

Members:

Michael Sitowitz, Chairman (July 1, 2014-June 30, 2017)

Michael Allen, Vice-Chairman (July 1, 2016 – June 30, 2019)

Stan Retz (January 1, 2016-December 31, 2019)

Roberta Chaildin (July 1, 2016 – June 30, 2019)

Dawn Hohnhorst (April 1, 2016 – March 31, 2019)

Warren Berry (January 1, 2016- December 31, 2019)

PARRISH MEDICAL CENTER
PENSION ADMINISTRATIVE COMMITTEE
NOVEMBER 7, 2016 @ 10:00 A.M.
EXECUTIVE CONFERENCE ROOM

CALL TO ORDER

I. Public Comments

II. Review and approval of minutes (August 1, 2016)

Motion: To recommend approval of the August 1, 2016 minutes as presented.

III. Integrity Fixed Income presentation – Earl Denney

IV. Quarterly Pension and 403(b) and 457(b) Investment Reports – Bott-Anderson

V. Defined Benefit update – Mr. Sitowitz, Roberta Chaildin

VI. Annual Investment Policy Review – Mr. Sitowitz

VII. Adjournment

Members:

Stan Retz, Chairman
Peggy Crooks
Herman Cole
Elizabeth Galfo, M.D.

TENTATIVE AGENDA
AUDIT COMMITTEE
NORTH BREVARD COUNTY HOSPITAL DISTRICT
OPERATING
PARRISH MEDICAL CENTER
NOVEMBER 7, 2016 11:00 A.M.
EXECUTIVE CONFERENCE ROOM

Call to Order

- I. Review and approval of minutes (August 1, 2016)

Motion: To recommend approval of the August 1, 2016 minutes as presented.

- II. Public Comments
- III. FY2016 Audit Plan – Moore Stephens Lovelace
- IV. Update-Revenue Cycle – Mr. Sitowitz
- V. Corporate Compliance Update – Anual Jackson
- VI. Adjournment

QUALITY COMMITTEE

Herman A. Cole, Jr. (ex-officio)

Peggy Crooks

Ara Deukmedjian, M.D., President/Medical Staff

Billie Fitzgerald

Elizabeth Galfo, M.D.

Nabil Itani, D.O. or Designee

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

George Mikitarian (non-voting)

Jerry Noffel

Ravi Rao, M.D. or Designee

Stan Retz, CPA

Joseph Rojas, M.D. or Designee

Maureen Rupe

Ashok Shah, M.D.

**NORTH BREVARD COUNTY HOSPITAL DISTRICT
OPERATING
PARRISH MEDICAL CENTER
QUALITY COMMITTEE
MONDAY, NOVEMBER 7, 2016
NOON
EXECUTIVE CONFERENCE ROOM**

CALL TO ORDER

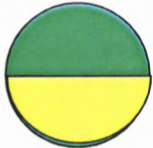
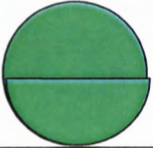
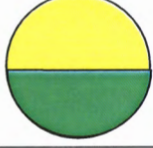
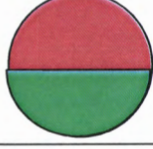
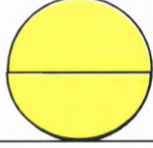
- Vision Statement
- Public Comment
- Dashboard Review – Mr. Loftin
- Hospital Improvement Innovation Network (HIIN) - Mr. Loftin
- Leapfrog
- Patient Safety Movement
- Other
- Executive Session (if necessary)

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 MS. LISA CAVALLERO, EXECUTIVE DIRECTOR OF SUPPORT SERVICES, AT 951 NORTH WASHINGTON AVENUE, TITUSVILLE, FLORIDA 32796, AT LEAST FORTY EIGHT (48) HOURS PRIOR TO THE MEETING. FOR INFORMATION CALL (321) 268-6190 OR (321) 383-9829 (TDD). 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.

Board Value Dashboard: October 2016

Core Measures*	
Hospital Acquired Conditions	
Patient Experience	
E.D. Care	
Readmission	

CMS/IHI Triple Aim

- Better Care For Individuals
- Better Health for Populations
- Lower Costs Through Improvement

Value= Quality/Cost

(Most current 3 months of data; July, August, September)



PMC
Board Quality & Safety
Committee

Value Dashboard
November 2016



Agenda

1. Vision Statement
2. Dashboard
3. HIIN – Hospital Improvement Innovation Network
4. LeapFrog
5. Patient Safety Movement

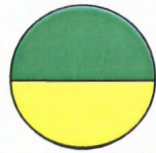
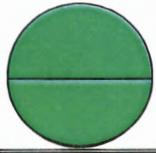
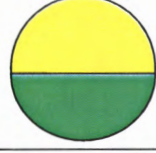
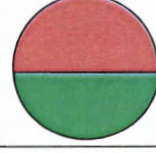
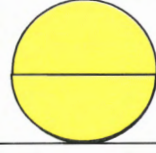


Quality Committee Vision Statement

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



Board Value Dashboard: October 2016

Core Measures*	
Hospital Acquired Conditions	
Patient Experience	
E.D. Care	
Readmission	

CMS/IHI Triple Aim

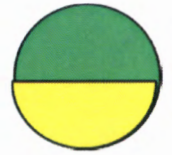
- Better Care For Individuals
- Better Health for Populations
- Lower Costs Through Improvement

Value= Quality/Cost

(Most current 3 months of data; July, August, September)



1. Core Measures



- ❑ Performance goals
 - ✓ Top 10% nationally for:
 - Overall (“bundle”) scores
 - Scores on individual components
 - ✓ No unresolved sentinel events
 - ✓ Compliance with related care processes

Updated October 2016

What's New

To calendar year 2016, April – June 2016 is in final status.

Continuing new quarter July – September (concurrent status).

Hospital Compare Scores updated using the newly released Preview Report.

Vizient scores updated with the latest available on their website.



FY 18/ CY 16 Core Measures

Indicator	Hospital Compare 90 th Percentile	Hospital Compare (Apr 15 – Mar 16)	Vizient Top Quartile	Vizient Report (Apr 15 – Mar 16)	Final Jan-Mar 2016	Final Apr – June 2016	Concurrent Jul – Sep 2016
Stroke	100%	79%*	98%	93%	91.07%	93%	100%
Immunization	100%	95%	100%	95%	95.38%	-	-
Perinatal Care	100%	99%	97%	99%	100%	100%	100%
VTE	100%	100%	99%	98%	100%	100%	100%
ED-1 (minutes)	176	267	282	287	288	378	367
ED-2 (minutes)	39	130	111	147	148	211	225
Sepsis	-	-	-	-	38.46%	31%	32%

*Immunization – Influenza only

*VTE – Discharge instructions and hospital acquired only

*Reflects score for STK-4 only.



1. Core Measures



Quality Dashboard Scoring Criteria

- ❑ Green: All bundle and component scores in top 10%; no unresolved sentinel event or process variation
- ❑ Yellow: All bundle and component scores in top quartile; no unresolved sentinel event; minor unresolved process variation
- ❑ Red: Score(s) below top quartile and/or unresolved sentinel event and/or major process variation

1. Core Measures



Cost Dashboard Scoring Criteria

Ratio of cost versus Medicare reimbursement for HF, AMI, PN/COPD/TJ*

- ❑ Green: Cost within 90% of reimbursement
- ❑ Yellow: Cost within 75%
- ❑ Red: Cost below 75%

	Cost	DRG Payment	Ratio
HF/AMI/PN/ COPD/TJ ¹	\$9598	\$7926	83%

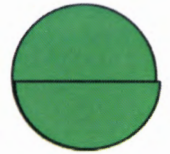
1- Average/case

Source – Internal Cost/Reimbursement Review-TR and Treo



2. Hospital Acquired Conditions

- ❑ Conditions



- ❑ PSI 90 indicators

- ✓ Ventilator acquired pneumonia
 - ✓ Catheter associated urinary tract infection
 - ✓ Central line blood stream infection
 - ✓ Falls with harm
 - ✓ Bed sores

- ❑ Processes: Central line checklist, others to be identified

Source – Internal Review (iCare) – AHRQ, TR,TJC

Patient Safety Indicators

PSI-90

Patient Safety Indicator, PSI-90 Rate is a composite value of the following eight PSI indicators that factor into the value-based purchasing score.

- PSI-# 3 Dangerous bed sores
- PSI-04 Death from treatable serious complications
- PSI- #6 Collapsed lung caused by inserting a central venous catheter, a feeding tube , or even a pacemaker.
- PSI- #7 Serious infection in the blood acquired from a tube inserted into a central vein to deliver medication.
- PSI- #8 Hip Fracture resulting from a fall or trauma after surgery
- PSI- #12 Dangerous Blood Clot caused by damage to tissue during surgery.
- PSI- #13 Severe infection in blood post surgery
- PSI- #14 Post surgical wound splits occurring in abdominal surgeries
- PSI- #15 Accidental Puncture or Laceration during surgery



FY 17/ CY 15 PSI-90

Indicator	Hospital Compare Best Perform Rate	Hospital Compare National Rate	PMC Current Hospital Compare Data (July 13- June 15) Rate	Concurrent July-September 2016 Observed Occurrences
PSI-90 Composite Rate		0.90	0.72	Unable to give composite rate
PSI # 3 Occurrence	0	0.48	0.13	0
PSI #6 Occurrence	0.05	0.41	0.32	1
PSI #7 Occurrence	0	0.17	0.11	1
PSI #8 Occurrence	0.06	0.06	0.06	0
PSI #12 Occurrence	1.43	5.31	4.86	0
PSI #13 Occurrence	1.10	10.21	8.92	0
PSI #14 Occurrence	0	2.32	2.10	0
PSI #15 Occurrence	0.14	1.43	1.05	1
PSI 04 Occurrence	90.60	136.48	142.88	0

Source- TRUVEN, CMS and Leapfrog
9/20/2016 ALM



Information regarding PSIs

occurrences

Zero in July

2 in August

- PSI #6 Pneumothorax
- PSI #7 Central Venous Line Infection

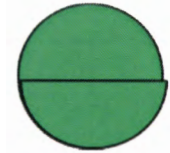
1 in September

- PSI #15 Accidental Puncture



2. Hospital Acquired Conditions

Performance Goals



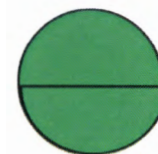
- No infections
- No falls with harm or bed sores
- Compliance with major care processes

