



**BOARD MEETING AGENDA
September 27, 2023 at 4:00PM
1515 N Flagler Drive, Suite 101
West Palm Beach, FL 33401**

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

Telephone Dial-in Access: (646) 558-8656 / Meeting ID: 550 789 5592 / Password: 946503

1. Call to Order – Carlos Vidueira, Chair

- A. Roll Call
- B. Invocation
- C. Pledge of Allegiance
- D. 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. Awards, Introductions and Presentations

- A. Health Care District Branding Update (Belma Andric, MD)
- B. Behavioral Health Update (Belma Andric, MD)

4. Disclosure of Voting Conflict

5. Public Comment

6. Election of Officers

- A. Chair
- B. Vice Chair
- C. Secretary

7. Meeting Minutes

- A. **Staff Recommends a MOTION TO APPROVE:**
Board Meeting Minutes of September 13, 2023 [Pages 1-6]
- B. **Staff Recommends a MOTION TO APPROVE:**
TRIM Public Hearing Minutes of September 13, 2023 [Pages 7-9]

8. Committee Reports

- 8.1 Finance and Audit Committee – (No Report)
- 8.2 Good Health Foundation Committee – (No Report)
- 8.3 Quality, Patient Safety and Compliance Committee – (No Report)
- 8.4 Lakeside Health Advisory Board – (No Report)
- 8.5 Primary Care Clinics Board – (Commissioner Jackson-Moore)

9. Consent Agenda – Motion to Approve Consent Agenda Items

HEALTH CARE DISTRICT

A. ADMINISTRATION

- 9A-1 **RECEIVE AND FILE:**
September 2023 Internet Posting of District Public Meeting
<https://www.hcdpbc.org/EventViewTrainingDetails.aspx?Bck=Y&EventID=344&m=0|0&DisplayType=C>
- 9A-2 **RECEIVE AND FILE:**
Health Care District Board Attendance [Page 10]
- 9A-3 **RECEIVE AND FILE:**
Amendment to the Quality, Patient Safety & Compliance Committee Charter
(Bernabe Icaza) [Pages 11-18]
- 9A-4 **RECEIVE AND FILE:**
Reappointment of Tammy Jackson-Moore (Bernabe Icaza) [Pages 19-20]
- 9A-5 **Staff Recommends MOTION TO APPROVE:**
Amendment to the District Clinic Holdings, Inc. Bylaws (Bernabe Icaza)
[Pages 21-48]
- 9A-6 **Staff Recommends MOTION TO APPROVE:**
Amendment to the District Hospital Holdings, Inc. Bylaws (Bernabe Icaza)
[Pages 49-61]

10. Regular Agenda

A. ADMINISTRATION

10A-1 Staff Recommends MOTION TO APPROVE:

Amendment to the Health Care District Bylaws (Bernabe Icaza) [Pages 62-77]

11. CEO Comments

12. HCD Board Member Comments

13. Establishment of Upcoming Board Meetings

December 14, 2023

- 2:00PM, Health Care District Board Meeting

14. Motion to Adjourn



**HEALTH CARE DISTRICT OF
PALM BEACH COUNTY
BOARD OF COMMISSIONERS AND
FINANCE & AUDIT COMMITTEE
JOINT SUMMARY MEETING MINUTES
September 13, 2023
1515 N Flagler Drive, Suite101
West Palm Beach, FL 33401**

1. Call to Order

Carlos Vidueira called the meeting to order.

A. Roll Call

Health Care District Board members present: Carlos Vidueira, Chair; Sean O'Bannon, Vice Chair (REMOTE); Tammy Jackson-Moore, Secretary; Patrick Rooney, Jr.; Dr. Jyothi Gunta; and Tracy Caruso.

Finance & Audit Committee members present: Rick Sartory; Mark Marciano; and Joseph Gibbons. Sophia Eccleston & Heather Frederick were absent.

Staff present: Darcy Davis, Chief Executive Officer; Dr. Belma Andric, SVP & Chief Medical Officer; Bernabe Icaza, SVP & General Counsel; Geoffrey Washburn, VP & Chief Human Resources Officer; Candice Abbott, SVP & Chief Operating Officer; Regina All, SVP & Chief Nursing Officer; Heather Bokor, VP & Chief Compliance, Privacy & Risk Officer; Karen Harris, VP of Field Operations and Jessica Cafarelli, Interim VP & Chief Financial Officer.

Recording/Transcribing Secretary: Heidi Bromley

B. Invocation

Ms. Davis led the invocation.

C. Pledge of Allegiance

The Pledge of Allegiance was recited.

Health Care District Board
Summary Meeting Minutes
September 13, 2023

- D. 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

Ms. Davis stated that agenda item 8A-5 (FY24 Budget) has been updated. You will find a copy of the revised agenda item in your binder.

- B. Motion to Approve Agenda

CONCLUSION/ACTION: Commissioner Jackson-Moore made a motion to approve the revised agenda as presented. The motion was duly seconded by Commissioner Rooney. There being no opposition, the motion passed unanimously.

3. Awards, Introductions and Presentations

- A. Community Outreach Initiatives Check Presentation

Ms. Davis presented the American Heart Association, Palm Beach County Food Bank and the Homeless Coalition with a Check for contributions made by Health Care District employees.

- B. Economic Update

Mr. Grady provided the Board with an Economic Update.

- C. FY24 Proposed Budget

Ms. Cafarelli reviewed and discussed the FY 24 Proposed Budget to the Board.

4. Disclosure of Voting Conflict

5. Public Comment

6. Meeting Minutes

- A. **Staff Recommends a MOTION TO APPROVE:**
Board Meeting Minutes of June 15, 2023

Health Care District Board
Summary Meeting Minutes
September 13, 2023

CONCLUSION/ACTION: Commissioner Jackson-Moore made a motion to approve the Board Meeting Minutes of June 15, 2023. The motion was duly seconded by Commissioner Rooney. There being no opposition, the motion passed unanimously.

7. Committee Reports

7.1 Finance and Audit Committee – (No Report)

7.2 Good Health Foundation Committee – (No Report)

7.3 Quality, Patient Safety and Compliance Committee – (No Report)

7.4 Lakeside Health Advisory Board

Commissioner Jackson- Moore stated that the Lakeside Health Advisory Board met on September 6th, 2023. They had their annual Election of Officers for a 1-year term: Chair – Eddie Rhodes; Vice -Chair – Inger Harvey; and Secretary – Dr. LaTanya McNeal. Ms. Abbott, Chief Operating Officer and Regina All, Chief Nursing Officer provided information in regards to transition and organizational changes within the Health Care District and Lakeside Medical Center.

7.5 Primary Care Clinics Board

Commissioner Jackson-Moore stated that on 8/23/2023, the Board voted Candice Abbott, as the Executive Director for the Primary Care Health Centers. The Delray Center new location welcomed its first patients in June, marking 10 years in the community. At under 12,000 square feet, the new space offers Medical, Dental, Psychiatry, Medication Assisted Therapy and Pharmacy, with plans to expand into Women’s Health Group classes. In July, the Primary Care Health Centers partnered with FAU psychiatric residency program and began offering services to the Mangonia and Delray Health Centers.

CONCLUSION/ACTION: Commissioner Gunta made a motion to approve the Consent Agenda as presented. The motion was duly seconded by Commissioner Rooney. There being no opposition, the motion passed unanimously.

8. Consent Agenda – Motion to Approve Consent Agenda Items

HEALTH CARE DISTRICT

A. ADMINISTRATION

Health Care District Board
Summary Meeting Minutes
September 13, 2023

8. Consent Agenda (Continued)

8A-1 **RECEIVE AND FILE:**

September 2023 Internet Posting of District Public Meeting
<https://www.hcdpbc.org/EventViewTrainingDetails.aspx?Bck=Y&EventID=344&m=0|0&DisplayType=C>

8A-2 **RECEIVE AND FILE:**

Health Care District Board Attendance

8A-3 **Staff Recommends MOTION TO APPROVE:**

Health Care District Financial Statements July 2023

8A-4 **RECEIVE AND FILE:**

Internal Audit Update

8A-5 **RECEIVE AND FILE:**

FY24 Budget

8A-6 **Staff Recommends MOTION TO APPROVE:**

Lakeside Health Advisory Board Reappointments

8A-7 **Staff Recommends MOTION TO APPROVE:**

Medical Staff Appointment(s) for Lakeside Medical Center

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

Recredentialing and Privileging of Healey Center Practitioners

8A-9 **RECEIVE AND FILE:**

Recent Regulatory Updates and Industry Enforcement Activity

9. Regular Agenda

A. ADMINISTRATION

9A-1 **Staff Recommends MOTION TO APPROVE:**

Low Income Pool Participation for Palm Beach County Federally Qualified Health Centers

Ms. Cafarelli stated that this agenda item presents the Board with a request to approve providing a Local Intergovernmental Transfer for the Palm Beach County Federally Qualified Health Centers for their participation in the 2023-24 Low Income Pool Program.

