



**GOOD HEALTH FOUNDATION BOARD
MEETING AGENDA
June 9, 2020
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 – Ed Sabin, Chair**
 - A. Roll Call
2. **Agenda Approval**
 - A. Additions/Deletions/Substitutions
 - B. Motion to Approve Agenda
3. **Awards, Introductions and Presentations**
4. **Disclosure of Voting Conflict**
5. **Public Comment**
6. **Meeting Minutes**
 - A. **Staff recommends a MOTION TO APPROVE:**
Board Meeting Minutes of September 10, 2020
[Pages 1 – 3]
8. **Consent Agenda – Motion to Approve Consent Agenda Items**
 - A. **ADMINISTRATION**
 - 8A-1 **RECEIVE AND FILE:**
June 2020 Internet Posting of District Public Meetings
<https://www.hcdpbc.org/resources/public-meetings>
9. **Regular Agenda**
 - A. **ADMINISTRATION**
 - 9A-1 **MOTION TO APPROVE**
Good Health Foundation Annual Audit (Joel Snook)
[Pages 4 – 17]

**Good Health Foundation Board
Meeting Agenda
June 9, 2020**

9A-2 **MOTION TO APPROVE**
Good Health Foundation Bylaws Update (Tom Cleare)
[Pages 18 – 28]

9A-3 **MOTION TO APPROVE**
Funding Request (Tom Cleare)
[Pages 29 – 35]

- 10. Staff Comments**
- 11. Board Member Comments**
- 12. Establishment of Upcoming Meetings**
- 13. Motion to Adjourn**

**GOOD HEALTH FOUNDATION BOARD MEETING
SUMMARY MINUTES
September 10, 2019
1515 N Flagler Drive, Suite 101
West Palm Beach, FL 33401**

1. Call to Order – Ed Sabin

A. Roll Call

Good Health Foundation Board Members Present: Edward Sabin, Chair; Leslie Daniels; Joseph Bergeron; Michael Burke; Mark Marciano; Richard Sartory and Joseph Gibbons.

Staff and Guests: Darcy Davis, Chief Executive Officer; Dr. Tom Cleare, VP of Strategy; Valerie Shahriari, VP and General Counsel; Joel Snook, VP and Chief Financial Officer; and Deborah Hall, VP Compliance and Privacy Officer, Internal Audit.

Recording/Transcribing Secretary: Tanya McCain

2. Agenda Approval

A. Additions/Deletions/Substitutions

None

B. Motion to Approve Agenda

CONCLUSION/ACTION: Mr. Daniels made a motion to approve the agenda as presented. The motion was duly seconded by Mr. Bergeron. There being no opposition, the motion passed unanimously.

3. Awards, Introductions and Presentations

None

4. Disclosure of Voting Conflict

None

5. Public Comment

None

6. Meeting Minutes

Staff Recommends a MOTION TO APPROVE:

Good Health Foundation Board Meeting Summary Minutes of July 30, 2019

CONCLUSION/ACTION: Mr. Marciano made a motion to approve the Good Health Foundation Board Meeting Summary Minutes of July 30, 2019. There being no opposition, the motion passed unanimously.

7. Consent Agenda - Motion to Approve Consent Agenda Items

CONCLUSION/ACTION: Mr. Daniels made a motion to approve the Consent Agenda. The motion was duly seconded by Mr. Gibbons. There being no opposition, the motion passed unanimously.

A. **ADMINISTRATION**

7A-1 **RECEIVE AND FILE:**

September 10, 2019 Internet Posting of Good Health Foundation Board Meeting
<https://www.hcdpbc.org/EventViewTrainingDetails.aspx?Bck=Y&EventID=291&m=0|0&DisplayType=C>

7A-2 **RECEIVE AND FILE:**

Updated Employee Assistance Program Procedure

7A-3 **RECEIVE AND FILE:**

Supporting Documentation for the Funding Request Approved at the July 30, 2019 Foundation Board Meeting

8. Regular Agenda

A. **ADMINISTRATION**

8A-1 **Staff Recommends a MOTION TO APPROVE:**

Funding Request Procedure

Dr. Cleare reported on the draft Funding Request Procedure that was developed as a follow-up to the discussion at the July 30th Board Meeting. Dr. Cleare outlined the steps staff will take to bring funding requests before the Board and responded to questions.

CONCLUSION/ACTION: Mr. Daniels made a motion to approve the Funding Request Procedure. The motion was duly seconded by Mr. Bergeron. There being no opposition, the motion passed unanimously.

8A-2 **Staff Recommends a MOTION TO APPROVE:**
Checking Account Signature Authority

Dr. Cleare reviewed the Foundation's current bank and signature authority as a follow-up to the discussion at the July 30th Board Meeting. He recommended including the CFO as an additional designated signer for the Foundation's checking account and responded to questions.

CONCLUSION/ACTION: Mr. Daniels made a motion to approve the Funding Request Procedure. The motion was duly seconded by Mr. Burke. There being no opposition, the motion passed unanimously.

9. Board Member Comments

Mr. Sartory applauded Ms. Davis and Management for their diligent work on the budget and handling of public funds.

10. Establishment of Upcoming Meetings

December 10, 2019

11. Motion to Adjourn

There being no further business, the meeting was adjourned.

Michael Burke, Secretary

Date

1. Description: 2019 Good Health Foundation, Inc. Audit

2. Summary:

The 2019 Good Health Foundation, Inc. audited financial report is being provided for Board review.