Source – Goals established from IHI and CMS standards



2. Hospital Acquired Conditions

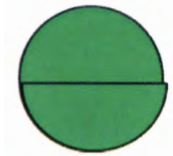
Quality Dashboard Scoring Criteria



- ❑ Green: No hospital acquired infections; rate of falls and bed sores in “top” (i.e., fewest) 10%; systematic compliance with care processes
- ❑ Yellow: No hospital acquired infections; rate of falls and/or bed sores in top quartile; minor non-compliance with care processes
- ❑ Red: Hospital acquired infection and/or fall or bed sore rate outside of top quartile and/or major non-compliance with care processes

2. Hospital Acquired Conditions

Cost Dashboard Scoring Criteria



Cost avoidance for one VAP, CLBSI, CAUTI, Fall with Injury

- ❑ Green: Complete cost avoidance
- ❑ Yellow: no more than one incidence of cost due to HAC
- ❑ Red: Cost associated with more than one HAC

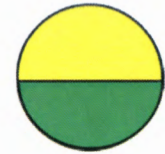
Source – Internal Cost/Reimbursement Review- TR, Treo



3. Patients' Hospital Experience

❑ Components

- ✓ Patient perceptions of their inpatient experience; 9 indicators included in Value-Based Purchasing program



❑ Performance goals

- ✓ Proposed Value-Based Purchasing incentive payment parameters
 - **Full payment for 90th percentile**
 - **No payment below 70th percentile**



HCAHPS: Survey of Patients' Hospital Experiences

PATIENT SURVEY OF HOSPITAL EXPERIENCE	Goal	Current	Expected	Recent Quarter	Recent Month
	National Top Decile	Public Report	Public Report	Internal Report	Internal September (In Progress)
	2011	10/2014-9/2015	01/2015 - 12/2015	4/2016-6/2016	2016
Percent of patients who reported that their Nurses "Always" communicated well.	90.5%	78.0%	80.7%	76.2%	79.8%
Percent of patients who reported that their Doctors "Always" communicated well.	92.5%	77.0%	78.3%	80.0%	78.0%
Percent of patients who reported that they "Always" received help as soon as they wanted.	86.0%	69.0%	73.1%	69.4%	72.5%
Percent of patients who reported that their pain was "Always" well controlled.	85.5%	70.0%	75.2%	68.1%	70.8%
Percent of patients who reported that staff "Always" explained about medicines before giving it to them.	77.5%	66.0%	70.0%	65.4%	67.4%
Percent of patients who reported that their room and bathroom were "Always" clean.	88.5%	78.0%	79.5%	75.4%	77.3%
Percent of patients who reported that the area around their room was "Always" quiet at night.	83.5%	60.0%	64.4%	69.1%	64.0%
Percent of patients at each hospital who reported that YES, they were given information about what to do during their recovery at home.	88.0%	87.0%	89.0%	87.8%	86.6%
Percent of patients who gave their Hospital a rating of 9 or 10 on a scale from 0 (lowest) to 10 (highest).	87.0%	71.0%	73.8%	69.1%	79.8%
Percent of patients who reported YES, they would definitely recommend the hospital.	89.5%	76.0%	77.5%	68.9%	74.6%

3. Patients' Hospital Experience

Quality Dashboard Scoring Criteria



- ❑ Green: Aggregate score at/above 90th percentile
- ❑ Yellow: Aggregate score at/above 70th percentile
- ❑ Red: Aggregate score below 70th percentile

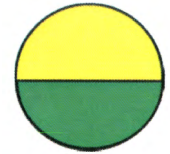
* note- This will follow the final VBP rulings.

Source – PRC reporting (iCare)- CMS



3. Patients' Hospital Experience

Cost Dashboard Scoring Criteria



Financial impact on VBP

- ❑ Green: Positive return on VBP dollars
- ❑ Yellow: No Impact on VBP dollars
- ❑ Red: Negative Impact on VBP dollars

* note- This will follow the final VBP rulings.

Source – VHA VBP projection tool



4. Emergency Department Care

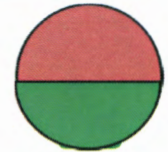
Definition	Actual	Goal
Pts Leave w/o Treatment	7.43%	<2%
Pts return and admit in less than 48 hrs	0.91%	<2%
Door to Doc (Median)	38	< 25 min
Door to D/C (Average)	178	161
Decision to Bed (Median)	219	115



Source – Internal Review -CMS

4. Emergency Department Care

Quality Dashboard Scoring Criteria



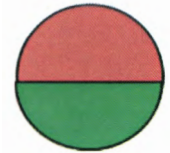
- ❑ Green: All performance goals met
- ❑ Yellow: Performance for all components at or below 1.5 times the target
- ❑ Red: One or more components above 1.5 times the target

Source – Goals established from ACEP and ENA



4. Emergency Department Care

Cost Dashboard Scoring Criteria



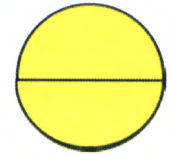
Emergency Department Budget Score

- Green: 90 or greater
- Yellow: 75-90
- Red: less than 75

Source – Internal Cost/Reimbursement Review



5. Readmissions



Quality Dashboard Scoring Criteria

% of HF, AMI, Pn, COPD, Total Joint Readmissions*

- ❑ Green: Less than 8%
- ❑ Yellow: 8%-15%
- ❑ Red: > 15%

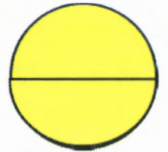
July	14.7
Aug	15.9
Sept	12.2
	14 %

YTD- 12%

Source – HIS and DSC Review- AHCA, TJC-DSC



5. Readmissions



Cost Dashboard Scoring Criteria

Non-reimbursed cost of readmissions

- ❑ Green: = or <\$60,000
- ❑ Yellow: between \$60,001 and \$120,000
- ❑ Red: > \$120,000

Source – Internal Cost/Reimbursement Review



Questions ?



HIIN

Hospital Improvement Innovation Network



Vizient HIIN

CMS Partnership for Patients (PfP) has goals of 40% improvement in all harm areas, and 20% improvement in readmissions (based on 2010 baseline, or your oldest available data for that measure):

While HIIN awards have not been sent to members yet, Parrish did receive all three available awards from Vizient, as outlined below.

1. **Outstanding Commitment Award** - recognizes hospitals for active participation in the HEN 2.0 program
2. **Performance Achievement Award** - recognizes hospitals that achieved the CMS Partnership for Patients goals of 40% reduction in patient harm, and 20% reduction in readmissions in two or more areas of focus (based on 2010 baseline). Parrish achieved these goals in eight (8) areas of focus: CAUTI, CLABSI, EED, OAE, PRU, SSI, VAE, VTE
3. **Outstanding Performer Award** - recognizes hospitals that have achieved the highest level of performance in the HEN. Parrish ranked in the top 18% of the 243 Vizient HEN hospitals that have achieved the CMS Partnership for Patients goals across the greatest percentage of the core areas of focus.



Areas of improvement

Rate Of ADE For Opioids (with naloxone reversal)
NHSN CDC: Catheter Utilization Ratio
NHSN CDC: Catheter-Associated Urinary Tract Infection (CAUTI) Event SIR
NHSN CDC: Central Line Utilization Ratio
NHSN CDC: Central Line-Associated Bloodstream Infection (CLABSI) Event SIR
Falls with Injury
Hospital-acquired pressure ulcer rate, stage 2+
CMS HAC 04: Pressure Ulcer Rate Stage 3+
NHSN CDC: Specific Surgical Site Infection (SSI) SIR - Colon
NHSN CDC: Specific Surgical Site Infection (SSI) SIR - Hysterectomies
NHSN CDC: Specific Surgical Site Infection (SSI) SIR – Total Hip Replacements
NHSN CDC: Specific Surgical Site Infection (SSI) SIR – Total Knee Replacements
NHSN CDC: Ventilator-Associated Event (VAE) - VAC Component
NHSN CDC: Ventilator-Associated Event (VAE) - IVAC Component
Delirium Incidence- Iatrogenic Delirium Cases/ 1000 Patient Days (identified by relevant ICD-9 and ICD-10 codes)



Opportunity for improvement

30 Day Potentially-Unplanned Readmissions
30 Day All Cause Readmissions
NHSN CDC: CDI (C. Difficile) Rate
NHSN CDC: CDI (C. Difficile) Rate
NHSN CDC: MRSA Bacteremia Rate
Sepsis Observed Mortality

LeapFrog



PMC Score	PMC Letter Grade
------------------	-------------------------

3.3890

A

Grade	Safety Grade Criteria (at or above cut-point)	Count of Hospitals	Percentage of Hospitals
A	≥ 3.164	844	32%
B	≥ 2.972	658	25%
C	≥ 2.493	954	36%
D	≥ 2.006	157	6%
F	< 2.006	20	1%

This fall, the numerical scores ranged between approximately 1.5 and 4.0 with an average score of approximately 3.0. The numerical cut-points are adjusted down by three standard errors.



Opportunities

- CPOE
- 3 H-Comps (Nurse communication, Physician communication, discharge information)
- C-Diff, PSI #4 (Surgical death)
- PSI # 11 (Respiratory failure.)

Patient Safety Movement



APSS- Actionable Patient Safety Solutions

- Creating a Culture of Safety
- Healthcare-associated Infections (HAIs)
- Medication Errors
- Failure to Rescue: Monitoring for Anemia and Transfusion: A Patient Safety Concern
- Hand-off Communications
- Suboptimal Neonatal Oxygen Targeting
- Failure to Detect Critical : Airway Safety
- Early Detection Of Sepsis
- Optimal Resuscitation
- Venous Thromboembolism (VTE)



Mr. Loftin,

It is with great pleasure that I send you this email!

Parrish Medical Center was entered into the [President Carter Fishing Trip Contest](#) that ran between June 7th and August 31st, 2016. The top two organizations that claimed the most lives saved during the contest dates were entered to win a spot on this trip.

CONGRATULATIONS! Parrish Medical Center came out on top as the **#2 institution** that submitted a commitment with the highest number of lives saved, along with metrics as to how you'll measure this internally.

We would like you to invite you to attend an exclusive fishing trip with former President Jimmy Carter and his wife, Rosalynn, Joe Kiani and his wife as well as the other top institution, and a few other guests. This is the second year we have presented this trip to committed institutions. The Carter Center supports our work to reach ZERO preventable deaths by 2020 and offers this trip to demonstrate their commitment.

If you have any questions between now and then please don't hesitate to reach out.

Kind regards,
Ariana

Ariana Longley, MPH
Vice President
Patient Safety Movement Foundation
52 Discovery
.....