Health Care District Board
Summary Meeting Minutes
September 13, 2023

CONCLUSION/ACTION: Commissioner Jackson-Moore made a motion to approve the Low Income Pool Participation for Federally Qualified Health Centers in Palm Beach County. The motion was duly seconded by Commissioner Gunta. There being no opposition, the motion passed unanimously.

9A-2 **Staff Recommends MOTION TO APPROVE:**
Indirect Medical Education Program

Ms. Cafarelli stated that the Indirect Medical Education Program was established to provide additional payments to hospitals with graduate medical education programs by the Florida Legislature within the General Appropriations Act. The District has the opportunity to provide an IGT to support participation in the established IME Program for physicians for Lakeside Medical Center. Staff is recommending the Board approve funding for the 2023-24 IME IGT for Lakeside Medical Center and authorize the CEO to execute the required agreements.

CONCLUSION/ACTION: Commissioner Jackson-Moore made a motion to approve the funding and authorize the CEO to execute the required agreements. The motion was duly seconded by Commissioner Rooney. There being no opposition, the motion passed unanimously.

9A-3 **Staff Recommends MOTION TO APPROVE:**
Medicaid Directed Payment Program-Lakeside Medical Center

Ms. Cafarelli stated that this agenda item presents the Board with a request to approve funding the Intergovernmental Transfer required for participation in the 2023-24 Medicaid Directed Payment Program.

CONCLUSION/ACTION: Commissioner Jackson-Moore made a motion to approve funding the Intergovernmental Transfer. The motion was duly seconded by Commissioner Rooney. There being no opposition, the motion passed unanimously.

9A-4 **Staff Recommends MOTION TO APPROVE:**
Local Provider Participation Fund for the Directed Payment Program-Palm Beach County

Ms. Cafarelli stated that this agenda item presents the Board with an overview of the Health Care District's role as the administrator of the Local Provider Participation Fund for the Medicaid Directed Payment Program as requested by the Palm Beach County Board of Commissioners. Staff recommends the Board authorize the CEO to enter into an LOA with AHCA and enter into a second amendment to the existing interlocal agreement with Palm Beach County relating to the administration of the LPPF a third year.

Health Care District Board
Summary Meeting Minutes
September 13, 2023

CONCLUSION/ACTION: Commissioner Gunta made a motion to authorize the CEO to enter into an LOA with AHCA and enter into a second amendment to the existing interlocal agreement with Palm Beach County. The motion was duly seconded by Commissioner Caruso. There being no opposition, the motion passed unanimously.

10. CFO Comments

Ms. Cafarelli thanked all her staff for their hard work and dedication working on the FY 24 Budget.

11. CEO Comments

Ms. Davis stated that the first helicopter was delivered and the pilots and fire rescue are training. The Delray Ribbon cutting is scheduled for 10/10/23. Also, we will be bringing amendments to the HCD Bylaws on 9/27 to eliminate the physical presence quorum requirement and allow virtual Board member participation.

12. Establishment of Upcoming Board Meetings

September 27, 2023

- 4:00PM, Health Care District Board Annual Meeting (Officer Elections)
- 5:15PM, Truth In Millage (TRIM) Meeting

December 14, 2023

- 2:00PM, Health Care District Board Meeting

13. Motion to Adjourn

There being no further business, the meeting was adjourned.

Tammy Jackson-Moore, Secretary

Date



**HEALTH CARE DISTRICT OF PALM BEACH COUNTY
TRUTH IN MILLAGE (TRIM) PUBLIC HEARING MINUTES
September 13, 2023 at 5:15p.m.
1515 N Flagler Drive, Suite 101
West Palm Beach, FL 33401**

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

Carlos Vidueira called the meeting to order.

A. Roll Call

Health Care District Board members present: Carlos Vidueira, Chair; Sean O’Bannon, Vice Chair (REMOTE); Tammy Jackson-Moore, Secretary; Patrick Rooney, Jr.; Dr. Jyothi Gunta; and Tracy Caruso.

Staff present: Darcy Davis, Chief Executive Officer; Dr. Belma Andric, SVP & Chief Medical Officer; Bernabe Icaza, SVP & General Counsel; Geoffrey Washburn, VP & Chief Human Resources Officer; Candice Abbott, SVP & Chief Operating Officer; Regina All, SVP & Chief Nursing Officer; Heather Bokor, VP & Chief Compliance, Privacy & Risk Officer; Karen Harris, VP of Field Operations and Jessica Cafarelli, Interim VP & Chief Financial Officer.

Recording/Transcribing Secretary: Heidi Bromley

2. Adoption of Agenda

CONCLUSION/ACTION: Commissioner Jackson-Moore made a motion to adopt the agenda. The motion was duly seconded by Commissioner Rooney. There being no opposition, the motion passed unanimously.

3. Regular Agenda

A. Public Hearing

1. Announce the proposed millage rate.

TRIM PUBLIC HEARING MINUTES

September 13, 2023

Page 2 of 3

“The proposed millage rate of 0.6761 is 4.5% above the rolled-back rate of 0.6470.”

- 2. Read into the record the specific purpose for ad valorem taxes.

“The purpose for levying the ad valorem taxes is to provide funding for programs to maximize the health and well-being of Palm Beach County residents by addressing their health care needs and planning for the access and delivery of services. This will be accomplished through the following programs: the trauma system, children’s health programs, care coordination for indigent and medically needy residents, Federally Qualified Health Centers, Lakeside Medical Center and the Edward J. Healey Rehabilitation and Nursing Center and Ground Transportation.”

- 3. Public Comment

Three public comments were made to the District Board referencing the proposed millage rate by below Palm Beach County residents.

Jaki Maund
Cindy Falco-Di Corrado
Brandon McElroy

B. Motion to adopt the proposed millage rate of 0.6761 mills.

CONCLUSION/ACTION: Commissioner Jackson-Moore made a motion to adopt the proposed millage rate of 0.6761. The motion was duly seconded by Commissioner Rooney.

Roll Call Vote:

Dr. Gunta	Yes
Commissioner Caruso	Yes
Commissioner Rooney	Yes
Commissioner Jackson-Moore	Yes
Chair Vidueira	Yes

C. Motion to adopt the tentative budget of \$275,570,301.

CONCLUSION/ACTION: Commissioner Jackson-Moore made a motion to adopt the tentative budget of \$275,570,301. The motion was duly seconded by Commissioner Rooney.

TRIM PUBLIC HEARING MINUTES

September 13, 2023

Page 3 of 3

Roll Call Vote:

Dr. Gunta	Yes
Commissioner Caruso	Yes
Commissioner Rooney	Yes
Commissioner Jackson-Moore	Yes
Chair Vidueira	Yes

D. Establish Final Public Hearing date of Wednesday, September 27, 2023 at 5:15 p.m.

G. Adjournment

There being no further business, the TRIM Public Hearing was adjourned.

