



## MEMORANDUM

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**To:** Board of Directors

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

**From:** George Mikitarian  
President/CEO

**Subject:** Board/Committee Meetings – November 2, 2020

**Date:** October 26, 2020

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**The Audit Committee will meet at 11:00 a.m. in the Executive Conference room.**

**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.

**Members:**

Stan Retz, Chairperson

Peggy Crooks

Elizabeth Galfo, M.D.

Herman Cole (ex-officio)

TENTATIVE AGENDA  
AUDIT COMMITTEE  
NORTH BREVARD COUNTY HOSPITAL DISTRICT  
OPERATING  
PARRISH MEDICAL CENTER  
NOVEMBER 02, 2020 11:00 A.M.  
EXECUTIVE CONFERENCE ROOM

Call to Order

- I. Review and approval of minutes (January 6, 2020)

***Motion: To recommend approval of the January 6, 2020 minutes as presented.***

- II. Public Comments
- III. FY2020 Audit Plan-Moore Stephens Lovelace (MSL)
- IV. Corporate Compliance Update – Annual Jackson
- V. Adjournment

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

A regular meeting of the Audit Committee of the North Brevard County Hospital District operating Parrish Medical Center was held on January 06, 2020 at 11:00 a.m. in the Executive Conference Room. The following members were present:

Stan Retz, Chairperson  
Peggy Crooks  
Jerry Noffel  
Herman Cole (absent-excused)

Other Attendees:

Kent Bailey, Vice President Finance  
Pamela Perez, Administrative Assistant  
Anual Jackson, Director, Corporate Compliance  
Charlena Kowatch, Director Finance  
Farlen Halikman, MSL  
Nate Davenport, MSL

**Call to Order**

Mr. Retz called the meeting to order at 11:00 a.m.

**Review and Approval of Minutes**

The following motion was made by Ms. Crooks, seconded by Mr. Noffel, and approved without objection.

*Action Taken: Motion to approve the minutes of the September 09, 2019 meeting as presented.*

**Public Comment**

No public comment

**FY19 Final Audit Report**

Farlen Halikman, MSL, gave an overview of the areas of the audit. No adjustments, no comments and no disagreements noted.

The following motion was made by Ms. Crooks and seconded by Mr. Noffel and approved without objection:

**AUDIT COMMITTEE**

**JANUARY 06, 2020**

**Page 2**

***Motion: To recommend to the board of directors to accept the Fiscal Year 2019 audit results and reports:***

- *Audited Financial Statements and Supplementary Information*
- *Report on Internal Control and Compliance*
- *Communications With the Board of Directors and Audit Committee*
- *Management Letter*

**Corporate Compliance Update**

Mr. Jackson updated the committee in regards to the annual report filing to the Department of Health and Human Services Office for Civil Rights any HIPAA violations. He advised that there will be one violation reported.

Mr. Jackson noted that at the next meeting there will be a summary reporting for 2019 and what the Corporate Compliance department will be focusing on for 2020.

**Adjournment**

There being no further business, the meeting adjourned at 11:50 a.m.

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Stan Retz, Chairperson

## 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, NOVEMBER 2, 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 September 14, 2020 meeting.*

II. Vision Statement

III. Public Comment

IV. “My Story”

V. Dashboard Review

VI. Readmission Focus

VII. Joint Commission – Focus Review

VIII. Infection Prevention Professional

**Motion to approve the appointment of Ms. Emily Leathers as Infection Prevention Professional,  
as recommended by the Infection Prevention Committee and Medical Executive Committee.**

IX. Other

X. 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 SUPPORT, 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 September 14, 2020 in Conference Room 2/3/4/5, First Floor. The following members were present.

Elizabeth Galfo, M.D., Chairperson (3:05 p.m.)  
Herman A. Cole, Jr., Vice Chairperson  
Peggy Crooks (via phone)  
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 (3:06 p.m.)  
Gregory Cuculino M.D.  
George Mikitarian (non-voting)

Members absent:

Christopher Manion, M.D. (excused)  
Jeram Chapla, M.D. (excused)  
Kiran Modi, M.D. (excused)

**CALL TO ORDER**

Mr. Cole called the meeting to order at 3:00 p.m.

**REVIEW AND APPROVAL OF MINUTES**

Discussion ensued and the following motion was made by Mr. Jordan, seconded by Dr. Shah and approved (9 ayes, 0 nays, 0 abstentions). Dr. Galfo and Dr. Storey were not present at the time this vote was taken.

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

**VISION STATEMENT**

Mr. Loftin summarized the committee's vision statement.

**PUBLIC COMMENTS**

There were no public comments.

### **MY STORY**

Mr. Loftin shared a story of a Parrish Medical Center nursing student's personal commitment to zero harm.

### **QUALITY DASHBOARD REVIEW**

Mr. Loftin reviewed the July 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 reminded the committee that PMC is due for the Integrated Care survey, and the triennial Joint Commission survey. He continued review of the Leadership Standards with the Committee.

### **COVID-19 REVIEW AND UPDATE**

Mr. Loftin reviewed the initial timeline of COVID-19 preparations and the actions and steps Parrish Medical Center has taken to ensure the safety of our patients and care partners. Copies of the Power Point slides presented are appended to the file copy of these minutes.

Mr. Jordan noted the phenomenal job PMC leadership and care partners have done not only in early preparations but also throughout the pandemic.

Mr. Mikitarian took this time to share his appreciation for Medical Staff President, Dr. Storey, noting that he has been by our side for 191 straight days, and that we certainly need and appreciate him. Mr. Mikitarian went on to thank Emily Leathers, LeeAnn Cottrell and Matt Graybill, noting their contributions have been essential. Mr. Mikitarian also shared his appreciation for Drs. Dienst and Ochoa, sharing that they have been exceptional both individually and as a team.

Mr. Mikitarian noted that so many care partners throughout the organization have had to wear many hats during this time. Without hesitation these care partners took action in unknown situations, ensuring the proper care for our patients. Mr. Mikitarian noted at this time, PMC will begin to scale down our Incident Command structure and return to regular duties. We will continue to remain prepared, knowing more now than we did in the beginning,

Mr. Loftin shared that effective September 16, 2020 the Incident Command structure will be reconfigured and scaled back to fit current need. Visitation restrictions will also be updated to allow one defined visitor per patient for the duration of their stay. Defined as one family member or partner in care and identified by the patient, as long as the visitor is not positive for COVID-19 or suspected.

Mr. Loftin shared the updates and renovations made to better serve the community and our patients, noting that these changes have been vital to enhance our safe environment of care.

QUALITY COMMITTEE

SEPTEMBER 14, 2020

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Mr. Mikitarian shared that PMC is creating entry points that will limit the time and distance our patients will travel the facility while here for outpatient testing and procedures.

Mr. Mikitarian shared his appreciation for the Emergency Department care partners, Dr. Cuculino and all Emergency Department physicians as they were the first to experience the effects of COVID-19 and to treat our patients and first responders.

Mr. Cole expressed his appreciations for the sacrifices our care partners have made, noting that he is grateful for all they have done and continue to do.

Dr. Shah thanked PMC care partners, Dr. Cuculino, the ICU team and the hospitalist team for all they have done during these times, not just for him, but for his patients as well.

**OTHER**

There was no other business brought before the committee.

**ADJOURNMENT**

There being no further business to discuss, the meeting adjourned at 4:21 p.m.

Elizabeth Galfo, M.D.  
Chairperson





BOARD OF DIRECTORS  
QUALITY COMMITTEE PRESENTATION

*Healing Families – Healing Communities®*

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# November 2020 Quality Agenda

1. Vision Statement
2. My Story
3. Dashboard
  1. Readmission Focus
4. Motion to appoint Emily Leathers Infection Practitioner
5. Executive Session

# Quality Committee Vision Statement

“Assure affordable access to safe, high quality patient care to the communities we serve.”

# “My Story”



# Board Quality & Safety Committee

**Value Dashboard  
November  
2020**

# Performance Dashboard

Description	Sept	Jul-Sept	Actual YTD (CY)	Opportunity
Zero Harm	33%	44%	54%	*Sept* 1 out of 3 = 33% Stroke Goal: 100% Actual 78% Sepsis Goal: 76% Actual 70% EED Goal 0% Actual 0%
HAI	0.61	1.05	0.32	
Readmission	10.98%	11.4%	10.69%	
Person Centered Flow	244	239	234	
Person Experience	70%	68%	68%	

Better than expected

As expected

Needs Improvement

# Questions?



# Readmission Focus

# Hospital Readmissions Reduction Program (HRRP)

Background and definitions

# HRRP

- Medicare value-based purchasing program that reduces payments to hospitals with excess readmissions
- encourages hospitals to improve communication and care coordination to better engage patients and caregivers in post-discharge planning

# HRRP

## Measures

- AMI (acute myocardial infarction)
- HF (heart failure)
- Pneumonia
- COPD (chronic obstructive pulmonary disease)
- THA/TKA (total hip and/or total knee arthroplasty)
- CABG (coronary artery bypass graft) surgery

# HRRP

## Rolling 3 years of data

- FY 16 Jul 1, 2011 - Jun 30, 2014
- FY 17 Jul 1, 2012 - Jun 30, 2015
- FY 18 Jul 1, 2013 - Jun 30, 2016
- FY 19 Jul 1, 2014 - Jun 30, 2017
- FY 20 Jul 1, 2015 - Jun 30, 2018
- FY 21 Jul 1, 2016 - Jun 30, 2019
- FY 22 Jul 1, 2017 - Jun 30, 2020



# HRRP

## Definitions

### predicted readmission rate

- number of 30-day readmissions predicted for a hospital based on the **individual** hospital's performance given its observed case mix and its estimated effect on readmissions

### expected readmission rate

- number of 30-day readmissions expected for a hospital based on the **average** hospital performance given the average hospital's case mix and the average hospital effect

# HRRP

## Definitions

### excess readmission ratio (ERR)

- measure of a hospital's relative performance.
  - If a hospital performs better than an average hospital that admitted similar patients its ERR will be less than 1.0.
  - If a hospital performs worse than average, its ERR will be greater than 1.0.

# HRRP

## Measure facts - inclusion

An index admission is the hospitalization to which the readmission outcome is attributed:

- principal discharge diagnosis of AMI, COPD, HF, TKA/THA or pneumonia for each respective measure
- enrolled in Medicare Fee-For-Service Part A and Part B for the 12 months prior to the date of the index admission and Part A during the index admission
- aged 65 or over
- discharged alive from a non-federal short-term acute care hospital or VA
- not transferred to another acute care facility.



# HRRP

## Measure facts - exclusion

The readmission measures exclude index admissions for patients:

- without at least 30 days of post-discharge enrollment in Medicare FFS
- discharged against medical advice
- admitted and discharged on the same day
- planned readmissions (specific list)

# HRRP

## Transfer patients

When patients are transferred between acute care hospitals, the outcome is attributed to the hospital that:

**ADMITTED** the patient for the index hospitalization



*For the following measures:*

- AMI mortality
- AMI payment
- COPD mortality
- HF mortality
- HF payment
- Pneumonia mortality
- Pneumonia payment
- Stroke mortality

**DISCHARGED** the patient to the non-acute care setting



*For the following measures:*

- AMI EDAC
- AMI readmission
- COPD readmission
- HF EDAC
- HF readmission
- Hospital-wide readmission
- Pneumonia readmission
- Stroke readmission

# HRRP

## 21<sup>st</sup> Century Cures Act

The Cures Act changed the way payment reductions are calculated for hospitals.