Patient Safety Movement Foundation Names the Top 2 Healthcare Institutions that Demonstrated the Most Lives Saved

Irvine, California, October xx, 2016 -- The [Patient Safety Movement Foundation](#) (PSMF) announced today that Monash Health of Australia and Parrish Medical Center of Florida are the top two healthcare institutions that demonstrated the most lives saved through commitments to zero preventable deaths by 2020 (OX2020). In addition, the PSMF invited four individuals who have contributed significantly to the Foundation's expansion both domestically and internationally: Dr. Israel Safeek of the SafeCare Group; Dr. Robert Kamei and Dr. Michelle Thai, the Foundation's Regional Network Co-chairs in Asia; and Dr. Javier Davila, the Regional Chair in Mexico.

.....

"We are proud of every hospital that has made a formal commitment to zero preventable deaths by the year 2020. They are leading the way as two excellent examples of organizations that are committed to putting patient safety first," said Joe Kiani, Founder of the Patient Safety Movement Foundation. "We are extremely grateful to former President Carter and First Lady Rosalynnthe Carter Center has helped improve the quality of life for people in more than 80 countries. We had some deep discussions on how we can expedite our efforts to help eliminate the 3 million preventable patient deaths in the developed world and 17,000,000 preventable deaths in the developing world."



Patient Safety Retweeted



Joe Kiani @JoeKiani · Oct 21

An incredible time with President Carter & First Lady Rosalyn, fishing for #patientsafety! Thank you to @CarterCenter for supporting #0x2020



Questions?





FINANCE COMMITTEE MEMBERS:

Stan Retz, Chairman
Peggy Crooks, Vice Chairman
Jerry Noffel
Elizabeth Galfo, M.D.
Christopher Manion, M.D.
Herman Cole (ex-officio)
George Mikitarian, President/CEO (non-voting)
Ara Deukmedjian, M.D., (alternate)

**TENTATIVE AGENDA
BUDGET & FINANCE COMMITTEE MEETING - REGULAR
NORTH BREVARD COUNTY HOSPITAL DISTRICT
OPERATING
PARRISH MEDICAL CENTER
MONDAY, NOVEMBER 7, 2016
EXECUTIVE CONFERENCE ROOM
(IMMEDIATELY FOLLOWING QUALITY COMMITTEE)
SECOND FLOOR, ADMINISTRATION**

CALL TO ORDER

- I. Public Comments
- II. Report from Titusville City Council Liaison- Scott Larese
- III. Quarterly Investment Reports (Pension/Operating)– Bott-Anderson
- IV. Integrity Fixed Income presentation – Earl Denney
- V. PowerWellness Presentation – Ms. Carrillo, Peg Bravo-PowerWellness
- VI. Surplus Properties – Ms. Carrillo

Motion: Recommend the Board of Directors approve the Resolutions of the North Brevard County Hospital District declaring surplus real property at 2210 Cheney Highway, Titusville, Florida 32780.

Motion: Recommend the Board of Directors approve the Resolutions of the North Brevard County Hospital District declaring surplus real property at 7075 N. U.S. Highway 1, Cocoa, Florida 32927.

- VII. Financial Review – Mr. Sitowitz

VIII. Hospital LIP/DSH Letter of Agreement – Mr. Sitowitz

Motion: To recommend to the Board of Directors to approve management entering into a letter of Agreement with the Agency for Health Care Administration for increased Medicaid funding under the LIP program for the period of July 1, 2016 through June 30, 2017 and to pay the state an amount not to exceed the total of \$34,600, pending a positive response from the Agency for Health Care Administration on the final distribution of funds.

IX. Annual Investment Policy Review – Mr. Sitowitz

X. Quarterly Pension Update – Mr. Sitowitz

XI. Quarterly FY16 Capital Update – Mr. Sitowitz

XII. Quarterly Clinical Quality Value Analysis Update – Mr. Sitowitz

XIII. Disposal

Motion: To recommend to the Board of Directors to declare the equipment listed in the requests for Disposal of Obsolete or Surplus Property Forms as surplus and obsolete and dispose of same in accordance with FS274.05 and FS274.96.

XIV. 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 MS. LISA CAVALLERO, EXECUTIVE DIRECTOR, AT 951 NORTH WASHINGTON AVENUE, TITUSVILLE, FLORIDA 32796, AT LEAST FORTY-EIGHT (48) HOURS PRIOR TO THE MEETING. FOR INFORMATION CALL (321) 383-9829 (TDD).

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.

Power Wellness



PARRISH HEALTH AND FITNESS CENTER



Power Wellness

Celebrating our 20th anniversary at Power and with Avera!

Operating nationwide and in Japan

Focus on outpatient facilities with medically-based fitness and rehabilitation

Employ over 2,500 team members

Serve over 100,000 customers in 30+ centers

Track record of performance

Square Feet Managed = 1,500,000

Annualized Visits = 5,000,000



Medical Fitness Association

2014 and 2016 Medical Fitness Association Management Company of the Year



Confidential

Power Wellness Centers



CENTER FOR FITNESS



CHELSEA WELLNESS CENTER



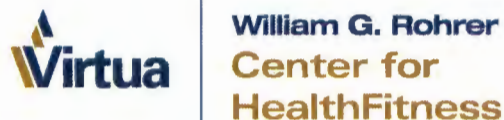
STOCKBRIDGE WELLNESS CENTER



DEXTER WELLNESS CENTER



ESTERLINE WELLNESS CENTER



Confidential

Purpose Statement

We improve life by delivering excellence in health, fitness, and wellness management.



Confidential

Core Values



INTEGRITY

We hold ourselves to the highest ethical standards. We are fair and honor our commitments.



HUMANITY

We are dedicated to respect and improve the lives of the communities we serve with compassion and care.



CREATIVITY

We challenge ourselves to provide innovative and personal solutions in everything we do.



EXCELLENCE

We are driven to consistently deliver superior results and outcomes.



PASSION

We love what we do and it shows.



HUMILITY

We are here to serve.



Confidential

Services



Project Planning



Development Services



Management



Medical Integration



Purchasing



Technology



Operational Analysis



Consulting

Operational Excellence

Client brand enhancement through transparent partnership

Company Average Net Promotor Score – 72% - Excellent Category

Best practices company wide

History of meeting client expectations

Proven medically integrated outcomes



Confidential

Medically Integrated Model



OUTCOMES FOR MEDICALLY-INTEGRATED FITNESS PROGRAMS

Confidential

Tenets of Medically Integrated Model

Medical oversight – Medical Advisory Committee

Qualified (Degreed and Credentialed) staff

Fitness Assessment - Evidence based practice

Provide risk stratification, exercise prescription and member onboarding -
American College of Sports Medicine

Data and Outcomes analysis – Quality improvement of programming

Standard safety and emergency protocols

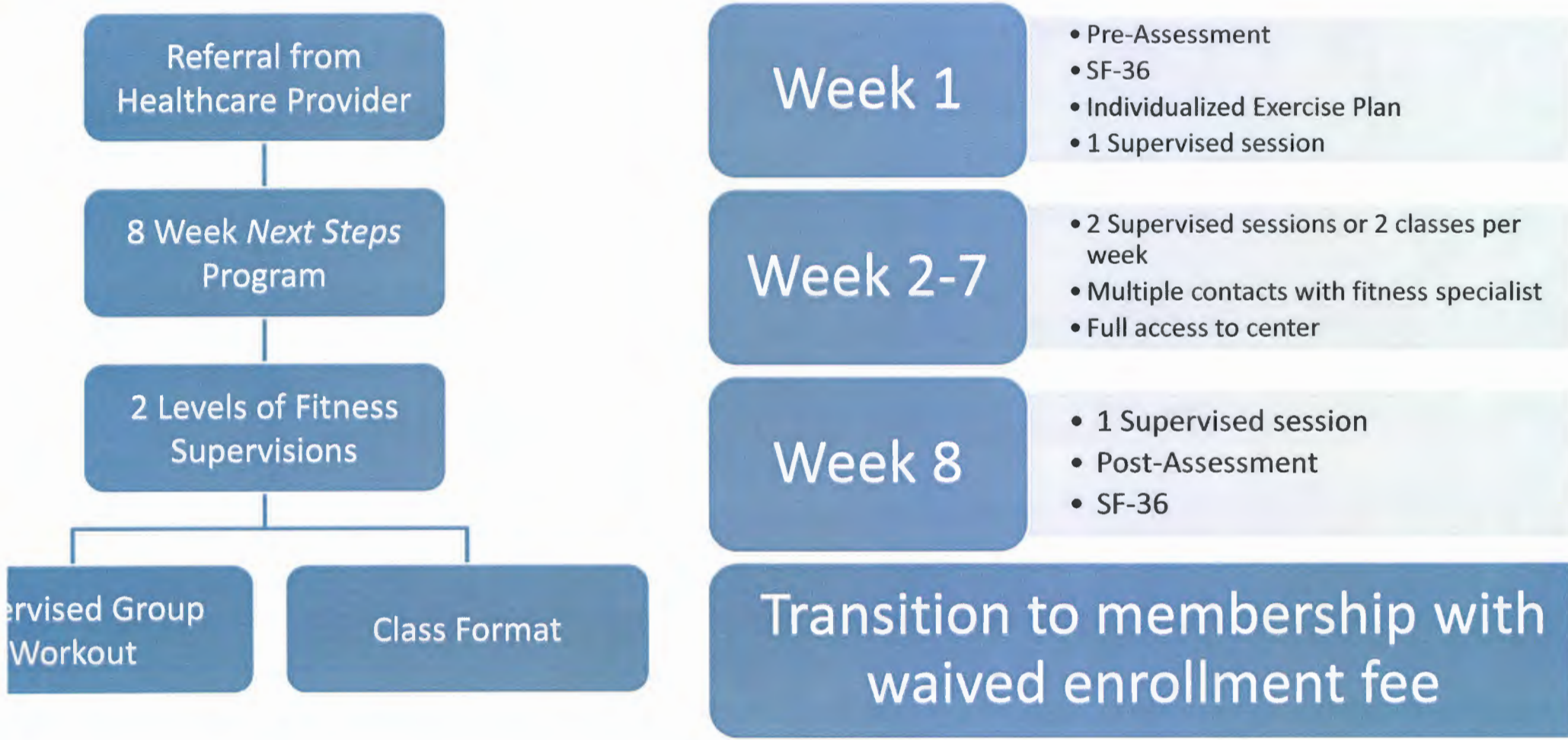


Next Steps- Medically Integrated Program



Confidential

8 Week Next Steps Program Outline



Transition from Program to Membership

- 5.0% of Power Wellness participants transitioned to general fitness membership
 - 62.1% transition when they complete the program

GOAL – to encourage and engage participants to fully complete the program.
Completion defined as completing both a pre- and post-assessment.
Participants have a higher rate of joining if the program is completed.