Tammy Jackson-Moore, Secretary

Date

**HEALTH CARE DISTRICT
BOARD OF COMMISSIONERS**

Board Meeting Attendance Tracking for 2023

	1/26/23	4/26/23	6/15/23	9/13/23	9/27/23	12/14/23
Dr. Alina Alonso	X	N/A	N/A	NA	N/A	N/A
Sean O'Bannon	X	X	REMOTE	REMOTE		
Tammy Jackson-Moore	X	X	X	X		
Patrick Rooney	X	X	X	X		
Tracy Caruso	X	ABSENT	REMOTE	X		
Carlos Vidueira	X	X	X	X		
Dr. Jyothi Gunta	N/A	X	X	X		

HEALTH CARE DISTRICT BOARD September 27, 2023

1. Description: Quality, Patient Safety and Compliance Committee Charter Amendment

2. Summary:

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

3. Substantive Analysis:

Staff recommends amending the Sections titled, Meetings and Voting by Telephonic or Electronic Communication. The proposed changes are as follows:

- Meetings: Revising to allow Committee members to attend meetings using teleconferencing or other technological means, which shall constitute attendance and count towards the committee’s quorum requirement.
- Voting by Telephonic or Electronic Communication: (i) Revising to remove the requirement for a quorum to be physically present at a committee meeting and at the time of a vote, and (ii) removing the restrictions on Committee members’ remote participation.

Attached for your review is the updated Charter showing the proposed changes.

4. Fiscal Analysis & Economic Impact Statement:

	Current FY Amounts	Total Amounts (Current + Future)	Budget
Capital Requirements	N/A	N/A	Yes <input type="checkbox"/> No <input type="checkbox"/>
Net Operating Impact	N/A	N/A	Yes <input type="checkbox"/> No <input type="checkbox"/>

*Non-budgeted expenditures in excess of \$250,000 require Finance and Audit Committee review and Board approval.

Reviewed for financial accuracy and compliance with purchasing procedure:

DocuSigned by:


 Jessica Cafarelli
 Interim VP & Chief Financial Officer

5. Reviewed/Approved by Committee:

Quality, Patient Safety and
Compliance

Committee Name

9/27/2023

Date


HEALTH CARE DISTRICT BOARD

September 27, 2023

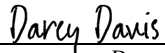
6. Recommendation:

Staff recommends the Board Receive and File the amendment to the Quality, Patient Safety and Compliance Charter.

Approved for Legal sufficiency:

DocuSigned by:


0CF6F7D87704 Bernabe Icaza
SVP & General Counsel

DocuSigned by:


77A3B53583A Darcy J. Davis
Chief Executive Officer

QUALITY, PATIENT SAFETY AND COMPLIANCE COMMITTEE CHARTER

PURPOSE

The purpose of the Quality, Patient Safety, and Compliance Committee Charter 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, compliance and privacy program, corporate ethics, and risk management activities of the District and promote an organizational “Culture of Quality”. 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, one (1) Committee member shall serve on the District Clinic Board, one (1) Committee member shall be a community member at large, and one (1) Committee member shall be the Lakeside Medical Center Chief of Staff (“Chief of Staff”). The Board shall appoint Committee members, except for Board members or the Chief of Staff, to a four (4) year term, commencing on the date of appointment, with Committee membership limited to two (2) full four (4) year terms unless otherwise recommended by the Committee and approved by the Board. The term for Board members and the Chief of Staff appointed to serve on the Committee shall run concurrently with their term on the Board or while serving in the position of Chief of Staff. 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. Committee members should make every reasonable effort to attend committee meetings in person and the needs of the District are best served when all committee members are physically present at committee meetings. However, if a Board member is unable to be physically present at a committee meeting, a committee member may attend a meeting by teleconferencing or other technological means. Attendance by committee members pursuant to the foregoing shall constitute in person presence at the meetings and shall be counted towards the quorum.

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.~~

VOTING BY TELEPHONIC OR ELECTRONIC COMMUNICATION

~~If a quorum of the Committee is physically present at a Committee meeting and at the time of a Committee vote, other members of the Committee may participate and vote by telephonic or electronic communication provided that such members are:~~

- ~~a. Physically outside the borders 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.~~

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

~~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.~~

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.

THE HISTORY OF THE QUALITY PATIENT SAFETY AND COMPLIANCE CHARTER

The initial Charter of the Quality Patient Safety and Compliance Committee was first adopted on the 23rd day of May 2017.

Change Number	Date of Adoption	Section(s) Amended
1	September 25, 2018	Amended Composition of Committee Board Reporting Sections.
2	March 26, 2019	Amended Meetings Section, to specify the need for a majority presence to constitute a quorum.
3	May 28, 2019	Composition of Committee, Board shall appoint members who are not Board members, to a four (4) year term, commencing on the date of their appointment, with Committee membership limited to two (3) full terms.
4	September 24, 2019	Amended Meetings Section to reflect that the regular meetings of the Committee shall be conducted quarterly.

- | | | |
|----------|---------------------------|---|
| 5 | March 10, 2021 | Amended to add Section titled, Voting by Electronic or Telephonic Communication. |
| 6 | September 27, 2022 | Amended to add to the Committee the LMC Chief of Staff. |
| <u>7</u> | <u>September 27, 2023</u> | <u>Amended to allow meetings of the committee by teleconferencing or other technological means, for such attendance to constitute in person attendance and counted towards the quorum. Deleted requirement for quorum to be met via physical presence of committee members.</u> |

HEALTH CARE DISTRICT BOARD
September 27, 2023

1. Description: Reappointment of Tammy Jackson-Moore

2. Summary:

Tammy Jackson-Moore was reappointed by the Palm Beach County Commissioners to serve a second term on the Health Care District Board through September 30, 2027.

3. Substantive Analysis:

At their September 19, 2023 meeting, the Palm Beach County Board of County Commissioners reappointed Tammy Jackson-Moore to the Health Care District Board. The term of this appointment runs through September 30, 2027.

Ms. Jackson-Moore’s initial appointment was October 1, 2019.

4. Fiscal Analysis & Economic Impact Statement:

	Current FY Amounts	Total Amounts (Current + Future)	Budget
Capital Requirements	N/A	N/A	Yes <input type="checkbox"/> No <input type="checkbox"/>
Net Operating Impact	N/A	N/A	Yes <input type="checkbox"/> No <input type="checkbox"/>

*Non-budgeted expenditures in excess of \$250,000 require Finance and Audit Committee review and Board approval.

Reviewed for financial accuracy and compliance with purchasing procedure:

DocuSigned by:

 CA06A205100641
 Jessica Cafarelli
 Interim VP & Chief Financial Officer

5. Reviewed/Approved by Committee:

N/A

 Committee Name

N/A


 Date

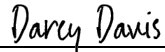
HEALTH CARE DISTRICT BOARD
September 27, 2023

6. Recommendation:

Staff recommends the Board receive and file the reappointment of Tammy Jackson-Moore to the Health Care District Board.

Approved for Legal sufficiency:

DocuSigned by:

0CF6B7D1B66134ZA
SVP & General Counsel

DocuSigned by:

77A3B5A59A14D
Chief Executive Officer

HEALTH CARE DISTRICT BOARD
September 27, 2023

1. Description: District Clinic Holdings, Inc. Bylaws Amendment

2. Summary:

This agenda item presents proposed amendments to the Bylaws of District Clinic Holdings, Inc.

3. Substantive Analysis:

Staff recommends amending Section 12, Meeting. The proposed changes are as follows:

- Revising Section 12.1 to allow for monthly meetings to be held by teleconferencing or other technological means, except that the Board shall hold regular meetings in person on a quarterly basis. Public access must be afforded, which may be provided by teleconferencing or technological means.
- Adding Section 12.6 to state, Board members may participate in meetings of the Board by means of telephone, video teleconferences, or similar communications equipment provided all Board members participating in the meeting can hear each other. Participation pursuant to the foregoing shall constitute presence in person at the meetings and shall be counted towards the quorum.

Staff also recommends amending Section 14, Amendments. The proposed changes are as follows:

- Revising to remove language requiring the Bylaws to be submitted at a regularly scheduled meeting and voted on at the succeeding regularly scheduled meeting, and removing the requirement that the Bylaws Amendments are subject to approval from the Regional Office of the Department of Health and Human Services.

Attached for your review are the updated Bylaws showing the proposed changes

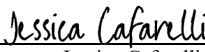
4. Fiscal Analysis & Economic Impact Statement:

	Current FY Amounts	Total Amounts (Current + Future)	Budget
Capital Requirements	N/A	N/A	Yes <input type="checkbox"/> No <input type="checkbox"/>
Net Operating Impact	N/A	N/A	Yes <input type="checkbox"/> No <input type="checkbox"/>

*Non-budgeted expenditures in excess of \$250,000 require Finance and Audit Committee review and Board approval.