- from FY 2013 to FY 2018, CMS used a **non-stratified methodology** to assess hospital performance
- beginning in FY 2019, CMS used a **stratified methodology**. assesses a hospitals' performance relative to that of other hospitals, specifically those with a similar proportion of stays for patients who are **dual eligible** for Medicare and full Medicaid benefits

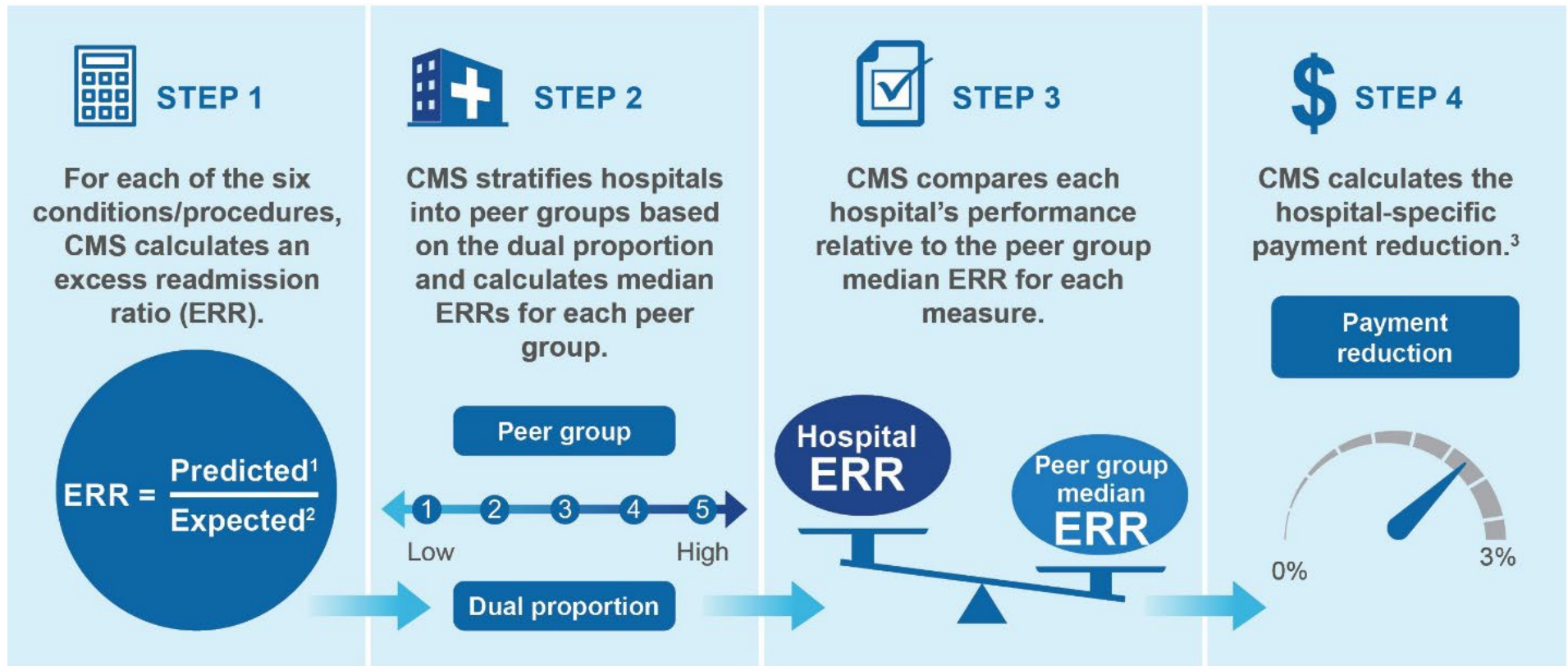
Under the stratified methodology, the formula for the payment adjustment factor (PAF) is:

$$1 - \min \left\{ 0.03, \sum_{dx} \frac{NM * Payment(dx) * \max\{(ERR(dx) - Peer\ group\ median\ ERR(dx)), 0\}}{All\ payments} \right\}$$

Where  $dx$  is one of the six measures (i.e., Acute Myocardial Infarction [AMI], Chronic Obstructive Pulmonary Disease [COPD], Heart Failure [HF], Pneumonia, Coronary Artery Bypass Graft [CABG] Surgery, and Elective Primary Total Hip Arthroplasty and/or Total Knee Arthroplasty [THA/TKA]). *Payments* are base operating diagnosis-related group (DRG) payments, *ERR* is the measure of excess readmissions, and *NM* is a neutrality modifier that maintains budget neutrality with the non-stratified methodology.