Fitness Assessment - Polar BodyAge®

The BodyAge system was developed from the information gathered and real-world testing in over 1,300 health clubs in the U.S. over 10 years.

BodyAge simplifies fitness test results into one number that lay person can understand.

Using BodyAge has been shown to increase motivation levels of clients and increase exercise compliance.



Confidential

Assessment Components

Biometrics – Height/Weight, Waist Circumference, BMI, Blood Pressure

Cardiovascular Fitness – Own Index (Polar)

Body Composition – Derived from data above

Muscular Skeletal Fitness – Strength Tests

Flexibility- Sit and Reach Test

Health Risk Appraisal – Questions pertaining to history and lifestyle

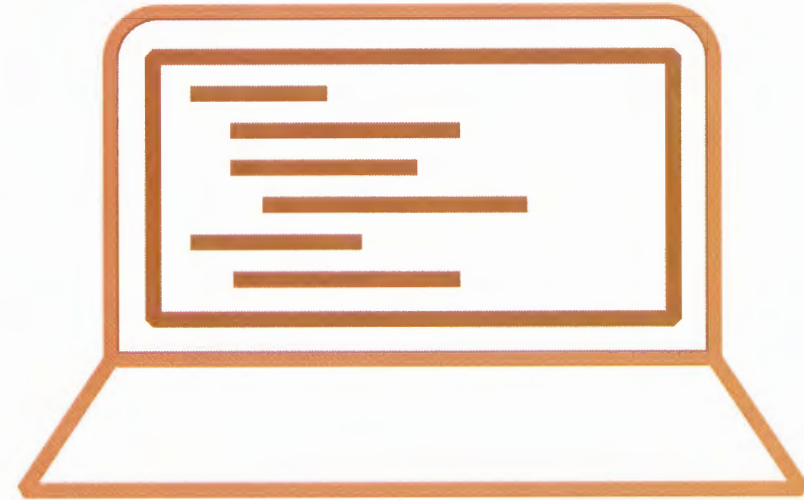
- Heart Disease, Diabetes, Cancer
- Stress, Depression
- Nutrition and Prevention

BODYAGE SCORE derived



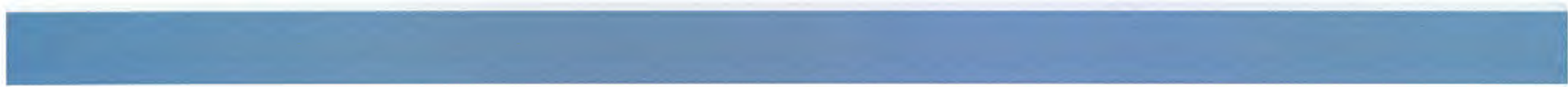
Confidential

ver-Link



Technology

Power-Link EMR-EHR



Overview

Power-Link is a Power Wellness developed system used to link and share data

Beta testing for Power-Link EMR-EHR was successfully completed at the end of 2014

Assesses wellness center impact on population and community health and fitness by providing outcomes

Power-Link allows physicians to:

- Creates a pathway for referral to the wellness center
- View a patient's activity within our medically integrated centers
- Offer support along the way
- Reduce the amount of readmissions

Benefits - Features

Ability to track ratio of physician referrals to implemented wellness center memberships

Ability to track wellness center utilization

Improved visibility of information for providers and patients

Inclusion of vital signs, functional fitness parameters, and self-reported minute of physical activity measurements within a structured medically integrated fitness program

Extends a unified experience through all aspects of care to attain optimal levels of healthy activity

Leverage and maintain engagement through all cycles of the continuum of care



Confidential



Power Wellness follows up with the participant encouraging them to take advantage of this opportunity.



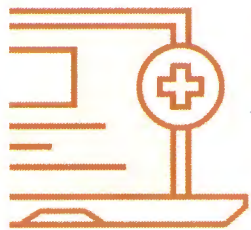
The physician and the participant discuss the results at the time of the assessment.



Order is encrypted and securely tunnels to Power Wellness' services.



The Health Risk Assessment details are encrypted and securely transferred to the participant's EHR at the healthcare system.



The healthcare provider enters the order into the participant's EHR.



The participant joins, is assessed, and begins to benefit from the program.

Keys to successfully Medically Integrated Center

Strategic / engaged partners

Collaborative planning and communication

Safe, clean, quality facilities

Fiscally responsible

Member satisfaction

Integrated programming

Demonstrate outcomes



Thank you!



WE IMPROVE LIFE BY DELIVERING EXCELLENCE IN HEALTH, FITNESS,
& WELLNESS MANAGEMENT

Confidential

AG-Sina Medical One, LLC

SINA
COMPANIES
REAL ESTATE DEVELOPMENT

&



AG Development Group, Inc.

Presentation to:



Regarding:

Parrish Health and Fitness Center Campus

November 7, 2016



Agenda

- Participants and Project Roles
- Sina Companies Directive and Experience
- AG Development Group Executive Experience
- Related Project Experience
- Conclusion



- Questions

Participants

- Malcolm Sina
 - Executive Chairman, Sina Companies
 - Financing and Development Management

- Allen Goins
 - CEO, AG Development Group
 - Development and Relationship Management

Sina Companies – Corporate Directive

- Founded to service a niche market in healthcare real estate
- An entrepreneurial development company that can be keenly responsive to the healthcare provider's needs
- We pride ourselves on flexibility with quick decision making
- Big company experience and knowledge along with the attention and responsiveness of a smaller, more nimble real estate partner who is also well capitalized
- Reputation built upon trust and integrity

Sina Companies – Executive Experience

- 35 years of Real Estate Experience
- 23 years of Healthcare Real Estate Experience
- Nearly 6 million square feet of Healthcare Real Estate located in over 20 states
 - Representing over \$2 billion

AG Development Group – Executive Experience

- BCE and MSCE degrees from Georgia Tech
- BS Degree from the U.S. Naval Academy
- 28 years of medical, retail and multi-family development experience
- Past Construction and Development Responsibilities
 - Resident Officer in Charge of Naval Training Center, Orlando, FL
 - Resident Officer in Charge of the Eastern Test Range
 - Resident Officer in Charge of the NCR (Navy, Air Force, Marines, Coast Guard)
 - 500 Bed Bethesda Hospital Expansion
 - Uniformed Services University for Military Physicians
 - Relocation Planning for the Washington Naval Yard
 - Resident Manager for the Vice President, CNO, CMC
 - National Capital Planner for the Congressional DOD Facilities
 - 20 Year Veteran
 - Eagle Scout

Related Project Experience

- o The Gardens Court Palm Beach Gardens, FL
- o Bay Medical Center Panama City, FL
- o RCA Boulevard Palm Beach Gardens, FL
- o Centennial Hills Center Las Vegas, Nevada

The Gardens Court – PBG, Florida



*Skilled Nursing Facility with Inpatient and
Outpatient Rehabilitation*



The Gardens Court – PBG, Florida



- *75,000 square feet*
- *112 beds (34 rehab rooms)*

Bay Medical Center – Panama City, FL



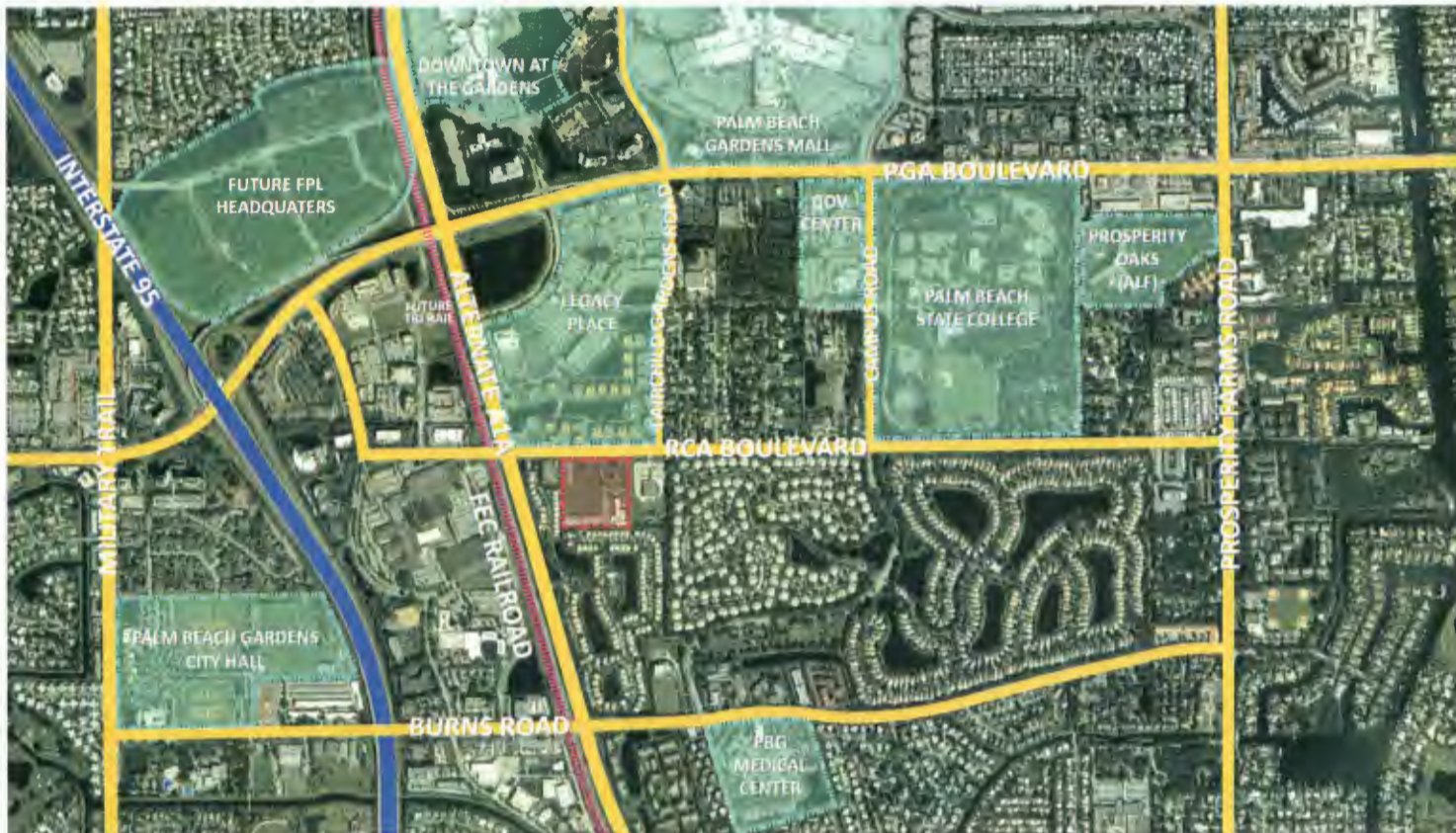
Worked with Bay Medical Center to acquire their fitness and rehab complex to expand and renovate to attract new medical tenants to their off-campus location to increase their scope of services and level of care.

