be accurately taken, preserved, and provided to members timely at a regular meeting.
- 4.9 **Agenda and Order of Business for Meetings.** There shall be an agenda for every meeting of the Board. However, the Board is not prohibited from discussing and/or taking action

on an item or matter not specified in the agenda. If an item is added to the agenda after public comment has occurred, public comment should be allowed for the added item if the Board is to take official action on the item and public comment has not previously occurred on the item.

4.10 ***Attendance and Voting by Telephonic or Electronic Communication.*** If a quorum of the Board is physically present at a Board meeting and at the time of a Board vote, other members of the Board may participate and vote by telephonic or electronic communication provided that such members are:

- a. Physically outside the boarders of Palm Beach County; or
- b. Unable to attend the meeting due to illness of the Board member; or
- c. Unable to attend the meeting due to some unforeseen circumstance beyond the Board member's control.

If a quorum is not required for any Special meeting where official business is not to be transacted, a Board member may participate by telephonic or electronic communication without a quorum being physically present at the Special meeting.

The District shall ensure that any telephonic or electronic communication utilized to permit board members to participate and/or vote in a Board meeting is properly amplified or displayed so that all attending the meeting can hear and/or see the board member's comments and/or vote and so that the board member can hear and/or see all other board members' comments and/or votes and the comments of other participants in the meeting.

No more than two (2) Board members may participate in a Board meeting by telephonic or electronic communication.

No Board member may participate by telephonic or electronic communication in the statutorily required public hearings for the adoption of the annual budget or the setting of the annual millage rate.

Notwithstanding the above, if an Executive Order, Florida Statute, or Attorney General opinion permits the ability to meet remotely due to a public emergency, the above requirements shall not be applicable.

Section 5 - Conflicts of Interest

5.1 ***General.*** Board members shall not enter into contracts or agreements that would be or give the appearance of being a conflict of interest.

5.2 ***Conflict of Interest.*** Members of the Board are subject to Florida law pertaining to avoidance of conflicts of interest in holding public office, including but not limited to, Part

III of Chapter 112, Florida Statutes, the Code of Ethics for Public Officers and Employees, as well as any and all other applicable standards as set forth by applicable regulatory and accreditation agencies.

- 5.3 ***Prohibited Financial Interests.*** No Board member, administrator, employee or representative of the District, nor any person, organization or agency shall, directly or indirectly, be paid or receive any commission, bonus, kickback, rebate or gratuity or engage in any fee-splitting arrangement in any form whatsoever for the referral of any patient to the District.

Section 6 - Chief Executive Officer

- 6.1 ***Chief Executive Officer.*** The Board shall select, appoint and employ a competent Chief Executive Officer. The authority and duties of the Chief Executive Officer shall be:
- a. Achieving those goals and objectives, and implementing policies and programs established by the Board;
 - b. Ensuring that a comprehensive plan for the efficient delivery of health care services in Palm Beach County is developed and implemented;
 - c. Establish a corporate office in Palm Beach County, Florida, and take such measures as are necessary to establish and assure the efficient operation of such facilities;
 - d. Prepare and submit an annual budget and proposed millage;
 - e. Select, appoint, employ, discipline and discharge all employees authorized by the budget; provided that, the foregoing shall not restrain those employees who owe a fiduciary duty to the Board;
 - f. Supervise all business activities of the District and serve as the Chief Executive Officer or executive director of any District subsidiary entity as set forth in the entity's bylaws;
 - g. Attend meetings of the Board and its committees;
 - h. Make purchases and resolve legal claims as set forth by policy; and
 - i. Perform any and all other duties that may be necessary to serve the best interests of the District.

Section 7 – Committees

- 7.1 ***Committees.*** The Board and/or Chair may designate standing or ad hoc committees necessary to promote oversight of District operations. Except as stated herein, District committees shall be advisory only and shall have no power or authority to act on behalf of the Board or of the District.

7.2 **Standing Committees.** Standing committees shall have the power to act only as stated in these Bylaws, the committee's Board approved charter or bylaws or as conferred by the Board. The standing committees of the Board are:

- a. **Finance and Audit.** The Finance and Audit committee is responsible for reviewing the short, intermediate, and long range financial plans of the District, which includes reviewing the District's financial statements, the proposed annual budget, amendments to the annual budget, investments, grant compliance, insurance, building construction contracts and leases, revenue cycle oversight, physician compensation and benefits (FMV reports) and employee compensation and benefits. The Finance and Audit committee also reviews competitive purchasing solicitations which are anticipated to exceed \$100,000 in anticipated cost to the District. The Finance and Audit committee is also responsible for the oversight of the internal audit function and the external financial audit.
- b. **Quality, Patient Safety and Compliance.** The Quality, Patient Safety and Compliance committee shall assist the Board with accountability for monitoring and oversight of the quality, patient safety, compliance and privacy program, corporate ethics and risk management activities of the District and its affiliated entities and promote an organizational "Culture of Quality". This includes assisting in the oversight of provider credentialing and peer review.

7.3 **Ad Hoc Committees.** The Board or Chair may designate ad hoc committees as necessary to assist with short term decisions facing the organization. The ad hoc committees may include, but are not limited to:

- a. **Governance and Board Development Committee.** The Governance and Board Development committee may review and recommend revisions to the Bylaws as appropriate, and to recommend the enactment of policies responsive to decisions made by the Board which have a significant and on-going impact on the operations of the District.
- b. **Chief Executive Evaluation and Compensation.** The Chief Executive Officer Evaluation and Compensation committee may be responsible for performing an annual performance evaluation of the Chief Executive Officer and recommending to the Board a base pay, incentives and benefits package for the Chief Executive Officer.
- c. **Nominating Committee.** The Nominating Committee may be responsible for identifying qualified individuals to serve on subsidiary boards and committees.

7.4 **General Composition.** A minimum of two (2) Board members shall be appointed to each standing committee of the Board, one of which will chair the committee. The remainder of the standing committee shall have at least five (5) but no more than nine (9) members. The District Board shall appoint standing committee members to a four (4) year term,

commencing on the date of appointment, with standing committee membership limited to two (2) full terms unless otherwise recommended by the standing committee and approved by the Board. The compositions of each standing committee shall be regularly reviewed to ensure that each member meets the requirements set forth by the Board for that respective committee. Membership on ad hoc committees shall be established by the Board or the Chair.

- 7.5 **Attendance.** Regular attendance shall be expected for all committee members. If a member misses more than twenty-five percent (25%) of the regular committee meetings during a twelve (12) month period, the committee shall advise the Board which may remove the committee member and appoint a new member.
- 7.6 **Standing Committee Charters.** Each standing committee shall create a written charter detailing the standing committee's responsibilities as summarized in these bylaws and addressing all matters related to the administration of the standing committee. Each standing committee shall have the authority to amend its charter from time to time with each approved charter being provided to the Board for informational purposes.

Section 8 – Subsidiary Boards

- 8.1 **Subsidiary Boards.** The Board may create subsidiary boards to assist the District in fulfilling its mission. The Board shall appoint board members to the subsidiary boards as set forth in each subsidiary board's bylaws. Except as approved by the Board, District subsidiary boards shall be advisory only and shall have no power or authority to act on behalf of the Board or of the District.
- 8.2 **General Composition and Attendance.** The general composition and attendance requirements for the District's subsidiary boards shall be set forth in the subsidiary board's bylaws or charters.
- 8.3 **Existing Subsidiary Boards.** The existing subsidiary board is Lakeside Health Advisory. Lakeside Health Advisory Board shall review and monitor the District's delivery of health care services in the Glades community; serve as health care advocates for the Glades community; and, make recommendations regarding the services provided at Lakeside Medical Center and recommendations for health care initiatives in the Glades community.

