



MEMORANDUM

To: Board of Directors

Cc: Bill Boyles, Esquire
Mark Storey, M.D.

From: George Mikitarian
President/CEO

Subject: Board/Committee Meetings – December 7, 2020

Date: December 1, 2020

The Ad Hoc Credentials Review Committee will meet at 11:30 p.m. where the Committee will review credentialing and privileging files as they relate to medical staff appointment/reappointment.

The Quality Committee will convene at 12:00 p.m., which will be followed by the Budget and Finance Committee, and then Executive Committee meetings.

The Board of Directors will meet in executive session no earlier than 1:30 p.m. Following the Board of Directors Executive Session, the Education Committee and Board of Directors regularly scheduled meeting will be held immediately following, however no earlier than 3:00 p.m.

The Planning Committee meeting has been canceled.

QUALITY COMMITTEE

Elizabeth Galfó, M.D.
Herman A. Cole, Jr. (ex-officio)
Peggy Crooks
Billie Fitzgerald
Robert L. Jordan, Jr., C.M.
Jerry Noffel
Stan Retz, CPA
Maureen Rupe
Ashok Shah, M.D.
Mark Storey, M.D., President/Medical Staff
Jeram Chapla, M.D., Designee
Greg Cuculino, M.D.
Christopher Manion, M.D., Designee
Kiran Modi, M.D., Designee
George Mikitarian (non-voting)

**NORTH BREVARD COUNTY HOSPITAL DISTRICT
OPERATING
PARRISH MEDICAL CENTER
QUALITY COMMITTEE
MONDAY, DECEMBER 7, 2020
12:00 P.M.
FIRST FLOOR, CONFERENCE ROOM 2/3/4/5**

CALL TO ORDER

I. Approval of Minutes

Motion to approve the minutes of the October 5, 2020 meeting.

II. Vision Statement

III. Public Comment

IV. “My Story”

V. Dashboard Review

a. MRSA Focus

VI. Flu Vaccines – Discussion

VII. Other

VIII. Executive Session (if necessary)

ADJOURNMENT

NOTE: IF A PERSON DECIDES TO APPEAL ANY DECISION MADE BY THE QUALITY COMMITTEE WITH RESPECT TO ANY MATTER CONSIDERED AT THIS MEETING, HE/SHE WILL NEED A RECORD OF PROCEEDINGS AND, FOR SUCH PURPOSES, MAY NEED TO ENSURE A VERBATIM RECORD OF THE PROCEEDINGS IS MADE AND THAT THE RECORD INCLUDES TESTIMONY AND EVIDENCE UPON WHICH THE APPEAL IS TO BE BASED.

PERSONS WITH A DISABILITY WHO NEED A SPECIAL ACCOMMODATION TO PARTICIPATE IN THIS PROCEEDING SHOULD CONTACT THE ADMINISTRATIVE OFFICES AT 951 NORTH WASHINGTON AVENUE, TITUSVILLE, FLORIDA 32796, AT LEAST FORTY EIGHT (48) HOURS PRIOR TO THE MEETING. FOR INFORMATION CALL (321) 268-6110. THIS NOTICE WILL FURTHER SERVE TO INFORM THE PUBLIC THAT MEMBERS OF THE BOARD OF DIRECTORS OF NORTH BREVARD MEDICAL SUPPORT, INC. MAY BE IN ATTENDANCE AND MAY PARTICIPATE IN DISCUSSIONS OF MATTERS BEFORE THE NORTH BREVARD COUNTY HOSPITAL DISTRICT BOARD OF DIRECTORS EDUCATIONAL, GOVERNMENTAL AND COMMUNITY RELATIONS COMMITTEE. TO THE EXTENT OF SUCH DISCUSSION, A JOINT PUBLIC MEETING OF THE NORTH BREVARD COUNTY HOSPITAL DISTRICT, BOARD OF DIRECTORS EDUCATIONAL, GOVERNMENTAL AND COMMUNITY RELATIONS COMMITTEE AND NORTH BREVARD MEDICAL SUUPPORT, INC. SHALL BE CONDUCTED.

**NORTH BREVARD COUNTY HOSPITAL DISTRICT
OPERATING
PARRISH MEDICAL CENTER
QUALITY COMMITTEE**

A regular meeting of the Quality Committee of the North Brevard County Hospital District operating Parrish Medical Center was held on October 5, 2020 in Conference Room 2/3/4/5, First Floor. The following members were present.

Peggy Crooks
Billie Fitzgerald
Jerry Noffel
Robert L. Jordan, Jr., C.M.
Stan Retz, CPA
Maureen Rupe
Ashok Shah, M.D.
Mark Storey, M.D., President/Medical Staff (12:11 p.m.)
Gregory Cuculino M.D.
Christopher Manion, M.D.
George Mikitarian (non-voting)

Members absent:

Elizabeth Galfo, M.D., Chairperson (excused)
Herman A. Cole, Jr., Vice Chairperson (excused)
Jeram Chapla, M.D. (excused)
Kiran Modi, M.D. (excused)

CALL TO ORDER

Mr. Jordan called the meeting to order at 12:04 p.m.

VISION STATEMENT

Mr. Loftin summarized the committee's vision statement.

PUBLIC COMMENTS

There were no public comments.

MY STORY

Mr. Loftin shared the story of patient "S.F." and the impact of early conversations surrounding palliative care.

QUALITY DASHBOARD REVIEW

Mr. Loftin reviewed the August Value Dashboard included in the agenda packet and discussed each indicator score as it relates to clinical quality and cost. Copies of the Power Point slides presented are appended to the file copy of these minutes.

JOINT COMMISSION

Mr. Loftin shared the results of the 2018 Joint Commission survey compared to today, noting improvement across all areas. Copies of the Power Point slides presented are appended to the file copy of these minutes.

SAFE ENVIRONMENT – REVIEW OF PLANS AND SYSTEMS

Mr. Loftin shared the updates and renovations in the Emergency Department, noting a second waiting area to separate those with suspected respiratory illness from those without. He added this will decrease cross contamination, and plans to complete by the first of the year.

Mr. Loftin noted the second area receiving the update is the third floor east wing, previously the Admissions Unit. The renovation in this area will create an 11 bed respiratory isolation unit, which will be universal and can treat large scale patient needs.

Mr. Loftin added that several other areas are also being considered as opportunities for improvement.

APPOINTMENT OF SAFETY OFFICERS

Discussion ensued and the following motion was made by Mr. Retz, seconded by Ms. Crooks and approved (10 ayes, 0 nays, 0 abstentions).

ACTION TAKEN: MOTION TO APPROVE THE APPOINTMENT OF MR. DAVID MARQUEZ, SECURITY OFFICER, AS PARRISH MEDICAL CENTER'S SAFETY OFFICER.

Discussion ensued and the following motion was made by Mr. Retz, seconded by Ms. Crooks and approved (10 ayes, 0 nays, 0 abstentions).

ACTION TAKEN: MOTION TO APPROVE THE APPOINTMENT OF MR. EDWIN LOFTIN, SR. VICE PRESIDENT ACUTE CARE SERVICES / CHIEF NURSING OFFICER, AS PARRISH MEDICAL CENTER'S PATIENT SAFETY OFFICER, AS REQUIRED BY THE AGENCY FOR HEALTHCARE ADMINISTRATION.

OTHER

There was no other business brought before the committee.

ADJOURNMENT

There being no further business to discuss, the meeting adjourned at 12:30 p.m.

Elizabeth Galfo, M.D.
Chairperson

FINANCE COMMITTEE

Stan Retz, Chairperson

Peggy Crooks, Vice Chairperson

Jerry Noffel

Elizabeth Galfo, M.D.

Robert Jordan

Billie Fitzgerald

Herman Cole (ex-officio)

Christopher Manion, MD.

George Mikitarian, President/CEO (non-voting)

Mark Storey, M.D., President/Medical Staff

**TENTATIVE AGENDA
FINANCE COMMITTEE MEETING - REGULAR
NORTH BREVARD COUNTY HOSPITAL DISTRICT
OPERATING
PARRISH MEDICAL CENTER
MONDAY, DECEMBER 07, 2020
FIRST FLOOR CONFERENCE ROOMS 2/3/4/5
(IMMEDIATELY FOLLOWING QUALITY COMMITTEE)**

CALL TO ORDER

- I. Public Comments
- II. Review and approve of minutes (October 05, 2020)

Motion: To recommend approval of the October 05, 2020 minutes as presented.

- III. COVID-19 Capital Projects Review – Mr. Loftin
- IV. Financial Review – Mr. Bailey
- V. Executive Session (if necessary)

ADJOURNMENT

NOTE: IF A PERSON DECIDES TO APPEAL ANY DECISION MADE BY THE FINANCE COMMITTEE WITH RESPECT TO ANY MATTER CONSIDERED AT THIS MEETING, HE/SHE WILL NEED A RECORD OF PROCEEDINGS AND, FOR SUCH PURPOSES, MAY NEED TO ENSURE A VERBATIM RECORD OF THE PROCEEDINGS IS MADE AND THAT THE RECORD INCLUDES TESTIMONY AND EVIDENCE UPON WHICH THE APPEAL IS TO BE BASED.

PERSONS WITH A DISABILITY WHO NEED A SPECIAL ACCOMMODATION TO PARTICIPATE IN THIS PROCEEDING SHOULD CONTACT THE ADMINISTRATIVE OFFICES, AT 951 NORTH WASHINGTON AVENUE, TITUSVILLE, FLORIDA 32796, AT LEAST FORTY-EIGHT (48) HOURS PRIOR TO THE MEETING. FOR INFORMATION CALL (321) 268-6110.

THIS NOTICE WILL FURTHER SERVE TO INFORM THE PUBLIC THAT MEMBERS OF THE BOARD OF DIRECTORS OF NORTH BREVARD MEDICAL SUPPORT, INC. MAY BE IN ATTENDANCE AND MAY PARTICIPATE IN DISCUSSIONS OF MATTERS BEFORE THE NORTH BREVARD COUNTY HOSPITAL DISTRICT BOARD OF DIRECTORS FINANCE COMMITTEE. TO THAT EXTENT OF SUCH DISCUSSIONS, A JOINT PUBLIC MEETING OF THE NORTH BREVARD COUNTY HOSPITAL DISTRICT BOARD OF DIRECTORS FINANCE COMMITTEE AND THE NORTH BREVARD MEDICAL SUPPORT, INC. SHALL BE CONDUCTED.

**NORTH BREVARD COUNTY HOSPITAL DISTRICT
OPERATING
PARRISH MEDICAL CENTER
FINANCE COMMITTEE**

A regular meeting of the Budget and Finance Committee of the North Brevard County Hospital District operating Parrish Medical Center was held on October 5, 2020 in Conference Room 2/3/4/5, First Floor. The following members, representing a quorum, were present:

Stan Retz, Chairperson
Peggy Crooks, Vice Chairperson
Robert Jordan, Jr., C.M.
Billie Fitzgerald
Jerry Noffel
Mark Storey, M.D.
Christopher Manion, M.D.
George Mikitarian (non-voting)

Member(s) Absent:

Elizabeth Galfo, M.D. (excused)
Herman A. Cole, Jr. (excused)

A copy of the attendance roster of others present during the meeting is appended to the file copy of these minutes.

CALL TO ORDER

Mr. Retz called the meeting to order at 12:30 p.m.

PUBLIC COMMENTS

There were no public comments.

FINANCIAL REVIEW

Mr. Bailey summarized the August 2020 financial statements.

DISPOSAL OF SURPLUS PROPERTY

Discussion ensued and the following motion was made by Ms. Crooks and seconded by Mr. Jordan and approved (7 ayes, 0 nays, 0 abstentions).

ACTION TAKEN: MOTION TO RECOMMEND THE BOARD OF DIRECTORS TO DECLARE THE EQUIPMENT LISTED IN THE REQUESTS FOR DISPOSAL OF OBSOLETE OR SURPLUS PROPERTY FORMS AS SURPLUS AND OBSOLETE AND DISPOSE OF SAME IN ACCORDANCE WITH FS274.04 AND FS274.96.

ADJOURNMENT

There being no further business to discuss, the meeting adjourned at 12:55 p.m.

Stan Retz
Chairperson

EXECUTIVE COMMITTEE

Robert L. Jordan, Jr., C.M., Chairman
Herman A. Cole, Jr.
Peggy Crooks
Stan Retz, CPA
Elizabeth Galfo, M.D.
George Mikitarian, President/CEO (non-voting)

**DRAFT AGENDA
EXECUTIVE COMMITTEE
NORTH BREVARD COUNTY HOSPITAL DISTRICT
OPERATING
PARRISH MEDICAL CENTER
MONDAY, DECEMBER 7, 2020
FIRST FLOOR, CONFERENCE ROOM 2/3/4/5
IMMEDIATELY FOLLOWING FINANCE COMMITTEE**

CALL TO ORDER

- I. Approval of Minutes

Motion to approve the minutes of the October 5, 2020 meeting, as presented.

- II. Reading of the Huddle

- III. Public Comment

- IV. Report from Titusville City Council Liaison – Scott Larese

- V. District Bylaws Approval – Mr. Boyles

Motion to approve the Resolution of the Board of Directors of the North Brevard County Hospital District Regarding the Amended and Restated Bylaws of the North Brevard County Hospital District.

- VI. Attorney Report – Mr. Boyles

- VII. Other

- VIII. Executive Session (if necessary)

ADJOURNMENT

NOTE: IF A PERSON DECIDES TO APPEAL ANY DECISION MADE BY THE BOARD WITH RESPECT TO ANY MATTER CONSIDERED AT THIS MEETING, HE/SHE WILL NEED A RECORD OF PROCEEDINGS AND, FOR SUCH PURPOSES, MAY NEED TO ENSURE A VERBATIM RECORD OF THE PROCEEDINGS IS MADE AND THAT THE RECORD INCLUDES TESTIMONY AND EVIDENCE UPON WHICH THE APPEAL IS TO BE BASED.

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**NORTH BREVARD COUNTY HOSPITAL DISTRICT
OPERATING
PARRISH MEDICAL CENTER
EXECUTIVE COMMITTEE**

A regular meeting of the Executive Committee of the North Brevard County Hospital District operating Parrish Medical Center was held on October 5, 2020 in Conference Room 2/3/4/5, First Floor. The following members were present:

Robert L. Jordan, Jr., C.M., Chairman
Peggy Crooks
Stan Retz
Elizabeth Galfo, M.D. (2:15 p.m.)
George Mikitarian (non-voting)

Members Absent:

Herman A. Cole, Jr. (excused)

A copy of the attendance roster of others present during the meeting is appended to the file copy of these minutes.

CALL TO ORDER

Mr. Jordan called the meeting to order at 1:22 p.m.

READING OF THE HUDDLE

Ms. Crooks read the Weekly Huddle

PUBLIC COMMENT

There were no public comments.

ATTORNEY REPORT

Mr. Boyles referenced the discussion last month regarding the North Brevard County Hospital District levying a property tax. First steps to proceed would include determining the amount of tax the Board would like to levy, adopting a formal resolution levying the property tax and sending a certified copy of the adopted resolution to the County Commission. This decision will take a $\frac{3}{4}$ vote (7 of 9) of the Board of North Brevard County Hospital District since it has not levied a property tax in 26 years.

Mr. Jordan shared his concerns regarding imposing a property tax and requests that Mr. Bailey look further into this by calculating the amounts available at various millage amounts.

Mr. Mikitarian noted that Mr. Bailey will pursue the financial aspects and Ms. Sellers will investigate from the community perspective. He asked that Mr. Boyles continue looking at the legal ramifications. All were in agreement with this suggestion.

PENDING LEGAL ACTION

Mr. Mikitarian briefed the committee on the opportunity for participation in a class action lawsuit, adding that he along with the attorney's will look further into this and return for the committee's final decision next month.

HOSPITAL DISTRICT BYLAWS

Mr. Boyles reminded the committee that every even year the Board is charged with reviewing, revising and updating the Hospital District Bylaws and making changes as necessary. Mr. Boyles referenced the communication previously sent to the Board which included a redline draft with revisions for each member's review. He added that the Board will review the Bylaws again in November and plan to approve the Bylaws in December with the new Bylaws to take effect January 1, 2021.

OTHER

There was no other business to discuss.

ADJOURNMENT

There being no further business to discuss, the committee adjourned at 2:18 p.m.

Robert L. Jordan, Jr., C.M.
Chairperson

RESOLUTION
of the
BOARD OF DIRECTORS
of the
NORTH BREVARD COUNTY HOSPITAL DISTRICT

**REGARDING AMENDMENT AND RESTATEMENT OF
THE AMENDED AND RESTATED BYLAWS OF THE
NORTH BREVARD COUNTY HOSPITAL DISTRICT (“RESOLUTION”)**

RECITALS

Whereas, the members of the Board of Directors (the “Board”) of the North Brevard County Hospital District (the “District), d/b/a/ Parrish Medical Center (the “Hospital”), a special hospital district in Brevard County, Florida, tentatively adopted the amendment to the Amended and Restated Bylaws of the North Brevard County Hospital District including certain editorial revisions; and

Whereas, such tentative approval was given at the Board’s October 5, 2020 Board Meeting at which time certain editorial revisions concerning the Amended and Restated Bylaws of the North Brevard County Hospital District were approved; and

Whereas, these editorial revisions were made and included in the latest version of such Amended & Restated Bylaws of the North Brevard County Hospital District; and

Whereas, pursuant to policy #9900-30, the Board found that the amendments should be submitted to the Medical Executive Committee (MEC) of the Parrish Medical Center Medical Staff for review; and

Whereas, the MEC has approved the amendment and restatement of the Amended and Restated Bylaws of the North Brevard County Hospital District attached hereto as Exhibit “A.”

RESOLVED

Resolved that the Board, pursuant to the terms of the District’s enabling legislation in Chapter 2003-362, *Laws of Florida*:

1. determines that the District would be best served by amending and restating the Amended and Restated Bylaws of the North Brevard County Hospital District to make certain editorial changes set forth therein.
2. hereby adopts the amendment and restatement of the Amended and Restated Bylaws attached hereto as Exhibit “A” and incorporated into this Resolution for the purpose of making certain editorial changes as set forth therein and as the Amended and Restated Bylaws of the North Brevard County Hospital District.

This Resolution shall take effect immediately upon its adoption.

PASSED, APPROVED AND ADOPTED this _____ day of December, 2020.

BOARD OF NORTH BREVARD COUNTY
HOSPITAL DISTRICT

By: _____
Herman A. Cole, Jr., Chairman

ATTEST:

By: _____
Peggy Crooks, Secretary

Redline

Amended and Restated Bylaws

PARRISH
MEDICAL CENTER

TITUSVILLE, FLORIDA
NORTH BREVARD COUNTY HOSPITAL
DISTRICT

AMENDED AND RESTATED
BYLAWS

Adopted by the Board of Directors
_____, 2020

BYLAWS
 OF
 NORTH BREVARD COUNTY HOSPITAL DISTRICT
 OPERATING
 PARRISH MEDICAL CENTER

TABLE OF CONTENTS

OBJECTIVES.....	1
DEFINITIONS	2
ARTICLE I. BOARD OF DIRECTORS.....	3
1.1 LOCATION OF PRINCIPAL OFFICE	3
1.2 LOCATION OF MEETINGS.....	3
1.3 ORDER OF BUSINESS AT REGULAR AND SPECIAL MEETINGS	4
1.4 QUORUM.....	4
1.5 PARTICIPATING MANNER OF VOTING	4
1.6 MEETING DATE.....	5
1.7 MINUTES.....	5
1.8 ATTENDANCE AND REMOVAL	6
1.9 CODE OF ETHICS	6
ARTICLE II. OFFICERS	7
2.1 OFFICERS.....	7
2.2 ELECTION AND TENURE	8
2.3 VACANCIES	8
2.4 DUTIES OF OFFICERS	9
2.4-1 CHAIRPERSON.....	9
2.4-2 VICE CHAIRPERSON	9
2.4-3 TREASURER.....	9
2.4-4 SECRETARY	10
2.5 LEGAL COUNSEL.....	10

TABLE OF CONTENTS
(continued)

	Page
ARTICLE III. BOARD COMMITTEES	10
3.1 GENERAL.....	10
3.1-1 APPOINTMENT AND TERM	10
3.1-2 REPORTS AND AUTHORITY OF BOARD COMMITTEES	11
3.1-3 MEETINGS	11
3.1-4 QUORUM.....	11
3.1-5 OTHER COMMITTEE MEMBERS.....	12
3.2 EXECUTIVE COMMITTEE	13
3.2-1 COMPOSITION	13
3.2-2 FUNCTIONS.....	13
3.3 FINANCE COMMITTEE	15
3.3-1 COMPOSITION	15
3.3-2 FUNCTIONS.....	15
3.4 PLANNING, PHYSICAL FACILITIES, AND PROPERTIES COMMITTEE.....	16
3.4-1 COMPOSITION	16
3.4-2 FUNCTIONS.....	16
3.5 EDUCATIONAL, GOVERNMENTAL, AND COMMUNITY RELATIONS COMMITTEE	17
3.5-1 COMPOSITION	17
3.5-2 FUNCTIONS.....	17
3.6 JOINT CONFERENCE COMMITTEE	19
3.6-1 COMPOSITION	19
3.6-2 FUNCTIONS.....	19
3.6-3 AGENDA	19
3.6-4 REPORTS.....	20
3.7 AUDIT COMMITTEE	20
3.7-1 COMPOSITION	20
3.7-2 FUNCTIONS.....	20

TABLE OF CONTENTS

(continued)

	Page
3.8 COMPENSATION COMMITTEES FOR THE PRESIDENT/CHIEF EXECUTIVE OFFICER AND FOR OTHER HOSPITAL SENIOR MANAGEMENT	23
3.8-1 (a) COMPOSITION OF THE COMPENSATION COMMITTEE FOR THE PRESIDENT/CHIEF EXECUTIVE OFFICER	23
3.8-1 (b) COMPOSITION OF THE COMPENSATION COMMITTEE FOR OTHER HOSPITAL SENIOR MANAGEMENT	23
3.8-2 FUNCTIONS	23
3.9 QUALITY COMMITTEE	25
3.9-1 COMPOSITION	25
3.9-2 FUNCTIONS	25
3.10 INVESTMENT COMMITTEE	27
3.10-1 COMPOSITION	27
3.10-2 FUNCTIONS	27
ARTICLE IV. CHIEF EXECUTIVE OFFICER	28
4.1 APPOINTMENT	28
4.2 AUTHORITY AND DUTIES	28
ARTICLE V. MEDICAL STAFF	30
5.1 ORGANIZATION	30
5.2 MEDICAL STAFF BYLAWS	30
5.3 MEMBERSHIP	31
5.4 INSTITUTIONAL NEED	31
5.5 CONTRACT PHYSICIANS	32
ARTICLE VI. QUALITY ASSESSMENT AND IMPROVEMENT	32
6.1 BOARD RESPONSIBILITY	32
6.2 DELEGATION TO ADMINISTRATION AND TO THE MEDICAL STAFF	32
6.2-1 TO ADMINISTRATION	32
6.2-2 TO THE MEDICAL STAFF	33
6.3 INDEMNIFICATION	34

TABLE OF CONTENTS
(continued)

	Page
ARTICLE VII. HOSPITAL AUXILIARY	35
7.1 NAME AND PURPOSE	35
7.2 ORGANIZATION AND GOVERNMENT	35
7.3 OTHER VOLUNTEER SERVICES	35
ARTICLE VIII. THE ACT.....	35
ARTICLE IX. AMENDMENTS	36
ARTICLE X. PROCEDURES.....	36
APPENDIX 1.9-1(I)	38
POLICY	39
ACTIVE MEMBER ATTESTATION STATEMENT	I
APPENDIX 3.7.....	II

BYLAWS
OF
NORTH BREVARD COUNTY HOSPITAL DISTRICT
OPERATING
PARRISH MEDICAL CENTER

PREAMBLE

In accordance with Chapter 2003-362, Laws of Florida, as amended by the Florida Legislature from time to time, the Board of Directors of the North Brevard County Hospital District do hereby make and adopt the following Bylaws for the District and for the governing of the Medical Staff of such Hospital within the District.