Bay Medical Center – Panama City, FL



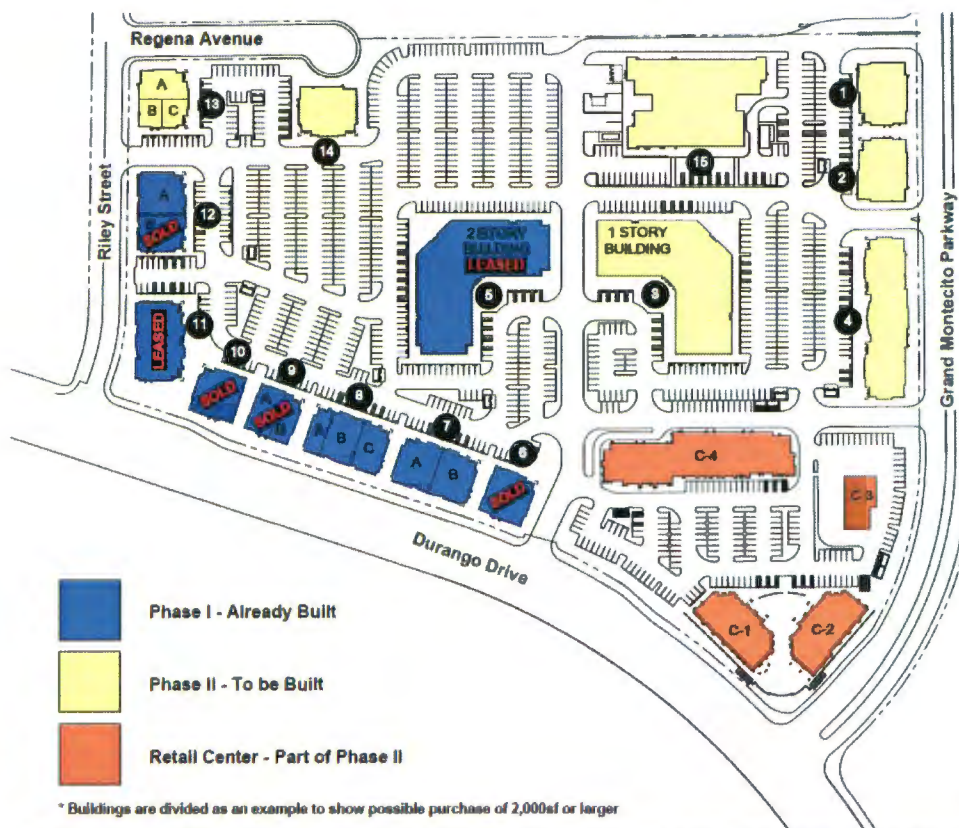
- *80,100 square feet*
- *Fitness center, rehab services, primary care, diagnostics, imaging, orthopedics and complementary medical retail tenants*

RCA Boulevard, PBG, Florida



In discussions with numerous senior living operators for the tract of land located in the heart of Palm Beach Gardens (located in red). Discussions include operators of Independent Living, Assisted Living and Memory Care facilities along with potentially complementary medical users.

Centennial Hills Center – Las Vegas



Site Plan

- 57,966 sf 2-Story building and 55,567 sf of single story buildings
 - 56,220 sf Inpatient Rehab Hospital (#15 under construction)
 - 290,951 sf in total will be built on the site
- Current uses include Primary Care, Inpatient Rehab, Oral Surgery, Retinal Surgery and Optometry

Centennial Hills Center – Las Vegas



In discussions with multiple wellness groups (Yoga, gyms, etc) to complete our medical campus

Provide a full complement of healthcare including prevention through wellness



Conclusion

- *Good for the community*
- *Good for the Senior Care*
- *Good for the Medical Center*



AG Development Group, Inc.

AG-Sina Medical One, LLC



AG Development Group, Inc.

A Trusted Real Estate Partner

Questions?

**RESOLUTIONS OF THE BOARD OF DIRECTORS
OF THE NORTH BREVARD COUNTY HOSPITAL DISTRICT
DECLARING SURPLUS REAL PROPERTY**

The Board of Directors of North Brevard County Hospital District, d/b/a Parrish Medical Center, at a public hearing meeting duly called and held, at which sufficient notice was provided and a quorum was present, hereby adopts the following recitals and resolutions:

**DECLARATION OF
SURPLUS REAL PROPERTY**

Whereas, North Brevard County Hospital District (the “District”) is a special hospital district of the State of Florida created by special act of the Florida Legislature in 1953 by Chapter 28924, Laws of Florida, re-codified by Ch. 2003-362, Laws of Florida (the “Act”); and

Whereas, the Act authorizes the Board of Directors of the District (the “Board”) to sell surplus real property owned by the District and provides a number of procedures that the District is required to follow to sell such real property; including, but not limited to the following:

1. The District must hold a public hearing, either at a regular or special meeting called for such purpose, after publishing notice in a newspaper of general circulation specifically describing the real property (if the hearing is held at a special meeting, notice must be published at least fourteen (14) days prior to the hearing);

2. At the public hearing, by Resolution of the Board, it must be determined that (i) the real property is not presently needed by the District for carrying out its purposes as provided in the Act, (ii) there is not a future need for the real property, and (iii) the property should be declared surplus real property;

3. After the real property is designated as surplus, the Board must obtain an appraisal of the real property from an independent appraiser;

4. After receipt of the appraisal, the real property must be advertised for sale in a newspaper of general circulation at least fourteen (14) days prior to the date of receipt of bids; and

5. The Board must allow potential buyers to submit bids, which must be sealed; however, the Board reserves the right to reject all bids; and

Whereas, the District previously adopted a policy to classify as surplus any of its personal or real property that is obsolete or the continued use of which is uneconomical or inefficient, or which serves no useful function (the “Policy”), as more particularly described in **Exhibit “A,”** in particular in the section entitled “Procedures for Recommendation to the Board of Directors for the Disposal of Real Property;” and

Whereas, the District presently owns an office building located at 2210 Cheney Highway, Titusville, Florida 32780 (the "Property"), as more particularly described in **Exhibit "B;"** and

Whereas, the Board finds based on the foregoing facts that declaring the Property as surplus real property is in the best interests of the District and the residents of the District; and

Whereas, the District desires to comply with the Act, Florida Statutes and the Policy in declaring the Property as surplus real property; now, therefore be it

Resolved, that the Board finds that the Property is not presently needed by the District for carrying out its purposes; and, be it further

Resolved, that the Board finds there is not a future need by the District for the Property; and, be it further

Resolved, that the Board has and will comply with all of the procedures it is required to follow to sell surplus real property under the Act, Florida Statutes and the Policy and that the Board hereby declares the Property as surplus real property; and, be it further

Resolved, that the Board directs that the Property be advertised for sale in a newspaper of general circulation in North Brevard County, Florida at least fourteen (14) days prior to the date sealed bids to purchase the Property are due; and, be it further

Resolved, that the Board reserves the right to reject all bids; and, be it further

Resolved, that the Board directs an appraisal be obtained to establish the value of the Property; and, be it further

GENERAL AUTHORIZING RESOLUTION

Resolved, that each officer of the District be, and the same hereby is, authorized, empowered, and directed for, in the name of, and on behalf of the District to do all acts, and take all actions, and prepare all papers, instruments, and documents, and do all other things in connection with the matters and transactions contemplated by these resolutions, which such officer in his sole discretion approves as being proper, appropriate, or necessary in connection therewith, with the signature of the officer so acting being deemed conclusive evidence of his approval.

SIGNATURE PAGE FOLLOWS

These Resolutions shall take effect immediately upon their adoption.

PASSED, APPROVED AND ADOPTED this ____ day of November, 2016.

BOARD OF NORTH BREVARD COUNTY
HOSPITAL DISTRICT

By: _____
Herman A. Cole Jr., Chairman

ATTEST:

By: _____
Billie Fitzgerald, Secretary

EXHIBIT "A"

DISPOSAL OF SURPLUS PROPERTY POLICY

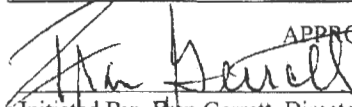
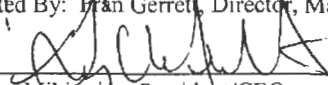
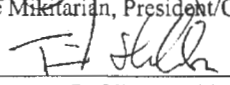
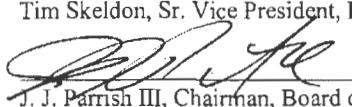
PARRISH MEDICAL CENTER
POLICY MEMORANDUM

POLICY NO. 9500-23
PAGE 1 OF 4

SUBJECT
DISPOSAL OF SURPLUS PROPERTY

POLICY TYPE: ADMINISTRATIVE EFFECTIVE DATE: 05/17/79

CATEGORY: LEGAL & REGULATORY

APPROVALS	DISTRIBUTION
 Initiated By: Fran Gerrett, Director, Materials Management Date: <u>09/14/09</u>	1. Administration Manual
 George Mikstarian, President/CEO Date: <u>09/14/09</u>	2. Board of Directors
 Tim Skeldon, Sr. Vice President, Finance/CFO Date: <u>09/14/09</u>	3. Departments
 J. J. Parrish III, Chairman, Board of Directors Date: <u>09/14/09</u>	
REVISED: 5/4/01; 1/7/02, 9/09	

POLICY

It shall be the policy of Parrish Medical Center to classify as surplus any of its personal or real property that is obsolete or the continued use of which is uneconomical or inefficient, or which serves no useful function.

PROCESS FOR RECOMMENDATION TO THE BOARD OF DIRECTORS FOR THE DISPOSAL OF SURPLUS PERSONAL PROPERTY:

- A. PMC department directors who consider property in their department no longer serviceable will prepare and forward a written request for inspection and disposal of the obsolete item.