3. Substantive Analysis:

The District’s external auditors, RSM US LLP, completed the audit procedures for fiscal year ended September 30, 2019. The opinion provides the assurance that the financial statements are presented fairly, with no material misstatements.

The Good Health Foundation, Inc. Audit was previously reviewed and approved by the District’s Finance and Audit Committee and District Board at their respective meetings on March 10, 2020.

4. Fiscal Analysis & Economic Impact Statement:

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

Reviewed for financial accuracy and compliance with purchasing procedure:

N/A
 Joel Snook
 VP & Chief Financial Officer

5. Reviewed/Approved by Committee:

Health Care District Finance &
 Audit Committee
 Health Care District Board

 Committee Name


March 10, 2020

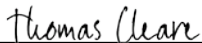
 Date

6. Recommendation:

Staff recommends the Board approve the 2019 Good Health Foundation, Inc. audited financial report.

Approved for Legal sufficiency:

DocuSigned by:

C1BC64230646437 Valerie Shahriari
VP & General Counsel

DocuSigned by:

DF3D11A7A3564E Thomas Cleare
AVP, Planning & Community Engagement

Good Health Foundation, Inc.

(A Component Unit of the Health Care
District of Palm Beach County, Florida)

Financial Report
September 30, 2019

Contents

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Financial statements	
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Statements of activities and changes in net assets	4-5
Statements of cash flows	6
Notes to financial statements	7-10



RSM US LLP

Independent Auditor's Report

To the Board of Directors
Good Health Foundation, Inc.

Report on the Financial Statements

We have audited the accompanying financial statements of Good Health Foundation, Inc. (the Foundation), a component unit of the Health Care District of Palm Beach County, Florida, which comprise the statements of financial position as of September 30, 2019 and 2018, the related statements of activities and changes in net assets and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

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Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Good Health Foundation, Inc. as of September 30, 2019 and 2018, and the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Emphasis of Matter

As discussed in Note 2 to the accompanying financial statements, the Foundation adopted Accounting Standards Update (ASU) No. 2016-14, Not-for-Profit Entities (Topic 958): Presentation of Financial Statements of Not-for-Profit Entities during the year ended September 30, 2019. Our opinion is not modified with respect to this matter.

RSM US LLP

West Palm Beach, Florida
March 6, 2020

Good Health Foundation, Inc.
(A Component Unit of the Health Care District of Palm Beach County, Florida)

Statements of Financial Position
September 30, 2019 and 2018

	2019	2018
<hr/>		
Assets		
Cash	<u>\$ 1,228,723</u>	<u>\$ 1,281,830</u>
Liabilities and Net Assets		
Liabilities:		
Accounts payable	<u>\$ 2,520</u>	<u>\$ -</u>
Net assets:		
Net assets without donor restrictions	54,191	56,400
Net assets with donor restrictions	1,172,012	1,225,430
Total net assets	<u>1,226,203</u>	<u>1,281,830</u>
Total liabilities and net assets	<u>\$ 1,228,723</u>	<u>\$ 1,281,830</u>

See notes to financial statements.

Good Health Foundation, Inc.
(A Component Unit of the Health Care District of Palm Beach County, Florida)

Statement of Activities and Changes in Net Assets
Year Ended September 30, 2019

	Net Assets Without Donor Restrictions	Net Assets With Donor Restrictions	Total
Contributions, revenues and other support:			
Contributions	\$ 94,255	\$ 96,582	\$ 190,837
Investment income	606	-	606
Net assets released from restrictions	150,000	(150,000)	-
Total contributions, revenues and other support	244,861	(53,418)	191,443
Expenses:			
Program services:			
Primary care clinics	225,705	-	225,705
Employee assistance	18,550	-	18,550
Supporting services:			
General and administrative	2,815	-	2,815
Total expenses	247,070	-	247,070
Change in net assets	(2,209)	(53,418)	(55,627)
Net assets, beginning of year	56,400	1,225,430	1,281,830
Net assets, end of year	\$ 54,191	\$ 1,172,012	\$ 1,226,203

See notes to financial statements.

Good Health Foundation, Inc.
(A Component Unit of the Health Care District of Palm Beach County, Florida)

Statement of Activities and Changes in Net Assets
Year Ended September 30, 2018

	Net Assets Without Donor Restrictions	Net Assets With Donor Restrictions	Total
Contributions, revenues and other support:			
Contributions	\$ 500	\$ 150,000	\$ 150,500
Investment income	8,741	-	8,741
Total contributions, revenues and other support	9,241	150,000	159,241
Expenses:			
General and administrative	3,940	-	3,940
Change in net assets	5,301	150,000	155,301
Net assets, beginning of year	51,099	1,075,430	1,126,529
Net assets, end of year	\$ 56,400	\$ 1,225,430	\$ 1,281,830

See notes to financial statements.

Good Health Foundation, Inc.
(A Component Unit of the Health Care District of Palm Beach County, Florida)

Statements of Cash Flows
Years Ended September 30, 2019 and 2018

	2019	2018
Cash flows from operating activities:		
Change in net assets	\$ (55,627)	\$ 155,301
Adjustments to reconcile the change in net assets to net cash (used in) provided by operating activities:		
Changes in liabilities:		
Accounts payable	2,520	(2,200)
Net cash (used in) provided by operating activities and (decrease) increase in cash	(53,107)	153,101
Cash, beginning of year	1,281,830	1,128,729
Cash, end of year	<u>\$ 1,228,723</u>	<u>\$ 1,281,830</u>

See notes to financial statements.