OBJECTIVES

The objectives of the North Brevard County Hospital District shall be:

- To establish, construct, own, operate, equip, repair, lease and maintain a Hospital or Hospitals, and other health care facilities within the North Brevard County Hospital District service area, with permanent facilities that include inpatient beds, emergency services and outpatient medical services to provide diagnosis and treatment for the sick and injured and associated services such as may be developed.
- To carry on any educational activities and scientific research related to rendering care to the sick and injured, or to the promotion of health, that in the opinion of the Board of the North Brevard County Hospital District may be justified by the facilities, personnel, funds, and other requirements that are, or can be, made available.
- To do or perform any other act consistent with the Enabling Act, the purposes enumerated in these Bylaws and any other activity not otherwise prohibited by law.

- To participate, so far as circumstance may warrant, in any activity designed and, carried on to promote the general health of the community.

DEFINITIONS

1. **AUXILIARY** means the Parrish Medical Center Auxiliary which is an organization of volunteers that serves under the authority of the Board to render service to the Hospital, its patients, and visitors.
2. **BOARD COMMITTEE** means standing and special committees established by the Board of Directors.
3. **BOARD OF DIRECTORS** or **BOARD** means the governing body of the Hospital.
4. **CHAIR** means an individual serving as a presiding member of a Board Committee as set forth in the Bylaws.
5. **CHAIRPERSON** means the individual elected by the Board to serve as its Chairperson and presiding officer of the Board.
6. **CHIEF EXECUTIVE OFFICER/PRESIDENT** means the individual appointed by the Board to act on its behalf in the overall administrative management of the Hospital.
7. **CLINICAL PRIVILEGES** mean the rights granted to a practitioner to render those diagnostic, therapeutic, medical, dental, podiatric, or surgical services, specifically delineated to him or her.
8. **EX-OFFICIO** means service as a member of a body by virtue of an office or position held and, unless expressly prohibited, means with voting rights.
9. **HOSPITAL** means the North Brevard County Hospital District as created under The Act, and doing business as Parrish Medical Center.

10. MEDICAL STAFF means all practitioners who are granted privileges by the Board to attend patients or to provide other diagnostic, therapeutic, teaching, or research services in the Hospital.
11. MEDICAL STAFF MEMBERSHIP STATUS means all matters relating to medical staff appointment and reappointment to clinical services and other clinical unit affiliations, and to staff category assignments.
12. MEDICO-ADMINISTRATIVE OFFICER means a practitioner, engaged by the Hospital either full or part-time in an administratively responsible capacity, whose activities also include clinical responsibilities such as direct patient care or supervision of these patient care activities of other practitioners under his direction.
13. PHYSICIAN means an individual with an M.D. or D.O. degree who is fully licensed by the State of Florida to practice medicine in all its phases.
14. PRACTITIONER means, unless otherwise expressly limited, any fully licensed physician, dentist, or podiatrist, applying for or exercising clinical privileges in this Hospital.
15. THE ACT means the law designated as Chapter 2003-362, Laws of Florida, as amended by the Florida Legislature from time to time.

ARTICLE I. BOARD OF DIRECTORS

1.1 LOCATION OF PRINCIPAL OFFICE

The principal office and regular meeting place of the Board of the North Brevard County Hospital District shall be in the Parrish Medical Center, 951 North Washington Avenue, Titusville, Florida.

1.2 LOCATION OF MEETINGS

Regular and special meetings of the Board of the North Brevard County Hospital District shall be held in the Parrish Medical Center, 951 North Washington Avenue, Titusville, Florida. Any

regular or special meetings may also be held in another facility within the North Brevard County Hospital District as determined by the Board and/or if necessary to accommodate public attendance in excess of the meeting facilities available at the Hospital.

1.3 ORDER OF BUSINESS AT REGULAR AND SPECIAL MEETINGS

At regular and special meetings of the Board, business shall be transacted in such order as the Board may from time to time determine. At any meeting called in conformity to the foregoing provisions, there shall be no required limitations upon the nature or number of matters which may be heard and acted upon unless otherwise prohibited by Florida Statutes.

1.4 QUORUM

A quorum at a regular or special meeting of the Board means a majority of members of the Board then holding office, but not less than five (5).

1.5 PARTICIPATING MANNER OF VOTING

Voting upon all matters coming before the Board shall be by voice vote, unless a vote by roll call shall be demanded by a member of the Board in which case the Secretary shall call the roll and the manner of voting of each member shall be noted in the minutes. The Chairperson and all members present shall vote on all matters coming before the Board. No member shall participate in any matter which inures to his or her special private gain or loss or the special private gain or loss of any principal by whom he or she is retained or to the parent organization or subsidiary of a corporate principal by which he or she is retained or which he or she knows would inure to the special private gain or loss of a relative or business associate of the member, without first disclosing the nature of the interest in the matter. Such disclosure, indicating the nature of the conflict, shall be made in a written memorandum filed with the Secretary and shall be incorporated in the minutes; if the disclosure is initially made orally at a meeting attended by the member, the written memorandum disclosing the nature of the conflict shall be filed within

fifteen (15) days with the Secretary and shall be incorporated in the minutes. Voting shall be in conformance with Section 112.3143, Florida Statutes. No member shall vote in an official capacity upon any measure which would inure to his or her special private gain or loss; which he or she knows would inure to the special private gain or loss of any principal by whom he or she is retained or to the parent organization or subsidiary of a corporate principal by which he or she is retained, other than an agency as defined in s. 112.312(2); or which he or she knows would inure to the special private gain or loss of a relative or business associate of the member . Such member shall, prior to the vote being taken, publicly state to the Board the nature of the member's interest in the matter from which he or she is abstaining from voting and, within 15 days after the vote occurs, disclose the nature of his or her interest as a public record in a memorandum filed with the Secretary, who shall incorporate the memorandum in the minutes.

1.6 MEETING DATE

The Board shall annually at its regular January meeting prepare a schedule of the dates and time of its regular meetings and file the same with the Board of County Commissioners of Brevard County and the City of Titusville. Special meetings of the Board may be called at any time by the Chairperson, or in the Chairperson's absence by the Vice Chairperson, or any three members of the Board.

1.7 MINUTES

Board and Board Committee minutes shall be in writing and shall reflect the action taken. In addition, the minutes shall reflect the motion, the names of the members who made motions, and those who made seconds thereto, the fact that discussion was had by the Board (or Board Committee), and the recording of the vote taken, nay votes recorded by name. In addition to the foregoing, the minutes should include the following information:

- (a) The date of the meeting;

- (b) The members in attendance;
- (c) The members who were absent (with or without excuse);
- (d) Others present;
- (e) When the meeting was called to order and by whom;
- (f) Whether the meeting was a regular or special meeting;
- (g) That a quorum was present;
- (h) The approval of any previous minutes; and
- (i) The time of adjournment.

1.8 ATTENDANCE AND REMOVAL

Members are expected to attend all special and regular meetings. Members must have seventy-five percent (75%) attendance unless excused by the Chairperson. Any Board member may be removed from office in the event a request for removal for proven violation of policies and procedures established by the Board is approved by two-thirds (2/3) of the membership of the Board and in the event the majority of the Governing Board responsible for appointing such member approves of such removal without the necessity of any requirement of advice and consent as provided herein for appointment.

1.9 CODE OF ETHICS

In carrying out their responsibilities, the members of the Board, ex-officio and other committee members are obligated:

- (a) To acquaint themselves with laws, regulations, and policies relating to public hospitals and specifically to the Hospital, and to observe and enforce them.
- (b) To support the principle that the basic function of the members of the Board is policy making, not administrative.
- (c) To represent at all times the entire Hospital community.

- (d) To transact Hospital business only in Board meetings, realizing that individual members have no legal status to bind the Board outside of such meetings.
- (e) To give the Chief Executive Officer full administrative authority for properly discharging his or her professional duties, and to hold him or her responsible for acceptable results.
- (f) To recognize that the Chief Executive Officer has full responsibility to represent the full Board for the day to day operation of the Hospital.
- (g) To treat all information relating to Hospital employees, patients, and personnel as confidential, except for information deemed public under Florida law.
- (h) To accept and support Board decisions once they are made and to make a good faith effort to assist in carrying them out effectively.
- (i) To bring to the attention of the other members of the Board and to the Chief Executive Officer any possible conflict of interest, and to support and comply with the Policy regarding Restrictions on Anti-Competitive Activity and Competing Financial Interests of Board members attached to and incorporated herein by reference as Appendix 1.9-1(i).

ARTICLE II. OFFICERS

2.1 OFFICERS

The officers of the Hospital shall be a Chairperson, a Vice-Chairperson, a Secretary, and a Treasurer and such other officers as the Board may elect or appoint, including without limitation additional Vice-Chairpersons, Assistant Secretaries, and Assistant Treasurers. The Board shall appoint a Chief Executive Officer to carry out the duties and responsibilities as outlined in Article IV. The Chief Executive Officer shall have such title as designated by the Board.

2.2 ELECTION AND TENURE

The Board shall, as their first order of business, on the first regular meeting in January every odd year, elect the officers described in Section 2.1 with the exception of the Chief Executive Officer. Officers elected shall serve a term of two (2) years. Members of the Board seeking appointment to an office shall submit their name and proposed office to the Secretary of the Board on or before December 30 preceding the January Board meeting. The Secretary of the Board shall prepare and present a ballot to the Board that contains the names and offices to which members of the Board seek election. Additional nominations for any office may be made from the floor at such meeting.

2.3 VACANCIES

Should a vacancy in Board membership occur, the vacancy on the Board shall be appointed in accordance with the Act and applicable Florida Statutes, as amended. Should any officer of the Board resign his or her office while at the same time retaining membership on the Board or should a vacancy in any office occur due to the discontinuance of Board membership on the part of the officer, the office shall be filled by election of the Board to be held at the next succeeding Board meeting after such vacancy or resignation occurs. As provided in Section 2.2, the Secretary or Chief Executive Officer shall submit any prospective officer's names to the Board. The Secretary shall prepare and present a ballot to the Board that contains the names of any prospective officer. Additional nominations for the office may be made from the floor at such meeting. The Board shall vote upon the names submitted along with any other floor nominations from the Board for the vacant office. The newly elected officer shall serve for the remainder of the term of the resigning officer.

2.4 DUTIES OF OFFICERS

2.4-1 CHAIRPERSON

The Chairperson is the presiding officer of the Board and presides at all meetings of the Board. Except as otherwise specified, the Chairperson shall also serve as an ex-officio member of all Board Committees. The Chairperson may sign on behalf of the Hospital any documents or instruments which the Board has authorized to be executed, except where the signing and execution thereof is expressly delegated by the Board or by these bylaws to some other officer or agent, or required by law to be otherwise signed or executed. The Chairperson shall also perform all duties incident to the office of Chairperson and such other duties as may be prescribed by the Board from time to time. The Chairperson shall be responsible for establishing the agenda and order of business for each Board meeting and shall have full discretion regarding scheduling of pending business.

2.4-2 VICE CHAIRPERSON

The Vice-Chairperson shall perform such duties as may be assigned by the Board or the Chairperson. In the absence of the Chairperson or when, for any reason, the Chairperson is unable or refuses to perform his or her duties, the Vice-Chairperson shall perform those duties with full powers of, and subject to the restrictions on, the Chairperson. When there is more than one Vice-Chairperson, the Vice-Chairperson will assume the Chairperson's responsibilities and authority in the order of their designation or, if no designation, in the order of their election.

2.4-3 TREASURER

The Treasurer shall keep or cause to be kept correct and accurate accounts of the properties and financial transactions of the Hospital and in general perform all duties incident to the office and such other duties as may be assigned from time to time by the Chairperson or the Board. The Treasurer may delegate any of his or her duties to any duly elected or appointed Assistant Treasurers or to the Hospital's Vice President - Finance or Controller, if no Vice President -

Finance is then serving. The Treasurer shall serve at all times as Chairperson of the Finance Committee.

2.4-4 SECRETARY

The Secretary shall provide for the keeping of minutes of all meetings of the Board and Board Committees, and shall assure that such minutes are filed with the records of the Hospital. The Secretary shall give or cause to be given appropriate notices in accordance with these bylaws, or as required by law, and shall act as custodian of all Board records and reports and of the Board seal, assuring that it is affixed, when required by law, to documents executed on behalf of the Board. The Secretary shall also keep or cause to be kept a roster showing the names of the current members of the Board and their addresses. The Secretary shall perform all duties incident to the office and such other duties as may be assigned from time to time by the Board or Chairperson of the Board. The Secretary may delegate any of his or her duties to any duly elected or appointed Assistant Secretary or a Recording Secretary.

2.5 LEGAL COUNSEL

The Board shall retain the services of a qualified licensed attorney to represent the Board, who shall serve at the pleasure of the Board.

ARTICLE III. BOARD COMMITTEES

3.1 GENERAL

3.1-1 APPOINTMENT AND TERM

Except as specified in these Bylaws, all Board Committee members shall be appointed by the Chairperson of the Board at the annual meeting of the Board, or at the next meeting. All appointments shall be subject to the approval of the Board. Each Board Committee at its organizational meeting shall select a Chair and Vice Chair unless otherwise provided herein. In the event of the absence of the Chair, the Vice- Chair shall serve as Chair. The Chair and all

other members of each standing committee shall hold office until the next annual meeting of the Board, or until their successors are appointed and approved. The Chair and all other members of any special committee shall hold office until the sooner occurrence that the assigned task of such special committee is completed or the next annual meeting of the Board. The Chairperson of the Board shall have the power to fill any vacancies that occur on Board Committees for the remaining term of any vacancy.

3.1-2 REPORTS AND AUTHORITY OF BOARD COMMITTEES

All Board Committees shall maintain written minutes of their meetings available to the Board and shall report in writing to the Board, as necessary or requested. The functions and responsibilities of each standing committee of the Board shall be as provided in these Bylaws or as otherwise assigned by the Chairperson or specified by resolution of the Board. The functions and responsibilities of any special committee shall be limited to the scope and term of such assigned task as specified by resolution of the Board.

3.1-3 MEETINGS

Each committee of the Board shall meet at such dates and times as necessary to accomplish its duties and as designated by the Board at its regular January meeting. Special meetings of any Board committee may be called at any time by its Chair or any three members of the committee.

3.1-4 QUORUM

A majority of the voting members of a Board Committee constitutes a quorum for the transaction of business at any meeting of such committee. A majority vote of the members present shall be required for committee actions. In the absence of a quorum, a committee Chair may designate any Board member present at such meeting to serve as a voting alternate. If in attendance, the President of the Medical Staff shall serve as a voting alternate for any absent physician member of a committee. Any voting alternate so appointed shall participate during the continuation of

such meeting until a quorum is later established by appearance of the regular committee member for whom such voting alternative has been appointed. Any regular committee member shall commence participation upon the conclusion of any discussion and/or vote of the matter under review by the committee at the time of such member's appearance at the meeting.

3.1-5 OTHER COMMITTEE MEMBERS

In order to assist the Board and its various committees in furtherance of the Hospital's mission and goals, the Chairperson of the Board may submit for Board approval additional voting members for each Board Committee who are not members of the Board or the Chief Executive Officer, and if two (2) are selected, consideration shall be given to having at least one (1) an active member of the Medical Staff. The Executive Committee and the Joint Conference Committee shall be exempt from this provision. The prospective members shall be subject to the following:

- (a) The qualifications of any potential committee member must be credible and documented. Particular expertise, position in the community, demonstrated abilities, and resumes should be considered.
- (b) Any potential committee member must submit his or her application and statement of qualifications in writing, acknowledging that his or her membership on the Board Committee binds them to attend the requisite committee meetings and appropriate Board meetings, he or she is able to vote on Board Committee matters without abstention because of conflict of interest and he or she is bound by all applicable provisions of each section of these Bylaws specifically including Sections 1.8 and 1.9, and the Policy regarding Restrictions on Anti-Competitive Activity and Competing Financial Interests of Board Members attached to and incorporated herein by reference as Appendix 1.9-1(i).

- (c) Any potential Board Committee member may not have or may not reasonably plan on having directly or indirectly a significant business or financial relationship with the Hospital. “Indirectly” shall mean, but not be limited to, a relationship through ownership of an artificial entity or by a closely-related family member. “Closely-Related” shall have the meaning set forth in Appendix 1.9-1(i), Section 6a.
- (d) Any additional voting member of any Board Committee who is not a member of the Board shall not serve as Chair of that Board Committee.

3.2 EXECUTIVE COMMITTEE

3.2-1 COMPOSITION

The Executive Committee shall be composed of the Chairperson of the Board, the Vice-Chairperson, who shall serve as Chair, the Secretary, the Treasurer and Board member-at-large elected by the Board. The Chief Executive Officer shall serve as a nonvoting member.

3.2-2 FUNCTIONS

The Executive Committee shall be charged with the following responsibilities:

- (a) The Executive Committee shall, during intervals between the meetings of the Board, have the authority to take such action as is necessary to meet emergencies arising between meetings of the Board, and in cases where delayed action might be harmful to the institution. The action taken by the Executive Committee shall be confirmed by the Board at its next subsequent meeting. Minutes of the Executive Committee shall be distributed to all members of the Board.
- (b) The Executive Committee shall review the Bylaws and Governing Board policies at least every two (2) years. Except as otherwise required, the Executive Committee shall meet in November of every even year and prepare a report to the

Board, recommending revisions or amendments to the same. If no revisions or amendments are recommended, the report shall so state. All proposed amendments to the Bylaws shall be presented to the Board as provided in Article IX.

- (c) Upon the request of the Chief Executive Officer, the Executive Committee shall review the action of the Medical Executive Committee with regard to initial medical staff appointments, clinical privileges, and/or reappointments and make recommendations to the full Board prior to final Governing Board action, and any other circumstance felt necessary by the Chairperson.
- (d) Assess the general results and effectiveness of the Quality Assessment and Improvement Program, evaluate changes that have been made or should be made to improve the quality and efficiency of patient care within the Hospital and make recommendations as warranted by its findings.
- (e) Annually review the peer review procedures conducted by the Hospital.
- (f) The Executive Committee shall be responsible and oversee all compliance matters for the Hospital including, but not limited, to those compliance matters relating to Federal and State regulations. As such, the Executive Committee shall work with and coordinate with the Chief Corporate Compliance Officer of the Hospital concerning such compliance matters and shall regularly (at least annually) receive reports from the Chief Corporate Compliance Officer concerning ongoing compliance matters and compliance efforts within the Hospital.
- (g) Perform such other related duties as may be assigned.

3.3 FINANCE COMMITTEE

3.3-1 COMPOSITION

The Finance Committee shall consist of the Board Treasurer as Chair and at least three (3) other members of the Board. In addition, one representative of the Medical Staff, nominated by the President of the Medical Staff and appointed by the Chairperson of the Board shall serve on the Finance Committee as a voting member. The Chief Executive Officer shall serve as a nonvoting member.

3.3-2 FUNCTIONS

The Finance Committee shall be charged with the responsibility to:

- (a) Review the financial feasibility of Hospital projects and undertakings referred to it by the Board or Chairperson of the Board, and make recommendations thereon to the Board.
- (b) Make recommendations to the Board concerning the general fiscal affairs of the Hospital.
- (c) Review and make recommendations to the Board concerning the Hospital's annual operating budget, the capital expenditure budget, and requirements for long-term financing.
- (d) Routinely review the financial statements and appraise the Hospital's operating performance.
- (e) Make recommendations to the Board concerning the financial condition and operation of the Hospital.
- (f) Review and make appropriate reports and recommendations to the Board concerning the financial implications of personnel policies of the Hospital;

including compensation, employment practices, employee benefits, employee health and welfare services, retirement programs and staffing practices.

- (g) Make recommendations to the Board regarding the Hospital insurance program which is designed to protect the fiscal and financial resources of the Hospital.
- (h) Perform such other related duties as may be assigned to it.

3.4 PLANNING, PHYSICAL FACILITIES, AND PROPERTIES COMMITTEE

3.4-1 COMPOSITION

The Planning, Physical Facilities, and Properties Committee shall consist of the Chairperson and at least three (3) other members of the Board. In addition, the President of the Medical Staff will serve as a voting member and the Chief Executive Officer will serve as a nonvoting member.

3.4-2 FUNCTIONS

The Planning, Physical Facilities, and Properties Committee shall be charged with the responsibility to:

- (a) Review and make recommendations to the Board concerning short and long-range development plans for the Hospital to assure that a comprehensive program of services is attuned to meeting the healthcare needs of the community and the purposes of the Hospital, to the extent feasible within the Hospital's resources.
- (b) Oversee the maintenance of the physical plants, including the planning and maintenance of the grounds, and submit recommendations to the Board.
- (c) Develop and review plans for the improvement or expansion of buildings and other permanent improvements including parking areas and streets, and shall generally oversee any construction work from a policy standpoint.