Section 9 – Subsidiary and Affiliated Entities

- 9.1 **Subsidiary and Affiliated Entities.** The Board may create subsidiary and affiliated entities to assist the District in fulfilling its mission. The Board shall appoint board members to the subsidiary and affiliated entities as set forth in each entity's bylaws.
- 9.2 **General Composition and Attendance.** The general composition and attendance requirements for the District's subsidiary and affiliated entities shall be set forth in the entities' bylaws.

9.3 **Existing Subsidiary and Affiliated Entities.** The existing subsidiary and affiliated entities are:

- a. **District Clinic Holdings.** District Clinic Holdings, Inc., is an affiliate entity of the District. District Clinic Holdings is responsible for the governance, management and oversight of the C.L. Brumback Primary & Dental Care clinics including, without limitation, credentialing of all clinic providers. The District Clinic Holdings' board is vested with all power and authority as directed by federal and state regulations with regards to its responsibilities.
- b. **Good Health Foundation.** The Good Health Foundation, Inc., is a subsidiary entity of the District. The Good Health Foundation is responsible for the governance, management and oversight of donations to support the District's mission. The Good Health Foundation's board is vested with all power and authority consistent with general law with regards to its responsibilities.

Section 10 - Miscellaneous

- 10.1 **Amendments.** These Bylaws may be amended, repealed, or changed at any Regular or Special meeting of the Board by the affirmative vote of four (4) members of the Board, provided that notice containing the general effect and intent of the proposed amendments has been given to all members of the Board at least ten (10) days prior to such meeting, which notice may be waived by vote to approve an amendment, repeal or change to these Bylaws.
- 10.2 **Subject to Law and Health Care Act.** All powers, authority and responsibilities provided for in these Bylaws, whether or not explicitly so qualified, are qualified by the provisions of the Health Care Act and applicable laws.
- 10.3 **Construction.** These Bylaws shall be construed to conform with, and when necessary, shall be amended to conform to the provisions of the Health Care Act.

CERTIFICATE

This is to certify that I am the Secretary of the Board of the Health Care District of Palm Beach County and the foregoing Amended and Restated Bylaws were duly adopted by said District Board at a meeting held on the ~~9th~~^{24th} day of ~~September, 2019~~^{June May, 2020}.

By: _____
Sean O'Bannon
Secretary

HEALTH CARE DISTRICT BOARD

May 12, 2020

1. Amendment to the Lakeside Health Advisory Board Bylaws

2. Summary:

This item presents a proposed amendment to the Lakeside Health Advisory Board Bylaws.

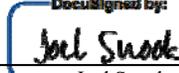
3. Substantive Analysis:

The Bylaws were last updated on March 11, 2020. The District proposes adding Section 4.10, Public Emergencies, to enable remote meetings during public emergencies. Attached for your review is a redline version of the bylaws to be adopted.

4. Fiscal Analysis & Economic Impact Statement:

	Amount	Budget
Capital Requirements	N/A	Yes <input type="checkbox"/> No <input type="checkbox"/>
Annual Net Revenue	N/A	Yes <input type="checkbox"/> No <input type="checkbox"/>
Annual Expenditures	N/A	Yes <input type="checkbox"/> No <input type="checkbox"/>

Reviewed for financial accuracy and compliance with purchasing procedure:

DocuSigned by:


 Joel Snook, CPA
 VP & Chief Financial Officer

5. Reviewed/Approved by Committee:

 N/A
 Committee Name

 N/A
 Date Approved

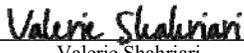
HEALTH CARE DISTRICT BOARD

May 12, 2020

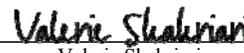
6. Recommendation:

Staff recommends the Board approve the amendment to the Lakeside Health Advisory Board Bylaws.

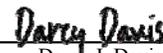
Approved for Legal sufficiency:

DocuSigned by:


Valerie Shahriari
VP & General Counsel

DocuSigned by:


Valerie Shahriari
VP & General Counsel

DocuSigned by:


Darryl Davis
Chief Executive Officer

Bylaws
of
Lakeside Health Advisory Board

Bylaws of Board

Section 1	Statutory Authority
Section 2	Board
Section 3	Officers
Section 4	Meetings
Section 5	Conflicts of interest
Section 6	Committees
Section 7	Miscellaneous
History of Lakeside Board Bylaws	

Reflecting Board Action through ~~December 10, 2019~~ June 9 May 12, 2020

Bylaws
of
Lakeside Health Advisory Board

Section 1-Statutory Authority

- 1.1 **Statutory Authority.** These Bylaws of the Lakeside Health Advisory Board ("Bylaws") have been adopted as the Bylaws of the Lakeside Health Advisory Board ("Lakeside Board") as approved by the Board of the Health Care District of Palm Beach County ("District Board") pursuant to the District Board's authority granted by the Florida Legislature as set forth in Chapter 2003-326, Laws of Florida ("Health Care Act").
- 1.2 **Enactment and Acknowledgement.** The District Board has enacted, and the Lakeside Board has acknowledged receipt of, the following Bylaws for the governance of the Lakeside Board. These Bylaws shall be utilized until such time as they are modified by an amendment hereto.

Section 2 – Board

- 2.1 **Board.** The governing board shall be known as the Lakeside Health Advisory Board or "Lakeside Board" as referred to herein. The Lakeside Board shall have at least seven (7) but no more than eleven (11) members. Each Lakeside Board member shall serve no more than two (2) consecutive four (4) year terms unless otherwise agreed to by the Lakeside Board and approved by the District Board.
- 2.2 **Membership.** The District Board shall appoint and reappoint qualified individuals to serve on the Lakeside Board with at least one member of the District Board serving on the Lakeside Board.
- 2.3 **Reserved Powers of District Board.** Pursuant to District Resolution 2008R-003, Bylaws of the District Board and District Board Policies the District Board shall exercise exclusive responsibility for matters concerning the Corporation and Hospital mission and values, strategic planning, finance, audit and compliance, executive oversight and governance.
- The District Board reserves all general powers not specifically enumerated in these Bylaws.
- 2.4 **Delegated Powers and Authority.** The delegated powers and authority of the Lakeside Board is subject to the direction, policies and bylaws of the District Board. No portion of these Bylaws may be construed as superseding or exceeding such enumerated powers. The Lakeside Board shall be responsible for the following matters concerning the Glades Community as delegated by the District Board:

- a. Review and monitor a program that ensures a high level of health care, treatment, services, quality and safety at the District’s health care facilities in the Glades community including, but not limited to, the CL Brumback Primary Care Clinic, Lakeside Medical Center, and the School Health Program; this includes reviewing reports and data from the District Clinic Holdings, Inc. Board and subcommittees of the Health Care District Board, as well as studying reports from Lakeside Medical leadership regarding operations at Lakeside Medical Center.
 - b. Regularly evaluate community health needs through District supported needs assessments and serve as health advocates for the Glades community;
 - c. Support fundraising efforts to improve the health of the community;
 - d. Participate in the development, preparation, drafting and implementation of strategic planning initiatives for the Glades community as contemplated by the Health Care Act and in conjunction with directives and guidance from the District Board.
- 2.6 ***Compensation; Reimbursement of Expenses.*** No member of the Lakeside Board shall be entitled to receive compensation from the District or Corporation. The Corporation shall reimburse members of the Lakeside Board consistent with the reimbursement provisions of the Health Care Act and District policies and procedures.
- 2.7 ***Indemnification.*** The Corporation shall have power to indemnify members of the Lakeside Board consistent with the indemnification provisions of the Health Care Act. This Section shall be construed to conform with, and when necessary, shall be amended to conform to Section 7 of the Health Care Act.