Good Health Foundation, Inc.
(A Component Unit of the Health Care District of Palm Beach County, Florida)

Notes to Financial Statements

Note 1. Organization and Mission

Good Health Foundation, Inc. (the Foundation) is a nonprofit corporation organized and operated under the laws of the State of Florida to provide philanthropic resources for the Health Care District of Palm Beach County, Florida (the District). The Foundation's mission is to advance the health of residents and visitors in Palm Beach County through access to local quality health care. The Foundation is a component unit of the District.

The Foundation was originally incorporated in 1994 as the Trauma Foundation of the Palm Beaches, Inc. for the purpose of allowing patients treated in the District's trauma program and others to make tax-deductible charitable contributions to benefit the District's trauma program and the programs of other nonprofit organizations similarly engaged in trauma services, injury prevention and other educational activities related to trauma awareness. The Foundation is governed by an independent Board of Directors that consists of no fewer than 5 and no more than 15 Directors with one representative appointed by the board of District Hospital Holdings, Inc., one representative appointed by the board of District Clinic Holdings, Inc., and one representative appointed by the Glades Rural Area Support Board, with the remaining directors elected by the existing Board of Directors.

In 2006, the Foundation's name was changed to the Glades Healthcare Foundation, Inc., and its purpose was amended to provide financial support for the construction of a new hospital and medical campus in western Palm Beach County, Florida and thereafter to support the ongoing activities of the new hospital and related health care system.

In 2015, the Foundation's name was changed to the Good Health Foundation, Inc.

Note 2. Summary of Significant Accounting Policies

Financial statement presentation: The financial statements are prepared using the accrual basis of accounting. In accordance with the Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) Topic 958, Financial Statements of Not-for-Profit Organizations, changes in net assets without donor restrictions and net assets with donor restrictions are separately presented in the accompanying statement of activities and changes in net assets and the statement of financial position to distinguish among these two classes of net assets. The Foundation defines net assets without donor restrictions as those that are not limited by donor-imposed stipulations. Net assets with donor restrictions represent donor-designated funds to be used for specific projects or time periods. Such restrictions either expire by time or are satisfied through expenditures for the designated purpose.

Use of estimates: Management uses estimates and assumptions in preparing financial statements in conformity with accounting principles generally accepted in the United States of America. Those estimates and assumptions affect the reported amounts of assets and liabilities and changes therein and the disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Liquidity: The Foundation structures its financial assets to be available as its general expenditures, liabilities, and other obligations come due. To achieve this, the Foundation forecasts its future cash flows and monitors its liquidity on a monthly basis. Financial assets consists of cash. The Foundation had \$1,228,723 and \$1,281,830 of financial assets available to meet general expenditures within one year as of September 30, 2019 and 2018, respectively.

Good Health Foundation, Inc.
(A Component Unit of the Health Care District of Palm Beach County, Florida)

Notes to Financial Statements

Note 2. Summary of Significant Accounting Policies (Continued)

Cash: The Foundation maintains cash in bank deposit accounts that, at times, may exceed federally insured limits. At September 30, 2019 and 2018, bank deposits exceeded federal deposit insurance limits by approximately \$979,000 and \$1,032,000, respectively. The Foundation has not experienced any losses in these accounts and believes it is not exposed to any significant credit risk with respect to such deposits.

Contributions: Contributions, including unconditional promises to give, are recognized as revenue in the period received or pledged. Contributions are reported as net assets without donor restrictions or net assets with donor restrictions depending on the existence of donor stipulations that limit their use. The Foundation reports gifts of cash or other assets as restricted support if they are received with donor stipulations that limit the use of the donated assets. Donor-restricted contributions whose restrictions are met within the same year as received are reported as contributions without donor restrictions in the accompanying financial statements. When a donor's restriction expires (that is, when a stipulated time restriction ends or purpose restriction is accomplished), net assets with donor restrictions are reclassified to net assets without donor restrictions and reported in the statement of activities and changes in net assets as net assets released from restrictions.

Contributions to be received after one year are discounted at an appropriate discount rate commensurate with the risks involved. Amortization of discounts is recorded as additional contribution revenue in accordance with donor-imposed restrictions, if any, on the contributions. An allowance for uncollectible contributions receivable is provided based upon management's judgment, including such factors as prior collection history, type of contribution, and nature of fundraising activity, if necessary. There were no contributions receivable at September 30, 2019 and 2018.

Grants: The Foundation recognizes revenue from grants in the period in which the related grant expenses are incurred and the grant amounts are earned. The Foundation was not the recipient of any grants during the fiscal years ended September 30, 2019 and 2018.

Investment income: Interest and dividend income is recognized when earned. Investment income is included in the change in net assets without donor restrictions, unless its use is restricted by donor stipulations or law. When a donor restriction is met the amount is reclassified and reported as net assets released from restriction.

In-kind donations: Donated services are recognized as contributions if the services: (a) create or enhance nonfinancial assets or (b) require specialized skills, are performed by people with those skills, and would otherwise be purchased by the Foundation. All other noncash donations are recorded as contributions at their fair values at the date of donation. The Foundation did not recognize any in-kind donations for the fiscal years ended September 30, 2019 and 2018.