Reviewed for financial accuracy and compliance with purchasing procedure:

HEALTH CARE DISTRICT BOARD September 27, 2023

DocuSigned by:


C98A2E9F8B4A9A
Jessica Cafarelli
Interim VP & Chief Financial Officer

5. Reviewed/Approved by Committee:

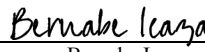
N/A
Committee Name

NA
Date

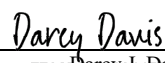
6. Recommendation:

Staff recommends the Board approve the proposed amendments to the District Clinic Holdings, Inc. Bylaws.

Approved for Legal sufficiency:

DocuSigned by:


0CF6E080E14A
Bernabe Icaza
SVP & General Counsel

DocuSigned by:


77A38559A4D
Darcy Davis
Chief Executive Officer



Amended

Bylaws of

District Clinic Holdings, Inc.

Amended: 2013, 2014, 2016, 2018, 2019, 2020, 2023

**Amended
Bylaws
of
District Clinic Holdings, Inc.**

Section 1	Statutory Authority
Section 2	Name
Section 3	Purpose
Section 4	Officers
Section 5	Objectives
Section 6	Powers
Section 7	Board Member Responsibilities
Section 8	Member Composition
Section 9	Term of Office
Section 10	Officers
Section 11	Committees
Section 12	Meetings
Section 13	Authority
Section 14	Amendments

DISTRICT CLINIC HOLDINGS, INC.

AMENDED BY-LAWS

Section 1 – Statutory Authority

- 1.1 Statutory Authority. These Bylaws have been adopted as the Bylaws of the District Clinic Holdings, Inc. (“Clinics”) governing board of said Clinics pursuant to authority conferred upon that same governing board by Section 330 of the Public Health Service 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.

Section 2 – Name

- 2.1 District Clinic Holdings, Inc. will be known as the “C.L. Brumback Primary Care Clinics” which shall be the common business name of the clinics.
- 2.2 Board Name. This authority shall be known as the C.L. Brumback Primary Care Clinics Board of Directors. (hereinafter referred to as the “Board”)

Section 3 – Purpose

- 3.1 Purpose. The purpose of the Board is to ensure that persons have access to high quality comprehensive health services, and that such health services are provided without regard to any persons race, color, national origin, ancestry, religion, sex, marital status, sexual orientation, age, physical handicap, medical condition, medical history, genetics, evidence of insurability, or claims history in compliance with all applicable State, Federal and local laws and regulations.

Section 4 – Offices

- 4.1 Offices. The Board shall have and continuously maintain its principal office at the Health Care District of Palm Beach County administrative office located at 1515 N Flagler, Suite 101, West Palm Beach, FL 33401.

Section 5 – Objectives

- 5.1 The objectives of the Board are as follows:
 - a. Improvement of the general health status of the community through the promotion of preventive health services and early identification and treatment of the disease.
 - b. Identification and referral of individuals in need of health and social services.
 - c. Participation in the development of the Federal grant application.
 - d. Monitoring services provided by the clinics to ensure that community needs are being met

within the constraints of the agency.

- e. Ensure that professional standards are maintained.
- f. Interpret the health needs of the community to clinic administrative staff and interpret the services provided by the clinics, to the community.

Section 6 – Powers

6.1 General Powers. The Board is vested with authority and responsibility to provide for the comprehensive planning and delivery of adequate health care services, including, but not limited to, clinical services for the citizens of Palm Beach County, particularly medically needy citizens. For those purposes, the Board shall have and may utilize all enumerated general powers as set forth in the Health Care Act, including but not limited to:

- a. To approve and recommend the budget of the clinic operations annually. Monthly financial reports will be provided to the Governing Board at the regularly scheduled meetings. An annual financial audit and financial report by an independent auditor will be submitted to the Governing Board.
- b. To be responsible for approving the selection and dismissal of the Executive Director within the guidelines of the Health Care District of Palm Beach County Personnel Policies and Procedures.
- c. To provide input from the community, regarding appropriate matters, including, but not limited to, the health care needs of the community served.
- d. To continually provide information about the accessibility of services to the community and the clinic's responsiveness to those needs.
- e. To provide guidance regarding services and their priorities; and to establish how these priorities should be ranked as they pertain to program development.
- f. To provide a viable link with the community, engaging in community education, public relation activities and other activities which promote community identification and understanding of the clinics and services provided.
- g. To provide a nucleus in the community which reaches out to local agencies, governmental entities, and foundations, etc., to support the clinics financially and otherwise.
- h. Establish and approve general policies for the clinics. The Board acknowledges that the District is the public entity co-applicant and is permitted to retain the responsibility of establishing fiscal and personnel policies. When the public entity's board does not meet health center composition requirements, a separate health center governing board may be established. The health center board must meet all the membership requirements and perform all the responsibilities expected of governing boards except that the public entity may retain

the responsibility of establishing fiscal and personnel policies. The health center board can be a formally incorporated entity and it and the public entity board are co-applicants for the health center program. When there are two boards, each board's responsibilities must be specified in writing so that the responsibilities for carrying out the governance functions are clearly understood.

- . The Board shall work collaboratively with the District to specify each board's responsibilities, in writing so that the responsibilities of carrying out the governance functions are clearly understood by both boards.
- i. To be responsible for evaluating health care activities including services utilization patterns, productivity of the clinics, patient satisfaction, achievement of project objectives, and development of a process for hearing and resolving patient grievances.
- j. To assure that the clinics are operated in compliance with applicable federal, state and local laws, rules and regulations.
- k. To adopt health care policies, including scope and availability of services, location and hours of services.
- l. To assure compliance with the approved Quality Improvement/Quality Assurance Plan.
- m. To establish and review policies regarding the conduct of the federally funded project.
- n. Responsible for evaluating the clinics projects and achievements at least annually, and using the knowledge gained to revise its mission, goals, objectives, plans, and budgets as may be appropriate and necessary.
- o. Responsible for the annual performance evaluation of the Executive Director.
- p. To recruit, appoint, re-appoint, credential and discipline the Licensed Independent Practitioners of the Clinics and to approve policies to be adopted by the Clinics. The term Licensed Independent Practitioner shall mean any individual, as permitted by law and regulation, and also by the Clinics, to provide care and services without direction or supervision within the scope of the individual's license and consistent with the privileges granted by the organization. The foregoing shall be in accordance with applicable state, federal and local laws, rules and regulations, and in accordance with the standards of any applicable accrediting body. The Board may, in its discretion, delegate duties related to the performance of recruitment, appointment, credentialing and discipline of medical staff to the appropriate Medical Director/Dental Director except that recommendations regarding appointment, credentialing and discipline shall be presented to the Board by the Medical Director for consideration and final vote.

Section 7 – Board Member Responsibilities

7.1 *Key function and responsibilities.*

- a. Attends and participates in all Board meetings.
- b. Each board member should be prepared for the meetings (i.e., read reports and minutes provided prior to the meetings and be familiar with the agenda), ask questions (as appropriate).
- c. Express his/her opinion and be respectful of the opinion of other members.
- d. Act in the best interests of the clinics at all times.
- e. Ensure confidentiality of clinics' information.
- f. Conflicts of Interest. Board members shall not enter into contracts or other arrangements or transactions that would be, or would give the appearance of, a conflict of interest. Further:
 1. Board members are subject to the provisions of Florida law pertaining to public officials avoiding conflicts of interest including, but not limited to, Ch. 112, Florida Statutes, the Code of Ethics for Public Officers and Employees, as well as any and all other applicable standards established by the applicable regulatory and accreditation agencies
 2. No Board member, administrator, employee or representative of the Clinics, nor any other 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 Clinics.