Section 3 – Officers

- 3.1 ***Officers.*** The Officers of the Lakeside Board shall consist of a Chair, Vice Chair and Secretary. Officers of the Lakeside Board shall be elected at the Annual meeting and shall hold office for a period of one (1) year. Officers may not hold the same office for more than three (3) full terms. The Officers shall be members of the Lakeside Board and they can be recalled from office by a vote of four (4) members of the Lakeside Board.
- 3.2 ***Chair.*** The Chair of the Lakeside Board shall:
- a. Preside at all meetings of the Lakeside Board;
 - b. Perform all duties usually pertaining to the office of the Chair; and
 - c. Represent the will of the majority of the Lakeside Board.

- 3.3 ***Vice-Chair.*** The Vice Chair shall assume the duties of the Chair in the absence of the Chair.
- 3.4 ***Secretary.*** The Secretary of the Lakeside Board shall:
- a. Ensure that the minutes of the meeting are accurately recorded;
 - b. Assume the duties of the Chair in the absence of the Chair and Vice Chair;
 - c. Upon receipt and approval by the Lakeside Board, certify by signature the meeting minutes;
 - d. Certify other official papers of the Lakeside Board as required; and
 - e. Perform all other duties usually pertaining to the office of Secretary.

Section 4 - Meetings

- 4.1 ***Meetings.*** The meetings of the Lakeside Board shall be the Annual, Regular and Special meetings. All meetings shall be open to the public unless otherwise provided for by law.
- 4.2 ***Annual Meeting.*** The last Lakeside Board meeting in May of each year shall constitute the annual meeting of the Lakeside Board.
- 4.3 ***Regular Meetings.*** Regular meetings of the Lakeside Board shall be conducted quarterly, or as needed. Public notice of each meeting and the date, time and location of same shall be made as required by law. The District Chief Operating Officer, District Chief Executive Officer or Chair may cancel and/or reschedule a Regular meeting, upon proper notice to the Lakeside Board members and the public, if it is determined that a quorum will not be present
- 4.4 ***Special Meetings.*** The Lakeside Board may convene Special meetings. Such Special meetings shall include, but not be limited to:
- a. ***Emergency Meetings.*** If a bona fide emergency situation exists, an Emergency meeting of the Lakeside Board may be called by the Chair or Vice Chair. An Emergency meeting shall be called and noticed in the same manner as a Regular meeting; however, the timeliness of the notice shall be provided as time reasonably permits under the situation. All actions taken at an Emergency meeting shall be ratified by the Lakeside Board at the next Regular meeting.
 - b. ***Workshop Meetings.*** Workshop Meetings may be combined with other meetings of the Lakeside Board or held separately. Public notice of each Workshop meeting shall be given as required by law. No official business shall be transacted at the Workshop meetings.

- c. *Strategic Planning Meetings.* The Lakeside Board shall meet to discuss written strategic plans including opportunities to positively impact community health in the Glades in a manner consistent with the District Board directives and applicable laws.
- d. *Other Special meetings.* The Lakeside Board may convene other Special meetings authorized by and in a manner consistent with law.

4.5 **Attendance.** Regular attendance shall be expected for all Lakeside Board members. If a member misses more than twenty-five percent (25%) of the regular Lakeside Board meetings during a twelve (12) month period, the Chair shall advise the District Board.

4.6 **Quorum and Procedure.** The presence of a majority of the total members of the Lakeside Board shall be necessary at any meeting to constitute a quorum or transact business.

The Lakeside Board shall promulgate rules of order for the conduct of all its meetings. All procedural matters not addressed in said rules of order, or by these Bylaws, shall be governed by the latest edition of "Roberts Rules of Order."

4.7 **Voting.** Each member shall have one vote which may only be exercised in person. Members may not vote via electronic communication, secret ballot or vote by proxy or designee.

4.8 **Meeting Minutes.** Minutes of each meeting shall be accurately taken, preserved, and provided to members at or before the next regular meeting.

4.9 **Agenda and Order of Business for Meetings.** There shall be an agenda for every meeting of the Lakeside Board. However, the Lakeside Board shall not be prohibited from discussing and/or taking official action on matters not specifically described or contained in the agenda.

4.10 **Public Emergencies.** Notwithstanding the above, if an Executive Order, Florida Statute, or Attorney General opinion permits the ability to meet remotely due to a public emergency, the above requirements shall not be applicable.

Section 5 - Conflicts of interest

5.0 **Location.** Meetings shall be held in the Glades community or the Health Care District Offices as designated by the Lakeside Board or the District Chief Executive Officer.

5.1 **General.** The Lakeside Board should avoid entering into contracts or agreements that would be, or give the appearance of being, a conflict of interest.

5.2 **Conflict of Interest.** Members of the Lakeside Board are subject to Florida law pertaining to avoidance of conflicts of interest in holding public office, including but not limited to, Part III of Chapter 112, Florida Statutes, the Code of Ethics for Public Officers and

Employees as well as any and all other applicable standards as set forth by applicable regulatory and accreditation agencies.

- 5.3 ***Prohibited Financial Interests.*** No Lakeside Board member, administrator, employee or representative of the Lakeside Board, nor any person, organization or agency shall, directly or indirectly, be paid or receive any commission, bonus, kickback, rebate or gratuity or engage in any fee-splitting arrangement in any form whatsoever for the referral of any patient to the District or Corporation.

Section 6 — Committees

- 6.1 ***Committees.*** Pursuant to its delegated authority, the Lakeside Board may designate one or more committees to assist the Lakeside Board in fulfilling its mission. The committees may be Standing or Ad Hoc committees. Ad Hoc committees may be established by the Chair as necessary to assist with short term decisions facing the organization.
- 6.2 ***General Composition of Committees.*** Each committee shall be chaired by one (1) member of the Lakeside Board and have at least three (3) but no more than seven (7) members, who shall all be appointed, re-appointed or removed by the Lakeside Board. Appointment to Standing Committees shall be for a term of four (4) years. Standing committee membership is limited to two (2) full terms. The compositions of each Standing committee shall be regularly reviewed to ensure that each member of its membership meets the requirements set forth by the Lakeside Board for that respective Standing committee.
- 6.3 ***Standing Reports*** The Standing Reports of the Lakeside Board are:
- a. Medical Executive;
 - b. Medical Staff;
 - c. District, Quality, Patient Safety & Compliance Committee
 - d. District, Finance & Audit Committee
 - e. District Clinic Holdings, Inc. Board
 - f. (Ops for LMC)

Section 7- Miscellaneous

- 7.1 ***Amendments.*** These Bylaws may only be amended or repealed by the District Board.
- 7.2 ***Subject to Law of Health Care Act.*** All powers, authority and responsibilities provided for in these Bylaws, whether or not explicitly so qualified, are qualified by the provisions of the Health Care Act and applicable laws.

7.3 **Construction.** These Bylaws shall be construed to conform with, and when necessary, shall be amended to conform to the provisions of the Health Care Act.

CERTIFICATE

This is to certify that I am the Board Secretary of the Board of the Health Care District of Palm Beach County ("District Board") and the foregoing bylaws of the Lakeside Health Advisory Board were duly approved by said District Board at a meeting held on the 9¹²th day of ~~2019~~ June May, 2020.