# HRRP

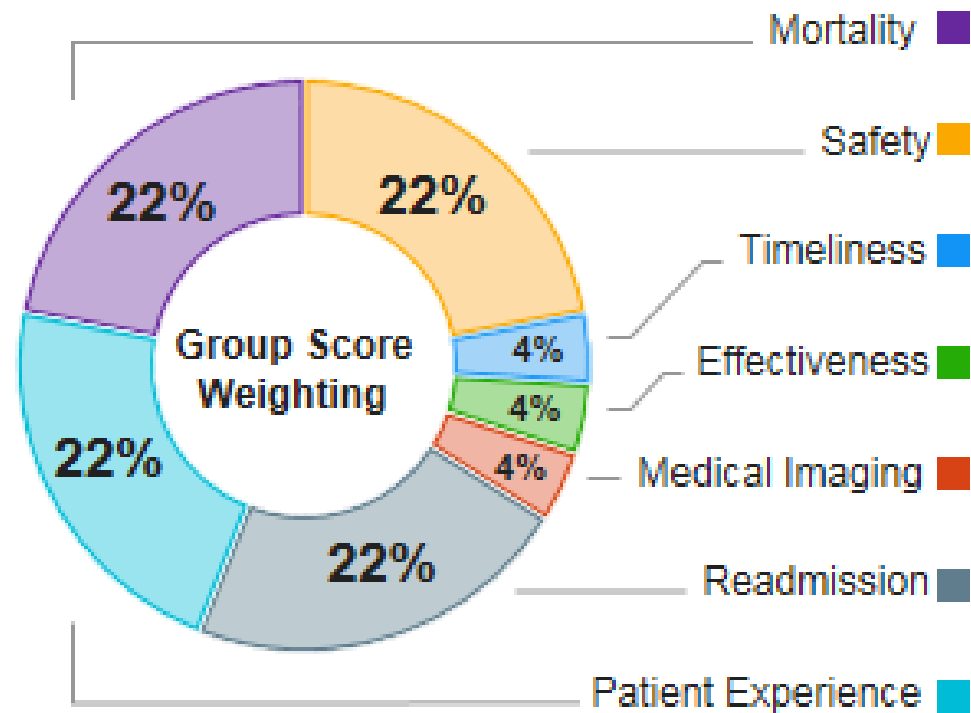
## Calculation



# HRRP

## Other programs

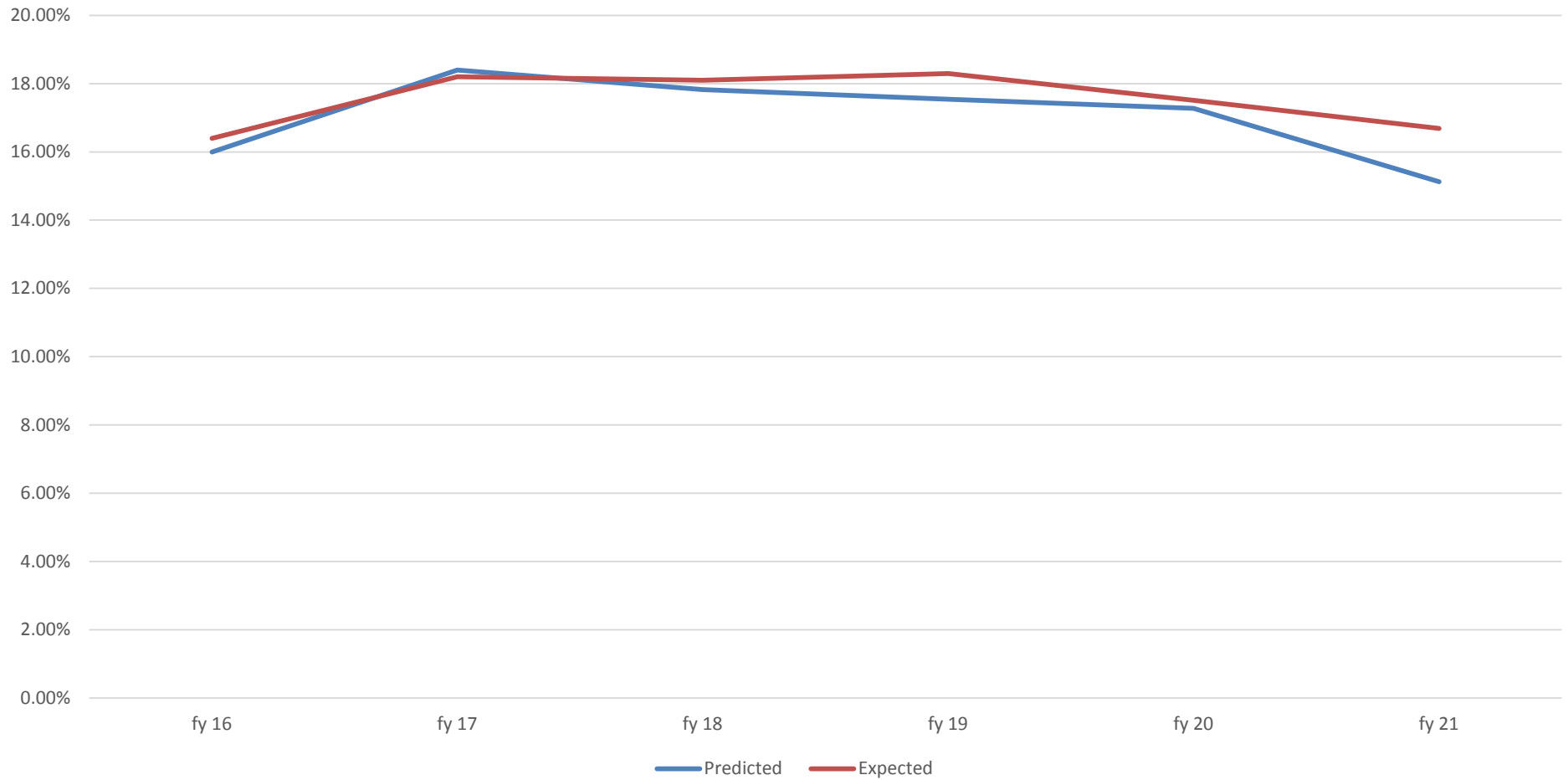
CMS Star Ratings



# Hospital Readmissions Reduction Program (HRRP)

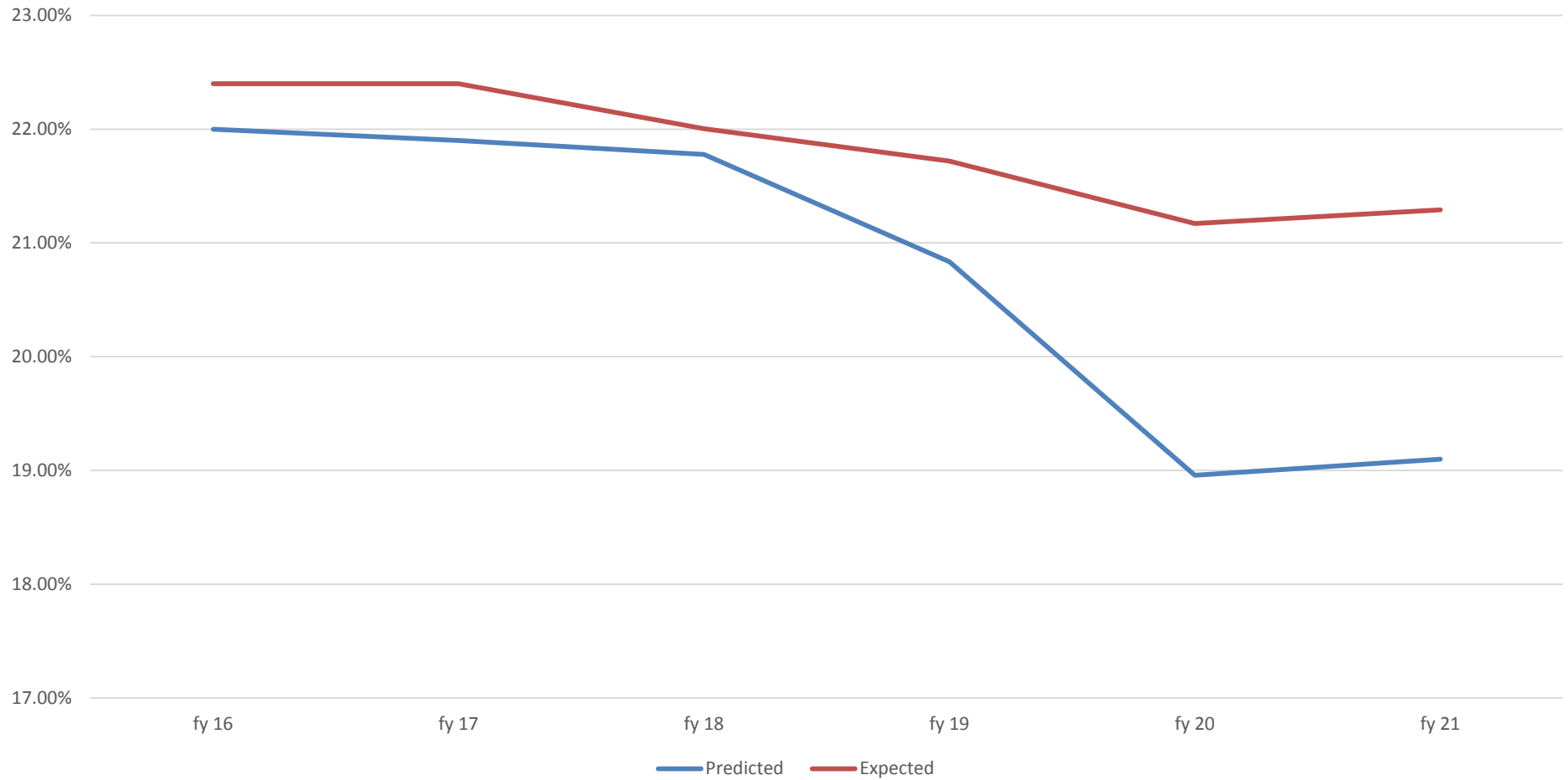
Parrish Performance

# AMI 30 day readmissions

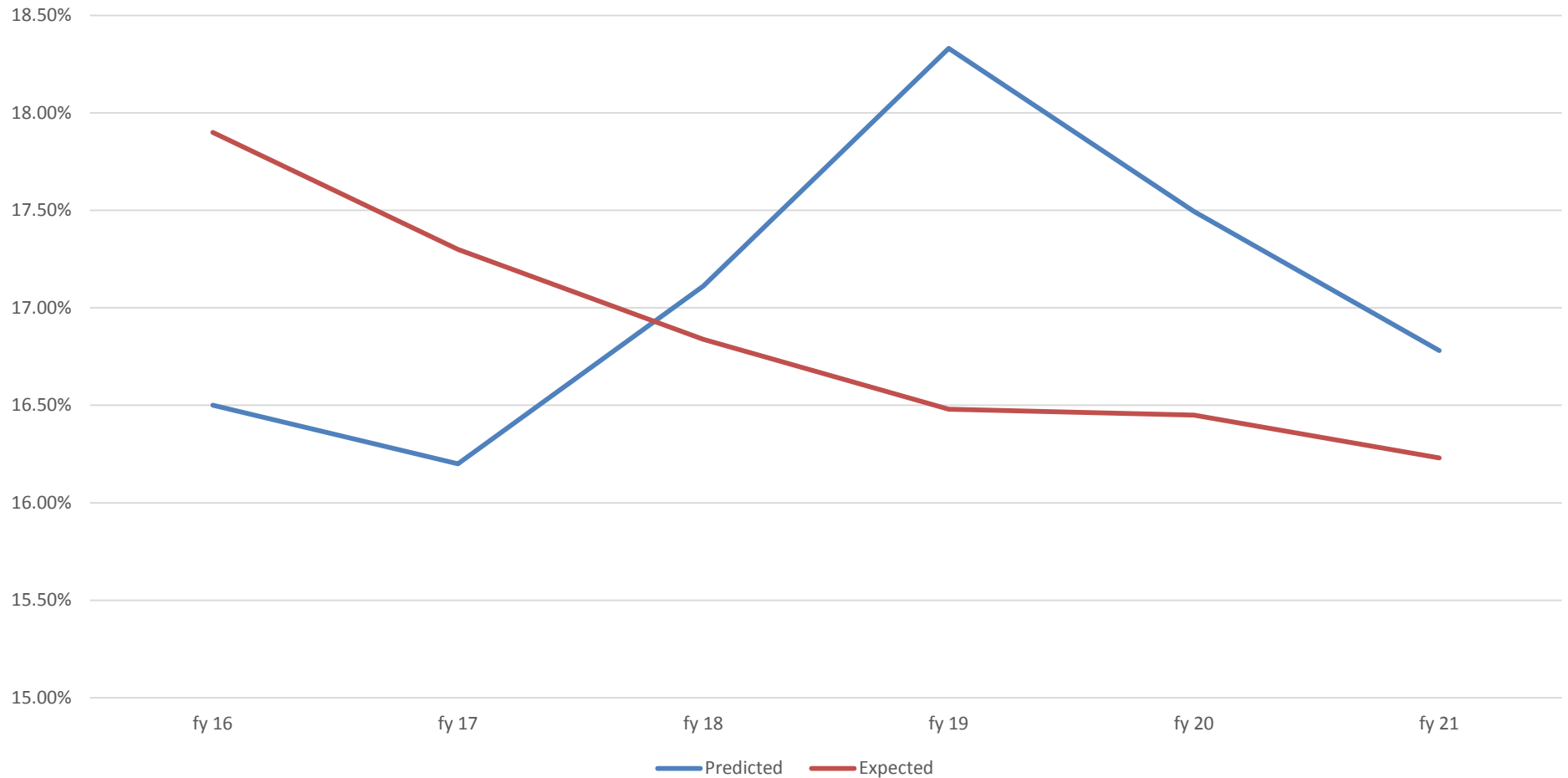




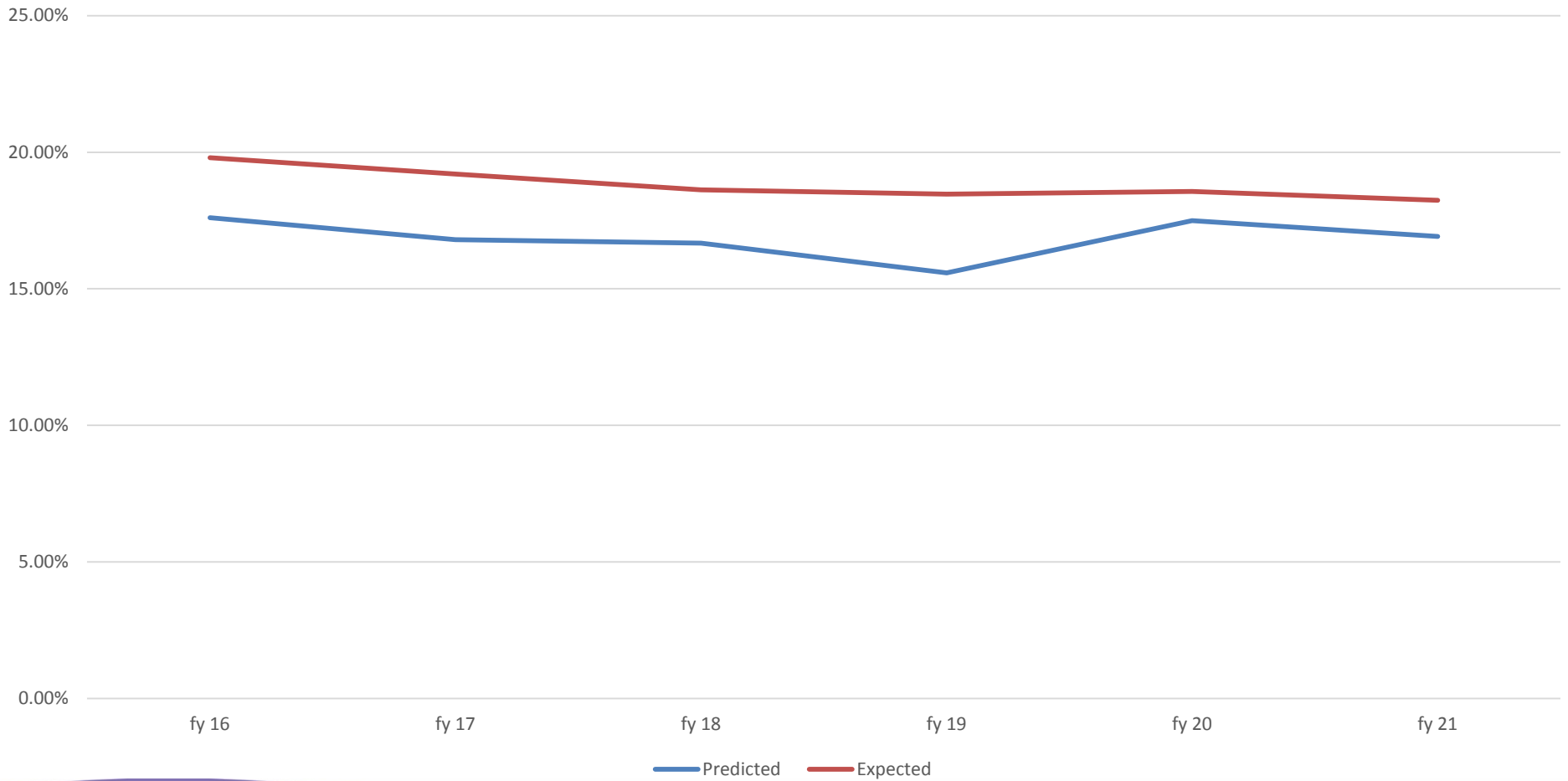
# HF 30 day readmissions



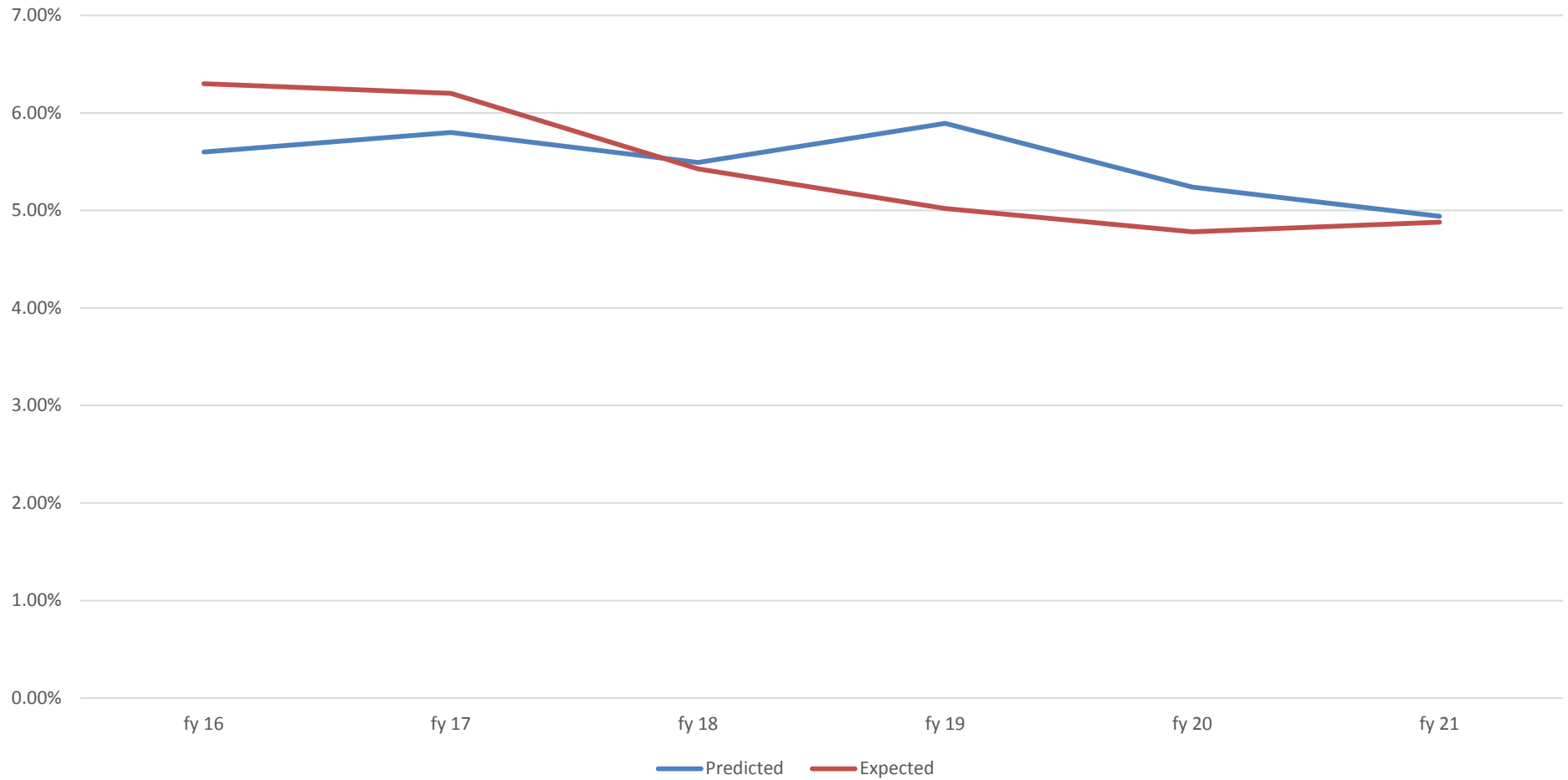
# Pneumonia 30 day readmissions



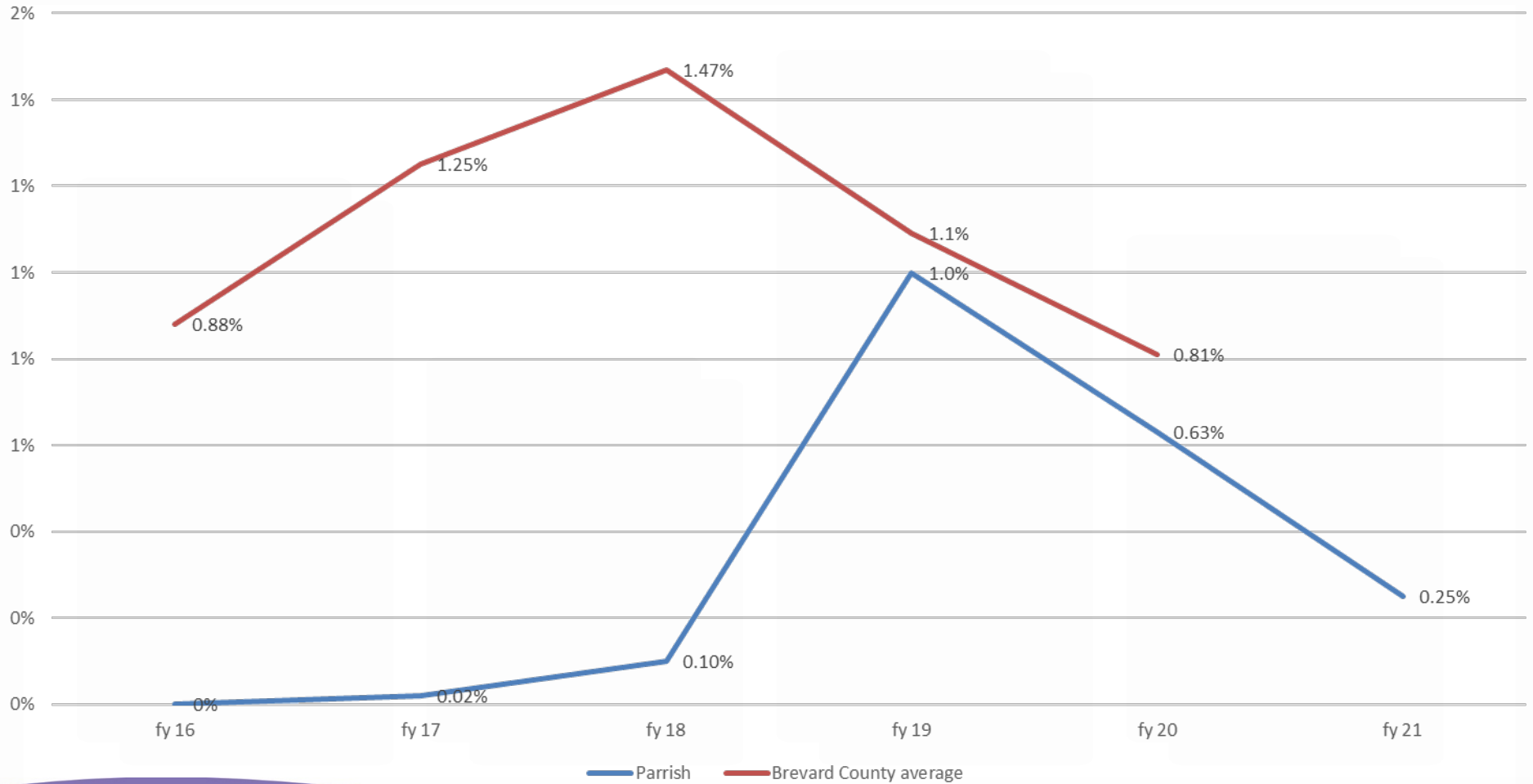
# COPD 30 day readmissions



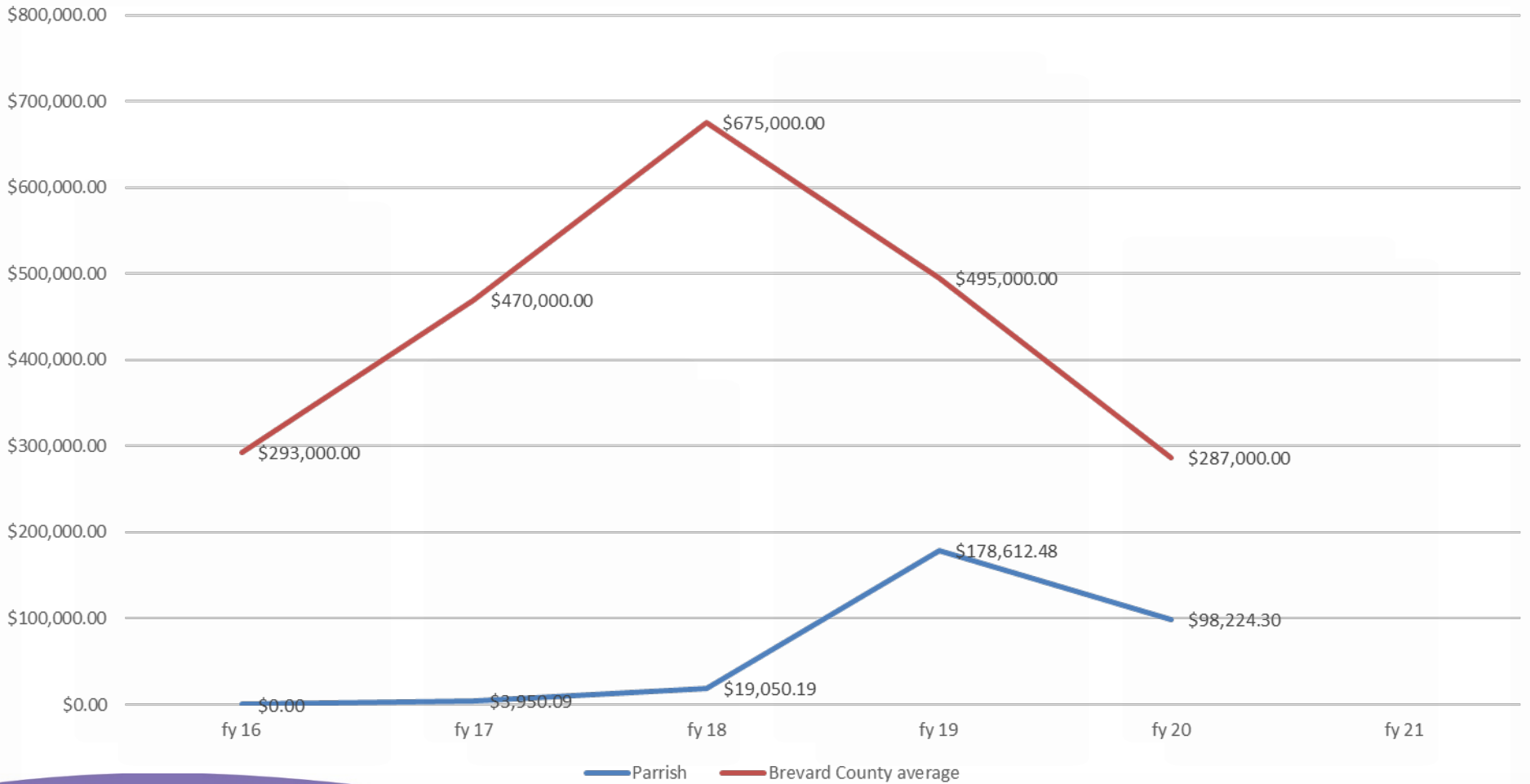
# TKA/THA 30 day readmissions



# Payment reduction percent



# Payment reduction dollars



# Questions?

FINANCE COMMITTEE MEMBERS:

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, NOVEMBER 02, 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 (September 14, 2020)

***Motion: To recommend approval of the September 14, 2020 minutes as presented.***

- III. Financial Review – Mr. Bailey
- IV. Quarterly Investment Update– Anderson Financial Partners
- V. Wireless Access Point Replacements- Strata ID 20-721-01- Mr. Bailey

***Motion: To recommend the Board of Directors approve the Wireless Access Point Replacement project, Strata ID 20-721-01, in an amount not to exceed \$223,250.00.***

- VI. 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  
BUDGET AND 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 September 14, 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 (via phone)  
Elizabeth Galfo, M.D.  
Robert Jordan, Jr., C.M.  
Billie Fitzgerald  
Herman A. Cole, Jr.  
Jerry Noffel  
Mark Storey, M.D.  
George Mikitarian (non-voting)

Member(s) Absent:

Christopher Manion, 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**

Mr. Retz called the meeting to order at 4:23 p.m.

**REVIEW AND APPROVAL OF MINUTES**

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

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

**PUBLIC COMMENTS**

There were no public comments.

**FINANCIAL REVIEW**

Mr. Bailey summarized the July 2020 financial statements.

**FY 2021 OPERATING BUDGET**

Mr. Bailey reviewed the FY 2021 Operating Budget.

**FY 2021 CAPITAL BUDGET**

Mr. Bailey summarized the memorandum contained in the packet relative to the 2021 Capital Budget. Discussion ensued and the following motion was made by Mr. Cole, seconded by Dr. Galfo and approved (8 ayes, 0 nays, 0 abstentions).

***ACTION TAKEN: MOTION TO APPROVE THE FISCAL YEAR 2021 CAPITAL BUDGET IN THE AMOUNT OF \$2,000,000.***

**INTER-GOVERNMENTAL TRANSFER DSH**

Mr. Bailey summarized the memorandum contained in the packet relative to the State of Florida Letter of Agreements for the IGT's for DSH. Discussion ensued and the following motion was made by Mr. Cole, seconded by Dr. Galfo and approved (8 ayes, 0 nays, 0 abstentions).

***ACTION TAKEN: MOTION TO RECOMMEND TO THE BOARD OF DIRECTORS TO AUTHORIZE MANAGEMENT TO ENTER INTO A LETTER OF AGREEMENT WITH THE AGENCY FOR HEALTH CARE ADMINISTRATION TO FUND DSH FOR SFY 2021 IN AN AMOUNT NOT TO EXCEED \$733,927.***

**INTER-GOVERNMENTAL TRANSFER LIP**

Mr. Bailey summarized the memorandum contained in the packet relative to the State of Florida Letter of Agreements for the IGT's for LIP. Discussion ensued and the following motion was made by Mr. Cole, seconded by Dr. Galfo and approved (8 ayes, 0 nays, 0 abstentions).