Section 8 – Membership Composition

- 8.1 Orientation. As new members are elected or appointed to the Board they shall receive an orientation regarding C. L. Brumback Primary Care Clinics Board to include, but not be limited to, their authority and responsibility under the 330 grant requirements, legal status, and relation to the Health Care District of Palm Beach County and a review of these By-Laws.
- 8.2 The Board shall consist of 9-13 members.
- 8.3 A majority of the Board members will be users of the in scope clinic's services within the past twenty-four months. A patient is an individual who has generated at least one health center visit. These members will be representatives of the individuals receiving services at any of the clinics.
- 8.4 The user Board members as appropriately defined in the Bylaws are consistent with applicable law, regulations and policy.
- 8.5 User Board members are defined as individuals who are (or, for planning grantees, will be) served by the clinics and who utilize the clinics as their principal source of primary care and who have used the clinic's services within the last two years.

- 8.6 Board members must live in one of the clinic’s service areas.
- 8.7 No more than half of the remaining members of the Board may be individuals who derive more than 10% of their annual income from the healthcare industry. Healthcare industry is defined as “hospitals and other healthcare institutions, nurses, doctors, dentists, and other licensed healthcare professionals whose primary responsibility is providing primary preventive and therapeutic healthcare services”.
- 8.8 The remaining members of the board must be representatives of the community where the project’s catchment area is located and shall be selected for their expertise in community affairs, local government, finance, and banking, legal affairs, trade unions and other commercial and industrial concerns or social service agencies within the community.
- 8.9 No member of the Board shall be an employee of the clinics, or spouse, child, parent, brother or sister by blood, adoption or marriage of such an employee. The Executive Director may be a non-voting, ex-officio member of the Board.
- 8.10 No Board member, employee, consultant or those providing services and or goods to the Clinics may pursue any personal activity that will involve a conflict-of-interest or use their official position to make secret or private profits and will treat all matters of the clinics as confidential. Board members will not use or give the appearance of using their position for the purpose of financial gain. “Financial gain” includes financial interest, gifts, gratuities, favors, nepotism and bribery. Political favors will also be considered improper. Board members must identify any conflict-of-interest they may have regarding a particular matter and abstain from discussing of voting in the matter.
- 8.11 No Board members should act or speak, or otherwise indicate that they are authorized to act or speak, on behalf of the entire Board without express Board approval/consent.
- 8.12 Recommendation for Board membership shall be from the community being served.
- 8.13 One Board position shall be filled by the District Chair, or his/her designee, by appointing a member of the District’s Governing Board in accordance with that body’s applicable bylaws.
- 8.14 One Board member shall serve on the Finance and Audit Committee of the District’s Governing Board and one Board member shall serve on the Quality, Patient Safety, and Compliance Committee of the District’s Governing Board.

Section 9 – Term of Membership

- 9.1 Board membership will be for a period of four (4) years starting on the date membership is approved and terminating four (4) years from the date of approval. No Board member shall serve more than two (2) consecutive terms. If at any time there is a question concerning the length of the term of office for any Board member, the Governing Board will decide through any appropriate means the term of the questioned incumbent.
- 9.2 Selection of New Board Member(s) for open Member positions. The selection of new Board members to fill any vacancy then existing may or to replace any member whose Term is ended, will be as follows:

- a. Vacancies on the Board due to the termination, resignation or death of a Member prior to the expiration of his/her Term may be filled within sixty (60) days of the vacancy by a majority vote of the Members at the next regular meeting, or at a special meeting called for that purpose, from those eligible persons recommended by the Nominating/Membership Committee.
 - b. Members eligible to serve for a second 4-year term may apply for reappointment according to the procedures instituted by the Nominating Committee and approved by the Board. When a vacancy is anticipated to occur at the completion of any Member's 4-year term, the Nominating Committee shall submit names of eligible persons to the Board for consideration at least one month prior to the annual meeting of the Board, and the Board shall select those persons to fill the anticipated vacancy by a majority vote at the annual meeting. In selecting its new members, the Board will use the criteria set out in Section 8.
- 9.3 Membership on the board may be terminated by resignation of a member or by resolution of the Board after any member has three (3) unexcused absences. For purposes of these Bylaws, an unexcused absence occurs when a Board member fails to attend a regularly scheduled meeting and fails to give advance notice of such absence to the Executive Director who will notify the Chair. After two (2) unexcused absences, the secretary shall send the member a reminder. On the third unexcused absence, the Board shall take action to terminate membership and the individual shall be so advised. The migrant/seasonal farm worker who is absent due to job obligation will be granted and excused absence without restrictions.
- 9.4 Any Board member may be removed from the Board with or without cause by a two-thirds vote of the remaining board members present and voting at any regular or special meeting called for such purpose.

Board member can be removed for cause including, but not limited to:

- a. Repeated failure to attend Board meetings, or for conduct detrimental to the interests of the clinics.
- b. Conduct inconsistent with the clinics purpose.
- c. Refusing to render reasonable assistance in carrying out the clinics purpose.
- d. Refusing to act in a manner consistent with the clinic's mission and priorities.
- e. Individual is suspended or debarred from participation in federal programs.
- f. Whenever it is determined that the best interest of the clinics could be served by such removal.

Allegations made in support of the proposal to remove a board member shall be presented in writing, by mail, to the Board member in question at least five (5) calendar days in advance of the meeting. The allegation(s) shall be noted on the agenda of the meeting. The Board member in question shall be entitled to appear before the Board and be heard at such meeting. Removal of the Board member shall create a vacancy and a new Board member shall be elected in accordance with Section 8 of this

Article.

- 9.5 Each member will be entitled to one (1) vote.
- a. Membership shall be designated as Consumer, Health Care Provider, Community Representative, or Migrant/Seasonal Farm worker.
 - b. Voting Conflict. No member shall cast a vote on any matter that could result in direct or indirect financial benefit to such member or otherwise give the appearance of or create a conflict of interest as defined in Ch. 112, Florida Statutes. Nothing in the foregoing shall prevent Board Members from voting upon matters of Board Compensation as set forth in Section 10.5.

Section 10 – Officers

- 10.1 Corporation officers shall be elected by the Members at the Annual Meeting in May of each year for a one (1) year term of office. Any officer may be elected to serve consecutive terms in the same office, but may not serve more than two consecutive one-year terms in the same office. If there is a declared state of emergency declared at the local, state, or federal level that impacts the Clinics, the election of officers may be postponed unless the circumstances make it impossible to meet, if so, then it shall be postponed.
- 10.2 Removal of Officers. Any officer of the Board may be removed from office, with or without cause, by a majority vote of the Board of Directors at any meeting of the Board where a quorum exists.
- 10.3 Vacancies. Any time there is a vacant officer position, the Board may elect a replacement officer at its next regular meeting to serve out the remainder of the term of office, and any person so elected shall not have the remaining term count for purposes of calculating the ‘two consecutive one-year terms’ referenced in Section 10.1.
- 10.4 The officers and their duties for this organization shall be:
- 10.4.1 Chairperson
 - a. To preside over all meetings and to appoint all committee and councils.
 - b. The Chairperson or such representative selected by the Board shall be authorized to act for the Board, and assume on its behalf the obligations imposed by the terms and conditions of any award and Public Health Service regulations. Such execution shall constitute the acceptance by the Board of the terms and conditions of the Grant and obligate it to perform its function under the approved project in accordance with the terms thereof.
 - c. The Chairperson shall be the Board’s sole and primary liaison for external affairs including serving as Board’s representative to the media.
 - d. Appoint a Board member to attend District governing Board meeting in conjunction with the Executive Director, solely in advisory capacity to enhance oversight and communication between each organization

10.4.2 Vice Chairperson

- a. The Vice-Chairperson shall succeed to the office of the Chairperson if the office becomes vacant or if otherwise the chairperson is otherwise unable to perform his/her duties.
- b. To assume the duties as assigned by the Chairperson in his/her absence.
- c. Perform such duties as assigned by the Chairperson or Board of Directors.

10.4.3 Secretary

- a. The secretary shall be responsible for ensuring recording and maintaining of the minutes of all meetings of the governing Board, and shall perform such duties as may be assigned by the Chairperson of the Board. The Secretary or designee shall distribute copies of minutes of all Board and/or committee meetings to all members of the Board.
- b. To monitor the minutes of all meeting of the Board and Executive Committee.
- c. To assure that his/her designees notifies members of all Board meetings and conferences.
- d. To advise staff members regarding correspondence.
- e. To monitor, review and approve the preparation of the agendas.