Functional allocation of expenses: Expenses that are associated with a specific program or activity are charged directly to that program or activity. Indirect expenses are allocated among the programs and supporting services benefited on a reasonable basis. Functional reporting is presented in the accompanying statement of activities and changes in net assets. As part of its program services, the Foundation provides grant funding to other entities to be used for providing healthcare related services. Additionally, the Foundation provides financial assistance to District employees who qualify for such assistance.

Good Health Foundation, Inc.
(A Component Unit of the Health Care District of Palm Beach County, Florida)

Notes to Financial Statements

Note 2. Summary of Significant Accounting Policies (Continued)

Income taxes: The IRS has determined that the Foundation is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code. In addition, the Foundation qualifies for the charitable contribution deduction under Section 170(b)(1)(A) and has been classified as an organization other than a private foundation under Section 509(a)(2).

The Foundation evaluates its uncertain tax positions in accordance with ASC Topic 740, Income Taxes, which states that management's determination of the taxable status of an entity, including its status as a nonprofit entity, is a tax position subject to the standards required for accounting for uncertainty in income taxes. Management does not believe that the Foundation has any significant uncertain tax positions that would be material to the financial statements. The Foundation is no longer subject to examinations by U.S. tax authorities for tax years prior to 2015.

Changes in accounting: Effective October 1, 2018, the Foundation adopted Accounting Standards Update (ASU) No. 2016-14 – Not-for-Profit Entities (Topic 958): Presentation of Financial Statements of Not-for-Profit Entities.

ASU No. 2016-14 changes presentation and disclosure requirements for not-for-profit entities to provide qualitative and quantitative requirements as follows:

- Net assets presentation in two categories – net assets without donor restrictions and net assets with donor restrictions;
- Presentation of investment income net of investment expenses;
- Analysis of expenses by both natural and functional classification;
- Liquidity and availability of resources disclosure requirement;
- Permits the presentation of operating cash flows using either the direct or indirect method; permits the use of the direct method without reconciliation of change in net assets to net cash flow from operating activities.

Subsequent events: The Foundation evaluated subsequent events through March 6, 2020, the date on which the accompanying financial statements were available to be issued.

Note 3. Net Assets with Donor Restriction

Net assets with donor restrictions are those whose use has been limited to a specific time period or purpose as directed by the donors.

Net assets with donor restrictions are restricted for the following purposes as of September 30th:

	2019	2018
Improvements for Lakeside Medical Center	\$ 728,894	\$ 728,894
Lakeside Medical Center primary care program	181,777	181,777
Diabetes outreach initiative at Lakeside Medical Center	85,000	85,000
Purchase of capital assets for Lakeside Medical Center	79,759	79,759
Primary Care Clinics homeless program	74,995	150,000
Employee assistance program	21,275	-
Healey resident activity donations	312	-
Total net assets with donor restrictions	<u>\$ 1,172,012</u>	<u>\$ 1,225,430</u>

Good Health Foundation, Inc.
(A Component Unit of the Health Care District of Palm Beach County, Florida)

Notes to Financial Statements

Note 4. Related-Party Transactions

The District owns and operates Lakeside Medical Center through its wholly owned subsidiary, District Hospital Holdings, Inc. The Foundation's Board of Directors includes one member of the District's Governing Board and two members of the District's management. The Foundation is a component unit of the District, who provides the Foundation with management and administrative services. Accordingly, the Foundation's management and administration functions, including its accounting function, are handled by the District. The Foundation was not charged for the management and administrative functions due to the insignificant amount of the expenses incurred during the fiscal years ended September 30, 2019 and 2018 related to providing such service.

Note 5. Functional Expenses

Following is a summary of functional expenses for the years ended September 30, 2019 and 2018:

	2019			
	Program Services	Supporting Services		Total Expenses
		Administration	Total	
Grants	\$ 244,255	\$ -	\$ -	\$ 244,255
Professional fees	-	2,520	2,520	2,520
Bank fees	-	295	295	295
	<u>\$ 244,255</u>	<u>\$ 2,815</u>	<u>\$ 2,815</u>	<u>\$ 247,070</u>
	2018			
	Program Services	Supporting Services		Total Expenses
		Administration	Total	
Professional fees	\$ -	\$ 2,414	\$ 2,414	\$ 2,414
Bank fees	-	1,526	1,526	1,526
	<u>\$ -</u>	<u>\$ 3,940</u>	<u>\$ 3,940</u>	<u>\$ 3,940</u>

1. Description: Bylaws Update

2. Summary:

This agenda items presents a recommendation to update the Foundation Bylaws to permit remote meetings due to a public emergency.

3. Substantive Analysis:

This agenda item presents a recommendation to amend the bylaws by adding the language to Section 10 to permit remote meetings during public emergencies.

Below is new language that is proposed:

SECTION 10. 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.

Attached for your review is a redline version and clean 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 checked="" type="checkbox"/>
Annual Net Revenue	N/A	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
Annual Expenditures	N/A	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

Reviewed for financial accuracy and compliance with purchasing procedure:

N/A
 Joel Snook
 VP & Chief Financial Officer

5. Reviewed/Approved by Committee:

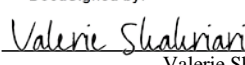
N/A
 Committee Name

 Date

6. Recommendation:

Staff recommends the Board approve the Amendment to the Foundation Bylaws.