By: _____

Secretary

This is to certify that I am the Board Secretary of the Lakeside Health Advisory Board ("Lakeside Board") and the foregoing Bylaws were duly adopted by said Lakeside Board at a meeting held on the 9¹²th day of ~~2019~~ June May, 2020.

By: _____

Secretary

HISTORY OF GLADES BOARD BYLAWS

The initial Bylaws of the Glades Rural Area Support Board were first adopted on the 14th day of January, 2009. Amendments made subject to Section 7. I of Glades Board Bylaws are listed below.

Change Number	Date of Adoption	Section(s) Amended
1	May 19, 2009	Title Pages amended to read: Amended and Restated Bylaws of the Glades Rural Area Support Board
2	May 19,2009	Section 2, Sections 2.4 e. and f. are amended to reflect that Section 2.4 g. will be added. Section 2.4 g. is added to provide that the Glades Board will have authority and power to conduct strategic planning in conjunction with the Holdings Board.
3	May 19,2009	Section 4, Section 4.4 c. is Amended to be Section 4.4 d. to reflect that a new Section 4.4 c. will be added. Section 4.4 c. is added to provide the Glades Board with the power to conduct Strategic Planning Meetings.
4	May 19,2009	Section 2.4 c. added.
5	February 24,2016	Name change to Lakeside Health Advisory Board. Changed reporting structure from Hospital Holdings to District Board. Section 2.1 changed to allow Board members to serve more than 2 consecutive 4 year terms if agreed to by Lakeside and District Board. Section 2.4 Changed focus to entire Glades community from hospital only focus. Deleted 2.4e regarding recruitment, appointment and credentialing of medical staff.

6	November 28, 2017	A revisions to section 2. (a) allowing the Board to review reports and data from the District Clinics Holdings Board from the subcommittees of the HCD Board and review reports from LMC leadership regarding hospital operations. Section 4.1 has been amended to allow for one joint meeting per year rather than two as previously allowed. Section 4.3 amends the regularly scheduled meetings to quarterly rather than monthly, or as needed. Section 5.0 has been amended to add that meeting will be held in the glades community. Section 6.3 have been amended to update the committees listed and add the DCH Board as well as LMC Operational Overview to the list of reports.
<u>7</u>	<u>December 10, 2019</u>	<u>In Section 4.1 Deleted requirement for an annual joint meeting with the District Board.</u>

<p><u>8</u> <u>7</u></p>	<p>December 10, 201<u>June</u>May <u>9</u><u>12, 2020</u></p>	<p>In Section 4.1 Deleted- requirement for an annual joint meeting with the District Board.<u>Added Section 4.10</u> <u>permitting remote meetings</u> <u>during public emergencies.</u></p>
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HEALTH CARE DISTRICT BOARD
May 12, 2020

1. Amendment to the Finance and Audit Committee Charter

2. Summary:

This item presents a proposed amendment to the Finance and Audit Committee Charter.

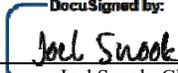
3. Substantive Analysis:

The charter was last updated on September 24, 2019. The District proposes amending the Section titled Meetings. The new language permits remote meetings during public emergencies. Attached for your review is a redline version of the charter to be adopted.

4. Fiscal Analysis & Economic Impact Statement:

	Amount	Budget
Capital Requirements	N/A	Yes <input type="checkbox"/> No <input type="checkbox"/>
Annual Net Revenue	N/A	Yes <input type="checkbox"/> No <input type="checkbox"/>
Annual Expenditures	N/A	Yes <input type="checkbox"/> No <input type="checkbox"/>

Reviewed for financial accuracy and compliance with purchasing procedure:

DocuSigned by:


 Joel Snook, CPA
 VP & Chief Financial Officer

5. Reviewed/Approved by Committee:

N/A

 Committee Name

N/A

 Date Approved

HEALTH CARE DISTRICT BOARD
May 12, 2020

6. Recommendation:

Staff recommends the Board approve the amendment to the Finance and Audit Committee Charter.

Approved for Legal sufficiency:

DocuSigned by:
Valerie Shahriari
Valerie Shahriari
61411693CBA47F...
VP & General Counsel

DocuSigned by:
Joel Snook
Joel Snook, CPA
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VP & Chief Financial Officer

DocuSigned by:
Darcy Davis
Darcy Davis
8A155E419234E4D9...

FINANCE AND AUDIT COMMITTEE CHARTER

PURPOSE

The purpose of the Finance and Audit Committee, a standing committee of the Board of Commissioners of the Health Care District of Palm Beach County is to assist the Board in fulfilling its responsibility to oversee and monitor the District's financial statements, annual budget, investments, internal controls and other matters of a financial nature.

COMPOSITION OF COMMITTEE

The Committee shall have at least five (5) but no more than nine (9) members. A minimum of two (2) Board members shall be appointed to the Committee, one of which will chair the Committee. One (1) Committee member shall represent the Glades community and one (1) Committee member shall serve on the District Clinic Board. The Board shall appoint Committee members to a four (4) year term, commencing on the date of appointment, with Committee membership limited to two (2) full terms. The composition of the Committee shall be regularly reviewed to ensure that each member meets the requirements set forth by the Board for the Committee. Each member of the Committee shall have expertise and experience in economic, financial, business and such other matters as the Board may deem appropriate.

MEETINGS

Regular meetings of the Committee shall be conducted every other month. Public notice of each meeting and the date, time and location of same shall be made as required by law. The Chief Executive Officer may cancel and/or reschedule a Regular meeting, upon proper notice to Committee members and the public, if it is determined that a quorum will not be present or for other reasons in consultation with the Chair.

There shall be an agenda for every meeting of the Committee. However, the Committee is not prohibited from discussing and/or taking action on an item or matter not specified in the agenda. Minutes of each meeting shall be accurately taken, preserved and provided to members.

Regular attendance shall be expected for all Committee members. If a member misses more than twenty-five percent (25%) of the Regular Committee meetings during the twelve (12) month calendar period, the Chair shall advise the Board.

The presence of the majority of appointed Committee members shall be necessary at any meeting to constitute a quorum or to transact business. The Board shall promulgate rules of order for the conduct of all Committee meetings. All procedural matters not addressed in said rules of order, by this Charter, or by the HCD Board Bylaws, shall be governed by the latest edition of “Roberts Rules of Order”.

If an Executive Order, Florida Statute, or Attorney General opinion permits the ability to meet remotely due to a public emergency, the Committee will adjust their meetings accordingly.

POWERS AND DUTIES

The following functions shall be the common recurring functions of the Committee in carrying out its oversight role.

1. **Financial Plans.** The Committee shall review the long-range financial plans of the District, and make such recommendations, as it deems appropriate to the Board regarding the projected use of District funds.
2. **Financial Statements.** The Committee shall review the District’s monthly and annual financial statements.
3. **Budgets.** The Committee shall review the annual capital and operating budgets, including amendments thereto, and make such recommendations, as it deems appropriate to the Board regarding the sources and uses of District funds.
4. **Investment of Funds.** The Committee shall review the District Investment Plan and portfolio, at least annually, and make such recommendations, as it deems appropriate to the Board for action regarding the investment of District funds and reserves.
5. **Grant Compliance.** The Committee shall provide oversight of the District’s fiscal activities as they relate to applying for and receiving grant awards.
6. **Insurance.** The Committee shall review the District’s fiscal activities as they relate to insurance coverage of District operations and employees.