10.4.4 Treasurer

- a. To review monthly and/or periodic financial reports prior to presentation to the Board during scheduled meetings.

10.5 Compensation

Members shall serve without compensation except the Board may authorize and establish policies governing the reimbursement of certain reasonable expenses, such as mileage, incurred to attend meetings.

Section 11 – Committees

11.1 There shall be an Executive/By-Law Committee comprised of the officers of the Board. This committee shall meet as provided in these Bylaws and as otherwise deemed necessary by the Chairperson. The Chairperson shall serve as the Committee chair and the Executive Director will serve as a non-voting, *ex officio*, member of the Executive Committee. The Executive Committee shall:

- a. Act as advisor to the Chairperson;

- b. Exercise the powers of the Board between regular Board meetings, except that the Executive Committee may not take final action to amend these bylaws, remove a board member from office, hire or remove the Executive Director, or sell or acquire assets;
 - c. Report to the Board at its next regular meeting on any official actions it has taken;
 - d. Annually review and recommend to the Board any necessary change to the bylaws; and
 - e. Annually review the performance of the Executive Director for report to the Board.
 - f. –Serve as the ad hoc Personnel Committee as needed.
- 11.2 Vacancies of the Executive committee occur when there is a vacant officer position. The vacancy is filled with the election of a member to serve out the officer’s remaining term (See Section 10).
- 11.3 The Standing Committees shall be the Finance Committee, Quality Council and Planning Committee.
- 11.4 The Membership/Nominating Committee shall be an ad hoc committee, activated and populated at the direction of the Chairperson to recruit and nominate individuals to fill vacancies of the Governing Board. The Membership/Nominating Committee shall, if requested, review, edit, and submit proposed revisions to policies and procedures for the recruitment, screening and orientation of potential new Board members and present to the Board information on eligible persons to fill vacancies. This committee shall, if requested, assist in development of a board orientation program. The Executive Director, or his/her designee, will serve as a no voting, ex-officio member of this committee.
- 11.5 The Planning Committee shall oversee the clinic’s goals and objectives, and develop a strategic planning workshop for the Board to be held at least every three (3) years. The Executive Director, or his/her designee, will serve as a non-voting, ex-officio member of this committee.
- 11.6 The Quality Council shall review and make recommendations for clinical services, monitor progress of Health Care Plan objectives, review Clinical Outcome measures audits, monitor and review Quality Assurance and Continuous Quality Improvement, Principles of Practice, credentialing, community needs survey data, patient satisfaction survey, and recommend new clinical programs. The Quality Council will meet on a monthly basis. If there is a declared state of emergency declared at the local, state, or federal level that impacts the Clinics, the Quality Council meetings may be postponed unless the circumstances make it impossible to meet, if so, then it shall be postponed. The Executive Director, or his/her designee, will serve as a non-voting, ex-officio member of this committee.
- 11.7 The Standing Committees will meet as set forth in these Bylaws and will provide a report of its meeting(s) during the next Board meeting following the Committee meeting, and make any recommendations for Board action, which will then become part of the Board documents.
- 11.8 Proxy: An absent member shall not be allowed to vote by proxy.
- 11.9 Members of the Planning Committee and Quality Council may also include non-board members with specific areas of expertise that support the mission of that committee.
- 11.10 The Finance Committee shall review the budget, expenditures, and all other financial reports related to the operations of the C. L. Brumback Primary Care Clinics. The Finance Committee will report to

the full Board of Directors. The Finance Committee will meet on a quarterly basis, and may include clinic staff employees. The Executive Director, or his/her designee, will serve as a non-voting, ex-officio member of this committee.

Section 12 – Meeting

- 12.1 Regular meetings shall be held monthly. ~~Time and place shall be determined by Board. These monthly meetings can be conducted by teleconferencing or other technological means, except that the Board shall hold regular in person meetings on a quarterly basis. Time and place shall be determined by Board. If a meeting is conducted by teleconferencing or other technological means, public access must be afforded which permits the public to attend the meeting. That public access may be provided by teleconferencing or technological means.~~
- 12.2 Special meetings may be called by the Chairperson whenever Board business cannot be held until the next regular meeting.
- 12.3 Meetings shall conform to the requirements of Ch. 286, Florida Statutes (“Government in the Sunshine Act”), including the taking and maintenance of meeting minutes, and such minutes shall be retained by District in accordance with the requirements of the State of Florida’s Record Retention Schedules GS1-SL (State and Local Government Agencies), GS4 (Public Health Care Facilities and Providers), and/or any other applicable Schedule(s)), regarding Minutes of Official Meetings.
- 12.4 The Annual Meeting shall coincide with the Regular meeting held during the Month of May and shall hold the election of officers.
- 12.5 Quorum shall consist of a majority of the members of the Governing Board as then constituted, for the regular scheduled meetings and the special called meetings. Once a quorum is established for any meeting it remains for the duration of the meeting unless one or more members permanently absents him/herself from the ~~premises of the~~ meeting and the sum of the remaining members falls below the number needed for a quorum.
- 12.6 ~~Official actions~~ Board members may attend meetings of the Board ~~may be conducted by telephoneteleconferencing or video conferencing provided that such meeting complies with other technological means. Attendance by Board members pursuant to the requirements of foregoing shall constitute presence in person at the Government in meetings and shall be counted towards the Sunshine Act. For attendance and voting by telephone or video conferencing:~~

~~There must be a quorum physically present in order for a board member to participate and vote by telephonic or video conferencing.~~

- ~~a. The member voting by these means must be physically located outside the borders of Palm Beach County, unable to attend due to an illness, or unable to attend due to an unforeseen circumstance beyond their control.~~
- ~~b. Any telephone or video conferencing utilized for voting during a board meeting must be amplified for all to hear and or displayed so that those attending can see the board member’s comments and~~

~~or vote. This also ensures that all other board members attending remotely can hear and or see the other board member's comments and votes.~~

~~12.7 If an Executive Order, Florida Statute, or Attorney General opinion permits the ability to meet remotely due to a public emergency, the Committee or Board will adjust their meetings accordingly.~~

Section 13 – Authority

The parliament authority of the Governing Board shall be used based on ROBERTS RULE OF ORDER (current edition), unless contrary procedure is established by the Articles of Incorporation, these Bylaws, standing rule, or by resolution of the Board of Directors.

Section 14 – Amendments

These By-Laws may be amended or repealed by a vote from the majority of the total membership of the Governing Board. ~~Proposed changes to the By-Laws must be submitted to the Board at a regularly scheduled meeting and voted on at the succeeding regularly scheduled meeting.~~ Changes in the By-Laws are subject to approval by the ~~Governing Board, Health Care District of Palm Beach County, and the Regional Office of the Department of Health and Human Services.~~

Section 15 – Dissolution of the Corporation

In the event of the liquidation, dissolution or winding up of the corporation whether voluntary, or involuntary, or operation of law, the Board of Directors of the Corporation shall dispose of the assets of the Corporation in conformance with Federal and State of Florida law, as modified by the regulations promulgated by designated oversight agency or department, and in accordance with the Corporation's Articles of Incorporation.

CERTIFICATE

This certifies that the foregoing constitutes the Bylaws of District Clinics Holdings, Inc., amended and adopted by the Members of the Corporation at a meeting held on the 26th day of September , 2023.

BY: _____

Joseph Gibbons, Secretary

**Approved as to form and
Legal Sufficiency**

BY: _____

Bernabe Icaza
General Counsel

HISTORY OF DISTRICT CLINIC HOLDINGS, INC. BYLAWS

The initial Bylaws of the District Clinic Holdings, Inc. Board were first adopted on the 24th day of January, 2013. Amendments made subject to Section 14 of the District Clinic Holdings, Inc. Bylaws are listed below:

Change Number	Date of Adoption	Section(s) Amended
1	March 28, 2013	<p>Title Pages amended to read:</p> <p>Section 11.3 relating to the Finance Committee deleted and</p> <p>Section 11.9 amended to remove reference to Finance Committee.</p>
2	May 23, 2013	<p>Section 2.1 amended to remove the following: “Thus, as used in these bylaws, the terms “Board” shall mean the C.L. Brumback Health Clinic Board of Directors.”</p> <p>Section 6.1m amended to remove ability to establish and revise policies.</p> <p>Section 6.1q amended to remove the following: “Within its discretion to file article of dissolution and dissolve the corporation.</p> <p>Section 8.10 “The Board shall ensure that the provision is made applicable to all employees, consultants and those providing goods and or services to the Center.” deleted.</p>

Section 11.1 removed requirement to make recommendations to full Board.