Approved for Legal sufficiency:

DocuSigned by:

C1BC64230646437 Valerie Shahriari
VP & General Counsel

DocuSigned by:

DF3D11A7A3564EF Thomas Cleare
AVP, Planning & Community Engagement

Amended Bylaws
of
Good Health Foundation, Inc.

Amended Bylaws
of
Good Health Foundation, Inc.

Article I Membership

Article II Board of Directors

Article III Officers

Article IV Committees

Article V Miscellaneous Provisions

Article VI Amendments

Certificate

History of Good Health Foundation, Inc. Bylaws

Reflecting Board Action through June 2020

AMENDED BY-LAWS

Of
GOOD HEALTH FOUNDATION, INC.

ARTICLE I

Membership

SECTION 1. No members. The corporation shall have no members.

ARTICLE II

Board of Directors

SECTION 1. Governing Board. The governing board of directors for all acts of the Corporation shall be the Finance and Audit Committee, a standing committee of the Board of Commissioners of the Health Care District of Palm Beach County (“Governing Board” hereafter).

SECTION 2. Composition. The members of the Governing Board shall always be the same as the members of the Finance and Audit Committee, a standing committee of the Board of Commissioners of the Health Care District of Palm Beach County.

SECTION 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.

SECTION 4. Term. Each member of the Governing Board shall serve for a term concurrent with their term as a member of the Finance and Audit Committee.

SECTION 5. General Powers and Duties. The property, business and affairs of the Corporation shall be managed by the Governing Board.

SECTION 6. Regular Meetings. The Governing Board shall hold regular meetings not less than annually at a time and place set forth by the Governing Board in the State of Florida, County of Palm Beach. Regular meetings of the Governing Board may be held without notice.

SECTION 7. Special Meetings. Special meetings of the Governing Board may be held at any time on the call of the Chairperson or by motion of the Governing Board. Notice shall be given orally, by facsimile or by mail and shall set forth the purposes, time and place of the meeting. No business shall be transacted except as detailed in the notice. Special meetings must be held in the State of Florida, County of Palm Beach. Unless otherwise stated in these By-laws, if notice of a special meeting is given orally, in person or by telephone, it shall be given not less than one day before the meeting; if it is given by facsimile or by mail, it shall be given not less than three (3) days before the meeting.

SECTION 8. Quorum. The presence of a majority of the appointed Governing Board shall be necessary at any meeting to constitute a quorum or to transact business.

SECTION 9. Voting. Action on any proposal shall require an affirmative vote of a majority of the Governing Board members present.

SECTION 10. 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.

ARTICLE III

Officers

SECTION 1. Designation, Election, and Term of Office. The officers of the Corporation shall consist of a Chairperson of the Board, elected from among the Governing Board, a Secretary, a Treasurer and such other officers and assistant officers as the Governing Board may authorize. The officers shall be elected by the Governing Board at its annual meeting, to hold office for one or two years as specified, and until their successors have been duly elected and qualified, or until their death, resignation or removal. Any two (2) or more offices may be held by the same person.

SECTION 2. The Chairperson of the Board. The Chairperson of the Board shall preside at all meetings of the Governing Board, and shall perform such other duties as may be assigned to him or her from time to time by the Governing Board.

SECTION 3. The Secretary. The Secretary shall act as Secretary of the Board, shall give, or cause to be given, notice of all meetings of the Governing Board, unless notice thereof be waived shall, supervise the custody of any records and reports and shall be responsible for the keeping and reporting of adequate records of all meetings of the Governing Board. The Secretary shall also perform such other duties as may be assigned to him or her from time to time by the Governing Board.

SECTION 4. The Treasurer. The Treasurer through his or her self or staff designee, shall keep full and correct account of receipts and disbursements in the books belonging to the Corporation, and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation, in such banks of deposit as may be designated by the Governing Board. The Treasurer shall dispose of funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the Chairperson and the Governing Board, whenever they may require it of him, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall also perform such other duties as may be assigned to him or her from time to time by the Governing Board.

SECTION 5. Resignation. Any officer may resign from their position at any time by giving written notice to the Governing Board or to the Chairperson or Secretary of the Corporation. Any such resignation shall take effect at the time specified therein; and unless otherwise specified therein the acceptance of such resignation shall not be necessary to make it effective.

SECTION 6. Removal. Any of the officers of the Corporation may be removed from their position by the Governing Board whenever, in its judgment, the best interests of the Corporation will be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer shall not of itself create any contract rights.

SECTION 7. Vacancies. Any vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled by the Governing Board at an annual or regular meeting or at a special meeting called for such purpose.

ARTICLE IV

Miscellaneous Provisions

SECTION 1. Indemnification of Directors Officers Employees and Agents: Insurance

(a) The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a Director, officer, employee or agent of the Corporation, against expenses (including attorney's fees) judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation or with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

(b) The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a Director, officer, employee, or agent of the Corporation against expenses (including attorney's fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to the best interests of the Corporation, provided that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

(c) To the extent that a Director, officer, or agent of the Corporation has been successful, on the merits or otherwise, in the defense of any action suit or proceeding referred to in paragraph (a) or paragraph (b) of this Section 1, or in defense of any claim issue or matter therein, such person shall be indemnified against expenses (including attorneys fees) actually and reasonably incurred by such person in connection therewith.