***ACTION TAKEN: MOTION TO RECOMMEND TO THE BOARD OF DIRECTORS TO AUTHORIZE MANAGEMENT TO ENTER INTO A LETTER OF AGREEMENT WITH THE AGENCY FOR HEALTH CARE ADMINISTRATION TO FUND LIP FOR SFY 2021 IN AN AMOUNT NOT TO EXCEED \$1,669,304.***

**OPERATING INVESTMENT PORTFOLIO ALLOCATION REVIEW**

Mr. Bailey summarized the operating investment portfolio allocation review. Discussion ensued and the following motion was made by Mr. Cole, seconded by Dr. Galfo and approved (8 ayes, 0 nays, 0 abstentions).

***ACTION TAKEN: MOTION TO RECOMMEND TO THE BOARD OF DIRECTORS AFFIRM THE CURRENT ASSET ALLOCATION OF 50% EQUITIES, 43% FIXED INCOME AND 7% ALTERNATIVES AFTER LAST WEEK'S REBALANCING OF***

**THE OPERATING FUND WHICH VARIES FROM THE POLICY GOALS.**

**ADJOURNMENT**

There being no further business to discuss, the meeting adjourned at 4:54 p.m.

Stan Retz  
Chairperson

## MEMORANDUM

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TO: Finance Committee  
FROM: Kent Bailey, Vice President, Finance  
SUBJECT: Wireless Access Point Replacements – Strata ID 20-721-01  
DATE: October 26, 2020

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Currently there are about 300 Wireless Access Points (“WAPs”) at end-of-life. The newer model WAPs are more reliable and resilient, which will provide better connectivity for the devices used throughout the organization.

There are 300 WAPs installed on the ceiling grids throughout the organization that will be removed and replaced by updated WAP models. Approximately 80 WAPs are located at the main campus/hospital and the remainder are located in our offsite offices.

This project was included in the Capital Budget for fiscal year 2020. Approval for this capital project is requested.

<b>TOTAL CAPITAL COSTS</b>	<b><u>\$223,250</u></b>
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***Motion: Recommend the Board of Directors approve the Wireless Access Point Replacement project, Strata ID 20-721-01, in an amount not to exceed \$223,250.00.***

If you should have any questions please do not hesitate to contact me at (321) 268-6351 or at [kent.bailey@parrishmed.com](mailto:kent.bailey@parrishmed.com).



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[parrishmed.com](http://parrishmed.com)

# Finance Committee

## FYTD September 30, 2020 – Performance Dashboard

Indicator	FYTD 2020 Actual	FYTD 2020 Budget	FYTD 2019 Actual
IP Admissions	5,070	6,194	5,690
LOS	5.0	4.0	4.5
Surgical Procedures	5,096	6,783	6,753
ED Visits	33,605	35,766	37,600
OP Volumes	154,121	188,047	178,611
Hospital Margin %	6.92%	5.64%	3.26%
Investment Income \$	\$6.9 Million	\$3.5 million	\$3.2 million
EBIDA Margin %	7.12%	5.70%	0.83%
EBIDA Margin %- Excluding Invest Income	2.53%	3.48%	-1.36%

**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, NOVEMBER 2, 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 September 14, 2020 meeting, as presented.*
- II. Reading of the Huddle
- III. Public Comment
- IV. Attorney Report – Mr. Boyles
- V. Hospital District Bylaws – Final Review and Comment – Mr. Boyles
- VI. Other
- VII. 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.**

**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 EXECUTIVE COMMITTEE. TO THE EXTENT OF SUCH DISCUSSIONS, A JOINT PUBLIC MEETING OF THE NORTH BREVARD COUNTY HOSPITAL DISTRICT BOARD OF DIRECTORS EXECUTIVE COMMITTEE AND NORTH BREVARD MEDICAL SUPPORT, INC. SHALL BE CONDUCTED.**

**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 September 14, 2020 in Conference Room 2/3/4/5, First Floor. The following members were present:

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

Members Absent:  
None

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 4:55 p.m.