Section 11.7 removed “The Personnel Committee shall review staffing needs and recommends changes in staffing levels when deemed desirable. While the Board’s personnel policies shall be consistent with those of the Health Care District the Board must tailor its personnel policies to the clinical operations of the corporation.” To dissolve the Personnel Committee.

Section 11.8 removed “The Finance Committee shall review the budget, expenditures, and financial policies and make recommendations to the Board in regard to certain concerns. While the Board’s financial policies shall be consistent with those the Health Care District the Board must tailor its financial policies to the clinical operation of the corporation.” To dissolve Finance Committee.

3

August 1, 2013

Section 2.1 amended to include: “hereinafter referred to as the “Board”)

Section 6.1m amended to include establishment of policies.

4

August 9, 2013

Section 6.1q added power to:
“Facilitate the annual Chief
Executive Officer performance
evaluation process.”

Section 8.10 amended to
include: “...employee,
consultant or those providing
services and or goods to the
Clinic...”

Section 2.1 established for
clarification regarding
common business name

Section 2.2 replaced Health
Clinic Board with Primary
Care Clinics Board of
Directors

Section 6.1.b replaced Project
with Executive

Section 6.1.h removed “To
adopt and be responsible for
operating and personnel
policies and procedures,
including selection and
dismissal procedures, salary
and benefits scales and
employee grievance
procedures within the
guidelines of the Health Care
District of Palm Beach County
Personnel Policies and
Procedures” and amended to
include ability to establish and
approve general policies for
the clinics as stated in PIN
1998-12, Part II Section 330,
Governance Requirements.

Section 6.1.m amended to
include ability to establish

policies

Section 6.1.q amended to establish responsibility for the Executive Director's annual performance evaluation

Section 8.1 amended to include the common business name, CL Brumback Primary Clinics

Section 8.9 amended to replace previously referenced project director with Executive Director

Section 8.11 amended to include "...otherwise indicate that they are authorized to act or speak..."

Section 8.13 added

Section 9 amended to read:
Term of Membership

Section 9.1 amended to clarify membership length of terms

Section 9.2 added for establishment of selecting New Board Members.

Section 9.2.a added to establish requirements for filling vacancies on the Board due to termination, resignation, or death of a Member.

Section 9.2.b added to establish procedure for member reappointment instituted by the Nominating Committee

Section 9.3 amended to define an unexcused absence

Section 9.4 amended to read: “Board member can be removed for cause including, but not limited to:”

Section 9.4.a “...causes include the” deleted

Section 9.5 regarding Board vacancies was deleted, became section 9.2.a

Section 10.1 amended to become Section 10.4

Section 10.1 included to establish election of officers by Members

Section 10.2 added in order to establish process for removal of officers.

Section 10.3 added to establish election of a replacement officer on a vacant position.

Section 10.4.d. deleted: “The Chairperson, or his/her designee, shall represent the board before the news.”

Section 10.4.d reads: “The Chairperson shall be the Board’s sole and primary liaison for external affairs including serving as Board’s representative to the media.”

Section 10.4.e added to read:

“Appoint a Board member to attend District governing Board meeting in conjunction with the Executive Director, solely in advisory capacity to enhance oversight and communication between each organization.”

Section 10.4.e amended to include ability to review and approve agendas.

Section 10.5 added: “the Board may authorize and establish policies governing the reimbursement of certain...”

Section 11.1 replaced clinic’s director with Executive Director. Added “The Executive Director, or his/her designee, will serve as a non-voting, ex-officio member of this committee.

Section 11.2 included for establishment of a Personnel Committee

Section 11.3 removed “The Executive Committee of the Board shall consist of the Officers of the Board”

Section 11.4 added requirement to develop policies and procedures for recruitment, screening and orientation of potential new Board members and present information to the Board on eligible persons to fill vacancies.

Section 11.5 added: “The Executive Director, or his/her designee, will serve as a non-voting, ex-officio member of this committee.”

Section 11.6 amended to read that the Clinical Committee is to be also known as the Quality Committee.

Section 11.7 amended to include requirement for committees report to include any recommendations for Board action

Section 11.9 deleted
Committee members

Section 11.10 added to read:

The Finance Committee shall review the budget, expenditures, and all other financial reports related to the operations of the C.L. Brumback Priamary Care Clinics. The Finance Committee will report to the full Board of Directors. The Finance Committee will meet on a monthly basis, and may include clinic staff employees. The Finance Committee will meet on a monthly basis. The Executive Director, or his/her designee, will serve as a non-voting, ex-officio member of this committee. Section 13 added: “unless contrary procedure is established by the Articles of Incorporation, these Bylaws, standing rule, or by resolution of the Board of Directors.

5

February 18, 2014

Section 15 added for requirement for disposing of assets in the event of dissolution of the Corporation

Section 11 renumbered for efficiency.

Section 8.2 amended to increase the number of Board members to 10-13.

Section 10.3 added: to serve out the remainder of the term of office, and any person so elected shall not have the remaining term count for purposes of calculating the ‘two consecutive one-year terms’ referenced in 10.1.

Section 11.3 amended to establish process for filling vacancy of an officer position.

Section 12.3 added: “Meetings shall conform to the requirements of Ch. 286, Florida Statutes (“Government in the Sunshine Act”), including the taking and maintenance of meeting minutes, and such minutes shall be retained by District in accordance with the requirements of the State of Florida’s Record Retention Schedules GS1-SL (State and Local Government Agencies), GS4 (Public Health Care Facilities and Providers), and/or any other applicable Schedule(s)), regarding Minutes of Official Meetings”.

Section 12.4 added to read:
“Effective in 2014, the Annual Meeting shall coincide with the Regular meeting held during the month of May and the election of officers to hold office commencing in the next fiscal year shall be held. In order to transition to this new schedule, the election of officers held in November 2013 for terms to continue through December 31, 2014, shall remain unchanged. The election to be held in May 2014 shall be for the officers whose terms shall commence on January 1, 2015, and each election that follows shall select the officers whose terms shall commence on the following January 1”.

Section 12.5 previously section 12.3 added “unless one or more members permanently absents him/herself from the premises of the meeting and the sum of the remaining members falls below the number need for a quorum”.

Section 12.6 previously section 12.4 amended to include condition to comply with Government in the Sunshine Act requirement.

Section 6.1.o Remove provision, it is duplicative of audit language in Section 6.1.a

Added Section 6.1.q

6

April 24, 2014

Added Section. 7.1.f to establish Board member responsibilities regarding Conflicts of Interest

Section 9.5.b added.

Section 10.4.1 removed subsection b (Chairperson shall have the same right to vote on matters as any other Board member)

Replaced Section 11.1 with the following: There shall be an Executive/Bylaw Committee comprised of the officers of the Board. This committee shall meet as provided in these Bylaws and as otherwise deemed necessary by the Chairperson. The Chairperson shall serve as the Committee chair, and the Executive Director will serve as a non-voting, *ex officio* member of the Executive Committee. The Executive Committee shall:

- a. Act as advisor to the Chairperson;
- b. Exercise the powers of the Board between regular Board meetings, except that the Executive Committee may not take final action to amend these bylaws, remove a board member from office, hire or remove the Executive Director, or sell or acquire assets;
- c. Report to the Board at its next regular meeting on any official actions it has taken;
- d. Annually review and recommend to the Board any

		necessary change to the bylaws; and Annually review the performance of the Executive Director for report to the Board
7	May 26, 2015	Amended Section 6.1.q to include Licensed Independent Practitioner and term of same. Addition of Dental Director.
8	March 28, 2018	Amended Section 4.1 to update administrative address. Addressed grammatical errors throughout.
9	December 11, 2019	Amended Section 8.7 to define healthcare.
10	January 29, 2020	Amended Section 6.1h to remove invalid HRSA PIN, 6.11 to updated QI/QA Plan, 8.3 to define patient and 8.9 to include adoption. Added robust language to section 9.4 regarding Board member termination.
11		May 27, 2020 Amended Section 10.1 to permit postponement of officer elections in the event of a declared state of emergency Added Section 12.7 to permit remote meetings during public emergencies.
12	September 30, 2020	Amended Section 11.6 to permit postponement of the Quality Council meetings in the event of a declared state of emergency
13	January 27, 2021	Amended Section 12.6 adding Language related to telephone

14

December 14, 2021

Videoconferencing
Participation

Amended Section 9 updating
Membership term to 4 years
from date of appointment;
removed language related to
filing unexpired terms; and
Section 11 updating Finance
Committee meetings to
Quarterly.