- (d) Provide information to the Board on changes and trends in the healthcare field and the community which may influence the modification of Hospital services and facilities.
- (e) Perform such other related duties as may be assigned to it.

3.5 EDUCATIONAL, GOVERNMENTAL, AND COMMUNITY RELATIONS COMMITTEE

3.5-1 COMPOSITION

The Educational, Governmental, and Community Relations Committee shall consist of the Chairperson and at least two (2) other members of the Board. In addition, one representative of the Medical Staff, nominated by the President of the Medical Staff and approved by the Board, will serve as a voting member. The Chief Executive Officer will serve as a nonvoting member.

3.5-2 FUNCTIONS

The Educational, Governmental, and Community Relations Committee shall be charged with the responsibility to:

- (a) Every six (6) months, review the educational programs to be conducted by the Hospital over the next six month period; review objectives for those educational programs to be offered; make suggestions to improve educational programs; receive and review reports of the educational activities for the previous six (6) months; review the line item budget(s) established for educational programming presented by the Hospital and recommend changes or acceptance of such budget(s) to the Board.
- (b) Act as a liaison between the Jess Parrish Medical Foundation, Inc. (the “Foundation”), and the Board to review health related programs presented by the Foundation for the benefit of the Hospital and community, as well as any fund raising activity that benefits the Hospital.

- (c) Recommend to the Board the development of community relationships with civic, governmental, educational and professional organizations based on the community's current health care needs, issues, activities, goals and future plans of the Hospital.
- (d) Use all reasonable means to educate itself, the Board, the Foundation, the medical staff, Hospital employees, and the community concerning existing, pending and proposed changes to the healthcare system, the restructuring of healthcare financing and any and all issues and activities which may affect the quality of health care.
- (e) Study and recommend programs to educate the public as to the essential needs of the Hospital, seek to promote a general understanding and awareness of the Hospital's facilities/services through a planned program of public education and information, cooperating with national, state and local associations to stimulate support in the community for the Hospital's facilities and programs.
- (f) Develop and maintain a comprehensive orientation program for new members of the Board based on input from Board members, management, and the medical staff; be responsible for the annual review of existing orientation programs, gathering input from the Board for modifications, deletions, additions and changes to the program; develop and maintain a continuing educational program based on present healthcare issues, future healthcare trends, and the identified informational needs of the Board.
- (g) Distribute to the Board in October of every odd year a Board self-evaluation with results tabulated and reported at the November Board meeting for discussion.
- (h) Make periodic reports and recommendations to the Board as requested.

- (i) Perform such other related duties as may be assigned.

3.6 JOINT CONFERENCE COMMITTEE

3.6-1 COMPOSITION

The Committee shall be composed of four (4) members from the Board, the Chief Executive Officer, and four (4) members of the Medical Staff who shall be the President, Vice President, and two (2) members of the Medical Executive Committee appointed by the President of the Medical Staff. Members of Hospital senior management shall attend as directed from time to time by the Chief Executive Officer. All recommendations shall require a two-thirds (2/3) vote of the total membership of the committee. The Chair of the Joint Conference Committee shall alternate with the Chairperson of the Board serving as Chair during even numbered years and the President of the Medical Staff during odd numbered years.

3.6-2 FUNCTIONS

The Committee shall serve as an educational and liaison group to promote open communication between the Board, Administration and the Medical Staff regarding appropriate matters, including, but not limited to the following:

- (a) Communication
- (b) Bylaws
- (c) Reports of the Medical Staff
- (d) Credentials
- (e) Quality Improvement
- (f) The Joint Commission and its Standards

3.6-3 AGENDA

The agenda shall be prepared jointly by the Chairperson of the Board, the Chief Executive Officer and the President of the Medical Staff.

3.6-4 REPORTS

The Joint Conference Committee shall transmit written reports of its actions to the Board and the Medical Staff.

3.7 AUDIT COMMITTEE

3.7-1 COMPOSITION

The Audit Committee shall be comprised of a Chair and three (3) other members of the Board all appointed by the Chairperson of the Board.

3.7-2 FUNCTIONS

The Audit Committee shall be charged with the following responsibilities:

- (a) Make regular reports to the Board.
- (b) Review the annual audited financial statements with management, including major issues regarding accounting and auditing principles and practices as well as the adequacy of internal controls that could significantly affect the Hospital's financial statements.
- (c) Review an analysis prepared by management and the independent auditor of significant financial reporting issues and judgments made in connection with the preparation of the Hospital's financial statements.
- (d) Meet periodically with management to review the Hospital's major financial risk exposures and the steps management has taken to monitor and control such exposures.
- (e) Review major changes to the Hospital's auditing and accounting principles and practices suggested by the independent auditor or management.
- (f) Recommend to the Board the appointment of the independent auditor, which firm is ultimately accountable to the Committee and the Board.

- (g) Recommend the fees to be paid to the independent auditor for approval by the Board.
- (h) Receive periodic written reports from the independent auditor regarding the auditor's independence (including, without limitation, describing all relationships between the independent auditors and the Hospital) discuss such reports with the auditor, and if so determined by the Committee, recommend that the Board take "appropriate action to satisfy itself of the independence of the auditor."
- (i) Evaluate together with the Board the performance of the independent auditor and, if so determined by the Committee, recommend that the Board replace the independent auditor.
- (j) Meet with the independent auditor prior to the audit to review the planning and staffing of the audit.
- (k) Discuss with the independent auditor the matters required to be discussed by Auditing Standard No. 16 relating to the conduct of the audit.
- (l) After the audit, review with the independent auditor the result of the audits, any problems or difficulties the auditor may have encountered, and any management letter provided by the auditor and the Hospital's response to that letter. Such review should include any difficulties encountered in the course of the audit work, including any restrictions on the scope of activities or access to required information and any changes and recommendations made as a result of the audit including, without limitation, change in internal control and in accounting methods.

- (m) Advise the Board with respect to the Hospital's policies and procedures regarding compliance with the Hospital's Code of Conduct related to or disclosed by the audit.
- (n) Review with the Hospital's legal counsel legal matters that may have a material impact on the financial statements.
- (o) Meet at least annually with the Vice President - Finance/Chief Financial Officer and the independent auditor in separate sessions.
- (p) Conduct investigations (including but not limited to the engagement of outside experts as approved by management and the Executive Committee of the Board, so long as such experts' fee are less than Ten Thousand Dollars (\$10,000)) to resolve disagreements, if any, between the independent auditor and management, or to assure compliance with the Hospital's Code of Conduct.
- (q) Review quarterly financial statements with management and the independent auditor.
- (r) Operate in accordance with the principles and terms of the Audit Committee Charter attached as Appendix 3.7 to these Bylaws. While the Audit Committee has the responsibilities and powers set forth herein and in its Charter, it shall be the duty and responsibility of Hospital management to determine that the Hospital's financial statements are complete and accurate and are in accordance with the U.S. generally accepted accounting principles.

3.8 COMPENSATION COMMITTEES FOR THE PRESIDENT/CHIEF EXECUTIVE OFFICER AND FOR OTHER HOSPITAL SENIOR MANAGEMENT

3.8-1 (a) COMPOSITION OF THE COMPENSATION COMMITTEE FOR THE PRESIDENT/CHIEF EXECUTIVE OFFICER

This Committee shall be composed of one member who shall be the Director serving in the position of Chairperson of the Board. This Committee shall be supported by the Hospital's legal counsel (or his/her representative) and/or such other selected individual(s) in the discretion of the Chairperson of the Board.

3.8-1 (b) COMPOSITION OF THE COMPENSATION COMMITTEE FOR OTHER HOSPITAL SENIOR MANAGEMENT

This Committee shall be composed of two members who shall be those currently serving in the positions of Chairperson of the Board and President/Chief Executive Officer of the Hospital.

This Committee shall be supported by the Hospital's legal counsel (or his/her representative) and/or such other selected individual(s) in the discretion of this Committee's members.

3.8-2 FUNCTIONS

(a) FUNCTIONS OF THE COMPENSATION COMMITTEE FOR THE PRESIDENT/CHIEF EXECUTIVE OFFICER

This Committee shall review the Hospital's corporate goals and objectives in the context of the compensation arrangements provided for the President/Chief Executive Officer. This Committee shall develop and integrate a compensation program for the President/Chief Executive Officer into the Hospital's strategic planning process.

The principal functions of this Committee are:

- (i) Periodically (at least annually) review and analyze Hospital compensation arrangements with the President/Chief Executive Officer.
- (ii) Work with the Hospital's legal counsel or external consultants to evaluate and compare hospital senior management compensation trends on national,

regional, and local levels to ensure that the President/Chief Executive Officer compensation is reasonable and appropriately established.

(iii) Develop Hospital compensation arrangements and programs for the President/Chief Executive Officer, including the base salary, systems for incentive compensation, non- cash compensation, and other supplemental compensation programs for approval by the Board.

(iv) Negotiate, on behalf of the Board, compensation arrangements regarding the President/Chief Executive Officer employment contract and/or severance and retirement packages.

(b) FUNCTIONS OF THE COMPENSATION COMMITTEE FOR OTHER
HOSPITAL SENIOR MANAGEMENT

This Committee shall review the Hospital's corporate goals and objectives in the context of the compensation arrangements provided for the following Hospital senior management: (i) Vice President - Finance, (ii) Senior Vice President - Transformation/Network Development, (iii) Senior Vice President - Acute Care Services/CNO , (iv) Vice President - Ambulatory Services, and (v) Vice President - Communications, Community and Corporate Services (collectively, "Senior Staff"). This Committee shall develop and integrate a Senior Staff compensation program into the Hospital's strategic planning process.

The principal functions of the Committee are:

(a) Periodically (at least annually) review and analyze Hospital compensation arrangements with Senior Staff.

(b) Work with the Hospital's legal counsel or external consultants to evaluate and compare hospital senior management compensation trends on national, regional,

and local levels to ensure that the Senior Staff compensation is reasonable and appropriately established.

- (c) Develop Hospital compensation arrangements and programs for Senior Staff, including the base salary, systems for incentive compensation, non- cash compensation, and other supplemental compensation programs for approval by the Board and the Chief Executive Officer.
- (d) Negotiate, on behalf of the Board, and with the authority of the CEO, the compensation packages and/or severance and retirement packages of Senior Staff members.

3.9 QUALITY COMMITTEE

3.9-1 COMPOSITION

The Quality Committee shall be comprised of a Chair and at least four (4) other members of the Board. In addition, the President of the Medical Staff and the chairs or their designees of the following Medical Staff committees: Medical Staff Bylaws Committee, Utilization Management/Medical Records Committee, and Credentials and Medical Ethics Committee, will serve as voting members, and the Chief Executive Officer will serve as a nonvoting member. The Quality Committee Chair shall be elected annually by a majority of Quality Committee members.

3.9-2 FUNCTIONS

The principle function of the Quality Committee shall be to fulfill the responsibilities outlined in Article VI of these Bylaws regarding Quality Assessment and Improvement. The Committee will provide the mechanism through which Hospital administration and the Medical Staff are held accountable for the activities delegated to them in Article VI. The Quality Committee will take a proactive approach as it advises the Board regarding policies to “improve the overall quality and

efficiency of patient care in the Hospital” and in the community, for instance, by setting/recommending adoption of standards and guidelines for quality care. The Quality Committee is designed to work in collaboration with the Medical Staff and Administration to achieve the Board’s safety and quality goals. The Quality Committee shall act in collaboration with Medical Staff committees. In addition, non-standing committees of the Board that deal primarily with quality, clinical outcomes, etc. will report to the Quality Committee. The Committee’s responsibilities include, but are not limited to the following:

- (a) Receive periodic reports from the Patient Care Improvement Committee, and advise the Board regarding patient care improvement at the Hospital.
- (b) Receive periodic reports from the Medical Executive Committee and/or Medical Directors, as they relate to quality, and advise the Board regarding what action, if any, is to be taken regarding the reports.
- (c) Establish measures for clinical outcomes and identify appropriate comparative standards; monitor the hospital’s performance against these standards; report findings and recommended actions to the Board.
- (d) Reviews and comment on the clinical findings of all licensure, accreditation, and certification surveys of the Hospital.
- (e) Review and comment on the Hospital’s Physician Manpower Plan.
- (f) Review and comment on all proposed amendments to the Medical Staff bylaws relating to quality of care.
- (g) Review and comment on the results of all community services needs surveys or studies involving the Hospital's markets or service areas.
- (h) Review and comment on the reasonableness of all proposed physician services agreements with the Hospital or its affiliates.

- (i) Request and review, at its discretion, reports from any individual, group, or committee related to quality.

3.10 INVESTMENT COMMITTEE

3.10-1 COMPOSITION

The Investment Committee shall be comprised of no more than five (5) members all of whom shall be members of the Finance Committee and all of whom shall be appointed by the Chairperson of the Board. The Vice President – Finance /Chief Financial Officer shall also be a member of the Investment Committee.

3.10-2 FUNCTIONS

The Investment Committee shall be charged with the responsibility to:

- (a) Review investment and performance of the Operating Funds of the Hospital.
- (b) Oversee the actions of the ~~Investment~~Pension Administration Committee and Trustees for the North Brevard County Hospital District Pension Plan and its implementation of the Pension Investment Guidelines of the Board of Directors (Policy Number 9500-5004) ~~HS~~
THIS REFERENCE APPROPRIATE AFTER LAST REVISION IN 2019?
- (c) Implement the provisions of the Operating Funds Investment Policy of the North Brevard County Hospital District (Policy Number 9500-5003).
- (d) Report, from time-to-time, to the Board concerning the performance of the Operating Funds and implementation of Policy Number 9500-5003.
- (e) Recommend institutions which will serve as depositories for operating funds and investments.
- (f) Perform such other actions as may be assigned from time-to-time by the Board.

ARTICLE IV. CHIEF EXECUTIVE OFFICER

4.1 APPOINTMENT

The Board of Directors shall select and appoint a competent experienced Hospital administrator to serve as the Chief Executive Officer and to be the direct executive representative of the Board in the management of the Hospital. The Chief Executive Officer shall be given the necessary authority and be held responsible for the management of the Hospital in all its departments subject only to the policies enacted by the Board and to such orders as may be issued by the Board pertaining to the administration of the Hospital.

4.2 AUTHORITY AND DUTIES

The Chief Executive Officer, subject to the directions of the Board, shall have the following authority and duties:

- (a) Prepare and submit to the Board for approval a plan for the organization of the personnel concerned with the operation of the Hospital.
- (b) Select, employ, control and have authority to discharge any Hospital employee. Employment shall be subject to budget authorization granted by the Board.
- (c) Report to the Board at regular and special meetings all significant items of business of the Hospital and make recommendations concerning the disposition thereof.
- (d) Submit regularly, in cooperation with the appropriate committees of the Board, periodic reports showing the patient care and professional services rendered and the financial activities of the Hospital, and prepare and submit any budget data that may be required by the Board.
- (e) Attend all meetings of the Board when possible and attend meetings of the various committees of the Board when so required by the Committee Chairperson.

- (f) Serve as a liaison between the Board and the Medical Staff of the Hospital. The Chief Executive Officer will cooperate with the Medical Staff and will endeavor to secure like cooperation on the part of all concerned with rendering professional services to the end that the patients may receive the best possible care.
- (g) Make recommendations concerning the purchase of equipment, supplies, and services by the Hospital.
- (h) Keep informed of all new developments in the medical and administrative areas of Hospital administration.
- (i) Oversee the physical plant, Hospital building and grounds; and keep them in good state of repair, conferring with the appropriate committee of the Hospital Board in major matters, but carrying out routine repairs and maintenance without such consultation.
- (j) Supervise all business affairs such as the records of financial transactions, collection of accounts and purchase and issuance of supplies, and be certain that all funds are collected and expended to the best possible advantage.
- (k) Supervise the preservation of the permanent medical records of the Hospital and act as designated custodian of all Hospital records.
- (l) Select, secure and keep in force, in companies duly authorized to do business in Florida, or in such other programs as approved by the Board, such insurance as is necessary including but not limited to physical property, liability, malpractice, vehicle, fire, extended coverage insurance, and such other insurance, and in such amounts as may be deemed proper.

- (m) Designate, in writing, other individuals by name or position who are, in order of succession, authorized to act during any period of absence of the Chief Executive Officer from the Hospital.
- (n) Perform such other duties as the Board shall from time to time direct.

ARTICLE V. MEDICAL STAFF

5.1 ORGANIZATION

The Board of the Hospital has the ultimate authority for the management of the Hospital. Pursuant to this authority, the Board has created a Medical Staff organization to be known as the Medical Staff of Parrish Medical Center. Membership in this Medical Staff organization is a prerequisite to the exercise of clinical privileges in the Hospital, except as otherwise specifically provided in the Medical Staff Bylaws.

5.2 MEDICAL STAFF BYLAWS

The Medical Staff shall collaborate with the Board in drafting the Medical Staff Bylaws, Rules and Regulations. Procedures for the review and consideration of all applications for appointment or reappointment to the Medical Staff or any action to suspend, terminate, modify or restrict the privileges of any member of the Medical Staff shall be established in the Medical Staff Bylaws. Neither the Medical Staff nor the Board may unilaterally amend or suspend the Medical Staff Bylaws, Rules and Regulations and when adopted by the Medical Staff and approved by the Board, they shall become binding jointly upon both bodies. Nothing contained in the Medical Staff Bylaws and Rules and Regulations shall be contrary to any State or Federal laws, the terms of the Act, or the provisions of these Bylaws. In the event there should exist any conflict or any inconsistency between these Bylaws and the Bylaws, Rules and Regulations of the Medical Staff, the inconsistency will be referred to the Joint Conference Committee for recommendation to and final determination by the Board.

5.3 MEMBERSHIP

Medical Staff membership status shall be granted by the Board in its sole discretion on such terms and conditions as the Board deems proper in order to provide the best available professional care to Hospital patients. All applications for membership to the Medical Staff and/or the granting of clinical privileges shall be presented in writing to and on forms prescribed and provided only by the Chief Executive Officer.

5.4 INSTITUTIONAL NEED

The needs and resources of the Hospital will be considered in making appointments to the Medical Staff and in granting clinical privileges to staff members. All appointments and grants of privileges must be consistent with the needs and resources of the Hospital which include:

- (a) Preservation of a relationship between the facilities available and the number of practitioners requiring access to these facilities which will allow the most effective patient care. Such facilities include the number of hospital beds, operating rooms and special equipment and/or treatment areas.
- (b) Provision of both general and special medical services, particularly those not otherwise available either in the Hospital or in the primary service area.
- (c) Satisfactory participation by all members of the Medical Staff in the professional activities of that body and demonstrated support of the Hospital's mission and goals.
- (d) Satisfactory demonstration of the capability to work cooperatively and professionally with fellow members of the Medical Staff and with all categories of Hospital employees.
- (e) Preservation of the Hospital's Quality Assessment and Improvement Program to include assurances and findings that the quality of patient care will not be

adversely affected by any practitioner's inability to maintain an appropriate level of proficiency because of an insufficient number of patients or applicable procedures, the Medical Staff's inability to assure necessary assistance or qualified supervision, or the Hospital's inability to provide sufficient facilities.

- (f) Satisfactory adoption and adaptation related to electronic medical records and other technology implemented by the Hospital.
- (g) Satisfactory performance related to quality measures adopted by the Hospital or its payors.

5.5 CONTRACT PHYSICIANS

A practitioner employed by the Hospital, either part-time or full-time, in a purely administrative capacity or with no patient admitting privileges is subject to the regular personnel policies of the Hospital and to the terms of his or her contract or other conditions of employment and need not be a member of the Medical Staff.

ARTICLE VI. QUALITY ASSESSMENT AND IMPROVEMENT

6.1 BOARD RESPONSIBILITY

The Board shall establish, maintain, support and exercise oversight of an ongoing Quality Assessment and Improvement Program that includes specific and effective review, evaluation and monitoring mechanisms to assess, preserve and improve the overall quality and efficiency of patient care in the Hospital.

6.2 DELEGATION TO ADMINISTRATION AND TO THE MEDICAL STAFF

6.2-1 TO ADMINISTRATION

The Board delegates to the administration and holds it accountable for providing the administrative assistance reasonably necessary to support and facilitate the implementation and ongoing operation of the Hospital's Quality Assessment and Improvement Program as it

concerns non-medical professional personnel and technical staffs and patient care units, and for analyzing information and acting upon problems involving technical, administrative and support services and Hospital policy.

6.2-2 TO THE MEDICAL STAFF

The Board delegates to the Medical Staff and holds it accountable for conducting specific activities that contribute to the preservation and improvement of the quality of patient care provided by the Medical Staff members in the Hospital. These activities include:

- (a) Systematic evaluation of practitioner performance against explicit, pre-determined criteria.
- (b) Ongoing monitoring of critical aspects of care, including but not limited to antibiotic and drug usage, transfusion practices, surgical outcomes, infections, morbidities and mortalities, and monitoring of unexpected clinical occurrences.
- (c) Review of utilization of the Hospital's resources to provide for their proper and timely allocation to patients.
- (d) Review and recommend to the Board only those clinical privileges to practitioners that are consistent with the recognized needs and facilities of the Hospital as provided in Section 5.4 of these Bylaws.
- (e) Provision for continuing professional education, including needs identified through the review, evaluation and monitoring activities of the Quality Assessment and Improvement Program developments.
- (f) Definition of the clinical privileges which may be appropriately granted within the Hospital and within each service, delineation of clinical privileges for members of the Medical Staff commensurate with individual credentials and demonstrated ability and judgment, and participation in assigning patient care

responsibilities to other health care professionals consistent with individual qualifications and demonstrated ability.

- (g) Management of clinical affairs, including enforcement of clinical policies and consultation requirements, initiation of disciplinary actions, surveillance of requirements for performance monitoring and for the exercise of newly- acquired clinical privileges, and like clinically-oriented activities.
- (h) Such other measures as the Board may deem necessary for the preservation and improvement of the quality and efficiency of patient care, after giving due consideration to the advice of the Medical Staff, Hospital administration, or other professionals.

6.3 INDEMNIFICATION

The Hospital shall indemnify, each Board member, officer, employee and agent of the Hospital in the manner and to extent provided by the laws of the State of Florida, as amended from time to time. The indemnification shall apply to all matters whenever arising. The right of indemnification herein provided shall be in addition to any and all rights to which any director, officer, agent or employee might otherwise be entitled and the provision hereof shall neither impair nor adversely affect such rights. Such indemnification shall extend to each member of the Medical Staff serving as an officer of the Medical Staff or on any committee or department of the Hospital or Medical Staff, or otherwise participating in any Hospital or Medical Staff activity conducted pursuant to these or the Medical Staff bylaws, against any claims made against any Medical Staff member as a result of good faith actions taken on behalf of the Hospital, as long as there is no evidence of misconduct on the part of the staff member and the staff member follows all Hospital approved procedures in connection with any peer review, credentialing or other activities.