**REVIEW AND APPROVAL OF MINUTES**

Discussion ensued and the following motion was made by Mr. Cole, seconded by Dr. Galfo and approved (5 ayes, 0 nays, 0 abstentions).

***ACTION TAKEN: APPROVED THE MINUTES OF THE FEBRUARY 3, 2020 AND MARCH 2, 2020 MEETING AS PRESENTED.***

**PUBLIC COMMENT**

There were no public comments.

**ATTORNEY REPORT**

Mr. Boyles referenced the summary and individual evaluation sheets that were emailed to Board members in regard to the CEO Performance Review, and noted that Mr. Mikitarian scored exceptionally well. The Committee complimented Mr. Mikitarian on his excellent performance. Discussion ensued and the following motion was made by Dr. Galfo, seconded by Mr. Cole, and approved (5 ayes, 0 nays, 0 abstentions).



***ACTION TAKEN: APPROVED AND ACCEPTED THE CEO PERFORMANCE REVIEW REPORT AS PRESENTED.***

Mr. Boyles summarized the email previously sent to the Board regarding the extension to Mr. Mikitarian's employment agreement. He noted that Mr. Mikitarian again elected to waive any compensation increase due this year under the terms of his Employment Agreement. This is the seventh year in a row that Mr. Mikitarian has declined an increase and 11 in the past 12 years. Discussion ensued and the following motion was made by Dr. Galfo, seconded by Mr. Cole and approved (4 ayes, 0 nays, 0 abstentions). Mr. Jordan recused himself from this vote.

***ACTION TAKEN: APPROVED AND ACCEPTED THE 2020 CEO EMPLOYMENT AGREEMENT AS PRESENTED.***

**OTHER**

Mr. Cole noted that during its Executive Session the Board will only consider matters involving risk management, credentialing, peer review, and medical staff appointments, and will not consider strategic planning matters as there are no strategic planning matters on the agenda for consideration. The strategic planning matters were removed from the agenda last week.

**ADJOURNMENT**

There being no further business to discuss, the committee adjourned at 5:00 p.m.

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



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BYLAWS  
OF  
NORTH BREVARD COUNTY HOSPITAL DISTRICT  
OPERATING  
PARRISH MEDICAL CENTER

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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 ~~does~~ [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 ~~geographical limits of 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 ~~Directors 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.

~~1. THE ACT means the law designated as Chapter 2003-362, Laws of Florida, as amended by the Florida Legislature from time to time.~~

~~2. HOSPITAL means the North Brevard County Hospital District as created under the Act, and doing business as Parrish Medical Center.~~

3. ~~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. ~~4.~~ CHAIRPERSON means the individual elected by the Board to serve as its Chairperson and presiding officer of the Board.

6. ~~5.~~ 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. ~~6.~~ 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. ~~7.~~ 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.

~~8. 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.~~

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. ~~9.~~ 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. ~~10.~~ 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.

~~11. 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.~~

~~12. 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.~~

~~13. BOARD COMMITTEE means standing and special Committees established by the Board of Directors.~~

~~14. AUXILIARY means the Parrish Medical Center Auxiliary which is an organization of volunteers that serves under the authority of the Board of Directors to render service to the Hospital, its patients, and visitors.~~

## ARTICLE I.~~ARTICLE I.~~ BOARD OF DIRECTORS

### 1.1 ~~1.1~~ LOCATION OF PRINCIPAL OFFICE

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

### 1.2 ~~1.2~~ LOCATION OF MEETINGS

Regular and special meetings of the Board of ~~Directors 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 ~~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   ~~1.4~~   QUORUM

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

#### 1.5   ~~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 ~~his or her~~an official capacity upon any measure which ~~inures~~would inure to his or her special private gain or ~~shall knowingly vote in his or her official capacity upon any measure which inures~~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 ~~fifteen~~(15) days after the vote occurs, disclose the nature of ~~the~~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 ~~1.6~~ MEETING DATE

The Board ~~of Directors~~ 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 ~~of Directors~~ 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 ~~of Directors~~.

1.7 ~~1.7~~ MINUTES

Board and ~~committee~~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 ~~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~~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 ~~1.9~~ CODE OF ETHICS

~~1.9-1~~ In carrying out their responsibilities, the members of the Board ~~of Directors~~, 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 ~~of Directors~~ 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~~members attached to and incorporated herein by reference as Appendix 1.9-1(i).

ARTICLE II~~ARTICLE II~~ OFFICERS

2.1 ~~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 ~~2.2~~ ELECTION AND TENURE

The Board ~~of Directors~~ 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 ~~of Directors~~ 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 ~~of Directors'~~ meeting. The Secretary of the Board shall prepare and present a ballot to the Board ~~of Directors~~ 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   ~~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~~. 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   ~~2.4~~   DUTIES OF OFFICERS

#### 2.4-1   ~~2.4-1~~   CHAIRPERSON

The Chairperson is the presiding officer of the Board and presides at all meetings of the Board ~~of Directors~~. 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 ~~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 ~~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 ~~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    ~~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.   ~~ARTICLE III.~~ BOARD COMMITTEES

3.1    ~~3.1~~    GENERAL

3.1-1   ~~3.1-1~~   APPOINTMENT AND TERM

Except as specified in these Bylaws, all ~~committee~~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 ~~committee~~Board Committee at its organizational meeting shall select a ~~Chairperson~~Chair and Vice ~~Chairperson~~Chair unless otherwise provided herein. In the event of the absence of the ~~Chairperson, the Vice-Chairperson~~Chair, the Vice-Chair shall serve as ~~Chairperson~~Chair. The ~~Chairperson~~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 ~~Chairperson~~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 ~~of Directors~~ shall have the power to fill any vacancies that occur on ~~committees~~ Board Committees for the remaining term of any vacancy.

### 3.1-2 ~~3.1-2~~ REPORTS AND AUTHORITY OF BOARD COMMITTEES

All ~~committees of the~~ Board ~~of Directors~~ Committees shall maintain written minutes of their meetings available to the Board ~~of Directors~~ and shall report in writing to the Board ~~of Directors~~, 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 ~~3.1-3~~ MEETINGS

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

### 3.1-4 ~~3.1-4~~ QUORUM

A majority of the voting members of a Board ~~committee~~ 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 ~~Chairperson~~ 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 ~~3.1-5~~ OTHER COMMITTEE MEMBERS

In order to assist the Board ~~of Directors~~ 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 ~~committee~~Board Committee who are not members of the Board ~~of Directors~~ 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 ~~their~~his or her statement of qualifications in writing, acknowledging that ~~their~~his or her membership on the ~~committee~~Board Committee binds them to attend the requisite committee meetings and appropriate Board meetings, ~~to be~~he or she is able to vote on ~~committee~~Board Committee matters without abstention because of conflict of interest and ~~to be~~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 ~~committee~~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 ~~committee~~Board Committee who is not a member of the Board ~~of Directors~~ shall not serve as ~~Chairperson~~Chair of that ~~committee~~Board Committee.

## 3.2 ~~3.2~~ EXECUTIVE COMMITTEE

### 3.2-1 ~~3.2-1~~ COMPOSITION

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

### 3.2-2 ~~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 ~~of Directors~~, have the authority to take such action as is necessary to meet emergencies arising between meetings of the Board ~~of Directors~~, 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 ~~of Directors~~ at its next

subsequent meeting. Minutes of the Executive Committee shall be distributed to all members of the Board ~~of Directors~~.

- (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 ~~3.3~~ FINANCE COMMITTEE

#### 3.3-1 ~~3.3-1~~ COMPOSITION

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

#### 3.3-2 ~~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 ~~of Directors~~ or Chairperson of the Board, and make recommendations thereon to the Board ~~of Directors~~.
- (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 ~~of Directors~~ 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 ~~of Directors~~ 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 ~~3.4~~ PLANNING, PHYSICAL FACILITIES, AND PROPERTIES COMMITTEE

#### 3.4-1 ~~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 ~~of Directors~~. 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 ~~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 ~~of Directors~~ 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 ~~of Directors~~.
- (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 ~~of Directors~~ 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 ~~3.5~~ EDUCATIONAL, GOVERNMENTAL, AND COMMUNITY RELATIONS COMMITTEE

3.5-1 ~~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 ~~of Directors~~. In addition, one representative of the Medical Staff, nominated by the President of the Medical Staff and approved by the Board ~~of Directors~~, will serve as a voting member. The Chief Executive Officer will serve as a nonvoting member.

3.5-2 ~~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 ~~of Directors~~.

- (b) Act as a liaison between the Jess Parrish Medical Foundation, Inc. (the “Foundation”), and the Board ~~of Directors~~ 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 ~~of Directors~~, 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 ~~of Directors~~ 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 ~~of Directors~~ 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 ~~of Directors~~.

- (g) Distribute to the Board ~~of Directors~~ in October of every odd year a Board ~~Self Evaluation~~ self-evaluation with results tabulated and reported at the November Board meeting for discussion.
- (h) Make periodic reports and recommendations to the Board ~~of Directors~~ as requested.
- (i) Perform such other related duties as may be assigned.

### 3.6 ~~3.6~~ JOINT CONFERENCE COMMITTEE

#### 3.6-1 ~~3.6-1~~ COMPOSITION

The Committee shall be composed of four (4) members from the Board ~~of Directors~~, 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 (~~2/3rds~~ 3) vote of the total membership of the committee. The ~~Chairperson~~ Chair of the Joint Conference Committee shall alternate with the Chairperson of the Board ~~of Directors~~ serving as ~~Chairperson~~ Chair during even numbered years and the President of the Medical Staff during odd numbered years.

#### 3.6-2 ~~3.6-2~~ FUNCTIONS

The Committee shall serve as an educational and liaison group to promote open communication between the Board ~~of Directors~~, 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 ~~3.6-3~~ AGENDA

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

### 3.6-4 ~~3.6-4~~ REPORTS

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

## 3.7 ~~3.7~~ AUDIT COMMITTEE

### 3.7-1 ~~3.7-1~~ COMPOSITION

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

### 3.7-2 ~~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 counsel legal matters that may have a material impact on the financial statements.
- (o) Meet at least annually with the ~~chief financial officer~~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~~are less than ~~Five~~Ten Thousand Dollars (~~\$5,000~~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.

- (f) 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~~ ~~3.8~~ COMPENSATION COMMITTEES FOR THE PRESIDENT/CHIEF EXECUTIVE

3.9 OFFICER AND FOR OTHER HOSPITAL SENIOR MANAGEMENT

3.9-1 ~~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 ~~of Directors~~. 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 ~~of Directors~~.

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 ~~of Directors~~ 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.

3.9-2 ~~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.

### 3.10 ~~3.9~~ QUALITY COMMITTEE

#### 3.10-1 ~~3.9-1~~ COMPOSITION

The Quality Committee shall be comprised of a ~~Chairperson~~Chair and at least four (4) other members of the Board ~~of Directors~~. 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.

### 3.10-2 ~~3.9-2~~ FUNCTIONS

The principle function of the Quality Committee shall be to fulfill the responsibilities outlined in Article VI of ~~Parrish Medical Center's~~ these Bylaws regarding Quality Assessment and Improvement. The Committee will provide the mechanism through which Hospital ~~Administration~~ 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 ~~of Directors~~ 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 ~~of Directors~~ 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 ~~of Directors~~ 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 ~~of Directors~~.

- (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.

### 3.11 ~~3.10~~ INVESTMENT COMMITTEE

#### 3.11-1 ~~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.

#### 3.11-2 ~~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).

(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 ~~of Directors~~ 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 ~~of Directors~~.

#### ARTICLE IV, ~~ARTICLE IV~~. CHIEF EXECUTIVE OFFICER

##### 4.1 ~~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 ~~of Directors~~ 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 ~~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 ~~of Directors~~ 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 ~~Hospital~~ 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 ~~Hospital~~ Board ~~of Directors~~, 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 ~~Hospital~~ Board.
- (e) Attend all meetings of the Board ~~of Directors~~ 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 ~~Hospital~~ 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 ~~of Directors~~ 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.~~ARTICLE V.~~ MEDICAL STAFF

5.1 ~~5.1~~ ORGANIZATION

The Board of ~~Directors of~~ the Hospital has the ultimate authority for the management of the Hospital. Pursuant to this authority, the Board ~~of Directors~~ 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 ~~5.2~~ MEDICAL STAFF BYLAWS

The Medical Staff shall collaborate with the Board ~~of Directors~~ 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 ~~of Directors~~, 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 ~~of Directors~~.