15

September 26, 2023

Amended Section 12.1 to
allow for monthly meetings to
be held by teleconferencing or
other technological means,
except for in person quarterly
meetings.

Amended Section 12.6 to
allow Board members to
participate in meetings by
technological means.

Amended Section 14 requiring
Bylaws amendment by
majority of the Board members
and approval by Governing
Board.

HEALTH CARE DISTRICT BOARD September 27, 2023

1. Description: District Hospital Holdings, Inc. Bylaws Amendment

2. Summary:

This agenda item presents proposed amendments to the District Hospital Holdings, Inc. Bylaws.

3. Substantive Analysis:

Staff recommends amending Section 4.3, Regular Meetings, Section 4.6, Attendance, Section 4.7, Quorum and Procedure, Section 4.8, Voting, and Section 4.11, Public Emergencies. The proposed changes are as follows:

- Revising Section 4.3 by changing the regular meeting frequency to quarterly.
- Revising Section 4.6 to allow attendance by teleconferencing and other technological mean to constitute in-person presence and count towards the quorum.
- Revising Section 4.7 to remove the reference to the presence of a majority.
- Revising Section 4.8 (i) to state that actions of the Board require a simple majority of the appointed members of the Board, (ii) removing the requirement for actions to be approved by Board members present at the meeting.
- Deleting Section 4.11 in its entirety related to remote participation during public emergencies.

Attached for your review are the updated Bylaws showing the proposed changes.

4. Fiscal Analysis & Economic Impact Statement:

	Current FY Amounts	Total Amounts (Current + Future)	Budget
Capital Requirements	N/A	N/A	Yes <input type="checkbox"/> No <input type="checkbox"/>
Net Operating Impact	N/A	N/A	Yes <input type="checkbox"/> No <input type="checkbox"/>

*Non-budgeted expenditures in excess of \$250,000 require Finance and Audit Committee review and Board approval.

Reviewed for financial accuracy and compliance with purchasing procedure:

DocuSigned by:


 Jessica Cafarelli
 Interim VP & Chief Financial Officer

HEALTH CARE DISTRICT BOARD
September 27, 2023

5. Reviewed/Approved by Committee:

N/A
Committee Name

N/A
Date

6. Recommendation:

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

Approved for Legal sufficiency:

DocuSigned by:
Bernabe Icaza

0CF6F71B37024 Icaza
SVP & General Counsel

DocuSigned by:
Darcy Davis

77A3B5380017 Davis
Chief Executive Officer

Amended Bylaws of District Hospital Holdings, Inc.

Amended: 2003
2006
2007
2008
2010
2016
2020
2023

**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

June 2020
Reflecting Board Action through June 9, 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 ~~m~~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 ~~quarterly~~ ~~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. Board members should make every reasonable effort to attend Board meetings in person and the needs of the District are best served when all Board members are physically present at Board meetings. However, if a Board member is unable to be physically present at a Board meeting, a Board member may attend a meeting of the Board by teleconferencing or other technological means. Attendance by Board members pursuant to the foregoing shall constitute in person presence at the meetings and shall be counted towards the quorum.

- 4.7 ***Quorum and Procedure.*** ~~A~~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 appointed members of the Board present at a given meeting. Each Board member shall have one vote which may only be exercised in person; provided that, Mmembers may participate and vote by teleconferencing or other technological means ~~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 27th day of September-June, 20230 .

By: _____

|

Tammy Jackson-Moore~~Nancy C. Banner~~
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, 2020	4.11 Public Emergencies
<u>5.</u>	<u>September 27, 2023</u>	<u>4.3 Change number of meetings from 6 to quarterly. 4.6, 4.7, 4.8 Change to allow for Board members to attend meetings by teleconferencing, such constitutes in person presence and counted towards the quorum.</u>

HEALTH CARE DISTRICT BOARD
September 27, 2023

1. Description: Health Care District of Palm Beach County Bylaws Amendment

2. Summary:

This agenda item presents proposed amendments to the Health Care District of Palm Beach County Bylaws.

3. Substantive Analysis:

Staff recommends amending Section 4.5, Attendance, Section 4.6, Quorum and Procedure, Section 4.7, Voting, Section 4.10, Attendance and Voting by Telephonic or Electronic Communication, and Section 7.5, Attendance. The proposed changes are as follows:

- Revising Section 4.5 to allow attendance by teleconferencing and other technological mean to constitute in-person presence and count towards the quorum.
- Revising Section 4.6 to remove the reference to the presence of a majority.
- Revising Section 4.7 (i) to state that a vote of at least three Board members shall be necessary to complete the transaction of any business of the District, and (ii) removing the requirement for actions to be approved by a simple majority of the members present.
- Revising Section 4.10 (i) to remove the requirement for a quorum to be physically present at a Board meeting and at the time of a vote (ii) removing the restrictions on Board members' remote participation, and (iii) removing the reference to remote participation during public emergencies.
- Revising Section 7.5 to add that Committee members may attend Standing Committee meetings by teleconferencing or other technological means, which shall constitute presence at the meeting and be counted towards the quorum requirement.

Attached for your review are the updated Bylaws showing the proposed changes.

4. Fiscal Analysis & Economic Impact Statement:

	Current FY Amounts	Total Amounts (Current + Future)	Budget
Capital Requirements	N/A	N/A	Yes <input type="checkbox"/> No <input type="checkbox"/>
Net Operating Impact	N/A	N/A	Yes <input type="checkbox"/> No <input type="checkbox"/>

*Non-budgeted expenditures in excess of \$250,000 require Finance and Audit Committee review and Board approval.

Reviewed for financial accuracy and compliance with purchasing procedure:

HEALTH CARE DISTRICT BOARD

September 27, 2023

DocuSigned by:


 Jessica Cafarelli
 Interim VP & Chief Financial Officer

5. Reviewed/Approved by Committee:

N/A

 Committee Name

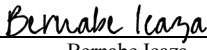
N/A

 Date

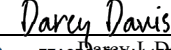
6. Recommendation:

Staff recommends the Board approve the proposed amendments to the Health Care District Bylaws.

Approved for Legal sufficiency:

DocuSigned by:


 Bernabe Icaza
 SVP & General Counsel

DocuSigned by:


 Darcy J. Davis
 Chief Executive Officer



Bylaws of The Health Care District of Palm Beach County

| Version Dated: ~~September 27, 2023~~ ~~March 11, 2023~~

**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 ~~m~~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. Board members should make every reasonable effort to attend Board meetings in person and the needs of the District are best served when all Board members are physically present at Board meetings. However, if a Board member is unable to be physically present at a Board meeting, a Board member may attend a meeting of the Board by teleconferencing or other technological means. Attendance by Board members pursuant to the foregoing shall constitute in person presence at the meetings and shall be counted towards the quorum.

4.6 **Quorum and Procedure.** ~~The presence of a majority of the appointed members of the Board shall be necessary at any meeting to~~ Four (4) Board members shall 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.** ~~A vote of at least three Board members shall be necessary to complete the transaction of any business of the District. etions 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,~~ Mmembers 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:~~

~~Physically outside the borders of Palm Beach County; or~~

~~Unable to attend the meeting due to illness of the Board member; or~~

~~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 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. Committee members may attend meetings of the committee by teleconferencing or other technological means. Attendance by committee members pursuant to the foregoing shall constitute presence in person at the meetings and shall be counted towards the committee's quorum requirement.
- 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 27⁹th day of September~~June~~, 20230.

By: _____
Tammy Jackson-Moore~~Sean O'Bannon~~
Secretary