The Request for Disposal of Obsolete or Surplus Property form (located on ICARE), shall contain the following information;

- a. asset control number of the property (KN#)
- b. description of the property; including make, model
- c. reason for disposal
- d. recommended method of disposal
- e. physical location of property

Once the Request for Disposal of Obsolete or Surplus Property is EMT approved, indicating that the EMT has inspected the item, it will be forwarded to the Sr. Vice President of Finance for approval before being submitted to the President/CEO. Upon approval by the President/CEO, the request shall be submitted to the hospital board for final disposition. Requesting departments should retain a

copy of the request form, and may not remove, transfer, or dispose of property from the department until final Board approval for disposition.

- B. Once Board approval is received the Finance Department shall notify the requesting department that the property has been approved for disposal. The department director should then submit a work order to EVS (Housekeeping) or Plant Services Departments, depending on the type of asset for removal. The requestor copy of the original Request for Disposal of Obsolete or Surplus Property form will be signed and dated by the department removing the asset. A copy of the form will be retained by the department and a copy provided for the Director of Materials Management. Based on the Board approved disposition, the Director of Materials Management will dispose of the asset in accordance with Florida Statutes, providing a signed and dated copy of the request form to the Finance Department, once the asset has been discarded, donated or sold.

PROCESS FOR THE HOSPITAL BOARD OF DIRECTORS FOR DISPOSAL OF SURPLUS PROPERTY:

- A. The Board shall consider any list of unserviceable personal property as recommended by the President/CEO and the Sr. Vice President - Finance/CFO of the hospital. The minutes of any such hospital meeting shall reflect the deliberation of the Board and the fact that the property is obsolete, uneconomical, inefficient, or serves no useful function.
- B. Thereafter, the Board may classify as surplus and instruct the Sr. Vice President - Finance/CFO to dispose of all such items in accordance with Florida Statutes.
- C. The Sr. Vice President, Finance/CFO will make recommendations to the Board of Directors as to the removal of any capital assets that cannot be located and are listed on the capital asset ledger.

PROCESS FOR THE HOSPITAL DIRECTOR OF MATERIALS MANAGEMENT TO FOLLOW:

- A. Property classified as surplus by PMC shall first be offered as surplus property to other governmental units in the PMC taxing district with a request for competitive bids, or in the absence of competitive bids, as a donation on a first requested basis.
- B. In the event no acceptable bid is received within sixty (60) calendar days, the property shall be offered to such other governmental units along with the information in Item C, below.
- C. Each offer to governmental units shall disclose the value, conditions, and age of the property offered for disposal. The most acceptable bid shall be determined by the Director, Materials Management. Costs of transferring the disposal property shall be arranged and paid by the successful bidder.

ALTERNATIVE PROCESS:

- A. In the event the procedures described in A, B, and C above do not result in a disposal of the approved surplus property, the President/CEO shall be authorized to dispose of such surplus property to any

person. If the disposal property is without commercial value, it may be donated, destroyed, or abandoned (by approved methods).

- B. Under the alternative procedure herein, if the value of the property is estimated to be more than one hundred dollars (\$100), but less than two hundred dollars (\$200), such property shall be sold to the highest responsible bidder after a request for bids, or by public auction.

In the event the value of the property is estimated to be two hundred dollars (\$200) or more, the property may be sold only to the highest responsible bidder, or by public auction, after publication of notice not less than one (1) week no more than two (2) weeks prior to sale. The publication notice shall be in accordance with Florida Statutes 274.06.

PROCESS FOR RECOMMENDATION TO THE BOARD OF DIRECTORS FOR THE DISPOSAL OF SURPLUS REAL PROPERTY:

- A. The Board of Directors of the District must hold a public hearing to determine that the real property is not presently needed by the District for carrying out the purposes of Chapter 28924, Laws of Florida, as amended, that there is not a future need for the property, and that the property should be declared surplus.
- B. The public hearing must be held at either a regular meeting or a special meeting called for such purpose after publishing a notice in a newspaper of general circulation specifically describing the real property proposed to be declared surplus; this notice must be published at least fourteen (14) days prior to the holding of a special meeting.
- C. After the Board determines by resolution that real property is surplus, it must obtain an appraisal of the property from an independent appraiser.
- D. After receipt of the appraisal, the District may negotiate an exchange of the surplus property for other property needed by the District so long as the district obtains consideration equivalent to the appraised value of the surplus property.
- E. In the alternative, the District may sell the surplus property after advertising the same for sale in a newspaper of general circulation at least fourteen (14) days prior to the date of receipt of bids. The District must require sealed bids, reserving the right to reject all bids. The surplus property may be sold only to the highest bidder for cash.

NORTH BREVARD COUNTY HOSPITAL DISTRICT
OPERATING
PARRISH MEDICAL CENTER
TITUSVILLE, FLORIDA

Request for Disposal of Obsolete or Surplus Property

The assets listed below are considered obsolete, inefficient, or have ceased to serve any useful function. Board approval for disposal is required.

Asset Description	Asset Control KN #	CE #	Reason for Disposal	Net Book Value (Provided by Finance)	Code *	Decontamination Complete	
						Y,N,NA	initial

*Disposition Codes:
 Discard after Salvage of Parts S Discard D Donate N Store T

Requesting Department: _____ Department Director _____
 Net Book Value (Finance) _____ EMC Member _____
 Sr. VP Finance/CFO _____ President/CEO _____
 Board Approved (CFO Signature) _____
 Requestor Notified Finance _____
 Asset Disposed of or Donated _____
 Removed from Asset List (Finance) _____
 Requested Public Entity for Donation _____
 Entity Contact _____
 Telephone _____

File: (Finance/Patient Disposal Request)

cc: Risk Manager
Patient Safety Officer

EXHIBIT "B"

LEGAL DESCRIPTION OF THE PROPERTY

A parcel of land lying in Section 21, Township 22 South, Range 35 East, lying north of the right-of-way of State Road No. 50 per O.R. Book 1610, Page 767, south and west of the centerline of a perpetual drainage easement per O.R. Book 1610, Page 782 and east of the east right-of-way of ZOLTAN DRIVE as shown on the plat of "THE HAMLET PHASE ONE" per Plat Book 33, Page 9, all as recorded in the Public Records of Brevard County, Florida and being more fully described as follows:

Commence at the southwest corner of the Southwest 1/4 of said Section 21; thence N. 89°53'00" E. along the south line of said Southwest 1/4, a distance of 24.85 feet to an intersection with the southerly extension of the east right-of-way line of said ZOLTAN DRIVE; thence N. 00°33'57"E., along said extension, a distance of 57.00 feet to a point on the north right-of-way line of State Road No. 50, said point being the Point of Beginning of the lands herein described; thence continue N. 00°33'57"E., along said extension and east right-of-way line a distance of 442.65 feet to a point on said centerline of the perpetual drainage easement; thence departing said east right-of-way line and along said centerline the following three (3) courses to wit: N. 89°53'00"E., a distance of 1,295.10 feet; S. 00°21'00"E., a distance of 246.88 feet; S. 00°07'00"E., a distance of 195.74 feet to a point on said north right-of-way line of State Road No. 50; thence departing said centerline, S. 89°53'00"W., a distance of 1,301.38 feet to the Point of Beginning.

Parcel ID #: 22-35-21-00-504

**RESOLUTIONS OF THE BOARD OF DIRECTORS
OF THE NORTH BREVARD COUNTY HOSPITAL DISTRICT
DECLARING SURPLUS REAL PROPERTY**

The Board of Directors of North Brevard County Hospital District, d/b/a Parrish Medical Center, at a public hearing meeting duly called and held, at which sufficient notice was provided and a quorum was present, hereby adopts the following recitals and resolutions:

**DECLARATION OF
SURPLUS REAL PROPERTY**

Whereas, North Brevard County Hospital District (the "District") is a special hospital district of the State of Florida created by special act of the Florida Legislature in 1953 by Chapter 28924, Laws of Florida, re-codified by Ch. 2003-362, Laws of Florida (the "Act"); and

Whereas, the Act authorizes the Board of Directors of the District (the "Board") to sell surplus real property owned by the District and provides a number of procedures that the District is required to follow to sell such real property; including, but not limited to the following:

1. The District must hold a public hearing, either at a regular or special meeting called for such purpose, after publishing notice in a newspaper of general circulation specifically describing the real property (if the hearing is held at a special meeting, notice must be published at least fourteen (14) days prior to the hearing);

2. At the public hearing, by Resolution of the Board, it must be determined that (i) the real property is not presently needed by the District for carrying out its purposes as provided in the Act, (ii) there is not a future need for the real property, and (iii) the property should be declared surplus real property;

3. After the real property is designated as surplus, the Board must obtain an appraisal of the real property from an independent appraiser;

4. After receipt of the appraisal, the real property must be advertised for sale in a newspaper of general circulation at least fourteen (14) days prior to the date of receipt of bids; and

5. The Board must allow potential buyers to submit bids, which must be sealed; however, the Board reserves the right to reject all bids; and

Whereas, the District previously adopted a policy to classify as surplus any of its personal or real property that is obsolete or the continued use of which is uneconomical or inefficient, or which serves no useful function (the "Policy"), as more particularly described in **Exhibit "A,"** in particular in the section entitled "Procedures for Recommendation to the Board of Directors for the Disposal of Real Property;" and

Whereas, the District presently owns an office building located at 7075 N. U.S. Highway 1, Coca, Florida 32927 (the "Property"), as more particularly described in **Exhibit "B,"** and

Whereas, the Board finds based on the foregoing facts that declaring the Property as surplus real property is in the best interests of the District and the residents of the District; and

Whereas, the District desires to comply with the Act, Florida Statutes and the Policy in declaring the Property as surplus real property; now, therefore be it

Resolved, that the Board finds that the Property is not presently needed by the District for carrying out its purposes; and, be it further

Resolved, that the Board finds there is not a future need by the District for the Property; and, be it further

Resolved, that the Board has and will comply with all of the procedures it is required to follow to sell surplus real property under the Act, Florida Statutes and the Policy and that the Board hereby declares the Property as surplus real property; and, be it further

Resolved, that the Board directs that the Property be advertised for sale in a newspaper of general circulation in North Brevard County, Florida at least fourteen (14) days prior to the date sealed bids to purchase the Property are due; and, be it further

Resolved, that the Board reserves the right to reject all bids; and, be it further

Resolved, that the Board directs an appraisal be obtained to establish the value of the Property; and, be it further

GENERAL AUTHORIZING RESOLUTION

Resolved, that each officer of the District be, and the same hereby is, authorized, empowered, and directed for, in the name of, and on behalf of the District to do all acts, and take all actions, and prepare all papers, instruments, and documents, and do all other things in connection with the matters and transactions contemplated by these resolutions, which such officer in his sole discretion approves as being proper, appropriate, or necessary in connection therewith, with the signature of the officer so acting being deemed conclusive evidence of his approval.