### 5.3   ~~5.3~~   MEMBERSHIP

~~Membership on the~~ 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   ~~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 ~~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~~ARTICLE VI~~ QUALITY ASSESSMENT AND IMPROVEMENT

### 6.1 ~~6.1~~ BOARD RESPONSIBILITY

The Board ~~of Directors~~ 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 ~~6.2~~ DELEGATION TO ADMINISTRATION AND TO THE MEDICAL STAFF

#### 6.2-1 ~~6.2-1~~ TO ADMINISTRATION

The Board ~~of Directors~~ 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 ~~6.2-2~~ TO THE MEDICAL STAFF

The Board ~~of Directors~~ 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 ~~of Directors~~ 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 ~~6.3~~ INDEMNIFICATION

The Hospital shall indemnify each ~~director~~ Board member, officer, employee and agent of the Hospital in the manner and to ~~the~~ 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 ~~provisions~~ 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, ~~ARTICLE VII~~ HOSPITAL AUXILIARY

### 7.1 ~~7.1~~ NAME AND PURPOSE

The Board ~~of Directors~~ 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 ~~7.2~~ ORGANIZATION AND GOVERNMENT

The Auxiliary will be organized to be of service to the Hospital and is responsible to the Hospital Board ~~of Directors~~ 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 ~~of Directors~~.

## 7.3 ~~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.~~ARTICLE VIII~~. THE ACT

The exercise any of the authorities or duties of the Board ~~of Directors~~ 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.~~ARTICLE IX~~. AMENDMENTS

Amendments to these Bylaws may be made by a majority vote of not less than five (5) members of the Board ~~of Directors~~ 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~~ARTICLE X~~ PROCEDURES

All meetings and affairs of the Board~~of Directors~~, 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 ~~of Directors~~ or any Committees of the Board~~of Directors~~.

APPROVED and adopted by the Governing Board this 7<sup>th</sup> day of January, 2019, 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~~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~~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.

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## **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:

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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.

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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 ~~Chairperson~~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

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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<sup>22</sup> auditor's independence (including, without limitation, describing all relationships

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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.

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- (n) Review with the Hospital's ~~General Counsel~~legal counsel legal matters that may have a material impact on the financial statements.
- (o) Meet at least annually with the ~~chief financial officer~~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.

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<b>Summary report:</b>	
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<b>Style name:</b> Ileen	
<b>Intelligent Table Comparison:</b> Active	
<b>Original DMS:</b> iw://FSDMS/ACTIVE/6775091/17	
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Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
<b>Total Changes:</b>	<b>658</b>

**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**

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**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  
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Amended: December 02, 2002  
Amended: April 3, 2006  
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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:

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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, NOVEMBER 2, 2020  
IMMEDIATELY FOLLOWING EXECUTIVE SESSION  
FIRST FLOOR CONFERENCE ROOM 2/3/4/5**

**CALL TO ORDER**

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





*Healing Families – Healing Communities®*

[parrishmed.com](http://parrishmed.com)

# Care Navigation

# Care navigation

## Why

The Institute of Medicine has remarked that **care coordination** “has the potential to improve effectiveness, safety and efficiency of the American health **care** system”<sup>2</sup> and can result in higher survival rates, fewer emergency department visits, and lower medication costs.

# Care navigation

## AHRQ

deliberately organizing patient care activities and sharing information among all of the participants concerned with a patient's care to achieve safer and more effective care.

This means that the patient's needs and preferences are known ahead of time and communicated at the right time to the right people, and that this information is used to provide safe, appropriate, and effective care to the patient.

# Care navigation

## AHRQ

Examples of broad care coordination approaches include:

- Teamwork
- Care management
- Medication management
- Health information technology
- Patient-centered medical home

# Care navigation

## AHRQ

Examples of specific care coordination activities include:

- Establishing accountability and agreeing on responsibility
- Communicating/sharing knowledge
- Helping with transitions of care
- Assessing patient needs and goals
- Creating a proactive care plan
- Monitoring and follow-up, including responding to changes in patients' needs
- Supporting patients' self-management goals
- Linking to community resources
- Working to align resources with patient and population needs

# Health Services Advisory Group (HSAG)

## Five Key Areas Known to Reduce Avoidable Readmissions

1. Comprehensive discharge planning
2. Medication management
3. Patient and family engagement
4. Transition care support
5. Transition communications

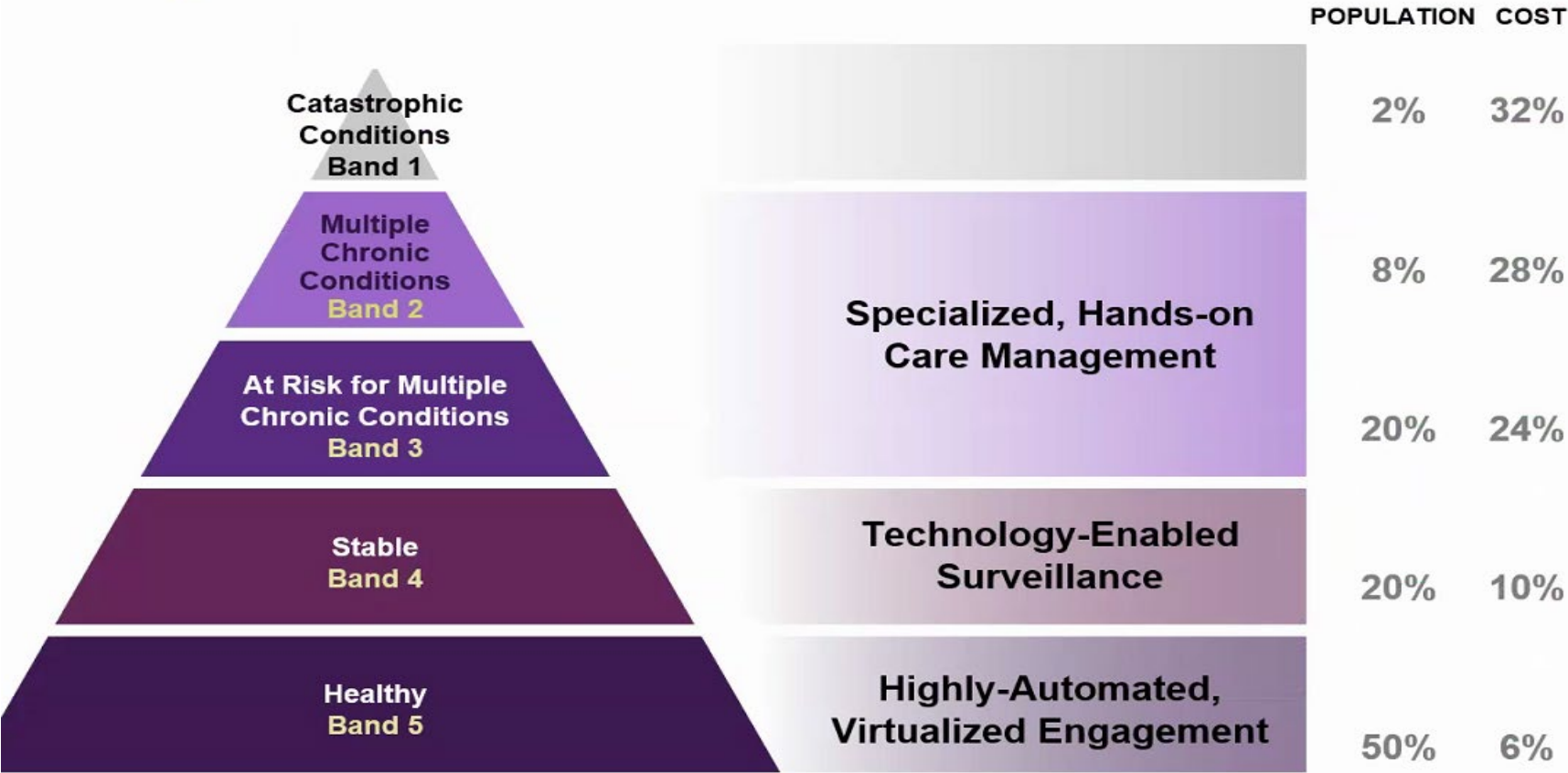
# Health Services Advisory Group (HSAG)

## Typical Failures in Discharge Planning

- No follow-up appointment scheduled or not knowing who to follow up with when there are multiple providers.
- No follow-up phone call from the discharging organization within the first few days after discharge
- Follow-up is seen as solely the responsibility of the patient.
- Patient inability to keep follow-up appointments because of illness, financial limitations, or transportation issues.
- Lack of an emergency plan, including telephone number the patient should call first.
- Lack of referral to community resources that can address social determinants of health.



# Stratify and Identify Populations for Targeted Care Management



# Care navigation

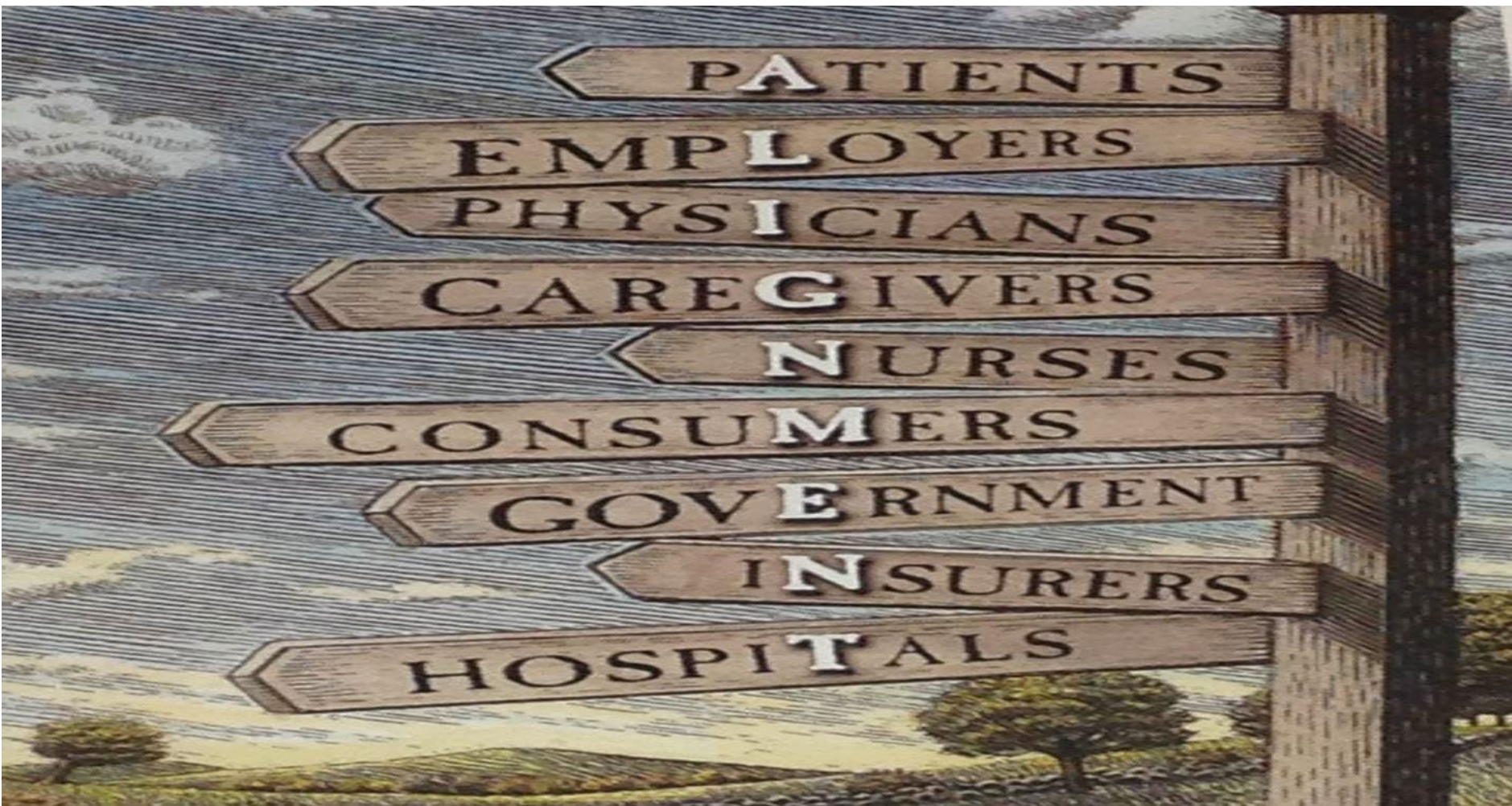
## Goals

- Right care
- Right person
- Right time
- Right cost

# Care navigation

## Outcomes

- Hospital Readmissions Reduction Program (HRRP)
- Hospital Star Ratings
- CMS Public Reporting
- IBM Watson Top 100
- HEDIS – gaps in care
- TJC Integrated Care
- Patient Centered Medical Home (PCMH)



Source: Massachusetts Hospital Association; 2015

# Parrish Care Navigation

Kristina Weaver, Director of Care Transitions



# Care navigation

## Goals

- link persons and families to primary care services, specialist care, and community-based health and social services
- provide holistic person-centered care
- identify and resolve barriers to care.