(d) Any indemnification under paragraph (a) or paragraph (b) of this Section 1 unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, officer, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in paragraph (a) or paragraph (b) of this Section 1. Such determination shall be made (i) by the Governing Board by a majority vote of a quorum consisting of Directors who were not parties to such action suit or proceeding; or (ii) if such a quorum is not obtainable or even if obtainable if a quorum of disinterested Directors so directs by independent legal counsel in a written opinion.

(e) Expenses incurred in defending a civil or criminal action suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding as authorized by the Governing Board in the specific case upon receipt of an undertaking by or on behalf of the Director, officer, or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified as authorized in this Section 1.

(f) The indemnification provided by this Section 1 shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of disinterested Directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, or agent and shall inure to the benefit of the heirs executors and administrators of such a person.

(g) The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, or agent of the Corporation against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Section 1.

(h) For purposes of this Section 1, references to "the Corporation" shall include, in addition to the surviving corporation, any merging corporation (including any corporation having merged with a merging corporation) absorbed in a merger which if its separate existence had continued, would have had the power and authority to indemnify its Directors, officers, or agents so that any person who was a Director, officer, or agent of such merging corporation, or was serving at the request of such merging corporation as a Director, officer, or agent of another corporation partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Section 1 with respect to the surviving corporation as such person would have with respect to such merging corporation if its separate existence had continued.

SECTION 2. Principal Office. The principal office of the Corporation in the State of Florida shall be located at 1515 N. Flagler Drive, Suite 101, West Palm Beach, FL 33401.

SECTION 3. Depositories. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Governing Board may designate.

SECTION 4. Checks, Drafts, Notes, Etc. All checks, drafts or other orders for the payment of money and all notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, or agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Governing Board.

SECTION 5. Fiscal Year. The fiscal year of the Corporation shall end on the last day of September of each year.

SECTION 6. Conflicts of Interest.

a) A conflict of interest will be deemed to exist whenever an individual is in the position to approve or influence Corporation policies or actions which involve or could ultimately harm or benefit financially: (a) the individual; (b) any member of his immediate family (spouse, parents, children, brothers or sisters, and spouses of these individuals); or (c) any organization in which he or an immediate family member is a Director trustee officer member partner or more than 10% shareholder. Service on the board of another not for profit corporation does not constitute a conflict of interest.

b) A Director or officer shall disclose a conflict of interest: (a) prior to voting on or otherwise discharging his duties with respect to any matter involving the conflict which comes before the Board or any committee; (b) prior to entering into any contract or transaction involving the conflict; (c) as soon as possible after the Director or officer learns of the conflict; and (d) on the annual conflict of interest disclosure form. The Secretary of the Corporation shall distribute annually to all Directors and officers, a form soliciting the disclosure of all conflicts of interest, including specific information concerning the terms of any contract or transaction with the Corporation and whether the process for approval set forth in Section 6(c) of this Article IV was used.

c) A Director or officer who has or learns about a potential conflict of interest should disclose promptly to the Secretary of the Corporation the material facts surrounding any actual or potential conflict of interest, including specific information concerning the terms of any contract or transaction with the Corporation. All effort should be made to disclose any such contract or transaction and have it approved by the Board before the arrangement is entered into.

Following receipt of information concerning a contract or transaction involving a potential conflict of interest, the Board shall consider the material facts concerning the proposed contract or transaction including the process by which the decision was made to recommend entering into the arrangement on the terms proposed. The Board shall approve only those contracts or transactions in which the terms are fair and reasonable to the Corporation and the arrangements are consistent with the best interests of the Corporation. Fairness includes, but is not limited to the concepts that the Corporation should pay no more than fair market value for any goods or services which the Corporation receives and that the Corporation should receive fair market value consideration for any goods or services that it furnishes others. The Board shall set forth the basis for its decision with respect to approval of contracts or transactions involving conflicts of interest in the minutes of the meeting at which the decision is made, including the basis for determining that the consideration to be paid is fair to the Corporation.

d) No contract or other transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other Corporation, firm, association or other entity in which one or more of its Directors or officers are Directors or officers, or have a substantial financial interest, shall be either void or voidable for this reason alone or by reason alone that such Director or Directors or officer or officers are present at the meeting of the Governing Board, or of a committee thereof, which authorizes such contract or transaction, or that his or their votes are counted for such purpose if the material facts as to such Director's or officer's interest in such contract or transaction and as to any such common Directorship officership or financial interest are disclosed in good faith or known to the Board or committee, and the Board or committee authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested Director or officers. Common or interested Directors may be counted in determining the presence of a quorum at a

meeting of the Governing Board or committee which authorizes such contract or transaction. At the time of the discussion and decision concerning the authorization of such contract or transaction the interested Director or officer should not be present at the meeting.

SECTION 7. Compensation.

a) The Directors of the Corporation shall not receive compensation for fulfilling their duties as Directors although Directors may be reimbursed for actual out of pocket expenses which they incur in order to fulfill their duties as Directors. Expenses of spouses will not be reimbursed by the Corporation.

ARTICLE V

Amendments

SECTION 1. Method of Amendment. These By-laws may be altered amended or repealed and new and other By-laws may be made and adopted at any annual or regular meeting of the Governing Board or any special meeting called for that purpose by the affirmative vote of a majority of the Directors in office.

CERTIFICATE

This is to certify that I am the Board Secretary of the Good Health Foundation, Inc. and that the foregoing Amended Bylaws of the Good Health Foundation, Inc. were duly approved by said Board at a meeting held on the th day of _____, ~~2019~~2020.