SIGNATURE PAGE FOLLOWS

These Resolutions shall take effect immediately upon their adoption.

PASSED, APPROVED AND ADOPTED this ____ day of November, 2016.

BOARD OF NORTH BREVARD COUNTY
HOSPITAL DISTRICT

By: _____
Herman A. Cole Jr., Chairman

ATTEST:

By: _____
Billie Fitzgerald, Secretary

EXHIBIT "A"

DISPOSAL OF SURPLUS PROPERTY POLICY

PARRISH MEDICAL CENTER
POLICY MEMORANDUM

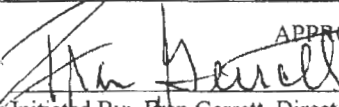
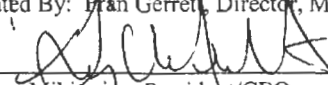
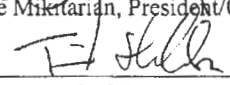
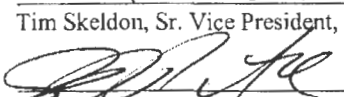
POLICY NO. 9500-23
PAGE 1 OF 4

**SUBJECT
DISPOSAL OF SURPLUS PROPERTY**

POLICY TYPE: ADMINISTRATIVE

EFFECTIVE DATE: 05/17/79

CATEGORY: LEGAL & REGULATORY

APPROVALS	DISTRIBUTION
 Initiated By: Fran Gerrett, Director, Materials Management Date: 09/14/09	1. Administration Manual
 George Mikrtarian, President/CEO Date: 09/14/09	2. Board of Directors
 Tim Skeldon, Sr. Vice President, Finance/CFO Date: 09/14/09	3. Departments
 J. J. Parrish III, Chairman, Board of Directors Date: 09/14/09	
REVISED: 5/4/01; 1/7/02, 9/09	

POLICY

It shall be the policy of Parrish Medical Center to classify as surplus any of its personal or real property that is obsolete or the continued use of which is uneconomical or inefficient, or which serves no useful function.

PROCESS FOR RECOMMENDATION TO THE BOARD OF DIRECTORS FOR THE DISPOSAL OF SURPLUS PERSONAL PROPERTY:

- A. PMC department directors who consider property in their department no longer serviceable will prepare and forward a written request for inspection and disposal of the obsolete item.

The Request for Disposal of Obsolete or Surplus Property form (located on ICARE), shall contain the following information;

- a. asset control number of the property (KN#)
- b. description of the property; including make, model
- c. reason for disposal
- d. recommended method of disposal
- e. physical location of property

Once the Request for Disposal of Obsolete or Surplus Property is EMT approved, indicating that the EMT has inspected the item, it will be forwarded to the Sr. Vice President of Finance for approval before being submitted to the President/CEO. Upon approval by the President/CEO, the request shall be submitted to the hospital board for final disposition. Requesting departments should retain a

copy of the request form, and may not remove, transfer, or dispose of property from the department until final Board approval for disposition.

- B. Once Board approval is received the Finance Department shall notify the requesting department that the property has been approved for disposal. The department director should then submit a work order to EVS (Housekeeping) or Plant Services Departments, depending on the type of asset for removal. The requestor copy of the original Request for Disposal of Obsolete or Surplus Property form will be signed and dated by the department removing the asset. A copy of the form will be retained by the department and a copy provided for the Director of Materials Management. Based on the Board approved disposition, the Director of Materials Management will dispose of the asset in accordance with Florida Statutes, providing a signed and dated copy of the request form to the Finance Department, once the asset has been discarded, donated or sold.

PROCESS FOR THE HOSPITAL BOARD OF DIRECTORS FOR DISPOSAL OF SURPLUS PROPERTY:

- A. The Board shall consider any list of unserviceable personal property as recommended by the President/CEO and the Sr. Vice President - Finance/CFO of the hospital. The minutes of any such hospital meeting shall reflect the deliberation of the Board and the fact that the property is obsolete, uneconomical, inefficient, or serves no useful function.
- B. Thereafter, the Board may classify as surplus and instruct the Sr. Vice President - Finance/CFO to dispose of all such items in accordance with Florida Statutes.
- C. The Sr. Vice President, Finance/CFO will make recommendations to the Board of Directors as to the removal of any capital assets that cannot be located and are listed on the capital asset ledger.

PROCESS FOR THE HOSPITAL DIRECTOR OF MATERIALS MANAGEMENT TO FOLLOW:

- A. Property classified as surplus by PMC shall first be offered as surplus property to other governmental units in the PMC taxing district with a request for competitive bids, or in the absence of competitive bids, as a donation on a first requested basis.
- B. In the event no acceptable bid is received within sixty (60) calendar days, the property shall be offered to such other governmental units along with the information in Item C, below.
- C. Each offer to governmental units shall disclose the value, conditions, and age of the property offered for disposal. The most acceptable bid shall be determined by the Director, Materials Management. Costs of transferring the disposal property shall be arranged and paid by the successful bidder.

ALTERNATIVE PROCESS:

- A. In the event the procedures described in A, B, and C above do not result in a disposal of the approved surplus property, the President/CEO shall be authorized to dispose of such surplus property to any

person. If the disposal property is without commercial value, it may be donated, destroyed, or abandoned (by approved methods).

- B. Under the alternative procedure herein, if the value of the property is estimated to be more than one hundred dollars (\$100), but less than two hundred dollars (\$200), such property shall be sold to the highest responsible bidder after a request for bids, or by public auction.

In the event the value of the property is estimated to be two hundred dollars (\$200) or more, the property may be sold only to the highest responsible bidder, or by public auction, after publication of notice not less than one (1) week no more than two (2) weeks prior to sale. The publication notice shall be in accordance with Florida Statutes 274.06.

PROCESS FOR RECOMMENDATION TO THE BOARD OF DIRECTORS FOR THE DISPOSAL OF SURPLUS REAL PROPERTY:

- A. The Board of Directors of the District must hold a public hearing to determine that the real property is not presently needed by the District for carrying out the purposes of Chapter 28924, Laws of Florida, as amended, that there is not a future need for the property, and that the property should be declared surplus.
- B. The public hearing must be held at either a regular meeting or a special meeting called for such purpose after publishing a notice in a newspaper of general circulation specifically describing the real property proposed to be declared surplus; this notice must be published at least fourteen (14) days prior to the holding of a special meeting.
- C. After the Board determines by resolution that real property is surplus, it must obtain an appraisal of the property from an independent appraiser.
- D. After receipt of the appraisal, the District may negotiate an exchange of the surplus property for other property needed by the District so long as the district obtains consideration equivalent to the appraised value of the surplus property.
- E. In the alternative, the District may sell the surplus property after advertising the same for sale in a newspaper of general circulation at least fourteen (14) days prior to the date of receipt of bids. The District must require sealed bids, reserving the right to reject all bids. The surplus property may be sold only to the highest bidder for cash.

NORTH BREVARD COUNTY HOSPITAL DISTRICT
OPERATING
PARRISH MEDICAL CENTER
TITUSVILLE, FLORIDA

Request for Disposal of Obsolete or Surplus Property

The assets listed below are considered obsolete, inefficient, or have ceased to serve any useful function. Board approval for disposal is required.

Asset Description	Asset Control KN #	CE #	Reason for Disposal	Net Book Value (Provided by Finance)	Code *	Decontamination Complete	
						Y,N,NA	Initial

*Disposition Codes:

Discard after Salvage of Parts S Discard D Donate N Store T

Requesting Department: _____ Department Director _____
 Net Book Value (Finance) _____ EMC Member _____
 Sr. VP Finance/CFO _____ President/CEO _____
 Board Approved (CFO Signature) _____
 Requestor Notified Finance _____
 Asset Disposed of or Donated _____
 Removed from Asset List (Finance) _____
 Requested Public Entity for Donation _____
 Entity Contact _____
 Telephone _____

File: (Finance/Patient/Disposal Request)

cc: Risk Manager
Patient Safety Officer

EXHIBIT "B"

LEGAL DESCRIPTION OF THE PROPERTY

NOTE: This description is set forth in that certain Water Line and Ingress/Egress Easement recorded in Official Records Book 3901, Page 206, Public Records of Brevard County, Florida and is subject to verification of accuracy by a surveyor.

A parcel of land being a portion on Blocks 38, 39, 40 and 57 and a part of Floral Park and portions of the rights of ways of Magnolia Street and Indiavista Avenue, all as shown on the map of Delespine on Indian River as recorded in Plat Book 2, Page 2, together with Tract "A", as shown on the replat of portions of North Port St. John Unit-One and Port St. John Unit One as recorded in Plat Book 14, Page 99 of the Public Records of Brevard County, Florida, described as follows:

Beginning at a point lying on the Westerly right of way line of U.S. Highway No. 1. Said point being the Southeast corner of Tract "A" as shown on the aforesaid replat of portions of North Port St. John Unit-One and Port St. John Unit-One; thence S.67°52'08"W. along the Southeasterly line of said Tract "A", 154.15 feet; thence on a bearing of West along the South line of said Tract A and along the North line of a 50.00 foot wide drainage right of way as shown on the plat of North Port St. John Unit-One, as recorded in Plat Book 14, Page 79 of the Public Records of Brevard County, Florida, a distance of 346.07 feet; thence S.59°30'59"W. along the Northwesterly line of said 50.00 foot wide drainage right of way 34.77 feet to the Southeast corner of a 40.00 foot wide drainage right of way as shown on the Plat of North Port St. John Unit-Two Part-One as recorded in Plat Book 17, Page 118 of the Public Records of Brevard County, Florida; thence along the boundaries of said plat, the following three courses and distances; thence N.00°05'34"W., 524.02 feet to a point lying on the arc of a circular curve, concave Northwesterly, having a radius of 125.00 feet and to which point a radial line bears S.18°23'15"E; thence Northeasterly along the arc of said curve, through a central angle of 03°44'37", 8.17 feet to the point of tangency; thence N.67°52'08"E., 303.52 feet to the intersection with the Westerly right of way line of U.S. Highway No. 1; thence S.22°12'25"E., along said line, 610.79 feet to the point of beginning.

NORTH BREVARD COUNTY HOSPITAL DISTRICT
 OPERATING
 PARRISH MEDICAL CENTER
 TITUSVILLE, FLORIDA

Request for Transfer of Capital Assets and/or Items Located in Warehouse

The assets or items listed below are being transferred from one physical location to another.