# Care Navigation Program team

## Focus on Body-Wellness-Mind

- Behavioral Health Navigator
- Diabetes Navigator
- Respiratory Disease Navigator
- Cancer Navigator
- Cardiac and Stroke Navigator
- High Risk Care Coordinator

# Community Health Partnerships

- Mental Health/ Addiction
- Respiratory Disease
- Heart disease, stroke, diabetes
- Nutrition, physical activity and weight
- Access to care



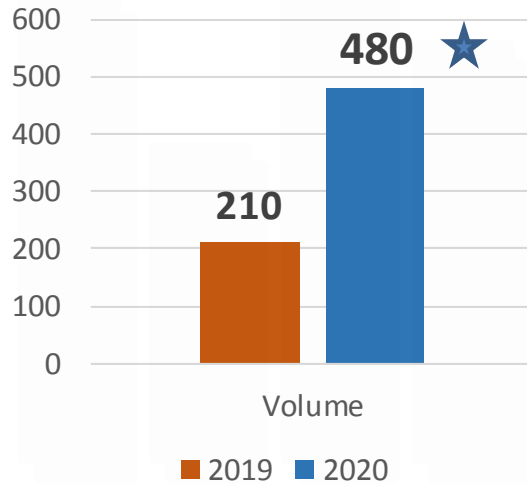
# Successful Care Coordination

- Right care
- Right person
- Right time
- Right cost

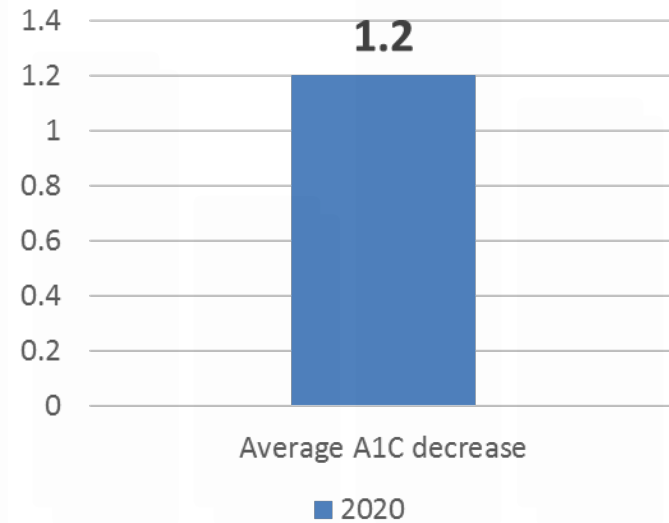
# Early outcomes

## Diabetes

Diabetes Education growth



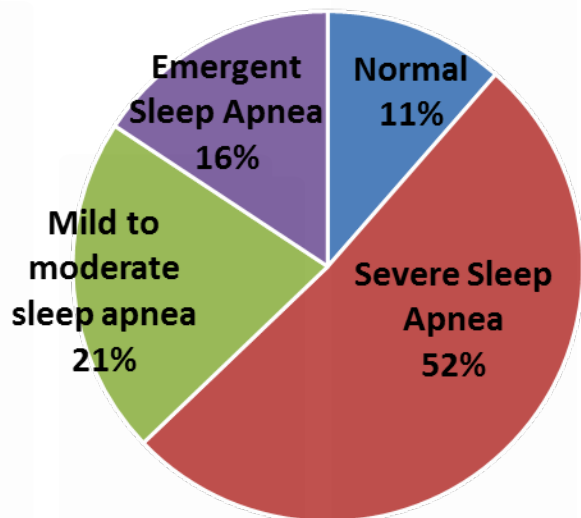
Average A1C decrease



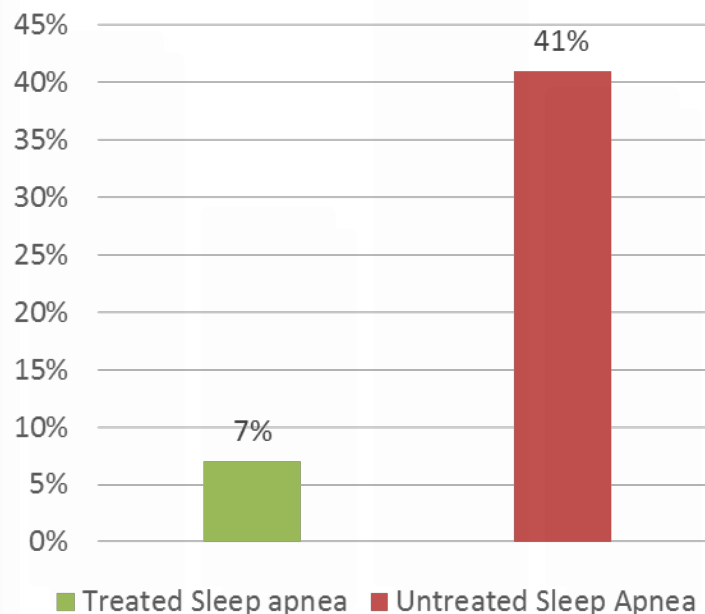
# Early outcomes

## Respiratory Disease

Sleep Study outcomes for respiratory disease navigator referred

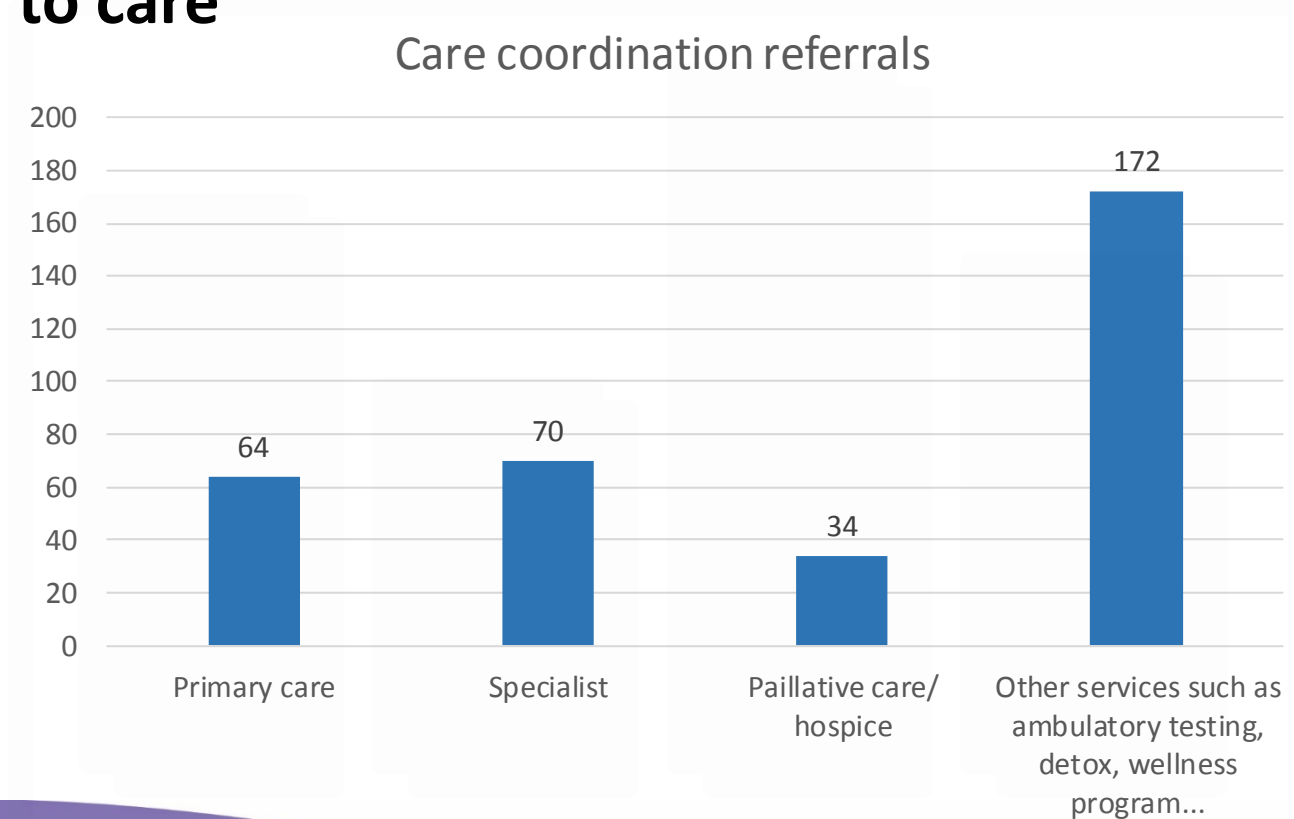


Treating Sleep apnea reduces readmissions



# Early outcomes

## Access to care



# Healing Families— Healing Communities®

- Health Risk Assessments
- Community Sepsis education
- Mobile PAD screenings, cardiac and stroke screenings
- Cancer education and mobile cancer screenings
- Diabetes education and mobile diabetes screenings
- Mobile spirometry “Lung Age” screenings
- Mental health and addiction awareness, resource education, sources of strength partnership

**DRAFT AGENDA  
BOARD OF DIRECTORS MEETING - REGULAR MEETING  
NORTH BREVARD COUNTY HOSPITAL DISTRICT  
OPERATING  
PARRISH MEDICAL CENTER  
NOVEMBER 2, 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 (September 14, 2020 Regular Meeting, September 14, 2020 First Public Hearing, and September 28, 2020 Second Public Hearing)
- II. Recognitions(s)
- III. Open Forum for PMC Physicians
- IV. Public Input and Comments\*\*\*<sub>1</sub>
- V. Unfinished Business\*\*\*
- VI. New Business\*\*\*
- VII. Medical Staff Report Recommendations/Announcements
- VIII. Public Comments (as needed for revised Consent Agenda)
- IX. Consent Agenda\*\*\*
  - A. Quality
    1. To recommend to the Board of Directors to approve the appointment of Ms. Emily Leathers as Infection Prevention Professional, as recommended by the Infection Prevention Committee and Medical Executive Committee.

BOARD OF DIRECTORS MEETING

NOVEMBER 2, 2020

PAGE 2

B. Finance

1. To recommend to the Board of Directors to approve the Wireless Access Point Replacement project, Strata ID 20-721-01, in an amount not to exceed \$223,250.00.

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\*\*\*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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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 September 14, 2020 in Conference Room 2/3/4/5, First Floor. The following members were present:

Herman A. Cole, Jr., Chairman  
Stan Retz  
Billie Fitzgerald  
Robert L. Jordan, Jr., C.M.  
Maureen Rupe  
Peggy Crooks (via phone)  
Elizabeth Galfo, M.D.  
Ashok Shah, M.D.  
Jerry Noffel

Member(s) Absent:  
None

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. Cole called the meeting to order at 5:44 p.m.

**PLEDGE OF ALLEGIANCE**

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

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

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

**APPROVAL OF AGENDA**

Mr. Cole asked for approval of the agenda in the packet. Discussion ensued and the following motion was made by Mr. Jordan, seconded by Dr. Galfo and approved (9 ayes, 0 nays, 0 abstentions).

***ACTION TAKEN: MOTION TO APPROVE THE AGENDA AS PRESENTED.***



**REVIEW AND APPROVAL OF MINUTES**

Discussion ensued and the following motion was made by Mr. Jordan, seconded by Dr. Galfo and approved (9 ayes, 0 nays, 0 abstentions).

***ACTION TAKEN: MOTION TO APPROVE THE MINUTES OF THE JULY 13, 2020 REGULAR MEETING, AS PRESENTED.***

**RECOGNITIONS**

There were no recognitions.

**OPEN FORUM FOR PMC PHYSICIANS**

There were no physician comments.

**PUBLIC COMMENTS**

There were no public comments.

**UNFINISHED BUSINESS**

There was no unfinished business.

**NEW BUSINESS**

**North Brevard Medical Support Liaison Report**

Mr. Retz presented the North Brevard Medical Support Liaison report from the August 13, 2020 meeting of North Brevard Medical Support.

**MEDICAL STAFF REPORT RECOMMENDATIONS/ANNOUNCEMENTS**

There were no recommendations or announcements.

**PUBLIC COMMENTS**

There were no public comments regarding the revised consent agenda.

**CONSENT AGENDA**

Discussion ensued regarding the consent agenda, and the following motion was made by Mr. Jordan, seconded by Dr. Galfo and approved (9 ayes, 0 nays, 0 abstentions).