ARTICLE VII. HOSPITAL AUXILIARY

7.1 NAME AND PURPOSE

The Board has authorized the creation of a volunteer organization called “The Parrish Medical Center Auxiliary”. The purpose of this organization is to render volunteer services to the Hospital, its patients, and visitors as are approved by the administration of the Hospital and the Board of Directors of the Auxiliary. Any funds which may accumulate as a result of these activities will be used in such a manner as will benefit the Hospital or the Jess Parrish Medical Foundation, Inc., with the exception of necessary operating funds.

7.2 ORGANIZATION AND GOVERNMENT

The Auxiliary will be organized to be of service to the Hospital and is responsible to the Hospital Board through the Chief Executive Officer or his designee. The Auxiliary must be a member in good standing of the Association of Florida Healthcare Auxiliaries Volunteers. The management and control of property and funds of the Auxiliary shall be vested in its Executive Committee. The Auxiliary shall have its own Bylaws and any amendments, deletions, or revisions thereof shall be subject to and require the review and approval of the Hospital Board.

7.3 OTHER VOLUNTEER SERVICES

Other individuals or organized groups who wish to perform volunteer services in the Hospital, shall first obtain a letter of agreement delineating the authorized term and scope of services from the Chief Executive Officer or his designee.

ARTICLE VIII. THE ACT

The exercise any of the authorities or duties of the Board by these Bylaws, shall be guided by the provisions contained in Chapter 2003-362, Laws of Florida, as amended from time to time by the Florida Legislature, creating the Hospital District, and defining the procedures, requirements and limitations, pertaining to such authorities or duties.

ARTICLE IX. AMENDMENTS

Amendments to these Bylaws may be made by a majority vote of not less than five (5) members of the Board present at any regular or special meeting of the Board, provided that the proposed amendment shall have been presented either at a prior meeting or through the mail to each director not less than ten (10) days prior to the meeting and further provided such amendment has been reviewed in accordance with such additional policies or procedures as adopted by the Board.

ARTICLE X. PROCEDURES

All meetings and affairs of the Board, the Hospital, the Medical Staff, the Auxiliary, and all committees thereof shall be conducted in accordance with Robert's Rules of Order, as revised from time to time, except as otherwise provided by law, or these bylaws, or unless a majority of those in attendance and entitled to vote at any such meeting shall elect not to do so. Provided, failure to comply with Robert's Rules of Order, as revised, from time to time shall not invalidate any action of the Board or any Committees of the Board.

APPROVED and adopted by the Governing Board this _____ day of _____, 2020.

_____, Chairperson

_____, Secretary

Adopted: November 15, 1983
Implemented: January 1, 1984
Amended: July 19, 1988
Implemented: August 1, 1988
Amended: Article 1.5, September 20, 1988
Amended: Article 1.5, February 28, 1989
Amended: Article 2.2, September 26, 1989
Amended: Article 3.2-1(d), October 28, 1990
Amended: Article 3.5-2 (k) change to (l) December 18, 1990
Amended: Article 5.5-5 December 18, 1990
Amended: Definition #12 March 26, 1991
Amended and Restated: December 15, 1992
Amended: Article 3.5-2, September 8, 1993
Amended: Article 3.1-5, 3.2-1, February 7, 1994
Amended: Article 3.1-4, September 11, 1995
Amended: Article 1.1.1, June 2, 1997
(New Section: Article 1.1.2, June 2, 1997)
Amended: November 2, 1998
Amended: September 8, 1999
Amended: December 02, 2002
Amended: April 3, 2006
Amended: June 6, 2007
Amended: January 5, 2009
Amended: August 6, 2012
Amended: October 5, 2015
Amended: December 5, 2016
Amended: January 7, 2019
Amended: _____, 2020

APPENDIX 1.9-1(i)

**NORTH BREVARD COUNTY HOSPITAL DISTRICT
POLICY REGARDING RESTRICTIONS ON COMPETING
FINANCIAL INTERESTS AND ANTI-COMPETITIVE ACTIVITY OF
MEMBERS OF THE BOARD OF DIRECTORS**

RECITALS

WHEREAS, the North Brevard County Hospital District (“District”), d/b/a Parrish Medical Center (the “Hospital”), pursuant to its public mission, is committed to providing District residents with a broad range of cost-effective, quality patient care services;

WHEREAS, the Hospital Board of Directors (the “Board”), pursuant to the District’s enabling legislation and bylaws, has the duty and authority to establish appropriate policies and procedures for the governance, management, and operation of the Hospital including, but not limited to, a policy regarding competing financial interests and anti-competitive activity of Active Members (as defined in Section 1 of this Appendix 1.9-1(i)) to protect the integrity of Board decision-making and fiscal soundness of the Hospital;

WHEREAS, if individuals with competing financial interests are allowed to serve on the Board or committees of the Board, such individuals might use their relationship with the Hospital and information obtained from the Hospital to benefit themselves or their competing financial interests at the expense of the Hospital, thus undermining the ability of the Hospital to continue to serve its public purpose and provide a broad range of quality, cost effective services for District residents;

WHEREAS, if Active Members are allowed to engage in activities that promote the interests of Hospital competitors at the expense of the Hospital then such activities could also undermine the ability of the Hospital to continue to serve its public purpose;

WHEREAS, the Board has determined that it is in the best interest of the District to establish a policy prohibiting such Active Members from serving who have an incentive, directly or indirectly, by virtue of possessing competing financial interest or engaging in anti-competitive activity, to jeopardize the fiscal soundness of the Hospital;

WHEREAS, the State of Florida has enacted certain legal standards for public officials regarding conflicts of interest to which Active Members are subject and this Policy is meant to supplement, and not replace, this existing body of law; and

WHEREAS, the federal government also has an interest in preserving the public benefit of certain organizations, including the District, to whom it has granted an exemption from federal income taxation.

NOW, THEREFORE, it is resolved that the Board shall adopt the following policy regarding competing financial interests and anti-competitive activity of Active Members (“Policy”):

POLICY

1. **Duty of Loyalty.** All members of the Board, together with ex-officio and other members of committees of the Board and the President of the Medical Staff (collectively referred to as "Active Members"), have a legal and ethical duty of undivided loyalty and to exercise the utmost good faith in their relationships with and for the Hospital, to act in the best interests of the Hospital, and to exercise their responsibilities with due care and loyalty to the Hospital's interests.

2. **Prohibition on Competing Financial Interests.** Individuals who have a Competing Financial Interest, as defined in this Policy, shall not serve as an Active Member, either on an appointed, elected, or ex-officio basis, unless such Competing Financial Interest violation under this Policy is waived by resolution of the Board under circumstances determined by the Board to be in the Hospital's best interest.

3. **Prohibition on Anti-Competitive Activity.** Active Members are prohibited from engaging in Anti-Competitive Activity, as defined in this Policy, unless such Anti-Competitive Activity violation under this Policy is waived by resolution of the Board under circumstances determined by the Board to be in the Hospital's best interest.

4. **Sanctions.** The Board, in accordance with the Act and its Bylaws, shall proceed to remove any Active Member who violates this Policy and who refuses to resign when requested by the Board.

5. **Board Appointment.** The Chief Executive Officer and Board shall actively encourage public officials and bodies with Active Member appointment power not to appoint to the Board any individual in violation of this Policy.

6. **Definitions.**

For purposes of this Policy:

a. The term "Competing Financial Interest" shall mean a financial interest held by an Active Member, a closely-related family member of an Active Member, or a trust, estate, business, company, partnership, or other organization or enterprise of an Active Member or closely-related family member of an Active Member, in a Hospital Competitor which appears to conflict with his or her decisions or actions as an Active Member. Examples of interests deemed to be Competing Financial Interests under this Policy are included on Exhibit A attached hereto. These examples are not exhaustive and the Board shall be free to determine on a case by case basis whether other circumstances qualify as a Competing Financial Interest.

For purposes of this definition, "closely-related" shall mean related by blood or marriage as father, mother, husband, wife, son, daughter, or any other direct lineal ancestor or descendant, sister, brother, uncle, aunt, nephew, niece, first cousin, mother-in-law, father-in-law, brother-in-law, sister-in-law, son-in-law, or daughter-in-law.

b. The term "Anti-Competitive Activity" shall mean the support of, or engaging in, a policy, transaction or conduct that directly or indirectly provides a financial benefit to a Hospital Competitor to the detriment of the Hospital or District residents. Examples of Anti-Competitive Activities under this Policy are included on Exhibit B attached hereto. These

examples are not exhaustive and the Board shall be free to determine on a case by case basis whether other circumstances qualify as an Anti-Competitive Activity.

c. The term “Hospital Competitor” shall mean a facility or business:

(1) with a level of competition against the Hospital that is substantial in relation to the total business of the Hospital; or

(2) within a 50 mile radius of the Hospital that is an acute care general hospital, a medical/surgical hospital, a specialty hospital, a rehabilitation center, an extended care facility or nursing home, an outpatient or inpatient surgery center, an emergency center, a home health service, a health maintenance organization or similar direct care provider, an ambulance service, a birthing center or an inhalation, respiratory or physical therapy center, a clinic with a primary mission to treat Acquired Immune Deficiency Syndrome or similar diseases, or an entity providing Ancillary Medical Care Services (as hereinafter defined).

For purposes of this definition, “Ancillary Medical Care Services” shall mean and include, (i) any form of testing for diagnostic or therapeutic purposes, (ii) provision or operation of a laboratory (including, without limitation, a pathology laboratory or a clinical laboratory), (iii) diagnostic imaging services (which include, without limitation, the following testing facilities: fluoroscopy, x-ray, plane film radiography, computerized tomography (CT), ultrasound, radiation therapy, mammography and breast diagnostics, nuclear medicine testing and magnetic resonance imaging), (iv) physical therapy services, or respiratory therapy service, and (v) the provision of any medical or related service to or for any person that is in addition to the examination and diagnosis of patients performed directly by a physician or by other health care professionals under the direct supervision of a physician, or a facility operated for the provision of any such service.

Notwithstanding the foregoing, Hospital Competitor shall not mean a physician medical office practice providing laboratory and diagnostic imaging to any such physician’s own patients, so long as such services are merely ancillary and incidental to such physician’s primary medical practice and do not constitute the physician’s primary medical practice or specialty nor the predominant services rendered by such physician to physician’s patients and so long as such patients for whom such laboratory or diagnostic imaging services are performed are not referred to such physician primarily for the purpose of obtaining such laboratory or diagnostic imaging services.

7. **Procedures for Addressing Policy Violations.** Whenever there is reason to believe that a violation of this Policy exists, the Board shall consider the matter during a public meeting, unless an exemption is provided under law. A member of the Board subject to the inquiry shall be entitled to vote unless prohibited by law.

8. **Procedures for Investigating Violations of this Policy.** The Hospital shall be authorized to collect and maintain appropriate financial and other data to investigate and support decisions relating to this Policy. To this end, when reasonable suspicion exists that a violation of this Policy has occurred, the Hospital Chief Executive Officer (“CEO”) or his/her designee shall have the authority to demand and receive from each Board Member, for review by the Hospital’s senior administration or its legal counsel, financial information, records and such other information related to the potential violation under review. Any failure by a Board member to furnish

information requested by the CEO pursuant to this Policy within thirty (30) days shall constitute a violation of this Policy.

9. **Disclosure of Competing Financial Interests and Anti-Competitive Activity.** Active Members shall annually complete a prescribed form (attached and incorporated into this Policy, as may be amended from time to time) to disclose Competing Financial Interests and to verify the absence of Anti-Competitive Activity on the part of the Active Member. Any failure by an Active Member to submit an attestation form as described in this Section 9 by January 30 of each year of the Active Member's service and to update the form within thirty (30) days after acquisition of any Competing Financial Interest or participation in any Anti-Competitive Activity shall constitute a violation of this Policy.

10. **Application of this Policy.** This Policy is intended to supplement, but not replace, any Florida law governing ethical conduct and conflicts of interest applicable to public officials.

EXHIBIT A

Examples of Competing Financial Interests

Examples of Competing Financial Interests that may be considered as disqualifying for Active Members under this Policy include, but are not limited to, the following:

- a. Direct or indirect investment in, holding indebtedness of, or having a compensation arrangement with a Hospital Competitor;
- b. Employment by, or participation in, the administration, management, or governance of a Hospital Competitor. This description includes, but is not limited to, the following positions: Member of the Board of Directors, Medical Staff Officer, Medical Staff Executive Committee Member, Committee Chairperson or Vice Chairperson, Medical Director or a member of a Planning Committee;
- c. Employment by, or practice with, a medical group practice that is primarily or significantly affiliated with a Hospital Competitor; and
- d. Affiliation with a Hospital Competitor that may reasonably give rise to a concern that the individual may not be entirely impartial and disinterested in making decisions in the best interests of the Hospital.

The following are examples of financial interests that, without more, generally shall not be considered to be Competing Financial Interests under this Policy:

- a. Membership on the medical staff of a Hospital Competitor;
- b. Medical practice in the same specialty as employed physicians of the Hospital; and
- c. Passive investment(s) in publicly traded stocks of a Hospital Competitor.

EXHIBIT B

Examples of Anti-Competitive Activities

Examples of Anti-Competitive Activities that may be considered as disqualifying for Active Members under this Policy include, but are not limited to, the following:

- a. Public or private promotion of a Hospital Competitor at the expense of the Hospital;
- b. Diverting away from the Hospital, through referrals unrelated to patient preference or medical needs, or through other means, District residents to a Hospital Competitor;
- c. Public display of disruptive actions against the Hospital that harm the Hospital's image or reputation in the community; and
- d. Employment by, or participation in, the administration, management, or governance of a Hospital Competitor. This description includes, but is not limited to, the following positions: Member of the Board of Directors, Medical Staff Officer, Medical Staff Executive Committee Member, Committee Chairperson or Vice Chairperson, Medical Director or a member of a Planning Committee.

The following are examples activities that, without more, generally shall not be considered to be Anti-Competitive Activities under this Policy:

- e. Non-public efforts, within the Hospital channels, to suggest improvements or to make constructive changes, such as to improve health care quality, access to care, or customer service;
- f. Participation in health-related or other educational civic activities in the District;
- g. Reporting of legal, professional, or ethical problems of persons or entities, either internally within the Hospital, or to government officials;
- h. Membership on the medical staff of a Hospital Competitor;
- i. Medical practice in the same specialty as employed physicians of the Hospital;
- j. Lawful activities unrelated to the competitive business interests of the Hospital; and
- k. Affiliation with a Hospital Competitor that may reasonably give rise to a concern that the individual may not be entirely impartial and disinterested in making decisions in the best interests of the Hospital.

ACTIVE MEMBER ATTESTATION STATEMENT

I have read and understand the North Brevard County Hospital District Policy Regarding Restrictions on Competing Financial Interests and Anti-Competitive Activity of Active Members.

In accordance with this Policy, while I am a member of the Board of Directors, the President of the Medical Staff, or a member of a Board of Directors committee, I shall not engage in any personal or business activity in violation of the Policy. Further, in accordance with this Policy, below I have set forth all my existing Competing Financial Interests and Anti-Competitive Activity as described in this Policy. I agree to either resign my position with the Board or a committee of the Board or to completely divest and disassociate with any activity or interest in violation of this Policy before accepting or continuing my Board position with the Hospital or on a committee of the Board. I further understand that, in accordance with this Policy, I am responsible for providing to the Chief Executive Officer of Parrish Medical (“CEO”) or his/her designee within thirty (30) days any information requested by the CEO in order to ensure my compliance with this Policy and any refusal or delay on my part in providing this information will be considered a violation of this Policy.

I understand that the purpose of this Policy is far reaching and it may cover situations not specifically addressed in this Policy. Accordingly, I understand that this Policy is meant to supplement, but not to replace, (i) any applicable laws governing conflicts of interest applicable to members of the governing body of public hospitals, and (ii) good judgment. Thus, I will respect this Policy’s spirit and purpose as well as its wording.

My existing Competing Financial Interests and Anti-Competitive Activity are reported in the following space:

I attest that the following is true and correct. I agree to update this statement within thirty (30) days after I acquire any Competing Financial Interest or engage in any Anti-Competitive Activity not previously fully disclosed.

By: _____

Date: _____

APPENDIX 3.7

AUDIT COMMITTEE CHARTER

The Audit Committee is appointed by the Chairperson of the Board of Directors (the “Board”) of the North Brevard County Hospital District (the “Hospital”) to assist the Board in monitoring (1) the integrity of the financial statements of the Hospital, and (2) the independence and performance of the Hospital’s external auditors.

There shall be four (4) members of the Audit Committee, including one (1) member appointed as Chair by the Chairperson of the Board. The committee will be composed solely of directors who are independent of the management of the Hospital and are free of any relationship that, in the opinion of the Board, may interfere with their exercise of independent judgment as a committee member.

All members must be or become financially literate and at least one (1) member must have accounting or related financial management experience (i.e., experience as a Chief Executive Officer, or Chief Financial Officer of a business, or as a Certified Public Accountant, or similar experience), in each case it shall be in the judgment of the Chairperson of the Board.

The committee shall meet at least four (4) times per year or more frequently as circumstances require. A majority of the members must be present to constitute a quorum. The committee may ask members of management or others to attend the meetings and provide pertinent information as necessary. Meetings must be conducted in accordance with Florida Statute §286 and Article I, Section 24 of the Florida Constitution, unless the subject matter of the meeting allows the committee to meet in executive session. The committee is expected to maintain free and open communication with management and the independent auditors. The Audit Committee shall:

- (a) Make regular reports to the Board.
- (b) Review the annual audited financial statements with management, including major issues regarding accounting and auditing principles and practices as well as the adequacy of internal controls that could significantly affect the Hospital's financial statements.
- (c) Review an analysis prepared by management and the independent auditor of significant financial reporting issues and judgments made in connection with the preparation of the Hospital's financial statements.
- (d) Meet periodically with management to review the Hospital's major financial risk exposures and the steps management has taken to monitor and control such exposures.
- (e) Review major changes to the Hospital's auditing and accounting principles and practices as suggested by the independent auditor or management.
- (f) Recommend to the Board the appointment of the independent auditor, which firm is ultimately accountable to the Committee and the Board.
- (g) Recommend the fees to be paid to the independent auditor for approval by the Board.
- (h) Receive periodic written reports from the independent auditor regarding the auditor's independence (including, without limitation, describing all relationships between the independent auditors and the Hospital) discuss such reports with the auditor, and if so determined by the Committee, recommend that the Board take appropriate action to satisfy itself of the independence of the auditor.

- (i) Evaluate together with the Board the performance of the independent auditor and, if so determined by the Committee, recommend that the Board replace the independent auditor.
- (j) Meet with the independent auditor prior to the audit to review the planning and staffing of the audit.
- (k) Discuss with the independent auditor the matters required to be discussed by Auditing Standard No. 16 relating to the conduct of the audit.
- (l) After the audit, review with the independent auditor the result of the audits, any problems or difficulties the auditor may have encountered and any management letter provided by the auditor and the Hospital's response to that letter. Such review should include any difficulties encountered in the course of the audit work, including any restrictions on the scope of activities or access to required information and any changes and recommendations made as a result of the audit including, without limitation, change in internal control and in accounting methods.
- (m) Advise the Board with respect to the Hospital's policies and procedures regarding compliance with the Hospital's Code of Ethics related to or disclosed by the Audit.
- (n) Review with the Hospital's legal counsel legal matters that may have a material impact on the financial statements.
- (o) Meet at least annually with the Vice President – Finance / Chief Financial Officer and the independent auditor in separate sessions.

- (p) Conduct investigations (including but not limited to the engagement of outside experts as approved by management and the Executive Committee of the Board of Directors, so long as such experts' fee is less than One Thousand Dollars (\$1,000) to resolve disagreements, if any, between the independent auditor and management, or to assure compliance with the Hospital's Code of Ethics.
- (q) Review quarterly financial statements with management and the independent auditor. While the Audit Committee has the responsibilities and powers set forth in this Charter, it shall be the duty and responsibility of Hospital management to determine that the Hospital's financial statements are completed and accurate and are in accordance with the U.S. generally accepted accounting principles applicable to the North Brevard County Hospital District.