7. ***Building Construction Contracts and Leases.*** The Committee shall review building construction contracts and all agreements, including leases, for the sale and/or acquisition of real property to insure the same are at arms-length, negotiated in compliance with the District Real Property Sale and/or Acquisition Policy.
8. ***Revenue cycle.*** The Committee shall provide oversight for the District's revenue cycle process, including charge structure, billing, collections and management of accounts receivable.
9. ***Physician compensation.*** The Committee shall review the District's policies and practices related to the setting of physician compensation and benefits to insure such payments meet fair market value requirements.
10. ***Employee Compensation and Benefits.*** The Committee shall review the Employee Compensation Benefit plan, and make such recommendations, as it deems appropriate to the Board for action regarding compensation studies and benefit administration.
11. ***Competitive Bidding.*** Upon final vendor selection, the Committee shall review competitive purchasing solicitations which are anticipated to exceed \$250,000 and make recommendations for approval to the Board
12. ***Internal Audit.*** The Committee shall provide oversight of the internal audit function including but not limited to: reviewing the annual budget; making recommendations on department structure and staffing; approving the annual audit plan; and receiving audit reports. The Chief Financial Officer is responsible for directing the day-to-day operations of the assigned staff. The Chair of the Committee is responsible for making decisions related to hiring, firing, performance review, and outsourcing of the Audit function.
13. ***Annual External Financial Audit.*** The Committee will review the results of the annual financial audit and make recommendations for approval to the Board.
14. ***Auditor Selection.*** The Committee will have oversight over the external auditor selection process and will make recommendations for engagement, including contract terms or termination to the Board.

HEALTH CARE DISTRICT BOARD

May 12, 2020

1. Amendment to the Quality, Patient Safety and Compliance Committee Charter.

2. Summary:

This item presents a proposed amendment to the Quality, Patient Safety and Compliance Committee Charter.

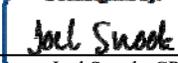
3. Substantive Analysis:

The charter was last updated on May 7, 2019. The District proposes amending the Section titled Meetings. The new language permits remote meetings during public emergencies. Attached for your review is a redline version of the charter to be adopted.

4. Fiscal Analysis & Economic Impact Statement:

	Amount	Budget
Capital Requirements	N/A	Yes <input type="checkbox"/> No <input type="checkbox"/>
Annual Net Revenue	N/A	Yes <input type="checkbox"/> No <input type="checkbox"/>
Annual Expenditures	N/A	Yes <input type="checkbox"/> No <input type="checkbox"/>

Reviewed for financial accuracy and compliance with purchasing procedure:

DocuSigned by:


 Joel Snook, CPA
 VP & Chief Financial Officer

5. Reviewed/Approved by Committee:

 N/A
 Committee Name

 N/A
 Date Approved

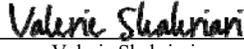
HEALTH CARE DISTRICT BOARD

May 12, 2020

6. Recommendation:

Staff recommends the Board approve the amendment to the Quality, Patient Safety and Compliance Committee Charter.

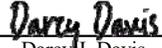
Approved for Legal sufficiency:

DocuSigned by:


Valerie Shahrari
VP & General Counsel

DocuSigned by:


Valerie Shahrari
VP & General Counsel

DocuSigned by:


Darryl Davis
Chief Executive Officer

QUALITY, PATIENT SAFETY AND COMPLIANCE COMMITTEE CHARTER

PURPOSE

The purpose of the Quality, Patient Safety, Compliance & Patient Privacy Committee of the Health Care District and its Affiliated Entities (“District”) is to assist the Board of Commissioners in fulfilling its oversight responsibilities in overseeing the quality, patient safety and risk management activities of the District and promote an organizational “Culture of Safety”. The Committee will monitor and oversee the District’s process for ensuring compliance with laws and regulations and the District’s compliance and privacy program.

COMPOSITION OF COMMITTEE

The Committee shall have at least five (5) but no more than nine (9) members. A minimum of two (2) Board members shall be appointed to the Committee, one of which will chair the Committee, and their term shall be the same as the term of their Board membership. One (1) Committee member shall represent the Glades community and one (1) Committee member shall serve on the District Clinic Board, and (1) Committee member shall be a community member at large. The Board shall appoint Committee members, who are not a Board member, to a four (4) year term, commencing on the date of appointment, with Committee membership limited to two (2) full terms. The composition of the Committee shall be regularly reviewed to ensure that each member meets the requirements set forth by the Board for the Committee. Each member of the Committee shall have expertise and experience in quality, patient safety, legal compliance, healthcare, risk management and/or insurance and such other matters as the Board may deem appropriate.

MEETINGS

Regular meetings of the Committee shall be conducted quarterly. Public notice of each meeting and the date, time and location of same shall be made as required by law. The Chief Executive Officer may cancel and/or reschedule a Regular meeting, upon proper notice to Committee members and the public, if it is determined that a quorum will not be present or for other reasons in consultation with the Chair.

There shall be an agenda for every meeting of the Committee. However, the Committee is not prohibited from discussing and/or taking action on an item or matter not specified in the agenda. Minutes of each meeting shall be accurately taken, preserved and provided to members.

Regular attendance shall be expected for all Committee members. If a member misses more than twenty-five percent (25%) of the Regular Committee meetings during the twelve (12) month calendar period, the Chair shall advise the Board.

The presence of the majority of appointed Committee members shall be necessary at any meeting to constitute a quorum or to transact business. The Board shall promulgate rules of order for the conduct of all Committee meetings. All procedural matters not addressed in said rules of order, by this Charter, or by the Bylaws, shall be governed by the latest edition of “Roberts Rules of Order”.

If an Executive Order, Florida Statute, or Attorney General opinion permits the ability to meet remotely due to a public emergency, the Committee will adjust their meetings accordingly.

POWERS AND DUTIES

The following functions shall be the common recurring functions of the Committee in carrying out its oversight role.

1. ***Policies & Procedures.*** The Committee shall review and approve policies and procedures developed to promote quality patient care, patient safety, risk management, and compliance.
2. ***Reporting.*** The Committee shall regularly report to the Board of Commissioners about Quality, Patient Safety & Compliance Committee activities, issues, and related recommendations; provide an open avenue of communication between Committee and the Board of Commissioners.
3. ***Quality.*** The Committee shall review, as appropriate, information relating to quality, clinical risk, and performance improvement. Monitor and assess performance against targets of the care delivery system, including clinical performance and member satisfaction with the care experience.