By: _____

HISTORY OF GOOD HEALTH FOUNDATION, INC. BYLAWS

Change Number	Date of Adoption	Section(s) Amended
1	April 22, 2010	Article II, Section 2 modifying the minimum number of Directors from 7 to 5. Article II, Section 7 modifying the minimum number to constitute a quorum from 4 to 3.
2	February 24, 2015	Article II, Section 2 modifying the composition of Directors minimum number of Directors from 2 to 3. Article II, Section 8 modifying Board's voting requirement on any proposals. Article V, Section 2 modifying address of the corporation.
3	May 26, 2015	Amended to reflect name Change from Glades Healthcare Foundation to Good Health Foundation.
4	March 9, 2016	Article II, Section 2 modifying the composition of Directors minimum number of Directors from 3 to 2 and modifying the respective Boards.
5	March 9, 2016	Article V, Section 5 modifying Corporation fiscal year end to September 30 of each year.
6	March 29, 2016	Amended and restated bylaws approved by Directors.
7	June 9, 2020	Article II, Section 10 <u>permitting remote Board meetings during public emergencies.</u>

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1. Description: Funding Request

2. Summary:

This agenda items presents a request for funding, with the supporting documentation, for \$2,519.75 for expenses at Lakeside Medical Center.

3. Substantive Analysis:

During the early days of the Foundation, funds were raised to pay for the capital project for the new regional hospital in the Glades and for all other expenses and funds associated with the new facility and capital campaign. Over the years, donations were received from various fundraising efforts. Some of the donations were restricted for specific purposes. As the specific projects related to the donation were completed the Foundation would reimburse the District for the related project costs.

This agenda item presents the recommendation to approve a \$2,519.75 payment to the Health Care District for expenses at Lakeside Medical Center that satisfy the purpose restrictions from the donations. The purpose restriction related to this expense is the Diabetes Outreach Initiative at Lakeside Medical Center.

Funding Requests from the Health Care District

Diabetes Outreach Initiative at Lakeside Medical Center - \$2,519.75

The following expense is presented as supporting documentation for the funding request for the \$2,519.75 for Diabetes Outreach Initiative at Lakeside Medical Center.

Expense Description	Date	Cost
Portion Plates Diabetes Education Materials	12/27/2019	\$2,519.75

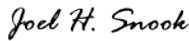
Invoice #	1695032SJP	HCD Check #	317461	Amount:	\$1,235.00
Invoice #	1706268SJP	HCD Check #	317461	Amount:	\$1,284.75
				Total:	\$2,519.75

Note: Copies of Invoices and Checks are attached to this agenda item

4. Fiscal Analysis & Economic Impact Statement:

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

Reviewed for financial accuracy and compliance with purchasing procedure:

DocuSigned by:

 B8185CC493AAJoel Snook
 VP & Chief Financial Officer

5. Reviewed/Approved by Committee:

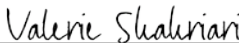
N/A

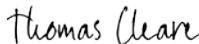
Committee Name
Date

6. Recommendation:

Staff recommends the Board approve the Funding Requests totaling \$2,519.75.

Approved for Legal sufficiency:

DocuSigned by:

 C1BC6423064643Valerie Shahriari
 VP & General Counsel

DocuSigned by:

 DF3D11A7A3564EThomas Cleare
 AVP, Planning & Community Engagement

CHECK NO. 317461



1515 N. Flager Dr, Ste 101 West Palm Beach, FL3401-3429
(561) 659-1270

PDF Copy

SUE JONES PROMOTIONS LLC
321 COMMONWEALTH RD STE 101
WAYLAND MA 01778

910925 SUE JONES PROMOTIONS LLC

BUDGET CODE	ACCOUNT	PUR. ORDER	INVOICE NUMBER	AMOUNT	DESCRIPTION
4315605621874	547100	201585	1695032SJP	1,284.75	CLEAR ZIPLOCK PLASTIC
0015105131129	548100	201531	1706268SJP	1,235.00	250 ENGLISH 150 SPANI

PDF Copy

PLEASE DETACH AND RETAIN THIS STATEMENT BEFORE DEPOSITING THE CHECK



1515 N. Flager Dr, Ste 101 West Palm Beach, FL3401-3429
(561) 659-1270

PNC Bank, N.A. 001 Florida
WEST PALM BEACH, FLORIDA

63-8419
2670

CHECK NO. 317461

PAY ONLY ***2,519.75***

ACCOUNTS PAYABLE CHECK

DATE: 02/06/20

PAY THE SUM OF TWO THOUSAND, FIVE HUNDRED NINETEEN DOLLARS & 75 CENTS

CHECK AMOUNT
*****2,519.75*

TO SUE JONES PROMOTIONS LLC
THE 321 COMMONWEALTH RD STE 101
ORDER WAYLAND MA 01778
OF



INVOICE

Date	12/27/19
Number	1695032SJP
Your P.O.	
Ship Date	1695032SJP
Carrier	
Affiliate	Sue Jones 561-401-9862
Terms	Net 30

SOLD TO: Health Care District of PBC
 PBC HEALTH Deborah Meyer
 1515 North Flagler Drive
 Suite 101
 West Palm Beach FL 33401