Summary report:	
Litera® Change-Pro for Word 10.9.0.460 Document comparison done on 10/12/2020 11:47:10 AM	
Style name: Ileen	
Intelligent Table Comparison: Active	
Original DMS: iw://FSDMS/ACTIVE/6775091/20	
Modified DMS: iw://FSDMS/ACTIVE/6775091/21	
Changes:	
Add	11
Delete	11
Move From	0
Move To	0
Table Insert	0
Table Delete	0
Table moves to	0
Table moves from	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
Total Changes:	22

Final Draft

Amended and Restated Bylaws

PARRISH
MEDICAL CENTER

TITUSVILLE, FLORIDA
NORTH BREVARD COUNTY HOSPITAL
DISTRICT

AMENDED AND RESTATED
BYLAWS

Adopted by the Board of Directors
_____, 2020

BYLAWS
OF
NORTH BREVARD COUNTY HOSPITAL DISTRICT
OPERATING
PARRISH MEDICAL CENTER

TABLE OF CONTENTS

OBJECTIVES	1
DEFINITIONS.....	2
ARTICLE I. BOARD OF DIRECTORS	3
1.1 LOCATION OF PRINCIPAL OFFICE.....	3
1.2 LOCATION OF MEETINGS.....	3
1.3 ORDER OF BUSINESS AT REGULAR AND SPECIAL MEETINGS	4
1.4 QUORUM.....	4
1.5 PARTICIPATING MANNER OF VOTING.....	4
1.6 MEETING DATE.....	5
1.7 MINUTES.....	5
1.8 ATTENDANCE AND REMOVAL	6
1.9 CODE OF ETHICS.....	6
ARTICLE II. OFFICERS	7
2.1 OFFICERS.....	7
2.2 ELECTION AND TENURE.....	8
2.3 VACANCIES.....	8
2.4 DUTIES OF OFFICERS.....	9
2.4-1 CHAIRPERSON.....	9
2.4-2 VICE CHAIRPERSON	9
2.4-3 TREASURER	9
2.4-4 SECRETARY	10
2.5 LEGAL COUNSEL	10

TABLE OF CONTENTS
(continued)

	Page
ARTICLE III. BOARD COMMITTEES.....	10
3.1 GENERAL.....	10
3.1-1 APPOINTMENT AND TERM.....	10
3.1-2 REPORTS AND AUTHORITY OF BOARD COMMITTEES.....	11
3.1-3 MEETINGS	11
3.1-4 QUORUM.....	11
3.1-5 OTHER COMMITTEE MEMBERS.....	12
3.2 EXECUTIVE COMMITTEE	13
3.2-1 COMPOSITION	13
3.2-2 FUNCTIONS	13
3.3 FINANCE COMMITTEE	15
3.3-1 COMPOSITION	15
3.3-2 FUNCTIONS	15
3.4 PLANNING, PHYSICAL FACILITIES, AND PROPERTIES COMMITTEE.....	16
3.4-1 COMPOSITION	16
3.4-2 FUNCTIONS	16
3.5 EDUCATIONAL, GOVERNMENTAL, AND COMMUNITY RELATIONS COMMITTEE.....	17
3.5-1 COMPOSITION	17
3.5-2 FUNCTIONS	17
3.6 JOINT CONFERENCE COMMITTEE	19
3.6-1 COMPOSITION	19
3.6-2 FUNCTIONS	19
3.6-3 AGENDA.....	19
3.6-4 REPORTS.....	20
3.7 AUDIT COMMITTEE	20
3.7-1 COMPOSITION	20
3.7-2 FUNCTIONS	20

TABLE OF CONTENTS

(continued)

	Page
3.8 COMPENSATION COMMITTEES FOR THE PRESIDENT/CHIEF EXECUTIVE OFFICER AND FOR OTHER HOSPITAL SENIOR MANAGEMENT.....	23
3.8-1 (a) COMPOSITION OF THE COMPENSATION COMMITTEE FOR THE PRESIDENT/CHIEF EXECUTIVE OFFICER.....	23
3.8-1 (b) COMPOSITION OF THE COMPENSATION COMMITTEE FOR OTHER HOSPITAL SENIOR MANAGEMENT	23
3.8-2 FUNCTIONS	23
3.9 QUALITY COMMITTEE.....	25
3.9-1 COMPOSITION	25
3.9-2 FUNCTIONS	25
3.10 INVESTMENT COMMITTEE	27
3.10-1 COMPOSITION	27
3.10-2 FUNCTIONS	27
ARTICLE IV. CHIEF EXECUTIVE OFFICER.....	28
4.1 APPOINTMENT	28
4.2 AUTHORITY AND DUTIES	28
ARTICLE V. MEDICAL STAFF.....	30
5.1 ORGANIZATION	30
5.2 MEDICAL STAFF BYLAWS	30
5.3 MEMBERSHIP.....	31
5.4 INSTITUTIONAL NEED	31
5.5 CONTRACT PHYSICIANS	32
ARTICLE VI. QUALITY ASSESSMENT AND IMPROVEMENT	32
6.1 BOARD RESPONSIBILITY	32
6.2 DELEGATION TO ADMINISTRATION AND TO THE MEDICAL STAFF	32
6.2-1 TO ADMINISTRATION.....	32
6.2-2 TO THE MEDICAL STAFF	33
6.3 INDEMNIFICATION.....	34

TABLE OF CONTENTS
(continued)

	Page
ARTICLE VII. HOSPITAL AUXILIARY.....	35
7.1 NAME AND PURPOSE.....	35
7.2 ORGANIZATION AND GOVERNMENT	35
7.3 OTHER VOLUNTEER SERVICES	35
ARTICLE VIII. THE ACT.....	35
ARTICLE IX. AMENDMENTS	36
ARTICLE X. PROCEDURES.....	36
APPENDIX 1.9-1(I)	38
POLICY	39
ACTIVE MEMBER ATTESTATION STATEMENT	I
APPENDIX 3.7.....	II

BYLAWS
OF
NORTH BREVARD COUNTY HOSPITAL DISTRICT
OPERATING
PARRISH MEDICAL CENTER

PREAMBLE

In accordance with Chapter 2003-362, Laws of Florida, as amended by the Florida Legislature from time to time, the Board of Directors of the North Brevard County Hospital District do hereby make and adopt the following Bylaws for the District and for the governing of the Medical Staff of such Hospital within the District.

OBJECTIVES

The objectives of the North Brevard County Hospital District shall be:

- To establish, construct, own, operate, equip, repair, lease and maintain a Hospital or Hospitals, and other health care facilities within the North Brevard County Hospital District service area, with permanent facilities that include inpatient beds, emergency services and outpatient medical services to provide diagnosis and treatment for the sick and injured and associated services such as may be developed.
- To carry on any educational activities and scientific research related to rendering care to the sick and injured, or to the promotion of health, that in the opinion of the Board of the North Brevard County Hospital District may be justified by the facilities, personnel, funds, and other requirements that are, or can be, made available.
- To do or perform any other act consistent with the Enabling Act, the purposes enumerated in these Bylaws and any other activity not otherwise prohibited by law.

- To participate, so far as circumstance may warrant, in any activity designed and, carried on to promote the general health of the community.

DEFINITIONS

1. **AUXILIARY** means the Parrish Medical Center Auxiliary which is an organization of volunteers that serves under the authority of the Board to render service to the Hospital, its patients, and visitors.
2. **BOARD COMMITTEE** means standing and special committees established by the Board of Directors.
3. **BOARD OF DIRECTORS** or **BOARD** means the governing body of the Hospital.
4. **CHAIR** means an individual serving as a presiding member of a Board Committee as set forth in the Bylaws.
5. **CHAIRPERSON** means the individual elected by the Board to serve as its Chairperson and presiding officer of the Board.
6. **CHIEF EXECUTIVE OFFICER/PRESIDENT** means the individual appointed by the Board to act on its behalf in the overall administrative management of the Hospital.
7. **CLINICAL PRIVILEGES** mean the rights granted to a practitioner to render those diagnostic, therapeutic, medical, dental, podiatric, or surgical services, specifically delineated to him or her.
8. **EX-OFFICIO** means service as a member of a body by virtue of an office or position held and, unless expressly prohibited, means with voting rights.
9. **HOSPITAL** means the North Brevard County Hospital District as created under The Act, and doing business as Parrish Medical Center.

10. MEDICAL STAFF means all practitioners who are granted privileges by the Board to attend patients or to provide other diagnostic, therapeutic, teaching, or research services in the Hospital.
11. MEDICAL STAFF MEMBERSHIP STATUS means all matters relating to medical staff appointment and reappointment to clinical services and other clinical unit affiliations, and to staff category assignments.
12. MEDICO-ADMINISTRATIVE OFFICER means a practitioner, engaged by the Hospital either full or part-time in an administratively responsible capacity, whose activities also include clinical responsibilities such as direct patient care or supervision of these patient care activities of other practitioners under his direction.
13. PHYSICIAN means an individual with an M.D. or D.O. degree who is fully licensed by the State of Florida to practice medicine in all its phases.
14. PRACTITIONER means, unless otherwise expressly limited, any fully licensed physician, dentist, or podiatrist, applying for or exercising clinical privileges in this Hospital.
15. THE ACT means the law designated as Chapter 2003-362, Laws of Florida, as amended by the Florida Legislature from time to time.

ARTICLE I. BOARD OF DIRECTORS

1.1 LOCATION OF PRINCIPAL OFFICE

The principal office and regular meeting place of the Board of the North Brevard County Hospital District shall be in the Parrish Medical Center, 951 North Washington Avenue, Titusville, Florida.

1.2 LOCATION OF MEETINGS

Regular and special meetings of the Board of the North Brevard County Hospital District shall be held in the Parrish Medical Center, 951 North Washington Avenue, Titusville, Florida. Any

regular or special meetings may also be held in another facility within the North Brevard County Hospital District as determined by the Board and/or if necessary to accommodate public attendance in excess of the meeting facilities available at the Hospital.

1.3 ORDER OF BUSINESS AT REGULAR AND SPECIAL MEETINGS

At regular and special meetings of the Board, business shall be transacted in such order as the Board may from time to time determine. At any meeting called in conformity to the foregoing provisions, there shall be no required limitations upon the nature or number of matters which may be heard and acted upon unless otherwise prohibited by Florida Statutes.

1.4 QUORUM

A quorum at a regular or special meeting of the Board means a majority of members of the Board then holding office, but not less than five (5).

1.5 PARTICIPATING MANNER OF VOTING

Voting upon all matters coming before the Board shall be by voice vote, unless a vote by roll call shall be demanded by a member of the Board in which case the Secretary shall call the roll and the manner of voting of each member shall be noted in the minutes. The Chairperson and all members present shall vote on all matters coming before the Board. No member shall participate in any matter which inures to his or her special private gain or loss or the special private gain or loss of any principal by whom he or she is retained or to the parent organization or subsidiary of a corporate principal by which he or she is retained or which he or she knows would inure to the special private gain or loss of a relative or business associate of the member, without first disclosing the nature of the interest in the matter. Such disclosure, indicating the nature of the conflict, shall be made in a written memorandum filed with the Secretary and shall be incorporated in the minutes; if the disclosure is initially made orally at a meeting attended by the member, the written memorandum disclosing the nature of the conflict shall be filed within

fifteen (15) days with the Secretary and shall be incorporated in the minutes. Voting shall be in conformance with Section 112.3143, Florida Statutes. No member shall vote in an official capacity upon any measure which would inure to his or her special private gain or loss; which he or she knows would inure to the special private gain or loss of any principal by whom he or she is retained or to the parent organization or subsidiary of a corporate principal by which he or she is retained, other than an agency as defined in s. 112.312(2); or which he or she knows would inure to the special private gain or loss of a relative or business associate of the member . Such member shall, prior to the vote being taken, publicly state to the Board the nature of the member's interest in the matter from which he or she is abstaining from voting and, within 15 days after the vote occurs, disclose the nature of his or her interest as a public record in a memorandum filed with the Secretary, who shall incorporate the memorandum in the minutes.

1.6 MEETING DATE

The Board shall annually at its regular January meeting prepare a schedule of the dates and time of its regular meetings and file the same with the Board of County Commissioners of Brevard County and the City of Titusville. Special meetings of the Board may be called at any time by the Chairperson, or in the Chairperson's absence by the Vice Chairperson, or any three members of the Board.

1.7 MINUTES

Board and Board Committee minutes shall be in writing and shall reflect the action taken. In addition, the minutes shall reflect the motion, the names of the members who made motions, and those who made seconds thereto, the fact that discussion was had by the Board (or Board Committee), and the recording of the vote taken, nay votes recorded by name. In addition to the foregoing, the minutes should include the following information:

- (a) The date of the meeting;

- (b) The members in attendance;
- (c) The members who were absent (with or without excuse);
- (d) Others present;
- (e) When the meeting was called to order and by whom;
- (f) Whether the meeting was a regular or special meeting;
- (g) That a quorum was present;
- (h) The approval of any previous minutes; and
- (i) The time of adjournment.

1.8 ATTENDANCE AND REMOVAL

Members are expected to attend all special and regular meetings. Members must have seventy-five percent (75%) attendance unless excused by the Chairperson. Any Board member may be removed from office in the event a request for removal for proven violation of policies and procedures established by the Board is approved by two-thirds (2/3) of the membership of the Board and in the event the majority of the Governing Board responsible for appointing such member approves of such removal without the necessity of any requirement of advice and consent as provided herein for appointment.

1.9 CODE OF ETHICS

In carrying out their responsibilities, the members of the Board, ex-officio and other committee members are obligated:

- (a) To acquaint themselves with laws, regulations, and policies relating to public hospitals and specifically to the Hospital, and to observe and enforce them.
- (b) To support the principle that the basic function of the members of the Board is policy making, not administrative.
- (c) To represent at all times the entire Hospital community.

- (d) To transact Hospital business only in Board meetings, realizing that individual members have no legal status to bind the Board outside of such meetings.
- (e) To give the Chief Executive Officer full administrative authority for properly discharging his or her professional duties, and to hold him or her responsible for acceptable results.
- (f) To recognize that the Chief Executive Officer has full responsibility to represent the full Board for the day to day operation of the Hospital.
- (g) To treat all information relating to Hospital employees, patients, and personnel as confidential, except for information deemed public under Florida law.
- (h) To accept and support Board decisions once they are made and to make a good faith effort to assist in carrying them out effectively.
- (i) To bring to the attention of the other members of the Board and to the Chief Executive Officer any possible conflict of interest, and to support and comply with the Policy regarding Restrictions on Anti-Competitive Activity and Competing Financial Interests of Board members attached to and incorporated herein by reference as Appendix 1.9-1(i).

ARTICLE II. OFFICERS

2.1 OFFICERS

The officers of the Hospital shall be a Chairperson, a Vice-Chairperson, a Secretary, and a Treasurer and such other officers as the Board may elect or appoint, including without limitation additional Vice-Chairpersons, Assistant Secretaries, and Assistant Treasurers. The Board shall appoint a Chief Executive Officer to carry out the duties and responsibilities as outlined in Article IV. The Chief Executive Officer shall have such title as designated by the Board.

2.2 ELECTION AND TENURE

The Board shall, as their first order of business, on the first regular meeting in January every odd year, elect the officers described in Section 2.1 with the exception of the Chief Executive Officer. Officers elected shall serve a term of two (2) years. Members of the Board seeking appointment to an office shall submit their name and proposed office to the Secretary of the Board on or before December 30 preceding the January Board meeting. The Secretary of the Board shall prepare and present a ballot to the Board that contains the names and offices to which members of the Board seek election. Additional nominations for any office may be made from the floor at such meeting.

2.3 VACANCIES

Should a vacancy in Board membership occur, the vacancy on the Board shall be appointed in accordance with the Act and applicable Florida Statutes, as amended. Should any officer of the Board resign his or her office while at the same time retaining membership on the Board or should a vacancy in any office occur due to the discontinuance of Board membership on the part of the officer, the office shall be filled by election of the Board to be held at the next succeeding Board meeting after such vacancy or resignation occurs. As provided in Section 2.2, the Secretary or Chief Executive Officer shall submit any prospective officer's names to the Board. The Secretary shall prepare and present a ballot to the Board that contains the names of any prospective officer. Additional nominations for the office may be made from the floor at such meeting. The Board shall vote upon the names submitted along with any other floor nominations from the Board for the vacant office. The newly elected officer shall serve for the remainder of the term of the resigning officer.

2.4 DUTIES OF OFFICERS

2.4-1 CHAIRPERSON

The Chairperson is the presiding officer of the Board and presides at all meetings of the Board. Except as otherwise specified, the Chairperson shall also serve as an ex-officio member of all Board Committees. The Chairperson may sign on behalf of the Hospital any documents or instruments which the Board has authorized to be executed, except where the signing and execution thereof is expressly delegated by the Board or by these bylaws to some other officer or agent, or required by law to be otherwise signed or executed. The Chairperson shall also perform all duties incident to the office of Chairperson and such other duties as may be prescribed by the Board from time to time. The Chairperson shall be responsible for establishing the agenda and order of business for each Board meeting and shall have full discretion regarding scheduling of pending business.

2.4-2 VICE CHAIRPERSON

The Vice-Chairperson shall perform such duties as may be assigned by the Board or the Chairperson. In the absence of the Chairperson or when, for any reason, the Chairperson is unable or refuses to perform his or her duties, the Vice-Chairperson shall perform those duties with full powers of, and subject to the restrictions on, the Chairperson. When there is more than one Vice-Chairperson, the Vice-Chairperson will assume the Chairperson's responsibilities and authority in the order of their designation or, if no designation, in the order of their election.

2.4-3 TREASURER

The Treasurer shall keep or cause to be kept correct and accurate accounts of the properties and financial transactions of the Hospital and in general perform all duties incident to the office and such other duties as may be assigned from time to time by the Chairperson or the Board. The Treasurer may delegate any of his or her duties to any duly elected or appointed Assistant Treasurers or to the Hospital's Vice President - Finance or Controller, if no Vice President -

Finance is then serving. The Treasurer shall serve at all times as Chairperson of the Finance Committee.

2.4-4 SECRETARY

The Secretary shall provide for the keeping of minutes of all meetings of the Board and Board Committees, and shall assure that such minutes are filed with the records of the Hospital. The Secretary shall give or cause to be given appropriate notices in accordance with these bylaws, or as required by law, and shall act as custodian of all Board records and reports and of the Board seal, assuring that it is affixed, when required by law, to documents executed on behalf of the Board. The Secretary shall also keep or cause to be kept a roster showing the names of the current members of the Board and their addresses. The Secretary shall perform all duties incident to the office and such other duties as may be assigned from time to time by the Board or Chairperson of the Board. The Secretary may delegate any of his or her duties to any duly elected or appointed Assistant Secretary or a Recording Secretary.

2.5 LEGAL COUNSEL

The Board shall retain the services of a qualified licensed attorney to represent the Board, who shall serve at the pleasure of the Board.

ARTICLE III. BOARD COMMITTEES

3.1 GENERAL

3.1-1 APPOINTMENT AND TERM

Except as specified in these Bylaws, all Board Committee members shall be appointed by the Chairperson of the Board at the annual meeting of the Board, or at the next meeting. All appointments shall be subject to the approval of the Board. Each Board Committee at its organizational meeting shall select a Chair and Vice Chair unless otherwise provided herein. In the event of the absence of the Chair, the Vice- Chair shall serve as Chair. The Chair and all

other members of each standing committee shall hold office until the next annual meeting of the Board, or until their successors are appointed and approved. The Chair and all other members of any special committee shall hold office until the sooner occurrence that the assigned task of such special committee is completed or the next annual meeting of the Board. The Chairperson of the Board shall have the power to fill any vacancies that occur on Board Committees for the remaining term of any vacancy.

3.1-2 REPORTS AND AUTHORITY OF BOARD COMMITTEES

All Board Committees shall maintain written minutes of their meetings available to the Board and shall report in writing to the Board, as necessary or requested. The functions and responsibilities of each standing committee of the Board shall be as provided in these Bylaws or as otherwise assigned by the Chairperson or specified by resolution of the Board. The functions and responsibilities of any special committee shall be limited to the scope and term of such assigned task as specified by resolution of the Board.

3.1-3 MEETINGS

Each committee of the Board shall meet at such dates and times as necessary to accomplish its duties and as designated by the Board at its regular January meeting. Special meetings of any Board committee may be called at any time by its Chair or any three members of the committee.

3.1-4 QUORUM

A majority of the voting members of a Board Committee constitutes a quorum for the transaction of business at any meeting of such committee. A majority vote of the members present shall be required for committee actions. In the absence of a quorum, a committee Chair may designate any Board member present at such meeting to serve as a voting alternate. If in attendance, the President of the Medical Staff shall serve as a voting alternate for any absent physician member of a committee. Any voting alternate so appointed shall participate during the continuation of

such meeting until a quorum is later established by appearance of the regular committee member for whom such voting alternative has been appointed. Any regular committee member shall commence participation upon the conclusion of any discussion and/or vote of the matter under review by the committee at the time of such member's appearance at the meeting.

3.1-5 OTHER COMMITTEE MEMBERS

In order to assist the Board and its various committees in furtherance of the Hospital's mission and goals, the Chairperson of the Board may submit for Board approval additional voting members for each Board Committee who are not members of the Board or the Chief Executive Officer, and if two (2) are selected, consideration shall be given to having at least one (1) an active member of the Medical Staff. The Executive Committee and the Joint Conference Committee shall be exempt from this provision. The prospective members shall be subject to the following:

- (a) The qualifications of any potential committee member must be credible and documented. Particular expertise, position in the community, demonstrated abilities, and resumes should be considered.
- (b) Any potential committee member must submit his or her application and statement of qualifications in writing, acknowledging that his or her membership on the Board Committee binds them to attend the requisite committee meetings and appropriate Board meetings, he or she is able to vote on Board Committee matters without abstention because of conflict of interest and he or she is bound by all applicable provisions of each section of these Bylaws specifically including Sections 1.8 and 1.9, and the Policy regarding Restrictions on Anti-Competitive Activity and Competing Financial Interests of Board Members attached to and incorporated herein by reference as Appendix 1.9-1(i).

- (c) Any potential Board Committee member may not have or may not reasonably plan on having directly or indirectly a significant business or financial relationship with the Hospital. “Indirectly” shall mean, but not be limited to, a relationship through ownership of an artificial entity or by a closely-related family member. “Closely-Related” shall have the meaning set forth in Appendix 1.9-1(i), Section 6a.
- (d) Any additional voting member of any Board Committee who is not a member of the Board shall not serve as Chair of that Board Committee.

3.2 EXECUTIVE COMMITTEE

3.2-1 COMPOSITION

The Executive Committee shall be composed of the Chairperson of the Board, the Vice-Chairperson, who shall serve as Chair, the Secretary, the Treasurer and Board member-at-large elected by the Board. The Chief Executive Officer shall serve as a nonvoting member.

3.2-2 FUNCTIONS

The Executive Committee shall be charged with the following responsibilities:

- (a) The Executive Committee shall, during intervals between the meetings of the Board, have the authority to take such action as is necessary to meet emergencies arising between meetings of the Board, and in cases where delayed action might be harmful to the institution. The action taken by the Executive Committee shall be confirmed by the Board at its next subsequent meeting. Minutes of the Executive Committee shall be distributed to all members of the Board.
- (b) The Executive Committee shall review the Bylaws and Governing Board policies at least every two (2) years. Except as otherwise required, the Executive Committee shall meet in November of every even year and prepare a report to the

Board, recommending revisions or amendments to the same. If no revisions or amendments are recommended, the report shall so state. All proposed amendments to the Bylaws shall be presented to the Board as provided in Article IX.

- (c) Upon the request of the Chief Executive Officer, the Executive Committee shall review the action of the Medical Executive Committee with regard to initial medical staff appointments, clinical privileges, and/or reappointments and make recommendations to the full Board prior to final Governing Board action, and any other circumstance felt necessary by the Chairperson.
- (d) Assess the general results and effectiveness of the Quality Assessment and Improvement Program, evaluate changes that have been made or should be made to improve the quality and efficiency of patient care within the Hospital and make recommendations as warranted by its findings.
- (e) Annually review the peer review procedures conducted by the Hospital.
- (f) The Executive Committee shall be responsible and oversee all compliance matters for the Hospital including, but not limited, to those compliance matters relating to Federal and State regulations. As such, the Executive Committee shall work with and coordinate with the Chief Corporate Compliance Officer of the Hospital concerning such compliance matters and shall regularly (at least annually) receive reports from the Chief Corporate Compliance Officer concerning ongoing compliance matters and compliance efforts within the Hospital.
- (g) Perform such other related duties as may be assigned.