4. ***Patient Safety.*** The Committee evaluate results of Patient Safety Organization including recommended actions and follow-up.
5. ***Quality Improvement Plans.*** The Committee shall review and approve business unit Quality Improvement (QI) plans for quality clinical care, patient safety, and clinical services improvement strategies. Review and update HCD QI Plan at least every three years (more often if substantial changes are made in the QI Program).
6. ***Internal Systems & Controls.*** The Committee shall oversee the development and implementation of internal systems and controls to carry out the District's standards, policies and procedures relating to risk management, including, without limitation, processes designed to facilitate communication across the organization regarding risk management, patient care loss prevention/control and safety improvement opportunities and activities and the evaluation thereof.
7. ***Risk Management Program.*** The Committee shall review and provide advice on the development and implementation of a corporate risk management program, in conjunction with existing business processes and systems, to facilitate management of the District's clinical and operational risks.
8. ***Credentialing.*** Conduct an annual formal review of the credentialing process and offer revisions to credentialing criteria to reflect best practices and protocols. Review the integrity of systems relating to the selection, credentialing, and competence of physicians and other health care practitioners, including systems for granting or terminating clinical privileges, professional or medical staff or clinical staff membership, peer review, proctoring, and continuing education.
9. ***Risk.*** The Committee shall review asset protection needs of the District, and make recommendations to the Board for approval.
10. ***Risk Management Plans.*** The Committee shall review and approve business unit Risk Management plans.
11. ***Compliance Reports.*** The Committee shall receive and review reports from the Compliance Program that may have a significant effect on the District's compliance activities or have a material impact on the financial statements.
12. ***Policy and Procedure.*** The Committee shall review and approve compliance policies, procedures, plans or the mechanism by which staff shall approve such policies, procedures and plans.
13. ***Board Report.*** The Committee shall report regularly to the District Board of Commissioners regarding the development and implementation of the District compliance plans. Annually, the Committee will evaluate the Chief Compliance and Privacy Officer.
14. ***Compliance Work Plans.*** The Committee shall ensure that the District maintains compliance work plans designed to encourage integrity, accountability in reimbursement

and adherence to applicable laws. The compliance plans shall at minimum be designed and implemented to promote compliance and detect and deter non-compliance with regard to:

- a. Medicare, Medicaid and other laws and regulations that apply to the District because of its participation in federal health benefit programs;
 - b. Laws and regulations dealing with business relationships with physicians including, but not limited to, the anti-kickback statute, Stark Laws and other laws;
 - c. Federal and state anti-trust law prohibitions regarding anti-competitive conduct;
 - d. Federal Sentencing Guidelines; and,
 - e. Laws which apply to the District as a result of its tax exempt status.
15. **Compliance Program.** The Committee shall review the Compliance Program for adherence to the OIG's Compliance Guidance's for applicable businesses, including for hospitals, nursing homes, managed care, physician offices, etc.
16. **Corrective Action.** The Committee shall review and approve appropriate corrective action steps should a material error or violation of compliance policy and procedure occur.
17. **Education.** The Committee shall work with the Chief Compliance Officer, as necessary, to develop effective on-going training.
18. **Monitor Compliance Program.** The Committee shall assure that methodologies developed to monitor compliance are appropriate to maximize compliance and assure confidential treatment of material.
19. **Standard of Conduct.** The Committee shall periodically review and approve the Standard of Conduct.

HEALTH CARE DISTRICT BOARD
May 12, 2020

1. Amendment to District Hospital Holdings, Inc. Bylaws

2. Summary:

This item presents a proposed amendment to the District Hospital Holdings, Inc. Bylaws.

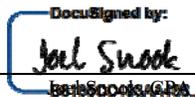
3. Substantive Analysis:

The charter was last updated on March 10, 2020. The District proposes adding a new section, Section 4.11, Public Emergencies, permitting remote meetings during public emergencies. Attached for your review is a redline version of the bylaws to be adopted.

4. Fiscal Analysis & Economic Impact Statement:

	Amount	Budget
Capital Requirements	N/A	Yes <input type="checkbox"/> No <input type="checkbox"/>
Annual Net Revenue	N/A	Yes <input type="checkbox"/> No <input type="checkbox"/>
Annual Expenditures	N/A	Yes <input type="checkbox"/> No <input type="checkbox"/>

Reviewed for financial accuracy and compliance with purchasing procedure:



 VP & Chief Financial Officer

5. Reviewed/Approved by Committee:

 N/A
 Committee Name

 N/A
 Date Approved

HEALTH CARE DISTRICT BOARD

May 12, 2020

6. Recommendation:

Staff recommends the Board approve the amendment to the District Hospital Holdings, Inc. Bylaws.

Approved for Legal sufficiency:

DocuSigned by:

Valerie Shahriari
VP & General Counsel

DocuSigned by:

Valerie Shahriari
VP & General Counsel

DocuSigned by:

Darryl Davis
Chief Executive Officer

Amended
Bylaws
of
District Hospital Holdings, Inc.

Amended: 2003
2006
2007
2008
2010
2016
2020

**BYLAWS
OF THE
DISTRICT HOSPITAL HOLDINGS, INC.**

Section 1	Statutory Authority
Section 2	Board of Directors
Section 3	Officers
Section 4	Meetings
Section 5	Conflicts of Interest
Section 6	Chief Executive Officer
Section 7	Support Boards and Committees
Section 8	Miscellaneous

~~March~~ ~~June~~ May 2020

Reflecting Board Action through ~~March 10~~ ~~June 9~~ May 12, 2020

**BYLAWS
OF
DISTRICT HOSPITAL HOLDINGS, INC.**

Section 1 – Statutory Authority, Membership and Purpose

- 1.1 **Statutory Authority.** Pursuant to authority conferred to the Health Care District of Palm Beach County (hereinafter the “District”) by the Florida Legislature in 1987, Special Acts of Florida 450, as amended and codified by Chapters 88-460, 91-344, 92-340, 93-382, 96-509, 2000-489 and 2003-326 Laws of Florida, (“Health Care Act”), the District, establishes District Hospital Holdings, Inc. (“Corporation”), and adopts these Bylaws (“Bylaws”).
- 1.2 **Members.** The Corporation’s sole member shall be the Health Care District of Palm Beach County
- 1.3 **Purpose.** The purpose of the Corporation is to provide for the comprehensive planning and delivery of adequate hospital services for the residents of Palm Beach County, particularly medically needy residents. “Hospital services” as used in these Bylaws means the clinical delivery of acute or general hospital services by any facility owned, operated or maintained, in whole or part, by the District.

Section 2 - Board of Directors

- 2.1 **Governing Board.** The governing board of directors for all acts of the corporation shall be the District Board of Commissioners (“Governing Board” hereafter).
- 2.2 **Composition.** The members of the Governing Board shall always be the same as the members of the District Board of Commissioners.
- 2.3 **Independence.** Recognizing the Governing Board’s fiduciary duties to the Corporation, the Governing Board members shall comply with conflict of interests provisions of the Health Care Act and the Code of Ethics for Public Officers and Employees (Part III of Chapter 112, Florida Statutes), as well as any and all other applicable standards as set forth by applicable regulatory and accreditation agencies.
- 2.4 **Term.** Each member of the Governing Board shall serve for a term concurrent with their term as a member of the District Board of Commissioners.
- 2.5 **General Powers.** In order to fulfill its purpose, the Governing Board shall have and may utilize the following general powers:
 - a. Promote efficiencies in operations through integration with District for support services;

- b. Approve a written strategic plan and scope of services for hospital services with the written strategic plan reviewed no less than annually;
- c. When requested, approve an operating budget and, when needed, a long-term capital expenditure plan which provides for adequate resources needed to maintain safe, quality care, treatment and services;
- d. Establish and monitor a comprehensive financial, regulatory, audit compliance function;
- e. Evaluate, recommend and/or approve possible acquisitions of existing hospitals and hospital related facilities;
- f. Make and execute agreements of lease, contracts, and other instruments;
- g. Engage professional service providers and such other agents as may be necessary in its judgment, and to fix their compensation;
- h. Promulgate and adopt policies and rules for the operation of District owned and operated hospital related facilities;
- i. Review and approve the mission statement of the Corporation;
- j. Create one or more hospital support boards to assist the Governing Board with its mission as contemplated by the Health Care Act;
- k. Sue or be sued in its own name and to plead and be impleaded, but with all sovereign immunity and limitations provided by the State Constitution, the Health Care Act and other applicable law;
- l. Based on recommendations of Lakeside Medical Center’s Medical Executive Committee, appoint, re-appoint, credential and discipline the medical staff of the hospital; and, approve and revise the Medical Staff Bylaws, rules and regulations, and policies in accordance with applicable law, rules and regulations and in accordance with the standards of the Joint Commission on Accreditation of Healthcare Organizations (“Joint Commission”) applicable to hospitals;
- m. Ensure Lakeside Medical Center meets all licensure requirements and complies with all requirements for maintaining provider status, in good standing, in all state and federal health care programs including, without limitation, the Medicare and Medicaid programs and to maintain Joint Commission accreditation;
- n. Request and/or review reports and recommendations from the Lakeside Medical Center Medical Staff as required or recommended in the Medical Staff bylaws;

- o. Establish and monitor a comprehensive patient safety, quality and risk management function;
- p. Exercise any and all of the specifically enumerated, hospital related general powers as set forth and as may be amended in the Health Care Act and District Board bylaws; and
- q. To do all things necessary to carry out the purpose of the Corporation.