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

A. Finance

1. Recommend to the Board of Directors approve the FY 2021 Capital Budget in the amount of \$2,000,000.
2. Recommend to the Board of Directors to authorize management to enter into a letter of agreement with the Agency for Health Care Administration to fund DSH for SFY 2021 in an amount not to exceed \$733,927.
3. Recommend to the Board of Directors to authorize management to enter into a letter of agreement with the Agency for Health Care Administration to fund LIP for SFY 2021 in an amount not to exceed \$1,669,304.
4. **Recommend the Board of Directors affirm the current asset allocation in the Operating Fund of 50% Equities, 43% Fixed Income and 7% Alternatives. This matches last week's rebalancing of the investments in the Operating Fund which varies from the adopted policy goals.**

B. Executive Committee

1. **Recommend the Board of Directors accept the 2019 CEO performance review as presented.**
2. **Recommend the Board of Directors accept and approve the 2020 CEO Employment Agreement as presented and authorize the Chairman to execute such Employment Agreement on behalf of the District.**

**COMMITTEE REPORTS**

**Quality Committee**

Dr. Galfo 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 the Education Committee did not meet.

**Planning, Physical Facilities and Properties Committee**

Mr. Jordan reported the Planning Committee did not meet.

**PROCESS AND QUALITY REPORT**

Mr. Mikitarian took this time to thank the Board for their leadership and guidance.

**Hospital Attorney**

Legal counsel had no report.

**OTHER**

No other business was discussed.

**CLOSING REMARKS**

Mr. Cole took this time to again say how proud he is of PMC and its staff especially in regard to their handling of the pandemic, noting that PMC leadership is proactive and forward-thinking.

**OPEN FORUM FOR PUBLIC**

No members of the public spoke.

**ADJOURNMENT**

There being no further business to discuss, the meeting adjourned at 5:49 p.m.

Herman A. Cole, Jr.  
Chairman

**NORTH BREVARD COUNTY HOSPITAL DISTRICT  
OPERATING  
PARRISH MEDICAL CENTER – SPECIAL MEETING  
PUBLIC HEARING**

The Board of Directors of the North Brevard County Hospital District operating Parrish Medical Center held a special meeting and Public Hearing on September 14, 2020 at 5:01 p.m. in Conference Room 2/3/4/5, First Floor. The following members, representing a quorum, were present:

Herman A. Cole, Jr., Chairman  
Peggy Crooks (via phone)  
Elizabeth Galfo, M.D.  
Jerry Noffel  
Stan Retz, CPA  
Ashok Shah MD  
Robert L. Jordan, Jr., C.M.  
Maureen Rupe  
Billie Fitzgerald

Member(s) Absent:  
None

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. Cole called the meeting to order at 5:01 p.m. and stated that this is the first of two public hearings to establish the millage rate and budget for FY2020-2021 as required by the Laws of Florida.

**TENTATIVE MILLAGE RATE**

Mr. Cole asked if there were any public comments and/or questions regarding the tentative millage rate of \$0.0000 per \$1,000 valuation. No comments or questions were presented by the public. Mr. Cole then asked for comments and/or questions from the Board of Directors regarding the millage rate of \$0.0000 per \$1,000 in valuation. No comments or questions were presented by the Members of the Board of Directors. Discussion ensued and the following motion was made by Dr. Galfo, seconded by Mr. Jordan and approved (9 ayes, 0 nays, 0 abstentions).

***ACTION TAKEN: MOTION TO APPROVE TO ADOPT THE TENTATIVE MILLAGE RATE OF \$0.0000 FOR FY2020-2021.***

**Mr. Noffel raised a question as to why the District could not increase the millage rate to cover the Emergency Department deficit.**

**Mr. Retz, Dr. Shah and Ms. Crooks expressed their concern of this rate increase because proper procedures were not followed and suggested further investigation be completed. The Board could then consider the increase for the 2021/ 2022 tax next year. Discussion ensued and the following amendment to the previous motion was made. Dr. Galfo accepted the amendment to the motion. Mr. Jordan seconded the amendment to the motion. The motion failed (1 aye, 8 nays, 0 abstentions).**

**ACTION TAKEN: MOTION TO ESTABLISH THE MAXIMUM MILLAGE RATE INCREASE PER LAW AS IT EXISTS TODAY.**

**Discussion ensued and the following motion was made by Mr. Retz, and approved (9 ayes, 0 nays, 0 abstentions).**

**ACTION TAKEN: MOTION TO ADOPT THE ORIGINAL MOTION IE TO APPROVE THE TENTATIVE MILLAGE RATE OF \$0.0000 FOR FY2020-2021.**

**Mr. Bailey noted that the finance team will investigate this further to be reconsidered next year.**

#### **TENTATIVE BUDGET FOR FY 2020-2021**

Mr. Cole asked if there were any public comments and/or questions relative to the tentative budget for FY2020-2021 as presented. No comments or questions were presented. Mr. Cole then asked for comments and/or questions from the Board of Directors regarding the tentative budget for FY2020-2021 as presented. No comments or questions were presented by the Members of the Board of Directors. Discussion ensued and the following motion was made by Dr. Galfo, seconded by Mr. Jordan and approved (9 ayes, 0 nays, 0 abstentions).

**ACTION TAKEN: MOTION TO APPROVE TO ADOPT THE TENTATIVE BUDGET FOR FY2020-2021 AS PRESENTED.**

#### **SECOND PUBLIC HEARING**

Mr. Cole announced that the second public hearing will be held on Monday, September 28, 2019 at 5:01 p.m. by telephone conference, per the Executive Order of the Governor.

Discussion ensued and the following motion was made by Mr. Retz, and approved (9 ayes, 0 nays, 0 abstentions).

**ADJOURNMENT**

There being no further business to discuss, the public hearing adjourned at 5:35 p.m.

Peggy Crooks,  
Secretary

**NORTH BREVARD COUNTY HOSPITAL DISTRICT  
OPERATING  
PARRISH MEDICAL CENTER – SPECIAL MEETING  
SECOND PUBLIC HEARING**

The Board of Directors of the North Brevard County Hospital District operating Parrish Medical Center held a special meeting on September 28, 2020 at 5:03 p.m. via telephone conference. The following members, representing a quorum, were present via telephone:

Herman A. Cole, Jr. (via phone)  
Robert L. Jordan, Jr., C.M. (via phone)  
Elizabeth Galfo, M.D. (via phone)  
Maureen Rupe  
Billie Fitzgerald (via phone)  
Jerry Noffel  
Ashok Shah, M.D. (excused)  
Stan Retz, CPA (excused)

Member(s) Absent:

Peggy Crooks (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. Cole called the special meeting to order at 5:05 p.m. and stated that this is the second of two special public hearings to establish the millage rate and budget for FY2020-2021 as required by the Laws of Florida.

Mr. Noffel noted he wished to state for the record that he would like to change his vote from the first public hearing regarding the millage rate increase from aye to nay. Mr. Noffel noted he was unable to clearly hear the amended motion and discussion. Mr. Cole noted this change for the record.

**TENTATIVE MILLAGE RATE**

Mr. Cole stated the tentative millage rate of \$0.0000 per \$1,000 valuation is the prior year operating millage levy. Mr. Cole asked if there were any questions or comments from the public. No comments or questions were presented. A copy of the resolution is appended to the file copy of these minutes. Discussion ensued and the following motion was made by Mr. Noffel, seconded by Ms. Rupe and approved (8 ayes, 0 nays, 0 abstentions).

***ACTION TAKEN: MOTION TO APPROVE TO ADOPT THE MILLAGE RESOLUTION RATE OF \$0.0000 PER \$1,000 VALUATION FOR FY2020-2021.***

**TENTATIVE BUDGET FOR FY2020-2021**

Mr. Cole asked if there were any comments and/or questions from the public relative to the tentative budget for FY2020-2021 as presented. No comments or questions were presented. The following motion was made by Mr. Noffel, seconded by Mr. Jordan and approved (8 ayes, 0 nays, 0 abstentions).

***ACTION TAKEN: MOTION TO APPROVE TO ADOPT THE FINAL BUDGET FOR FY2020-2021 AS PRESENTED.***

**ADJOURNMENT**

There being no further business, the meeting adjourned at 5:11 p.m.

Peggy Crooks,  
Secretary

**Other Attendees:**

George Mikitarian, President/CEO  
Kent Bailey, Vice President, Finance  
Edwin Loftin, Sr. Vice President – Acute Care Services  
Chris McAlpine, Sr. Vice President, Administration Transformation  
Stephanie Parham, Executive Assistant



**NORTH BREVARD COUNTY HOSPITAL DISTRICT  
OPERATING  
PARRISH MEDICAL CENTER  
MEDICAL EXECUTIVE COMMITTEE MEETING – REGULAR  
October 20, 2020**

**Present:** D. Barimo P. Carmona, G. Cuculino A. Ochoa, M. Storey, J. Rojas J. Zambos, G. Mikitarian R. Patel R. Henry, , V. Williams

**Absent:** C. Fernandez, E. Loftin, , H. Cole B. Mathews C. Manion

The regular meeting of the Medical Executive Committee of the North Brevard County Hospital District operating Parrish Medical Center was October 20, 2020, at 5:30 PM in the Conference Center. A quorum was determined to be present.

**CALL TO ORDER**

Dr. Ramesh Patel, President-Elect and acting chair called the meeting to order at 5:30PM.

**REVIEW AND APPROVAL OF MINUTES**

The following motion was made, seconded, and unanimously approved:

*ACTION TAKEN:* Motion to approve the previous meeting minutes (September 15, 2020) as written and distributed.

**OLD BUSINESS**

- a. Monitoring and Management of Patients Receiving Sedation for Short-term Therapeutic Diagnosis or Invasive Procedures 9900-43

*ACTION TAKEN:* Verbiage has been reviewed per recommended changes; motion to approve policy as written. made, seconded, and approved

**FOLLOW-UP MEC ITEMS**

**None**

**NEW BUSINESS**

- a. Assessment & Reassessment Inpatients & Outpatients, 9500-2041

*ACTION TAKEN:* Motion made, seconded and approved to send this policy to Department of Anesthesia, and Department of Surgery for further review.

- b. Palliative Care Services - Practice Guidelines, 9500-68

*ACTION TAKEN:* Motion made, seconded and approved to approve policy as written.

- c. Dietitian Ordering Privileges

*ACTION TAKEN:* Motion made, seconded and approved to approve policy as written.

- d. Antimicrobial Stewardship Program, 9500-2012

*ACTION TAKEN:* Recommendation to change evaluations from weekly to “monthly” rather than quarterly.

- e. Medication Management, 9500-2009

*ACTION TAKEN:* Motion made, seconded and approved to approve policy as written.

**INFORMATION/EDUCATION:**

**Joint Commission Perspectives – October 2020** – Information was emailed for review prior to meeting.

*ACTION TAKEN:* Noted by Committee

**Information /Education items to the Medical Staff to Be Noted in Minutes –**

- 1. **Meditech Enhancements** – Information was emailed for review prior to meeting.

*ACTION TAKEN:* Noted by Committee

**REPORT FROM ADMINISTRATION:**

- Incident command is preparing to begin COVID-19 prep meetings again.

MEDICAL EXECUTIVE COMMITTEE – REGULAR  
PAGE 2

**REPORT FROM THE BOARD:** Nothing to report.

**CONSENT AGENDA:**

**Titration parameters have been updated with input from the following departments: ED, ICU, and Medicine. These parameters were updated to meet current standards.**

**This change affects the following order sets:**

- *ED Hypertension Adult*
- *ED Sepsis Adult*
- *ED Altered Mental Status / OD*
- *ED Chest Pain/HF/Palp/SOB/Syncope*
- *Mechanical Vent Sedation Protocol*
- *Sepsis*
- *ICU Post Carotid BP Control*
- *Our Legacy*
- *Telemetry*
- *Hemorrhagic Stroke*
- *ICU Admit*
- *CAT Hypotension wo SIRS/Sepsis Protocol*
- *ICU Hypertensive Crisis*
- *Ischemic Stroke / TIA*
- *tPA Acute Stroke – Admission*
- *tPA (Activase) Administration*

*ACTION TAKEN:* Motion made, seconded, and approved to approve all consent agenda items in block.

**COMMITTEE REPORTS:**

a. Infection Control Ad Hoc – October 6

i. Vote needed to approve appointment of Infection Prevention Specialist

*ACTION TAKEN:* Motion made, seconded, and approved to appoint Emily Leathers as Infection Prevention Specialist.

**CLINICAL DEPARTMENT REPORTS:**

*None at this time.*

**OPEN FORUM**

- Can Troponin be displayed on main screen in EMR instead of hidden? No motion needed at this time, but further discussion will take place with departments.

- Request to suspend meeting attendance requirements for the year 2020 due to COVID-19

*ACTION TAKEN:* Motion made, seconded, and approved to suspend medical staff meeting attendance requirements for 2020.

-Physician parking lot entry door locked after 9PM; physicians needed for stat procedures have to find alternative way into the building.

*ACTION TAKEN:* Administration will review other options for security and accessibility.

**ADJOURNMENT**

There being no further business, the meeting adjourned to the executive session at 5:55 PM.

MEDICAL EXECUTIVE COMMITTEE – REGULAR  
PAGE 3

Mark Storey, MD  
President/Medical Staff

Christopher Manion, MD  
Secretary - Treasurer