3.3 FINANCE COMMITTEE

3.3-1 COMPOSITION

The Finance Committee shall consist of the Board Treasurer as Chair and at least three (3) other members of the Board. In addition, one representative of the Medical Staff, nominated by the President of the Medical Staff and appointed by the Chairperson of the Board shall serve on the Finance Committee as a voting member. The Chief Executive Officer shall serve as a nonvoting member.

3.3-2 FUNCTIONS

The Finance Committee shall be charged with the responsibility to:

- (a) Review the financial feasibility of Hospital projects and undertakings referred to it by the Board or Chairperson of the Board, and make recommendations thereon to the Board.
- (b) Make recommendations to the Board concerning the general fiscal affairs of the Hospital.
- (c) Review and make recommendations to the Board concerning the Hospital's annual operating budget, the capital expenditure budget, and requirements for long-term financing.
- (d) Routinely review the financial statements and appraise the Hospital's operating performance.
- (e) Make recommendations to the Board concerning the financial condition and operation of the Hospital.
- (f) Review and make appropriate reports and recommendations to the Board concerning the financial implications of personnel policies of the Hospital;

including compensation, employment practices, employee benefits, employee health and welfare services, retirement programs and staffing practices.

- (g) Make recommendations to the Board regarding the Hospital insurance program which is designed to protect the fiscal and financial resources of the Hospital.
- (h) Perform such other related duties as may be assigned to it.

3.4 PLANNING, PHYSICAL FACILITIES, AND PROPERTIES COMMITTEE

3.4-1 COMPOSITION

The Planning, Physical Facilities, and Properties Committee shall consist of the Chairperson and at least three (3) other members of the Board. In addition, the President of the Medical Staff will serve as a voting member and the Chief Executive Officer will serve as a nonvoting member.

3.4-2 FUNCTIONS

The Planning, Physical Facilities, and Properties Committee shall be charged with the responsibility to:

- (a) Review and make recommendations to the Board concerning short and long-range development plans for the Hospital to assure that a comprehensive program of services is attuned to meeting the healthcare needs of the community and the purposes of the Hospital, to the extent feasible within the Hospital's resources.
- (b) Oversee the maintenance of the physical plants, including the planning and maintenance of the grounds, and submit recommendations to the Board.
- (c) Develop and review plans for the improvement or expansion of buildings and other permanent improvements including parking areas and streets, and shall generally oversee any construction work from a policy standpoint.

- (d) Provide information to the Board on changes and trends in the healthcare field and the community which may influence the modification of Hospital services and facilities.
- (e) Perform such other related duties as may be assigned to it.

3.5 EDUCATIONAL, GOVERNMENTAL, AND COMMUNITY RELATIONS COMMITTEE

3.5-1 COMPOSITION

The Educational, Governmental, and Community Relations Committee shall consist of the Chairperson and at least two (2) other members of the Board. In addition, one representative of the Medical Staff, nominated by the President of the Medical Staff and approved by the Board, will serve as a voting member. The Chief Executive Officer will serve as a nonvoting member.

3.5-2 FUNCTIONS

The Educational, Governmental, and Community Relations Committee shall be charged with the responsibility to:

- (a) Every six (6) months, review the educational programs to be conducted by the Hospital over the next six month period; review objectives for those educational programs to be offered; make suggestions to improve educational programs; receive and review reports of the educational activities for the previous six (6) months; review the line item budget(s) established for educational programming presented by the Hospital and recommend changes or acceptance of such budget(s) to the Board.
- (b) Act as a liaison between the Jess Parrish Medical Foundation, Inc. (the “Foundation”), and the Board to review health related programs presented by the Foundation for the benefit of the Hospital and community, as well as any fund raising activity that benefits the Hospital.

- (c) Recommend to the Board the development of community relationships with civic, governmental, educational and professional organizations based on the community's current health care needs, issues, activities, goals and future plans of the Hospital.
- (d) Use all reasonable means to educate itself, the Board, the Foundation, the medical staff, Hospital employees, and the community concerning existing, pending and proposed changes to the healthcare system, the restructuring of healthcare financing and any and all issues and activities which may affect the quality of health care.
- (e) Study and recommend programs to educate the public as to the essential needs of the Hospital, seek to promote a general understanding and awareness of the Hospital's facilities/services through a planned program of public education and information, cooperating with national, state and local associations to stimulate support in the community for the Hospital's facilities and programs.
- (f) Develop and maintain a comprehensive orientation program for new members of the Board based on input from Board members, management, and the medical staff; be responsible for the annual review of existing orientation programs, gathering input from the Board for modifications, deletions, additions and changes to the program; develop and maintain a continuing educational program based on present healthcare issues, future healthcare trends, and the identified informational needs of the Board.
- (g) Distribute to the Board in October of every odd year a Board self-evaluation with results tabulated and reported at the November Board meeting for discussion.
- (h) Make periodic reports and recommendations to the Board as requested.

- (i) Perform such other related duties as may be assigned.

3.6 JOINT CONFERENCE COMMITTEE

3.6-1 COMPOSITION

The Committee shall be composed of four (4) members from the Board, the Chief Executive Officer, and four (4) members of the Medical Staff who shall be the President, Vice President, and two (2) members of the Medical Executive Committee appointed by the President of the Medical Staff. Members of Hospital senior management shall attend as directed from time to time by the Chief Executive Officer. All recommendations shall require a two-thirds (2/3) vote of the total membership of the committee. The Chair of the Joint Conference Committee shall alternate with the Chairperson of the Board serving as Chair during even numbered years and the President of the Medical Staff during odd numbered years.

3.6-2 FUNCTIONS

The Committee shall serve as an educational and liaison group to promote open communication between the Board, Administration and the Medical Staff regarding appropriate matters, including, but not limited to the following:

- (a) Communication
- (b) Bylaws
- (c) Reports of the Medical Staff
- (d) Credentials
- (e) Quality Improvement
- (f) The Joint Commission and its Standards

3.6-3 AGENDA

The agenda shall be prepared jointly by the Chairperson of the Board, the Chief Executive Officer and the President of the Medical Staff.

3.6-4 REPORTS

The Joint Conference Committee shall transmit written reports of its actions to the Board and the Medical Staff.

3.7 AUDIT COMMITTEE

3.7-1 COMPOSITION

The Audit Committee shall be comprised of a Chair and three (3) other members of the Board all appointed by the Chairperson of the Board.

3.7-2 FUNCTIONS

The Audit Committee shall be charged with the following responsibilities:

- (a) Make regular reports to the Board.
- (b) Review the annual audited financial statements with management, including major issues regarding accounting and auditing principles and practices as well as the adequacy of internal controls that could significantly affect the Hospital's financial statements.
- (c) Review an analysis prepared by management and the independent auditor of significant financial reporting issues and judgments made in connection with the preparation of the Hospital's financial statements.
- (d) Meet periodically with management to review the Hospital's major financial risk exposures and the steps management has taken to monitor and control such exposures.
- (e) Review major changes to the Hospital's auditing and accounting principles and practices suggested by the independent auditor or management.
- (f) Recommend to the Board the appointment of the independent auditor, which firm is ultimately accountable to the Committee and the Board.

- (g) Recommend the fees to be paid to the independent auditor for approval by the Board.
- (h) Receive periodic written reports from the independent auditor regarding the auditor's independence (including, without limitation, describing all relationships between the independent auditors and the Hospital) discuss such reports with the auditor, and if so determined by the Committee, recommend that the Board take "appropriate action to satisfy itself of the independence of the auditor."
- (i) Evaluate together with the Board the performance of the independent auditor and, if so determined by the Committee, recommend that the Board replace the independent auditor.
- (j) Meet with the independent auditor prior to the audit to review the planning and staffing of the audit.
- (k) Discuss with the independent auditor the matters required to be discussed by Auditing Standard No. 16 relating to the conduct of the audit.
- (l) After the audit, review with the independent auditor the result of the audits, any problems or difficulties the auditor may have encountered, and any management letter provided by the auditor and the Hospital's response to that letter. Such review should include any difficulties encountered in the course of the audit work, including any restrictions on the scope of activities or access to required information and any changes and recommendations made as a result of the audit including, without limitation, change in internal control and in accounting methods.

- (m) Advise the Board with respect to the Hospital's policies and procedures regarding compliance with the Hospital's Code of Conduct related to or disclosed by the audit.
- (n) Review with the Hospital's legal counsel legal matters that may have a material impact on the financial statements.
- (o) Meet at least annually with the Vice President - Finance/Chief Financial Officer and the independent auditor in separate sessions.
- (p) Conduct investigations (including but not limited to the engagement of outside experts as approved by management and the Executive Committee of the Board, so long as such experts' fee are less than Ten Thousand Dollars (\$10,000)) to resolve disagreements, if any, between the independent auditor and management, or to assure compliance with the Hospital's Code of Conduct.
- (q) Review quarterly financial statements with management and the independent auditor.
- (r) Operate in accordance with the principles and terms of the Audit Committee Charter attached as Appendix 3.7 to these Bylaws. While the Audit Committee has the responsibilities and powers set forth herein and in its Charter, it shall be the duty and responsibility of Hospital management to determine that the Hospital's financial statements are complete and accurate and are in accordance with the U.S. generally accepted accounting principles.

3.8 COMPENSATION COMMITTEES FOR THE PRESIDENT/CHIEF EXECUTIVE OFFICER AND FOR OTHER HOSPITAL SENIOR MANAGEMENT

3.8-1 (a) COMPOSITION OF THE COMPENSATION COMMITTEE FOR THE PRESIDENT/CHIEF EXECUTIVE OFFICER

This Committee shall be composed of one member who shall be the Director serving in the position of Chairperson of the Board. This Committee shall be supported by the Hospital's legal counsel (or his/her representative) and/or such other selected individual(s) in the discretion of the Chairperson of the Board.

3.8-1 (b) COMPOSITION OF THE COMPENSATION COMMITTEE FOR OTHER HOSPITAL SENIOR MANAGEMENT

This Committee shall be composed of two members who shall be those currently serving in the positions of Chairperson of the Board and President/Chief Executive Officer of the Hospital.

This Committee shall be supported by the Hospital's legal counsel (or his/her representative) and/or such other selected individual(s) in the discretion of this Committee's members.

3.8-2 FUNCTIONS

(a) FUNCTIONS OF THE COMPENSATION COMMITTEE FOR THE PRESIDENT/CHIEF EXECUTIVE OFFICER

This Committee shall review the Hospital's corporate goals and objectives in the context of the compensation arrangements provided for the President/Chief Executive Officer. This Committee shall develop and integrate a compensation program for the President/Chief Executive Officer into the Hospital's strategic planning process.

The principal functions of this Committee are:

- (i) Periodically (at least annually) review and analyze Hospital compensation arrangements with the President/Chief Executive Officer.
- (ii) Work with the Hospital's legal counsel or external consultants to evaluate and compare hospital senior management compensation trends on national,

regional, and local levels to ensure that the President/Chief Executive Officer compensation is reasonable and appropriately established.

(iii) Develop Hospital compensation arrangements and programs for the President/Chief Executive Officer, including the base salary, systems for incentive compensation, non- cash compensation, and other supplemental compensation programs for approval by the Board.

(iv) Negotiate, on behalf of the Board, compensation arrangements regarding the President/Chief Executive Officer employment contract and/or severance and retirement packages.

(b) FUNCTIONS OF THE COMPENSATION COMMITTEE FOR OTHER
HOSPITAL SENIOR MANAGEMENT

This Committee shall review the Hospital's corporate goals and objectives in the context of the compensation arrangements provided for the following Hospital senior management: (i) Vice President - Finance, (ii) Senior Vice President - Transformation/Network Development, (iii) Senior Vice President - Acute Care Services/CNO , (iv) Vice President - Ambulatory Services, and (v) Vice President - Communications, Community and Corporate Services (collectively, "Senior Staff"). This Committee shall develop and integrate a Senior Staff compensation program into the Hospital's strategic planning process.

The principal functions of the Committee are:

(a) Periodically (at least annually) review and analyze Hospital compensation arrangements with Senior Staff.

(b) Work with the Hospital's legal counsel or external consultants to evaluate and compare hospital senior management compensation trends on national, regional,

and local levels to ensure that the Senior Staff compensation is reasonable and appropriately established.

- (c) Develop Hospital compensation arrangements and programs for Senior Staff, including the base salary, systems for incentive compensation, non- cash compensation, and other supplemental compensation programs for approval by the Board and the Chief Executive Officer.
- (d) Negotiate, on behalf of the Board, and with the authority of the CEO, the compensation packages and/or severance and retirement packages of Senior Staff members.

3.9 QUALITY COMMITTEE

3.9-1 COMPOSITION

The Quality Committee shall be comprised of a Chair and at least four (4) other members of the Board. In addition, the President of the Medical Staff and the chairs or their designees of the following Medical Staff committees: Medical Staff Bylaws Committee, Utilization Management/Medical Records Committee, and Credentials and Medical Ethics Committee, will serve as voting members, and the Chief Executive Officer will serve as a nonvoting member. The Quality Committee Chair shall be elected annually by a majority of Quality Committee members.

3.9-2 FUNCTIONS

The principle function of the Quality Committee shall be to fulfill the responsibilities outlined in Article VI of these Bylaws regarding Quality Assessment and Improvement. The Committee will provide the mechanism through which Hospital administration and the Medical Staff are held accountable for the activities delegated to them in Article VI. The Quality Committee will take a proactive approach as it advises the Board regarding policies to “improve the overall quality and

efficiency of patient care in the Hospital” and in the community, for instance, by setting/recommending adoption of standards and guidelines for quality care. The Quality Committee is designed to work in collaboration with the Medical Staff and Administration to achieve the Board’s safety and quality goals. The Quality Committee shall act in collaboration with Medical Staff committees. In addition, non-standing committees of the Board that deal primarily with quality, clinical outcomes, etc. will report to the Quality Committee. The Committee’s responsibilities include, but are not limited to the following:

- (a) Receive periodic reports from the Patient Care Improvement Committee, and advise the Board regarding patient care improvement at the Hospital.
- (b) Receive periodic reports from the Medical Executive Committee and/or Medical Directors, as they relate to quality, and advise the Board regarding what action, if any, is to be taken regarding the reports.
- (c) Establish measures for clinical outcomes and identify appropriate comparative standards; monitor the hospital’s performance against these standards; report findings and recommended actions to the Board.
- (d) Reviews and comment on the clinical findings of all licensure, accreditation, and certification surveys of the Hospital.
- (e) Review and comment on the Hospital’s Physician Manpower Plan.
- (f) Review and comment on all proposed amendments to the Medical Staff bylaws relating to quality of care.
- (g) Review and comment on the results of all community services needs surveys or studies involving the Hospital's markets or service areas.
- (h) Review and comment on the reasonableness of all proposed physician services agreements with the Hospital or its affiliates.

- (i) Request and review, at its discretion, reports from any individual, group, or committee related to quality.

3.10 INVESTMENT COMMITTEE

3.10-1 COMPOSITION

The Investment Committee shall be comprised of no more than five (5) members all of whom shall be members of the Finance Committee and all of whom shall be appointed by the Chairperson of the Board. The Vice President – Finance /Chief Financial Officer shall also be a member of the Investment Committee.

3.10-2 FUNCTIONS

The Investment Committee shall be charged with the responsibility to:

- (a) Review investment and performance of the Operating Funds of the Hospital.
- (b) Oversee the actions of the Pension Administration Committee and Trustees for the North Brevard County Hospital District Pension Plan and its implementation of the Pension Investment Guidelines of the Board of Directors (Policy Number 9500-5004).
- (c) Implement the provisions of the Operating Funds Investment Policy of the North Brevard County Hospital District (Policy Number 9500-5003).
- (d) Report, from time-to-time, to the Board concerning the performance of the Operating Funds and implementation of Policy Number 9500-5003.
- (e) Recommend institutions which will serve as depositories for operating funds and investments.
- (f) Perform such other actions as may be assigned from time-to-time by the Board.

ARTICLE IV. CHIEF EXECUTIVE OFFICER

4.1 APPOINTMENT

The Board of Directors shall select and appoint a competent experienced Hospital administrator to serve as the Chief Executive Officer and to be the direct executive representative of the Board in the management of the Hospital. The Chief Executive Officer shall be given the necessary authority and be held responsible for the management of the Hospital in all its departments subject only to the policies enacted by the Board and to such orders as may be issued by the Board pertaining to the administration of the Hospital.

4.2 AUTHORITY AND DUTIES

The Chief Executive Officer, subject to the directions of the Board, shall have the following authority and duties:

- (a) Prepare and submit to the Board for approval a plan for the organization of the personnel concerned with the operation of the Hospital.
- (b) Select, employ, control and have authority to discharge any Hospital employee. Employment shall be subject to budget authorization granted by the Board.
- (c) Report to the Board at regular and special meetings all significant items of business of the Hospital and make recommendations concerning the disposition thereof.
- (d) Submit regularly, in cooperation with the appropriate committees of the Board, periodic reports showing the patient care and professional services rendered and the financial activities of the Hospital, and prepare and submit any budget data that may be required by the Board.
- (e) Attend all meetings of the Board when possible and attend meetings of the various committees of the Board when so required by the Committee Chairperson.

- (f) Serve as a liaison between the Board and the Medical Staff of the Hospital. The Chief Executive Officer will cooperate with the Medical Staff and will endeavor to secure like cooperation on the part of all concerned with rendering professional services to the end that the patients may receive the best possible care.
- (g) Make recommendations concerning the purchase of equipment, supplies, and services by the Hospital.
- (h) Keep informed of all new developments in the medical and administrative areas of Hospital administration.
- (i) Oversee the physical plant, Hospital building and grounds; and keep them in good state of repair, conferring with the appropriate committee of the Hospital Board in major matters, but carrying out routine repairs and maintenance without such consultation.
- (j) Supervise all business affairs such as the records of financial transactions, collection of accounts and purchase and issuance of supplies, and be certain that all funds are collected and expended to the best possible advantage.
- (k) Supervise the preservation of the permanent medical records of the Hospital and act as designated custodian of all Hospital records.
- (l) Select, secure and keep in force, in companies duly authorized to do business in Florida, or in such other programs as approved by the Board, such insurance as is necessary including but not limited to physical property, liability, malpractice, vehicle, fire, extended coverage insurance, and such other insurance, and in such amounts as may be deemed proper.

- (m) Designate, in writing, other individuals by name or position who are, in order of succession, authorized to act during any period of absence of the Chief Executive Officer from the Hospital.
- (n) Perform such other duties as the Board shall from time to time direct.

ARTICLE V. MEDICAL STAFF

5.1 ORGANIZATION

The Board of the Hospital has the ultimate authority for the management of the Hospital. Pursuant to this authority, the Board has created a Medical Staff organization to be known as the Medical Staff of Parrish Medical Center. Membership in this Medical Staff organization is a prerequisite to the exercise of clinical privileges in the Hospital, except as otherwise specifically provided in the Medical Staff Bylaws.

5.2 MEDICAL STAFF BYLAWS

The Medical Staff shall collaborate with the Board in drafting the Medical Staff Bylaws, Rules and Regulations. Procedures for the review and consideration of all applications for appointment or reappointment to the Medical Staff or any action to suspend, terminate, modify or restrict the privileges of any member of the Medical Staff shall be established in the Medical Staff Bylaws. Neither the Medical Staff nor the Board may unilaterally amend or suspend the Medical Staff Bylaws, Rules and Regulations and when adopted by the Medical Staff and approved by the Board, they shall become binding jointly upon both bodies. Nothing contained in the Medical Staff Bylaws and Rules and Regulations shall be contrary to any State or Federal laws, the terms of the Act, or the provisions of these Bylaws. In the event there should exist any conflict or any inconsistency between these Bylaws and the Bylaws, Rules and Regulations of the Medical Staff, the inconsistency will be referred to the Joint Conference Committee for recommendation to and final determination by the Board.

5.3 MEMBERSHIP

Medical Staff membership status shall be granted by the Board in its sole discretion on such terms and conditions as the Board deems proper in order to provide the best available professional care to Hospital patients. All applications for membership to the Medical Staff and/or the granting of clinical privileges shall be presented in writing to and on forms prescribed and provided only by the Chief Executive Officer.

5.4 INSTITUTIONAL NEED

The needs and resources of the Hospital will be considered in making appointments to the Medical Staff and in granting clinical privileges to staff members. All appointments and grants of privileges must be consistent with the needs and resources of the Hospital which include:

- (a) Preservation of a relationship between the facilities available and the number of practitioners requiring access to these facilities which will allow the most effective patient care. Such facilities include the number of hospital beds, operating rooms and special equipment and/or treatment areas.
- (b) Provision of both general and special medical services, particularly those not otherwise available either in the Hospital or in the primary service area.
- (c) Satisfactory participation by all members of the Medical Staff in the professional activities of that body and demonstrated support of the Hospital's mission and goals.
- (d) Satisfactory demonstration of the capability to work cooperatively and professionally with fellow members of the Medical Staff and with all categories of Hospital employees.
- (e) Preservation of the Hospital's Quality Assessment and Improvement Program to include assurances and findings that the quality of patient care will not be

adversely affected by any practitioner's inability to maintain an appropriate level of proficiency because of an insufficient number of patients or applicable procedures, the Medical Staff's inability to assure necessary assistance or qualified supervision, or the Hospital's inability to provide sufficient facilities.

- (f) Satisfactory adoption and adaptation related to electronic medical records and other technology implemented by the Hospital.
- (g) Satisfactory performance related to quality measures adopted by the Hospital or its payors.

5.5 CONTRACT PHYSICIANS

A practitioner employed by the Hospital, either part-time or full-time, in a purely administrative capacity or with no patient admitting privileges is subject to the regular personnel policies of the Hospital and to the terms of his or her contract or other conditions of employment and need not be a member of the Medical Staff.

ARTICLE VI. QUALITY ASSESSMENT AND IMPROVEMENT

6.1 BOARD RESPONSIBILITY

The Board shall establish, maintain, support and exercise oversight of an ongoing Quality Assessment and Improvement Program that includes specific and effective review, evaluation and monitoring mechanisms to assess, preserve and improve the overall quality and efficiency of patient care in the Hospital.