RECEIVED
 DEC 30 2019
 A/P DEPARTMENT

To process an online payment, please visit:
[HTTPS://CUSTOMERUS.IPROMOTEU.COM](https://CUSTOMERUS.IPROMOTEU.COM)

Quantity	Unit	Item	Description	Unit Price	Extension
2	UT		Clear Ziplock Plastic Bags 1 Unit = 1,000 Bags 9" x 12" Overage Approved As Per Order Acknowledgement	155.00	310.00
4	UT		Clear Ziplock Plastic Bags 1 Unit = 1,000 Bags 16" x 18" Overage Approved As Per Order Acknowledgement	290.00	1160.00
1	EA		Order Overage Allowed Up To 15%	0.00	0.00
-1	UT		*CR/Clear Ziplock Plastic Bags 2.5 Units = 2,500 Bags 9" x 12" Overage Above and Beyond the Allotted 15% As Per Order Acknowledgment Credit for Overage	185.25	-185.25

DELIVERED TO:
 Health Care District of PBC
 Deborah Meyer
 1515 North Flagler Drive
 Suite 101
 West Palm Beach FL 33401

SUB TOTAL	1284.75
TAX FL 6%	0
SHIPPING (taxable)	0
PREPAYMENT	0.00
TOTAL DUE	\$1,284.75

or to pay by credit card, please call

Thank you for your order! Please remit payment to the following address and make your check payable to:














Sue Jones Promotions
321 Commonwealth Road #101
Wayland MA 01778-5039





833-742-5478 x601

iPROMOTEU has been retained for various administrative services. Our services include the invoicing of the sale, and collection and processing of payments.

Receive All

Date: Period:

Receive Ordered Materials Data						
P O Number	<input type="text" value="201585"/>	Vendor	<input type="text" value="910925"/>	SUE JONES PROMOTIONS LLC		
Commodity	<input type="text"/>	Item No.	<input type="text" value="1"/>	Asset	Ordered	<input type="text" value="1.00"/>
CLEAR ZIPLOCK PLASTIC BAGS- 1000 EACH 9"X12" AND 16" X18"					Rec'd To Date	<input type="text" value="0.00"/>
					Measure	<input type="text"/>
					Stock Number	<input type="text"/>
					Received	<input type="text" value="1"/>
					Date Received *	<input type="text" value="01/31/2020"/> 
Commodity	<input type="text"/>	Item No.	<input type="text"/>	Asset	Ordered	<input type="text"/>
					Rec'd To Date	<input type="text"/>
					Measure	<input type="text"/>
					Stock Number	<input type="text"/>
					Received	<input type="text"/>
					Date Received *	<input type="text"/> 



RECEIVED

JAN 31 2020

A/P DEPARTMENT

INVOICE

SOLD TO: Health Care District of PBC
Cat Calsetta
PBC HEALTH 1515 North Flagler Drive
Suite 101
West Palm Beach FL 33401

Date	01/31/20	
Number	1706268SJP	
Your P.O.	201531	
Ship Date	01/28/20	1706268SJP
Carrier		
Affiliate	Sue Jones 561-401-9862	
Terms	Net 30	

To process an online payment, please visit:
[HTTPS://CUSTOMERUS.IPROMOTEU.COM](https://CUSTOMERUS.IPROMOTEU.COM)

Quantity	Unit	Item	Description	Unit Price	Extension
150	EA	1379	Portion plate Translucent Blue Spanish Stock Art	2.35	352.50
250	EA	1379	Portion plate Translucent Blue English Stock Art	2.35	587.50
2	EA		Set Up - White Imprint 1 - Spanish Stock Art 1 - English Stock Art	55.00	110.00
1	EA		Proof Waived	0.00	0.00
1	EA		Express Production Firm In-Hands Date Friday 1/31/2020	0.00	0.00
1	EA		RUSH Production	25.00	25.00

DELIVERED TO:

Health Care District of PBC
Cat Calsetta
1515 North Flagler Drive
Suite 101
West Palm Beach FL 33401

SUB TOTAL	1075.00
TAX FL 6%	0
SHIPPING (taxable)	160.00
PREPAYMENT	0.00
TOTAL DUE	\$1,235.00

or to pay by credit card, please call

Thank you for your order! Please remit
payment to the following address and make
your check payable to:

Sue Jones Promotions
321 Commonwealth Road #101
Wayland MA 01778-5039

ipromoteu

833-742-5478 x601

iPROMOTEU has been retained for various administrative services. Our services
include the invoicing of the sale, and collection and processing of payments.

Page 1 of 1

Receive Ordered Materials - INCDPDC - LIVE 5.1 - DATABASE - Internet Explorer

eFinancePLUS
a PLUS 360 Application

Receive Ordered Materials - INCDPDC - LIVE 5.1 - DATABASE

Results/Case Details/Palm Beach

Receive All

Date: Period:

Receive Ordered Materials Data

P O Number	201531	Vendor	910025	SUE JONES PROMOTIONS LLC	Ordered	1.00
Commodity		Item No.		Asset	Rec'd To Date	0.00
250 ENGLISH 150 SPANISH PORTION PLATES FOR DIABETICS - LMC - PROMOTIONAL ACTIVITY					Measure	
					Stock Number	
					Received	
					Date Received *	02/03/2020
Commodity		Item No.		Asset	Ordered	
					Rec'd To Date	
					Measure	
					Stock Number	
					Received	
					Date Received *	

Version 5.1 DATABASE SunGard Public Sector | www.sungardps.com