All of the foregoing powers are hereby found and declared to be a public purpose and necessary for the preservation of the public health, for the public good, and for the welfare of the residents of Palm Beach County, Florida.

2.6 ***Fiduciary Duties.*** The Governing Board shall exercise all of its powers with the following fiduciary duties:

- a. Care: which refers to the obligation of Governing Board members to exercise proper diligence of care in their decision making process;
- b. Loyalty: which requires Governing Board members to discharge their obligations unselfishly, in a manner designed to benefit only the Corporation and not the Governing Board member personally; and
- c. Obedience: which requires that Holdings Board members be faithful to the underlying purpose, mission and goals of the Corporation as set forth in the Health Care Act and these Bylaws.

2.7 ***Compensation; Reimbursement of Expenses.*** No member of the Governing Board shall be entitled to receive compensation from the District or Corporation. The Corporation shall have power to reimburse members of the Governing Board consistent with the reimbursement provisions of District policies and procedures.

2.8 ***Indemnification.*** The Corporation shall have power to indemnify members of the Governing Board consistent with the indemnification provisions of the Health Care Act. This Section shall be construed to conform with, and when necessary, shall be amended to conform to Section 7 of the Health Care Act.

Section 3 – Officers

3.1 ***Officers.*** The Officers of the Governing Board shall always consist of the officers serving on the District Board of Commissioners, namely a Chair, Vice Chair, and Secretary.

3.2 ***Chair.*** The Chair of the Governing Board shall have the same responsibilities as delegated to him or her as the Chair of the District Board of Commissioners which responsibilities are directly applicable to the Corporation and Governing Board unless otherwise restricted by law or herein.

- 3.3 **Vice-Chair.** The Vice Chair of the Governing Board shall have the same responsibilities as delegated to him or her as the Vice Chair of the District Board of Commissioners which responsibilities are directly applicable to the Corporation and Governing Board unless otherwise restricted by law or herein.
- 3.4 **Secretary.** The Secretary of the Governing Board shall have the same responsibilities as delegated to him or her as the Secretary of the District Board of Commissioners which responsibilities are directly applicable to the Corporation and Governing Board unless otherwise restricted by law or herein.

Section 4 - Meetings

- 4.1 **Meetings.** The Meetings of the Governing Board shall be held on the same date and at the same time as the District Board of Commissioners' meetings including the Annual meeting, the Regular meetings (as needed) and the Special meetings (as needed). All meetings or portions thereof shall be open to the public unless otherwise provided for by law.
- 4.2 **Annual Meeting.** The District Board of Commissioners' meeting held in September of each year shall constitute the annual meeting of the Governing Board.
- 4.3 **Regular Meetings.** Regular meetings of the Governing Board shall be conducted no less than six (6) times per year. Public notice of each meeting and the date, time and location of same shall be made as required by law. The Chief Executive Officer may cancel and/or reschedule a Regular meeting, upon proper notice to Governing Board members and the public.
- 4.4 **Special Meetings.** The Governing Board may convene Special meetings both public and closed.

The Special Public meetings shall include, but not be limited to:

- a. **Emergency Meetings.** If a bona fide emergency situation exists, an Emergency meeting of the Governing Board may be called by the Chair, Vice Chair or Chief Executive Officer. An Emergency meeting shall be called and notice in the same manner as a Regular meeting; however, the timeliness of the notice shall be provided as time reasonably permits under the situation. All actions taken at an Emergency meeting shall be ratified by the Governing Board at the next Regular meeting.
- b. **Workshop Meetings.** Workshop Meetings may be combined with other meetings of the Governing Board or held separately. Public notice of each Workshop meeting shall be given as required by law. No official business shall be transacted at the Workshop meetings.

- c. ***Other Special Public Meetings.*** The Governing Board may convene other Special public meetings authorized by and in a manner consistent with law.

The Special closed meeting shall include, but not be limited to:

- a. ***Attorney-Client Meetings.*** The Governing Board shall conduct Attorney-Client meetings which may be combined with other meetings of the Governing Board or held separately. Public notice of each meeting shall be given as required by law. No official business shall be transacted at the Attorney-Client Meetings.
- b. ***Strategic Planning Meetings.*** The Governing Board shall meet to discuss written strategic plans including plans for marketing hospital services in a manner consistent with applicable law.
- c. ***Contract Negotiation Meetings.*** The Governing Board shall meet to discuss negotiations for contracts with other entities when such negotiations concern services that are or are reasonably expected to be provided by a competitor in a manner consistent with applicable law.
- d. ***Other Special Closed Meetings.*** The Governing Board may convene other Special closed meetings authorized by and in a manner consistent with law.

4.6 ***Attendance.*** Regular attendance is expected for all Governing Board members consistent with the attendance requirements of the District Board of Commissioners.

4.7 ***Quorum and Procedure.*** The presence of a majority of the appointed members of the Board shall be necessary at any meeting to constitute a quorum or to transact business. A quorum is not required for any Special meeting where official business is not to be transacted.

The Board shall promulgate rules of order for the conduct of all Board meetings. All procedural matters not addressed in said rules of order, or by these Bylaws, shall be governed by the latest edition of “Roberts Rules of Order.”

4.8 ***Voting.*** Actions of the Governing Board require a simple majority of the members present at a given meeting. Each Board member shall have one vote which may only be exercised in person; provided that, members may participate and vote via telephone conference communication consistent with the District Board of Commissioners’ bylaws or policy.

4.9 ***Meeting Minutes.*** Minutes of each meeting shall be accurately taken, preserved, and provided to members timely at a Regular meeting.

4.10 ***Agenda and Order of Business for Meetings.*** Unless the Governing Board is conducting a stand-alone meeting for the Corporation, actions to be taken by the Governing Board shall be included on a meeting agenda for the District Board of Commissioners and

identified as “District Hospital Holdings, Inc., Agenda”. For stand-alone meetings, the Governing Board shall have its own agenda. Notwithstanding the foregoing, the Governing Board is not prohibited from discussing and/or taking action on an item or matter at a meeting not specified in an agenda.

4.11 **Public Emergencies.** If an Executive Order, Florida Statute, or Attorney General opinion permits the ability to meet remotely due to a public emergency, the Governing Board will adjust their meetings accordingly.