6.2 DELEGATION TO ADMINISTRATION AND TO THE MEDICAL STAFF

6.2-1 TO ADMINISTRATION

The Board delegates to the administration and holds it accountable for providing the administrative assistance reasonably necessary to support and facilitate the implementation and ongoing operation of the Hospital's Quality Assessment and Improvement Program as it

concerns non-medical professional personnel and technical staffs and patient care units, and for analyzing information and acting upon problems involving technical, administrative and support services and Hospital policy.

6.2-2 TO THE MEDICAL STAFF

The Board delegates to the Medical Staff and holds it accountable for conducting specific activities that contribute to the preservation and improvement of the quality of patient care provided by the Medical Staff members in the Hospital. These activities include:

- (a) Systematic evaluation of practitioner performance against explicit, pre-determined criteria.
- (b) Ongoing monitoring of critical aspects of care, including but not limited to antibiotic and drug usage, transfusion practices, surgical outcomes, infections, morbidities and mortalities, and monitoring of unexpected clinical occurrences.
- (c) Review of utilization of the Hospital's resources to provide for their proper and timely allocation to patients.
- (d) Review and recommend to the Board only those clinical privileges to practitioners that are consistent with the recognized needs and facilities of the Hospital as provided in Section 5.4 of these Bylaws.
- (e) Provision for continuing professional education, including needs identified through the review, evaluation and monitoring activities of the Quality Assessment and Improvement Program developments.
- (f) Definition of the clinical privileges which may be appropriately granted within the Hospital and within each service, delineation of clinical privileges for members of the Medical Staff commensurate with individual credentials and demonstrated ability and judgment, and participation in assigning patient care

responsibilities to other health care professionals consistent with individual qualifications and demonstrated ability.

- (g) Management of clinical affairs, including enforcement of clinical policies and consultation requirements, initiation of disciplinary actions, surveillance of requirements for performance monitoring and for the exercise of newly- acquired clinical privileges, and like clinically-oriented activities.
- (h) Such other measures as the Board may deem necessary for the preservation and improvement of the quality and efficiency of patient care, after giving due consideration to the advice of the Medical Staff, Hospital administration, or other professionals.

6.3 INDEMNIFICATION

The Hospital shall indemnify, each Board member, officer, employee and agent of the Hospital in the manner and to extent provided by the laws of the State of Florida, as amended from time to time. The indemnification shall apply to all matters whenever arising. The right of indemnification herein provided shall be in addition to any and all rights to which any director, officer, agent or employee might otherwise be entitled and the provision hereof shall neither impair nor adversely affect such rights. Such indemnification shall extend to each member of the Medical Staff serving as an officer of the Medical Staff or on any committee or department of the Hospital or Medical Staff, or otherwise participating in any Hospital or Medical Staff activity conducted pursuant to these or the Medical Staff bylaws, against any claims made against any Medical Staff member as a result of good faith actions taken on behalf of the Hospital, as long as there is no evidence of misconduct on the part of the staff member and the staff member follows all Hospital approved procedures in connection with any peer review, credentialing or other activities.

ARTICLE VII. HOSPITAL AUXILIARY

7.1 NAME AND PURPOSE

The Board has authorized the creation of a volunteer organization called “The Parrish Medical Center Auxiliary”. The purpose of this organization is to render volunteer services to the Hospital, its patients, and visitors as are approved by the administration of the Hospital and the Board of Directors of the Auxiliary. Any funds which may accumulate as a result of these activities will be used in such a manner as will benefit the Hospital or the Jess Parrish Medical Foundation, Inc., with the exception of necessary operating funds.

7.2 ORGANIZATION AND GOVERNMENT

The Auxiliary will be organized to be of service to the Hospital and is responsible to the Hospital Board through the Chief Executive Officer or his designee. The Auxiliary must be a member in good standing of the Association of Florida Healthcare Auxiliaries Volunteers. The management and control of property and funds of the Auxiliary shall be vested in its Executive Committee. The Auxiliary shall have its own Bylaws and any amendments, deletions, or revisions thereof shall be subject to and require the review and approval of the Hospital Board.

7.3 OTHER VOLUNTEER SERVICES

Other individuals or organized groups who wish to perform volunteer services in the Hospital, shall first obtain a letter of agreement delineating the authorized term and scope of services from the Chief Executive Officer or his designee.

ARTICLE VIII. THE ACT

The exercise any of the authorities or duties of the Board by these Bylaws, shall be guided by the provisions contained in Chapter 2003-362, Laws of Florida, as amended from time to time by the Florida Legislature, creating the Hospital District, and defining the procedures, requirements and limitations, pertaining to such authorities or duties.

ARTICLE IX. AMENDMENTS

Amendments to these Bylaws may be made by a majority vote of not less than five (5) members of the Board present at any regular or special meeting of the Board, provided that the proposed amendment shall have been presented either at a prior meeting or through the mail to each director not less than ten (10) days prior to the meeting and further provided such amendment has been reviewed in accordance with such additional policies or procedures as adopted by the Board.

ARTICLE X. PROCEDURES

All meetings and affairs of the Board, the Hospital, the Medical Staff, the Auxiliary, and all committees thereof shall be conducted in accordance with Robert's Rules of Order, as revised from time to time, except as otherwise provided by law, or these bylaws, or unless a majority of those in attendance and entitled to vote at any such meeting shall elect not to do so. Provided, failure to comply with Robert's Rules of Order, as revised, from time to time shall not invalidate any action of the Board or any Committees of the Board.

APPROVED and adopted by the Governing Board this _____ day of _____, 2020.

_____, Chairperson

_____, Secretary

Adopted: November 15, 1983
Implemented: January 1, 1984
Amended: July 19, 1988
Implemented: August 1, 1988
Amended: Article 1.5, September 20, 1988
Amended: Article 1.5, February 28, 1989
Amended: Article 2.2, September 26, 1989
Amended: Article 3.2-1(d), October 28, 1990
Amended: Article 3.5-2 (k) change to (l) December 18, 1990
Amended: Article 5.5-5 December 18, 1990
Amended: Definition #12 March 26, 1991
Amended and Restated: December 15, 1992
Amended: Article 3.5-2, September 8, 1993
Amended: Article 3.1-5, 3.2-1, February 7, 1994
Amended: Article 3.1-4, September 11, 1995
Amended: Article 1.1.1, June 2, 1997
(New Section: Article 1.1.2, June 2, 1997)
Amended: November 2, 1998
Amended: September 8, 1999
Amended: December 02, 2002
Amended: April 3, 2006
Amended: June 6, 2007
Amended: January 5, 2009
Amended: August 6, 2012
Amended: October 5, 2015
Amended: December 5, 2016
Amended: January 7, 2019
Amended: _____, 2020

APPENDIX 1.9-1(i)

**NORTH BREVARD COUNTY HOSPITAL DISTRICT
POLICY REGARDING RESTRICTIONS ON COMPETING
FINANCIAL INTERESTS AND ANTI-COMPETITIVE ACTIVITY OF
MEMBERS OF THE BOARD OF DIRECTORS**

RECITALS

WHEREAS, the North Brevard County Hospital District (“District”), d/b/a Parrish Medical Center (the “Hospital”), pursuant to its public mission, is committed to providing District residents with a broad range of cost-effective, quality patient care services;

WHEREAS, the Hospital Board of Directors (the “Board”), pursuant to the District’s enabling legislation and bylaws, has the duty and authority to establish appropriate policies and procedures for the governance, management, and operation of the Hospital including, but not limited to, a policy regarding competing financial interests and anti-competitive activity of Active Members (as defined in Section 1 of this Appendix 1.9-1(i)) to protect the integrity of Board decision-making and fiscal soundness of the Hospital;

WHEREAS, if individuals with competing financial interests are allowed to serve on the Board or committees of the Board, such individuals might use their relationship with the Hospital and information obtained from the Hospital to benefit themselves or their competing financial interests at the expense of the Hospital, thus undermining the ability of the Hospital to continue to serve its public purpose and provide a broad range of quality, cost effective services for District residents;

WHEREAS, if Active Members are allowed to engage in activities that promote the interests of Hospital competitors at the expense of the Hospital then such activities could also undermine the ability of the Hospital to continue to serve its public purpose;

WHEREAS, the Board has determined that it is in the best interest of the District to establish a policy prohibiting such Active Members from serving who have an incentive, directly or indirectly, by virtue of possessing competing financial interest or engaging in anti-competitive activity, to jeopardize the fiscal soundness of the Hospital;

WHEREAS, the State of Florida has enacted certain legal standards for public officials regarding conflicts of interest to which Active Members are subject and this Policy is meant to supplement, and not replace, this existing body of law; and

WHEREAS, the federal government also has an interest in preserving the public benefit of certain organizations, including the District, to whom it has granted an exemption from federal income taxation.

NOW, THEREFORE, it is resolved that the Board shall adopt the following policy regarding competing financial interests and anti-competitive activity of Active Members (“Policy”):

POLICY

1. **Duty of Loyalty.** All members of the Board, together with ex-officio and other members of committees of the Board and the President of the Medical Staff (collectively referred to as "Active Members"), have a legal and ethical duty of undivided loyalty and to exercise the utmost good faith in their relationships with and for the Hospital, to act in the best interests of the Hospital, and to exercise their responsibilities with due care and loyalty to the Hospital's interests.

2. **Prohibition on Competing Financial Interests.** Individuals who have a Competing Financial Interest, as defined in this Policy, shall not serve as an Active Member, either on an appointed, elected, or ex-officio basis, unless such Competing Financial Interest violation under this Policy is waived by resolution of the Board under circumstances determined by the Board to be in the Hospital's best interest.

3. **Prohibition on Anti-Competitive Activity.** Active Members are prohibited from engaging in Anti-Competitive Activity, as defined in this Policy, unless such Anti-Competitive Activity violation under this Policy is waived by resolution of the Board under circumstances determined by the Board to be in the Hospital's best interest.

4. **Sanctions.** The Board, in accordance with the Act and its Bylaws, shall proceed to remove any Active Member who violates this Policy and who refuses to resign when requested by the Board.

5. **Board Appointment.** The Chief Executive Officer and Board shall actively encourage public officials and bodies with Active Member appointment power not to appoint to the Board any individual in violation of this Policy.

6. **Definitions.**

For purposes of this Policy:

a. The term "Competing Financial Interest" shall mean a financial interest held by an Active Member, a closely-related family member of an Active Member, or a trust, estate, business, company, partnership, or other organization or enterprise of an Active Member or closely-related family member of an Active Member, in a Hospital Competitor which appears to conflict with his or her decisions or actions as an Active Member. Examples of interests deemed to be Competing Financial Interests under this Policy are included on Exhibit A attached hereto. These examples are not exhaustive and the Board shall be free to determine on a case by case basis whether other circumstances qualify as a Competing Financial Interest.

For purposes of this definition, "closely-related" shall mean related by blood or marriage as father, mother, husband, wife, son, daughter, or any other direct lineal ancestor or descendant, sister, brother, uncle, aunt, nephew, niece, first cousin, mother-in-law, father-in-law, brother-in-law, sister-in-law, son-in-law, or daughter-in-law.

b. The term "Anti-Competitive Activity" shall mean the support of, or engaging in, a policy, transaction or conduct that directly or indirectly provides a financial benefit to a Hospital Competitor to the detriment of the Hospital or District residents. Examples

of Anti-Competitive Activities under this Policy are included on Exhibit B attached hereto. These examples are not exhaustive and the Board shall be free to determine on a case by case basis whether other circumstances qualify as an Anti-Competitive Activity.

c. The term “Hospital Competitor” shall mean a facility or business:

(1) with a level of competition against the Hospital that is substantial in relation to the total business of the Hospital; or

(2) within a 50 mile radius of the Hospital that is an acute care general hospital, a medical/surgical hospital, a specialty hospital, a rehabilitation center, an extended care facility or nursing home, an outpatient or inpatient surgery center, an emergency center, a home health service, a health maintenance organization or similar direct care provider, an ambulance service, a birthing center or an inhalation, respiratory or physical therapy center, a clinic with a primary mission to treat Acquired Immune Deficiency Syndrome or similar diseases, or an entity providing Ancillary Medical Care Services (as hereinafter defined).

For purposes of this definition, “Ancillary Medical Care Services” shall mean and include, (i) any form of testing for diagnostic or therapeutic purposes, (ii) provision or operation of a laboratory (including, without limitation, a pathology laboratory or a clinical laboratory), (iii) diagnostic imaging services (which include, without limitation, the following testing facilities: fluoroscopy, x-ray, plane film radiography, computerized tomography (CT), ultrasound, radiation therapy, mammography and breast diagnostics, nuclear medicine testing and magnetic resonance imaging), (iv) physical therapy services, or respiratory therapy service, and (v) the provision of any medical or related service to or for any person that is in addition to the examination and diagnosis of patients performed directly by a physician or by other health care professionals under the direct supervision of a physician, or a facility operated for the provision of any such service.

Notwithstanding the foregoing, Hospital Competitor shall not mean a physician medical office practice providing laboratory and diagnostic imaging to any such physician’s own patients, so long as such services are merely ancillary and incidental to such physician’s primary medical practice and do not constitute the physician’s primary medical practice or specialty nor the predominant services rendered by such physician to physician’s patients and so long as such patients for whom such laboratory or diagnostic imaging services are performed are not referred to such physician primarily for the purpose of obtaining such laboratory or diagnostic imaging services.

7. **Procedures for Addressing Policy Violations.** Whenever there is reason to believe that a violation of this Policy exists, the Board shall consider the matter during a public meeting, unless an exemption is provided under law. A member of the Board subject to the inquiry shall be entitled to vote unless prohibited by law.

8. **Procedures for Investigating Violations of this Policy.** The Hospital shall be authorized to collect and maintain appropriate financial and other data to investigate and support decisions relating to this Policy. To this end, when reasonable suspicion exists that a violation of this Policy has occurred, the Hospital Chief Executive Officer (“CEO”) or his/her designee shall have the authority to demand and receive from each Board Member, for review by the Hospital’s

senior administration or its legal counsel, financial information, records and such other information related to the potential violation under review. Any failure by a Board member to furnish information requested by the CEO pursuant to this Policy within thirty (30) days shall constitute a violation of this Policy.

9. **Disclosure of Competing Financial Interests and Anti-Competitive Activity.** Active Members shall annually complete a prescribed form (attached and incorporated into this Policy, as may be amended from time to time) to disclose Competing Financial Interests and to verify the absence of Anti-Competitive Activity on the part of the Active Member. Any failure by an Active Member to submit an attestation form as described in this Section 9 by January 30 of each year of the Active Member's service and to update the form within thirty (30) days after acquisition of any Competing Financial Interest or participation in any Anti-Competitive Activity shall constitute a violation of this Policy.

10. **Application of this Policy.** This Policy is intended to supplement, but not replace, any Florida law governing ethical conduct and conflicts of interest applicable to public officials.

EXHIBIT A

Examples of Competing Financial Interests

Examples of Competing Financial Interests that may be considered as disqualifying for Active Members under this Policy include, but are not limited to, the following:

- a. Direct or indirect investment in, holding indebtedness of, or having a compensation arrangement with a Hospital Competitor;
- b. Employment by, or participation in, the administration, management, or governance of a Hospital Competitor. This description includes, but is not limited to, the following positions: Member of the Board of Directors, Medical Staff Officer, Medical Staff Executive Committee Member, Committee Chairperson or Vice Chairperson, Medical Director or a member of a Planning Committee;
- c. Employment by, or practice with, a medical group practice that is primarily or significantly affiliated with a Hospital Competitor; and
- d. Affiliation with a Hospital Competitor that may reasonably give rise to a concern that the individual may not be entirely impartial and disinterested in making decisions in the best interests of the Hospital.

The following are examples of financial interests that, without more, generally shall not be considered to be Competing Financial Interests under this Policy:

- a. Membership on the medical staff of a Hospital Competitor;
- b. Medical practice in the same specialty as employed physicians of the Hospital; and
- c. Passive investment(s) in publicly traded stocks of a Hospital Competitor.

EXHIBIT B

Examples of Anti-Competitive Activities

Examples of Anti-Competitive Activities that may be considered as disqualifying for Active Members under this Policy include, but are not limited to, the following:

- a. Public or private promotion of a Hospital Competitor at the expense of the Hospital;
- b. Diverting away from the Hospital, through referrals unrelated to patient preference or medical needs, or through other means, District residents to a Hospital Competitor;
- c. Public display of disruptive actions against the Hospital that harm the Hospital's image or reputation in the community; and
- d. Employment by, or participation in, the administration, management, or governance of a Hospital Competitor. This description includes, but is not limited to, the following positions: Member of the Board of Directors, Medical Staff Officer, Medical Staff Executive Committee Member, Committee Chairperson or Vice Chairperson, Medical Director or a member of a Planning Committee.

The following are examples activities that, without more, generally shall not be considered to be Anti-Competitive Activities under this Policy:

- e. Non-public efforts, within the Hospital channels, to suggest improvements or to make constructive changes, such as to improve health care quality, access to care, or customer service;
- f. Participation in health-related or other educational civic activities in the District;
- g. Reporting of legal, professional, or ethical problems of persons or entities, either internally within the Hospital, or to government officials;
- h. Membership on the medical staff of a Hospital Competitor;
- i. Medical practice in the same specialty as employed physicians of the Hospital;
- j. Lawful activities unrelated to the competitive business interests of the Hospital; and
- k. Affiliation with a Hospital Competitor that may reasonably give rise to a concern that the individual may not be entirely impartial and disinterested in making decisions in the best interests of the Hospital.

ACTIVE MEMBER ATTESTATION STATEMENT

I have read and understand the North Brevard County Hospital District Policy Regarding Restrictions on Competing Financial Interests and Anti-Competitive Activity of Active Members.

In accordance with this Policy, while I am a member of the Board of Directors, the President of the Medical Staff, or a member of a Board of Directors committee, I shall not engage in any personal or business activity in violation of the Policy. Further, in accordance with this Policy, below I have set forth all my existing Competing Financial Interests and Anti-Competitive Activity as described in this Policy. I agree to either resign my position with the Board or a committee of the Board or to completely divest and disassociate with any activity or interest in violation of this Policy before accepting or continuing my Board position with the Hospital or on a committee of the Board. I further understand that, in accordance with this Policy, I am responsible for providing to the Chief Executive Officer of Parrish Medical (“CEO”) or his/her designee within thirty (30) days any information requested by the CEO in order to ensure my compliance with this Policy and any refusal or delay on my part in providing this information will be considered a violation of this Policy.

I understand that the purpose of this Policy is far reaching and it may cover situations not specifically addressed in this Policy. Accordingly, I understand that this Policy is meant to supplement, but not to replace, (i) any applicable laws governing conflicts of interest applicable to members of the governing body of public hospitals, and (ii) good judgment. Thus, I will respect this Policy’s spirit and purpose as well as its wording.

My existing Competing Financial Interests and Anti-Competitive Activity are reported in the following space:

I attest that the following is true and correct. I agree to update this statement within thirty (30) days after I acquire any Competing Financial Interest or engage in any Anti-Competitive Activity not previously fully disclosed.

By: _____

Date: _____

APPENDIX 3.7

AUDIT COMMITTEE CHARTER

The Audit Committee is appointed by the Chairperson of the Board of Directors (the “Board”) of the North Brevard County Hospital District (the “Hospital”) to assist the Board in monitoring (1) the integrity of the financial statements of the Hospital, and (2) the independence and performance of the Hospital’s external auditors.

There shall be four (4) members of the Audit Committee, including one (1) member appointed as Chair by the Chairperson of the Board. The committee will be composed solely of directors who are independent of the management of the Hospital and are free of any relationship that, in the opinion of the Board, may interfere with their exercise of independent judgment as a committee member.

All members must be or become financially literate and at least one (1) member must have accounting or related financial management experience (i.e., experience as a Chief Executive Officer, or Chief Financial Officer of a business, or as a Certified Public Accountant, or similar experience), in each case it shall be in the judgment of the Chairperson of the Board.

The committee shall meet at least four (4) times per year or more frequently as circumstances require. A majority of the members must be present to constitute a quorum. The committee may ask members of management or others to attend the meetings and provide pertinent information as necessary. Meetings must be conducted in accordance with Florida Statute §286 and Article I, Section 24 of the Florida Constitution, unless the subject matter of the meeting allows the committee to meet in executive session. The committee is expected to maintain free and open communication with management and the independent auditors. The Audit Committee shall:

- (a) Make regular reports to the Board.
- (b) Review the annual audited financial statements with management, including major issues regarding accounting and auditing principles and practices as well as the adequacy of internal controls that could significantly affect the Hospital's financial statements.
- (c) Review an analysis prepared by management and the independent auditor of significant financial reporting issues and judgments made in connection with the preparation of the Hospital's financial statements.
- (d) Meet periodically with management to review the Hospital's major financial risk exposures and the steps management has taken to monitor and control such exposures.
- (e) Review major changes to the Hospital's auditing and accounting principles and practices as suggested by the independent auditor or management.
- (f) Recommend to the Board the appointment of the independent auditor, which firm is ultimately accountable to the Committee and the Board.
- (g) Recommend the fees to be paid to the independent auditor for approval by the Board.
- (h) Receive periodic written reports from the independent auditor regarding the auditor's independence (including, without limitation, describing all relationships between the independent auditors and the Hospital) discuss such reports with the auditor, and if so determined by the Committee, recommend that the Board take appropriate action to satisfy itself of the independence of the auditor.

- (i) Evaluate together with the Board the performance of the independent auditor and, if so determined by the Committee, recommend that the Board replace the independent auditor.
- (j) Meet with the independent auditor prior to the audit to review the planning and staffing of the audit.
- (k) Discuss with the independent auditor the matters required to be discussed by Auditing Standard No. 16 relating to the conduct of the audit.
- (l) After the audit, review with the independent auditor the result of the audits, any problems or difficulties the auditor may have encountered and any management letter provided by the auditor and the Hospital's response to that letter. Such review should include any difficulties encountered in the course of the audit work, including any restrictions on the scope of activities or access to required information and any changes and recommendations made as a result of the audit including, without limitation, change in internal control and in accounting methods.
- (m) Advise the Board with respect to the Hospital's policies and procedures regarding compliance with the Hospital's Code of Ethics related to or disclosed by the Audit.
- (n) Review with the Hospital's legal counsel legal matters that may have a material impact on the financial statements.
- (o) Meet at least annually with the Vice President – Finance / Chief Financial Officer and the independent auditor in separate sessions.

- (p) Conduct investigations (including but not limited to the engagement of outside experts as approved by management and the Executive Committee of the Board of Directors, so long as such experts' fee is less than One Thousand Dollars (\$1,000) to resolve disagreements, if any, between the independent auditor and management, or to assure compliance with the Hospital's Code of Ethics.
- (q) Review quarterly financial statements with management and the independent auditor. While the Audit Committee has the responsibilities and powers set forth in this Charter, it shall be the duty and responsibility of Hospital management to determine that the Hospital's financial statements are completed and accurate and are in accordance with the U.S. generally accepted accounting principles applicable to the North Brevard County Hospital District.

EDUCATION COMMITTEE

Billie Fitzgerald, Chairperson
Herman A. Cole, Jr. (ex-officio)
Elizabeth T. Galfo, M.D.
Maureen Rupe
Ashok Shah, M.D.
Robert L. Jordan, Jr., C.M.
Mark Storey, M.D.
George Mikitarian, President/CEO (Non-voting)

**NORTH BREVARD COUNTY HOSPITAL DISTRICT
OPERATING
PARRISH MEDICAL CENTER
EDUCATIONAL, GOVERNMENTAL AND COMMUNITY RELATIONS COMMITTEE
MONDAY, DECEMBER 7, 2020
IMMEDIATELY FOLLOWING EXECUTIVE SESSION
FIRST FLOOR CONFERENCE ROOM 2/3/4/5**

CALL TO ORDER

I. Review and Approval of Minutes

Motion to approve the minutes of the October 5, 2020 meeting.

II. Care Navigation - Evidence and Outcomes – Ms. Cottrell and Ms. Weaver

III. Other

IV. Executive Session (if necessary)

ADJOURNMENT

NOTE: IF A PERSON DECIDES TO APPEAL ANY DECISION MADE BY THE EDUCATION COMMITTEE WITH RESPECT TO ANY MATTER CONSIDERED AT THIS MEETING, HE/SHE WILL NEED A RECORD OF PROCEEDINGS AND, FOR SUCH PURPOSES, MAY NEED TO ENSURE A VERBATIM RECORD OF THE PROCEEDINGS IS MADE AND THAT THE RECORD INCLUDES TESTIMONY AND EVIDENCE UPON WHICH THE APPEAL IS TO BE BASED.

PERSONS WITH A DISABILITY WHO NEED A SPECIAL ACCOMMODATION TO PARTICIPATE IN THIS PROCEEDING SHOULD CONTACT THE ADMINISTRATIVE OFFICES AT 951 NORTH WASHINGTON AVENUE, TITUSVILLE, FLORIDA 32796, AT LEAST FORTY-EIGHT (48) HOURS PRIOR TO THE MEETING. FOR INFORMATION CALL (321) 268-6110.

THIS NOTICE WILL FURTHER SERVE TO INFORM THE PUBLIC THAT MEMBERS OF THE BOARD OF DIRECTORS OF NORTH BREVARD MEDICAL SUPPORT, INC. MAY BE IN ATTENDANCE AND MAY PARTICIPATE IN DISCUSSIONS OF MATTERS BEFORE THE NORTH BREVARD COUNTY HOSPITAL DISTRICT BOARD OF DIRECTORS EDUCATIONAL, GOVERNMENTAL AND COMMUNITY RELATIONS COMMITTEE. TO THE EXTENT OF SUCH DISCUSSION, A JOINT PUBLIC MEETING OF THE NORTH BREVARD COUNTY HOSPITAL DISTRICT, BOARD OF DIRECTORS EDUCATIONAL, GOVERNMENTAL AND COMMUNITY RELATIONS COMMITTEE AND NORTH BREVARD MEDICAL SUPPORT, INC. SHALL BE CONDUCTED.

**NORTH BREVARD COUNTY HOSPITAL DISTRICT
OPERATING
PARRISH MEDICAL CENTER
EDUCATIONAL, GOVERNMENTAL AND COMMUNITY RELATIONS
COMMITTEE**

A regular meeting of the Educational, Governmental and Community Relations Committee of the North Brevard County Hospital District operating Parrish Medical Center was held on October 5, 2020, at 12:59 p.m. in Conference Room 2/3/4/5, First Floor. The following members were present:

Billie Fitzgerald, Chairperson
Maureen Rupe
Robert L. Jordan, Jr., C.M.
Mark Storey, M.D.
George Mikitarian (non-voting)

Member(s) Absent:

Herman A. Cole, Jr. (excused)
Elizabeth T. Galfo, M.D. (excused)
Ashok Shah, M.D. (excused)

A copy of the attendance roster of others present during the meeting is appended to the file copy of these minutes.

CALL TO ORDER

Ms. Fitzgerald called the meeting to order at 12:59 p.m.

REVIEW AND APPROVAL OF MINUTES

The following motion was made by Mr. Jordan, seconded by Ms. Rupe, and approved (4 ayes, 0 nays, 0 abstentions).

ACTION TAKEN: MOTION TO APPROVE THE MINUTES OF FEBRUARY 3, 2020 MEETING AND MARCH 2, 2020 MEETING, AS PRESENTED.

NATIONAL PATIENT SAFETY GOALS

Ms. Cottrell presented to the committee three of the National Patient Safety Goals and how Parrish Medical Center implements each one. Copies of the Power Point slides presented are appended to the file copy of these minutes.

OTHER

No other items were presented.

EDUCATIONAL, GOVERNMENTAL AND COMMUNITY RELATIONS
COMMITTEE
OCTOBER 5, 2020
PAGE 2

ADJOURNMENT

There being no further business to discuss, the meeting adjourned at 1:21 p.m.

Billie Fitzgerald
Chairperson

**DRAFT AGENDA
BOARD OF DIRECTORS MEETING - REGULAR MEETING
NORTH BREVARD COUNTY HOSPITAL DISTRICT
OPERATING
PARRISH MEDICAL CENTER
DECEMBER 7, 2020
NO EARLIER THAN 3:00 P.M.,
FOLLOWING THE LAST COMMITTEE MEETING
FIRST FLOOR, CONFERENCE ROOM 2/3/4/5**

CALL TO ORDER

- I. Pledge of Allegiance
- II. PMC's Vision – *Healing Families – Healing Communities*
- III. Approval of Agenda
 - I. Review and Approval of Minutes (October 5, 2020 Regular Meeting)
 - II. Recognitions(s)
 - III. Open Forum for PMC Physicians
 - IV. Public Input and Comments***₁
 - V. Unfinished Business***
 - VI. New Business***
 - A. **North Brevard Medical Support, Inc, Liaison Report –Mr. Retz**
 - B. **Environment of Care Report – Mr. Loftin**

Motion: To approve to change the Annual Environment of Care Report from fiscal year to calendar year.
- VII. Medical Staff Report Recommendations/Announcements
- VIII. Public Comments (as needed for revised Consent Agenda)

BOARD OF DIRECTORS MEETING

DECEMBER 7, 2020

PAGE 2

IX. Consent Agenda***

A. Executive

1. ***Motion to approve the Resolution of the Board of Directors of the North Brevard County Hospital District Regarding the Amended and Restated Bylaws of the North Brevard County Hospital District.***

***1 Pursuant to PMC Policy 9500-154:

- non-agenda items – 3 minutes per citizen
- agenda items for board action -- 3 minutes per citizen, permitted prior to board discussion for regular agenda action items and prior to board action on consent agenda
- 10 minute total per citizen
- must be related to the responsibility and authority of the board or directly to an agenda item [see items marked ***]

XI. Committee Reports

- A. Quality Committee
- B. Budget and Finance Committee
- C. Executive Committee
- D. Educational, Governmental and Community Relations Committee
- E. Planning, Physical Facilities & Properties Committee

XII. Process and Quality Report – Mr. Mikitarian

- A. Other Related Management Issues/Information
- B. Hospital Attorney - Mr. Boyles

XIII. Other

XIV. Closing Remarks – Chairman

XV. Executive Session (if necessary)

ADJOURNMENT

NOTE: IF A PERSON DECIDES TO APPEAL ANY DECISION MADE BY THE BOARD WITH RESPECT TO ANY MATTER CONSIDERED AT THIS MEETING, HE/SHE WILL NEED A RECORD OF PROCEEDINGS AND, FOR SUCH PURPOSES, MAY NEED TO ENSURE A VERBATIM RECORD OF THE PROCEEDINGS IS MADE AND THAT THE RECORD INCLUDES TESTIMONY AND EVIDENCE UPON WHICH THE APPEAL IS TO BE BASED.

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THIS NOTICE WILL FURTHER SERVE TO INFORM THE PUBLIC THAT MEMBERS OF THE BOARD OF DIRECTORS OF NORTH BREVARD MEDICAL SUPPORT, INC. MAY

BOARD OF DIRECTORS MEETING

DECEMBER 7, 2020

PAGE 3

BE IN ATTENDANCE AND MAY PARTICIPATE IN DISCUSSIONS OF MATTERS BEFORE THE NORTH BREVARD COUNTY HOSPITAL DISTRICT BOARD OF DIRECTORS.

ANY MEMBER OF THE PUBLIC THAT WILLFULLY INTERRUPTS OR DISTURBS A MEETING OF THE BOARD OF DIRECTORS IS SUBJECT TO REMOVAL FROM THE MEETING BY AN OFFICER AND SUCH OTHER ACTIONS AS MAY BE DEEMED APPROPRIATE AS PROVIDED IN SECTION 871.01 OF THE FLORIDA STATUTES.

**NORTH BREVARD COUNTY HOSPITAL DISTRICT
OPERATING
PARRISH MEDICAL CENTER
BOARD OF DIRECTORS – REGULAR MEETING**

A regular meeting of the Board of Directors of the North Brevard County Hospital District operating Parrish Medical Center was held on October 5, 2020 in Conference Room 2/3/4/5, First Floor. The following members were present:

Stan Retz
Billie Fitzgerald
Robert L. Jordan, Jr., C.M.
Maureen Rupe
Peggy Crooks
Elizabeth Galfo, M.D.
Ashok Shah, M.D.
Jerry Noffel

Member(s) Absent:

Herman A. Cole, Jr., Chairman (excused)

A copy of the attendance roster of others present during the meeting is appended to the file copy of these minutes.

CALL TO ORDER

Mr. Jordan called the meeting to order at 3:03 p.m.

PLEDGE OF ALLEGIANCE

Mr. Jordan led the Board of Directors, staff and public in reciting the Pledge of Allegiance.

PMC'S VISION – *Healing Families – Healing Communities*®

Mr. Jordan led the Board of Directors, staff and public in reciting PMC's Vision – *Healing Families – Healing Communities*®.

APPROVAL OF AGENDA

Mr. Jordan asked for approval of the agenda in the packet. Discussion ensued and the following motion was made by Ms. Crooks, seconded by Ms. Fitzgerald and approved (8 ayes, 0 nays, 0 abstentions).

ACTION TAKEN: MOTION TO APPROVE THE AGENDA AS PRESENTED.

RECOGNITIONS

There were no recognitions.

OPEN FORUM FOR PMC PHYSICIANS

There were no physician comments.

PUBLIC COMMENTS

Mr. Stan Johnston spoke at this time, regarding an email previously sent to the Board of Directors containing details of his concerns. His concerns focused on drainage issues in Titusville.

UNFINISHED BUSINESS

There was no unfinished business.

NEW BUSINESS

There was no new business.

MEDICAL STAFF REPORT RECOMMENDATIONS/ANNOUNCEMENTS

Dr. Storey referenced the amended Medical Staff Bylaws included in the agenda packet and asked for their approval.

Discussion ensued and the following motion was made by Dr. Galfo, seconded by Ms. Crooks and approved (8 ayes, 0 nays, 0 abstentions).

ACTION TAKEN: MOTION TO APPROVE THE AMENDED MEDICAL STAFF BYLAWS AS PRESENTED

PUBLIC COMMENTS

There was no revised consent agenda.

CONSENT AGENDA

Discussion ensued regarding the consent agenda, and the following motion was made by Mr. Retz, seconded by Dr. Galfo and approved (8 ayes, 0 nays, 0 abstentions).

ACTION TAKEN: MOTION TO APPROVE THE FOLLOWING REVISED CONSENT AGENDA ITEMS:

A. Quality

1. Recommend to the Board of Directors to approve the appointment of Mr. David Marquez, Security Officer, as Parrish Medical Center's Safety Officer.
2. Recommend to the Board of Directors to approve the appointment of Mr. Edwin Loftin, Sr. Vice President Acute Care Services / Chief Nursing Officer, as Parrish Medical Center's Patient Safety Officer, as required by the Agency for Healthcare Administration.

B. Finance

1. Recommend to the Board of Directors to declare the equipment listed in the request for Disposal of Obsolete or Surplus Property Forms as surplus and obsolete and dispose of same in accordance with FS274.05 and FS274.96.

COMMITTEE REPORTS

Quality Committee

Mr. Jordan reported all items were covered during the meeting.

Budget and Finance Committee

Mr. Retz reported all items were covered during the meeting.

Executive Committee

Mr. Jordan reported all items were covered during the meeting.

Educational, Governmental and Community Relations Committee

Ms. Fitzgerald reported all items were covered during the meeting.

Planning, Physical Facilities and Properties Committee

Mr. Jordan reported the Planning Physical Facilities and Properties Committee did not meet.

PROCESS AND QUALITY REPORT

Mr. Mikitarian noted Administration will continue to bring information and take appropriate actions in preparation for the Joint Commission Survey, adding that we do not yet know when within the window the survey will occur.

Hospital Attorney

Legal counsel had no report.

OTHER

No other business was discussed.

CLOSING REMARKS

There were no closing remarks.

OPEN FORUM FOR PUBLIC

No members of the public spoke.

ADJOURNMENT

There being no further business to discuss, the meeting adjourned at 3:10 p.m.

Robert L. Jordan, Jr.
Vice Chairman

**NORTH BREVARD COUNTY HOSPITAL DISTRICT
OPERATING
PARRISH MEDICAL CENTER
MEDICAL EXECUTIVE COMMITTEE MEETING – REGULAR
November 17, 2020**

<p>Present: D. Barimo, P. Carmona, H. Cole, G. Cuculino, C. Fernandez, R. Henry, C. Manion, C. McAlpine, B. Mathews, G. Mikitarian, A. Ochoa, R. Patel, J. Rojas, M. Storey, G. Werder, V. Williams, J. Zambos Absent: None.</p>

The regular meeting of the Medical Executive Committee of the North Brevard County Hospital District operating Parrish Medical Center was held on November 17, 2020, at 5:30 PM in the Conference Center. A quorum was determined to be present.

CALL TO ORDER

Dr. Mark Storey, President, called the meeting to order at 5:31 p.m.

REVIEW AND APPROVAL OF MINUTES

The following motion was made by Dr. Rojas, seconded by Dr. Barimo, and unanimously approved:

ACTION TAKEN: Motion to approve the previous meeting minutes (October 20, 2020) as written and distributed.

OLD BUSINESS

None.

FOLLOW-UP MEC ITEMS

- a. Assessment & Reassessment Inpatients & Outpatients, 9500-2041 – TABLED
- b. Antimicrobial Stewardship Program, 9500-2012 – TABLED

NEW BUSINESS

- a. Dr. Storey introduced Dr. Gabriel Werder, Diagnostic and Interventional Radiology physician, who provided information about the procedures he performs. Discussion ensued regarding the need for easier patient referrals, and the possibility of adding the phone number for Dr. Werder in Meditech.
- b. Retirement of Policy #9900-96, MRI Patient Safety Contrast Guidelines. The following motion was made by Dr. Rojas, seconded by Dr. Cuculino, and unanimously approved:
ACTION TAKEN: Motion to approve the retirement of Policy #9900-96, MRI Patient Safety Contrast Guidelines.
- c. Lab Coats & ID Badges. Discussion ensued regarding uniform lab coats with the PMC logo in one color for physicians and a different color for Allied Health Professionals, and only wearing PMC badges while on the PMC campus. Uniformity would ease security issues caused by random logos and badges, and it would assist patients in ascertaining a physician from another care partner.
- d. Hospital Bylaws. Discussion ensued regarding changes to PMC's bylaws. The following motion was made by Dr. Carmona, seconded by Dr. Ochoa, and unanimously approved:
ACTION TAKEN: Motion to accept the updates and edits made by Hospital counsel to the Hospital bylaws.
- e. Medical Staff Account Signee. With the retirement of Dr. McMahon, a new signee is needed. The following motion was made by Dr. Carmona, seconded by Dr. Mathews, and unanimously approved:
ACTION TAKEN: Motion to approve Dr. Manion as the new Account Signee.

INFORMATION/EDUCATION:

- a. **Meditech Enhancements** – Information was emailed for review prior to the meeting.
ACTION TAKEN: Noted by Committee

MEDICAL EXECUTIVE COMMITTEE – REGULAR
PAGE 2

- b. **Joint Commission Perspectives (November, 2020)** – Information was emailed for review prior to the meeting.

ACTION TAKEN: Noted by Committee

REPORT FROM ADMINISTRATION:

- a. MSRC has recommendations from members of the Medical Staff to change the flow of approvals, changing to MSRC review first and then the Departments, if needed. Dr. Cuculino and Dr. Rojas will review the Bylaws and Rules and Regulations to determine what the Medical Staff and MSRC are obligated to do. This item will be followed up at the next meeting.

REPORT FROM THE BOARD: Nothing to report.

CONSENT AGENDA:

- Cesarean Post Op order set (E178ac) – **approved at OB/GYN October 2020**
 - Wound Care PRN order added
 - Order for Dilaudid added to replace PCA
 - Order for 30 mg Toradol deleted
 - Order for Benadryl added

- Gyn Post Op order set (E168ab) - **approved at OB/GYN October 2020**
 - Order for Dilaudid added to replace PCA
 - Order for 30 mg Toradol deleted
 - Order for Morphine PO deleted
 - Order for Benadryl added

- Eclampsia, Pre-eclampsia, & Hypertension in Pregnancy (E3435ab) - **approved at OB/GYN October 2020**
 - **This order set had multiple revisions. Reviewed as a “new” replacement to the previous version.**

- CAT Eclamptic Seizures (E3573) - **approved at OB/GYN October 2020**
 - **New order set** (this was originally part of the Eclampsia, Pre-eclampsia, & Hypertension in Pregnancy (E3435ab) but was separated for clarity.

- Insulin Management L&D – **approved at OB/GYN October 2020** Dr. Caito has requested a new order set for Insulin Management that is specific to Labor and Delivery.

- Basal Bolus order set (E1270ab) – updated to meet newer guidelines
 - Goal pre-meal BG changed from 80-150 mg/dL to 110-180 mg/dL
 - American Diabetes Association Goals changed. **ORIGINAL:** For non-critically ill medical and surgical patients: pre-meal = 100-140 mg/dL, all values < 180 mg/dl. **CHANGED TO :** For non-critically ill medical and surgical patients with low risk of hypoglycemia: pre-meal = 110-140 mg/dL, all values < 180 mg/dL

- Neonatal Abstinence Syndrome (NAS) order set changes (**approved by Peds**):
 - Pharmacologic dosing has been changed
 - “for Finnegan Scores of...” have been removed and “dosing by birthweight” has been added.
 - 0.05 mg/kg/dose is only morphine dose order, the other doses have been removed.

MEDICAL EXECUTIVE COMMITTEE – REGULAR
PAGE 3

Rescue dose order has been removed.

Order to increase PO morphine by 0.1 mg/kg/per dose if directed by physician. Dosing weight is birthweight unless infant has surpassed birthweight.

Order for weaning phase has been changed from 10% adjustment of PO Morphine every 24 hours to decrease by 0.04 mg/dose as ordered by physician. This is NOT by patient weight.

- Neonatal Abstinence Syndrome (NAS) Protocol Changes (**approved by Peds**):
 - Box 1: Change Send maternal urine toxicology to Send urine toxicology on every mother.
 - Box 2: Removed “consider umbilical cord drug screen if meconium not available.”
 - Box 8: All text removed, replaced with ESC (Eat, Sleep, Console) Assessments: Begin at 4 – 6 hours of life every 3 – 4 hours
 - Box 8a removed
 - Box 9: All text removed, replaced with ESC Assessments > All “No” answers ; Observation; Continue ESC Assessments every 3-4 hours
 - Box 12: Remove all text, replace with Observe for 48-72 hours. Discharge if: ESC Assessments stable, Home situation stable, appropriate follow up care arranged.
 - Box 14: Remove all text, replace with Observe for 4-7 days. Consider discharge if: ESC Assessments stable, Home situation stable, appropriate follow up care arranged.
 - Box 15a removed
 - Box 15 added: ESC Assessments > One or more “yes” answers, increase non-pharmacologic interventions
 - Box 16 added ESC Assessments > Continued “yes” answers
 - Box 17: replace “as per NAS orders” with “as ordered”
 - Box 18: remove all text, replace with “If NAS symptoms not well controlled or additional medications are needed, transfer to NICU is advised”

The following motion was made by Dr. Cuculino, Seconded by Dr. Rojas, and unanimously approved:
ACTION TAKEN: Motion to approve all consent agenda items in block.

COMMITTEE REPORTS:

- a. Pharmacy & Therapeutics Committee – October 28. Noted by Committee.
- b. Patient Blood Management – October 22. Discussion ensued. Noting that the Transfusion Order with Indications is a guideline, the following motion was made by Dr. Cuculino, seconded by Dr. Ochoa, and unanimously approved:
ACTION TAKEN: Motion to approve the changes to the Transfusion Order with Indications, per the attached Form E1271.

CLINICAL DEPARTMENT REPORTS:

- a. Medicine – October 20. Discussion ensued. Noted by Committee
- b. OB/GYN – October 21. Noted by Committee
- c. Emergency – September 22. Noted by Committee

OPEN FORUM

- a. Procedure for Physician’s safe return to work after testing positive for COVID. Discussion ensued, with the following motion made by Dr. Mathews, seconded by Dr. Rojas, and unanimously approved:
ACTION TAKEN: Motion to follow the then-current CDC guidelines to safely return previously COVID-positive physicians back to work.
- b. COVID Assessment Compliance. It was noted that many are not being compliant with the screening protocols.

MEDICAL EXECUTIVE COMMITTEE – REGULAR
PAGE 4

- c. Vaccine Mandate. The question of whether to mandate vaccinations was posed. It was determined that this is an Infection Control issue.
- d. Nursing Supervisor Issues. Discussion ensued about Nursing Supervisors not providing enough information, not being timely, not calling to the correct person on the team, etc. Issue will be discussed with PMC Executive Director – Periop/Diagnostic Services/Nursing.

ADJOURNMENT

There being no further business, the meeting adjourned to the Executive Session at 6:33 PM.

Mark Storey, MD
President/Medical Staff

Christopher Manion, MD
Secretary - Treasurer