Section 5 -Conflicts of Interest

- 5.1 **General.** Governing Board members shall not enter into contracts or agreements involving that would be or give the appearance of being a conflict of interest.
- 5.2 **Conflict of Interest.** Members of the Governing Board are subject to Florida law pertaining to avoidance of conflicts of interest in holding public office, including but not limited to, Part III of Chapter 112, Florida Statutes, the Code of Ethics for Public Officers and Employees as well as any and all other applicable standards as set forth by applicable regulatory and accreditation agencies.
- 5.3 **Prohibited Financial Interests.** No Governing Board member, administrator, employee or representative of the Corporation, nor any person, organization or agency shall, directly or indirectly, be paid or receive any commission, bonus, kickback, rebate or gratuity or engage in any fee-splitting arrangement in any form whatsoever for the referral of any patient to the District or Corporation.

Section 6 - Chief Executive Officer

- 6.1 **Chief Executive Officer.** The District Chief Executive Officer shall be the Chief Executive Officer of the Corporation.

Section 7 –Support Boards and Committees

- 7.1 **Support Boards.** Pursuant to its delegated authority, the Governing Board may designate one or more support boards to assist the Governing Board in fulfilling its mission.
- 7.2 **General Composition of Support Boards.** Each Support Board shall include at least one (1) member of the Governing Board and have at least five (5) but no more than eleven (11) members who shall all be appointed by the Governing Board for a term of four (4) years. Support Board membership is limited to two (2) full terms. The compositions of each Support Board shall be regularly reviewed to ensure that each member of its members meets the requirements set forth by the Governing Board for that respective support board or ad hoc committee.
- 7.3 **Committees.** The Governing Board shall not designate any standing committees but shall

utilize the District's Finance and Audit and Compliance standing committees to assist in the execution of the Corporation's oversight responsibilities for finance, audit and compliance matters. The Governing Board shall also utilize the District's Patient Safety and Risk Management Committee to assist in the execution of the Corporation's oversight responsibilities for patient safety, quality and risk management matters and may utilize the District's Patient Safety and Risk Management Committee to assist in the execution of the Corporation's oversight responsibilities for credentialing, peer review and provider appointment. The Governing Board may also utilize other committees established by the District Board of Commissioners or a Support Board(s) to assist in the execution of the Corporation's oversight responsibilities for other matters.

- 7.4 **Ad Hoc Committees.** The Governing Board may designate ad hoc committees as necessary to assist with short term decisions facing the Governing Board.

Section 8 - Miscellaneous

- 8.1 **Amendments.** These Bylaws may be amended, repealed, or changed at any Regular or Special meeting of the Governing Board by the affirmative vote of four (4) members of the Governing Board, provided that notice containing the general effect and intent of the proposed amendments has been given to all members of the Board at least ten (10) days prior to such meeting.
- 8.2 **Subject to Law and Health Care Act.** All powers, authority and responsibilities provided for in these Bylaws, whether or not explicitly so qualified, are qualified by the provisions of the Health Care Act and applicable laws.
- 8.3 **Construction.** These Bylaws shall be construed to conform with, and when necessary, shall be amended to conform to the provisions of the Health Care Act and the District Board of Commissioners' Bylaws.

CERTIFICATE

This is to certify that I am the Governing Board Secretary of District Hospital Holdings, Inc., and the foregoing Amended Bylaws were duly adopted by the Governing Board at a meeting held on the ~~15th~~ 9th day of ~~June~~ May, ~~2016~~ 2020 .

By: _____
Nancy C. Banner~~Sean O'Bannon~~
Secretary

HISTORY OF DISTRICT HOSPITAL HOLDINGS, INC., BYLAWS

The initial Bylaws of the District Hospital Holdings, Inc. Board (as amended from those of Glades Hospital Holdings, Inc.) were first adopted on the 14th day of January, 2009. Amendments made subject to Section 8.1 of the District Hospital Holdings, Inc. Bylaws are listed below.

Change Number	Date of Adoption	Section(s) Amended
1	November 10, 2010	1.2 establishing The Health Care District of Palm Beach County as the sole Member
2	June 15, 2016	Several sections to make District Board the Governing Board and Remove GRASB
3	March 10, 2020	4.2 Annual Meeting 4.7 Quorum and Procedure
4	June 9 <u>May 12, 2020</u>	4.11 Public Emergencies

HEALTH CARE DISTRICT BOARD

May 12, 2020

1. **Description: Mobile Testing Program**

2. **Summary:**

With County support, the Health Care District, through CL Brumback Primary Care Clinics, will add an additional mobile vehicle to allow expansion of testing for COVID19 capabilities across Palm Beach County.

3. **Substantive Analysis:**

An essential element to slowing the spread of COVID19 is expanding testing capabilities. Throughout the height of this pandemic the Health Care District, through the CL Brumback Primary Care Clinics, has been testing people in Palm Beach County.

While our initial efforts were consistent and targeted at a few of our clinic locations, the support of Palm Beach County and the State of Florida has allowed for the rapid increase in testing volume. To date, there are six locations where the Health Care District is testing, including the largest testing site in Palm Beach County at the FITTEAM ballpark. Over 15,000 tests have been administered by Health Care District employees in Belle Glade, West Palm Beach, Jupiter, Lantana and Delray.

Palm Beach County officials have asked the Health Care District to participate in an expanded testing effort, whereby outreach to specific locations of underserved is accomplished by bringing COVID19 testing to the individuals. As an FQHC, the clinics can be authorized by HRSA to go into communities to provide such testing, as it aligns directly with our mission and purpose.

In order to accomplish this effort, it will be necessary to procure an additional mobile coach for this purpose. While the existing HCD mobile unit is being used to anchor the FITTEAM ballpark drive thru location, it will eventually need to return to its primary purpose of providing health care to our homeless populations in Palm Beach County, the underlying purpose for which it was purchased. County officials have secured funding to pass through to us for quickly mobilizing this important mobile testing effort.

In order to expedite the testing outreach, HCD will lease a smaller mobile unit for a period of approximately six months, while a permanent, duplicate, mobile coach is manufactured. The leased vehicle will be delivered in three weeks from execution of the lease arrangement with Farber Specialty Vehicles, who will also begin the manufacturing of the second permanent HCD mobile coach. Palm Beach County will reimburse the Health Care District up to \$500,000 for expenses associated with the temporary leased vehicle and the purchase and set-up of the permanent vehicle. HCD will provide the County with specific invoices for expenses incurred prior to

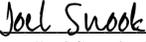
HEALTH CARE DISTRICT BOARD May 12, 2020

December 31, 2020 for reimbursement. In return, the Health Care District will perform mobile COVID19 testing across Palm Beach County for the next 12 months.

4. Fiscal Analysis & Economic Impact Statement:

	Amount	Budget
Capital Requirements		Yes <input type="checkbox"/> No <input type="checkbox"/>
Annual Net Revenue		Yes <input type="checkbox"/> No <input type="checkbox"/>
Annual Expenditures		Yes <input type="checkbox"/> No <input type="checkbox"/>

Reviewed for financial accuracy and compliance with purchasing procedure:

DocuSigned by:


 Joel Snook, CPA
 VP & Chief Financial Officer

5. Reviewed/Approved by Committee:

N/A

 Committee Name

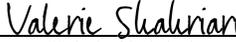
N/A

 Date

6. Recommendation:

Management recommends that the Board authorize the CEO to execute a contract with Farber Specialty Vehicles not to exceed \$350,000 to procure a second, duplicate, mobile coach and to execute the interlocal agreement with Palm Beach County which allows for the reimbursement of up to \$500,000 of expenses related to mobile testing efforts.

Approved for Legal sufficiency:

DocuSigned by:


 Valerie Skalnariani
 VP & General Counsel

DocuSigned by:


 Darcy J. Davis
 Chief Executive Officer