Asset Description	Asset Control KN#	CE #	Reason for Transfer	Transfer From	Transfer To
Elliptical	029490	0071- 05737	non use	1.481	1.471

Requesting Department: PT HF Department Director: [Signature] Date: 6-22-16
 Sr. VP Finance/CFO: [Signature] EMC Member: [Signature] Date: 9/23/16
 Asset Transferred: _____ Date: _____
 Transferred On Asset List (Finance): _____ Date: _____
 President/CEO: [Signature]

EXECUTIVE COMMITTEE

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

**DRAFT AGENDA
EXECUTIVE COMMITTEE
NORTH BREVARD COUNTY HOSPITAL DISTRICT
OPERATING
PARRISH MEDICAL CENTER
MONDAY, NOVEMBER 7, 2016
2nd FLOOR, EXECUTIVE CONFERENCE ROOM**

CALL TO ORDER

- I. Reading of the Huddle
- II. Public Comment
- III. Open Forum for PMC Physicians
- IV. Inappropriate Referrals by Physicians - Mr. Mikitarian
- V. Medical Staff Credentialing – Mr. Boyles
- VI. District Bylaws Review – Mr. Boyles
- VII. Form 8B – Memorandum of Voting Conflict – Mr. Jordan
- VIII. Attorney Report – Mr. Boyles
- IX. Other
- X. 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 MS. LISA CAVALLERO, EXECUTIVE DIRECTOR OF SUPPORT SERVICES, AT 951 NORTH WASHINGTON AVENUE, TITUSVILLE, FLORIDA 32796, AT LEAST FORTY-EIGHT (48) HOURS PRIOR TO THE MEETING. FOR INFORMATION CALL (321) 268-6190 OR (321) 383-9829 (TDD).

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.

Medical Staff Credentialing

Presented by: William Boyles, Esq.

Prepared by: William Boyles, Esq. & Julie Tyk, Esq.

Credentialing Process

In Florida, hospitals are required to “have an organized medical staff organized under written bylaws approved by the governing body and responsible to the governing body of the hospital for the quality of all health care provided to patients in the facility and for the ethical and professional practices of its members.” Fla. Admin. Code R. 59A-3.275(1); *see also* 42 C.F.R. § 482.22.

Credentialing Process

“Governing body” means the individual, agency, group or corporation appointed, elected, or otherwise designated, in which the ultimate responsibility and authority for the conduct of the hospital is vested. Fla. Admin. Code R. 59A-3.065(19).

Credentialing Process

“Organized medical staff” means a formal organization of physicians and other health professionals approved by the governing body with the delegated responsibility to provide for the quality of all medical care, and other health care as appropriate, provided to patients, for planning for the improvement of that care, and for the ethical conduct and professional practices of its members. Fla. Admin. Code R. 59A-3.065(31).

Credentialing Process

The hospital medical staff adopts written bylaws which are then approved by the governing body. 42 CFR 482.22(c)(1); Fla. Admin. Code R. 59A-3.272(4).

Credentialing Process

The Governing body is responsible for approval of the Bylaws, rules and regulations of the organized medical staff, *providing for the appointment, reappointment, or dismissal of members of the organized medical staff*, and providing a procedure for hearings and appeals on all actions concerning appointment, reappointment or dismissal. Fla. Admin. Code R. 59A-3.727(4)

Credentialing Process

PARRISH MEDICAL CENTER

- Membership on the Medical Staff 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. See PMC Amended and Restated Bylaws § 5.3.

Credentialing Process

PARRISH MEDICAL CENTER

- The Medical Staff shall collaborate with the Board of Directors in drafting the Medical Staff Bylaws, Rules and Regulations. See PMC Amended and Restated Bylaws § 5.2.

Credentialing Process

PARRISH MEDICAL CENTER

- Procedures for the review and consideration of all applications for appointment or reappointment to the Medical Staff . . . Shall be established in the Medical Staff Bylaws. See PMC Amended and Restated Bylaws § 5.2.

Credentialing Process

PARRISH MEDICAL CENTER

- Whereas, it is recognized that the medical staff is responsible for the quality of medical care in the Hospital and must accept and assume this responsibility and be accountable to the PARRISH MEDICAL CENTER Board of Directors. *See* PMC Medical Staff Bylaws Preamble.

Credentialing Process

Qualifications for Membership (as Provided in PMC's Medical Staff Bylaws)

- Florida Licensure
- Documented experience, training, professional competence, professional ethics and ability to work with others
- Willingness to participate in the discharge of staff responsibilities
- Statement of Good Health confirmed by program director or chief of service at current hospital
- Graduation from school of medicine approved by the Accreditation Council for Graduate Medical Education or certification by the National Committee on Foreign Medical Graduates
- Completion of an internship
- Completion of a residency program
- Certification or eligibility for certification by a Specialty Board

Credentialing Process

Procedures for Appointment

- Application
 - Applicant must produce adequate information within 90 days of receipt of application (unless extended by good cause)
- Verification of Information by the Chief Executive Officer (CEO)
 - CEO must collect and verify references and other qualification evidence within 15 days of receipt (unless extended for good cause)

Credentialing Process

Procedures for Appointment

- Review of Application by Credentials and Medical Ethics Committee (CMEC)
 - The Chair, or his designee will review application and make written recommendation
- Interview of applicant by CMEC
 - CMEC or member selected by its Chair must conduct at least one personal interview

Credentialing Process

Procedures for Appointment

- Medical Executive Committee (MEC) Review
 - MEC shall act upon CMEC recommendations at its next regularly scheduled meeting
 - MEC shall examine evidence of character, professional competence, qualifications and ethical standing of applicant
 - MEC shall determine through information contained in references and from other sources available to the committee whether applicant has established and meets all necessary qualification for category of staff membership and clinical privileges requested

Credentialing Process

Procedures for Appointment

- MEC Recommendation
 - Recommend application be approved
 - Recommend application be deferred
 - Action must be followed up within 45 days from date of CMEC recommendation
 - Make adverse recommendation as defined in Section 9.23
 - Adverse recommendation will be transmitted to applicant by special notice by CEO within 10 days of decision
 - Applicant entitled to procedural rights as provided in Article IX

Credentialing Process

Procedures for Appointment

- Board Action

- Upon receipt of favorable MEC recommendation the Board shall take one of the following actions:
 - Adopt recommendation of MEC
 - Refer back to MEC for further consideration, stating reasons for referral and setting time within which a subsequent recommendation shall be made
 - Reject recommendation of MEC
 - Adverse recommendation will be transmitted to applicant by special notice by CEO within 10 days of decision
 - Applicant entitled to procedural rights as provided in Article IX

Credentialing Process

Basis for Privileges Determination

- The granting privileges shall be evaluated on the basis of the practitioner's education, training, and demonstrated competence.
- Competence shall be evaluated based on current health status, clinical judgment, performance, outcomes and experience.
- Privilege determinations shall also be based on pertinent information concerning competence obtained from other sources, especially other institutions and health care settings where a practitioner has exercised clinical privileges.

Credentialing Process

Nondiscrimination - No aspect of the medical staff membership or particular clinical privileges shall be denied on the basis of gender, sexual preference, race, age, creed, religion, national origin, physical handicap, *or on the basis of any other criteria unrelated to the delivery of quality patient care in the Hospital.*

Credentialing Process

- QUESTIONS?

BYLAWS
OF
NORTH BREVARD COUNTY HOSPITAL DISTRICT
OPERATING
PARRISH MEDICAL CENTER
TABLE OF CONTENTS

Objectives

Definitions

ARTICLE I. BOARD OF DIRECTORS

- 1.1 Location of Principal Office
- 1.2 Location of Meetings
- 1.3 Order of Business at Regular and Special Meetings
- 1.4 Quorum
- 1.5 Manner of Voting
- 1.6 Meeting Date
- 1.7 Minutes
- 1.8 Attendance and Removal
- 1.9 Code of Ethics

ARTICLE II. OFFICERS

- 2.1 Officers
- 2.2 Election and Tenure
- 2.3 Vacancies
- 2.4 Duties of Officers
 - 2.4-1 ~~Chairman~~Chairperson
 - 2.4-2 Vice ~~Chairman~~Chairperson

- 2.4-3 Treasurer
- 2.4-4 Secretary
- 2.5 Legal Counsel

ARTICLE III. COMMITTEES

- 3.1 General
 - 3.1-1 Appointment and Term
 - 3.1-2 Reports and Authority of Committees
 - 3.1-3 Meetings
 - 3.1-4 Quorum
 - 3.1-5 Other Committee Members
- 3.2 Executive Committee
 - 3.2-1 Composition
 - 3.2-2 Functions
- 3.3 Finance Committee
 - 3.3-1 Composition
 - 3.3-2 Functions
- 3.4 Planning, Physical Facilities, and Properties Committee
 - 3.4-1 Composition
 - 3.4-2 Functions
- 3.5 Educational, Governmental, and Community Relations Committee
 - 3.5-1 Composition
 - 3.5-2 Functions
- 3.6 Joint Conference Committee
 - 3.6-1 Composition
 - 3.6-2 Functions

- 3.6-3 Agenda
- 3.6-4 Reports
- 3.7 Audit Committee
 - 3.7-1 Composition
 - 3.7-2 Functions
- 3.8 Senior Management Compensation Committee
 - 3.8-1 Composition
 - 3.8-2 Functions
- 3.9 Quality Committee
 - 3.9-1 Composition
 - 3.9-2 Functions
- 3.10 Investment Committee
 - 3.10-1 Composition
 - 3.10-2 Functions

ARTICLE IV. CHIEF EXECUTIVE OFFICER

- 4.1 Appointment
- 4.2 Authority and Duties

ARTICLE V. MEDICAL STAFF

- 5.1 Organization
- 5.2 Medical Staff Bylaws
- 5.3 Membership
- 5.4 Institutional Need
- 5.5 Contract Physicians

ARTICLE VI. QUALITY ASSESSMENT AND IMPROVEMENT

- 6.1 Board Responsibility
- 6.2 Delegation to Administration and to the Medical Staff
 - 6.2-1 To Administration
 - 6.2-2 To the Medical Staff
- 6.3 Indemnification

ARTICLE VII. HOSPITAL AUXILIARY

- 7.1 Name and Purpose
- 7.2 Organizational and Government
- 7.3 Other Volunteer Services

ARTICLE VIII. THE ACT

ARTICLE IX. AMENDMENTS

ARTICLE X. PROCEDURES

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 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. 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. BOARD OF DIRECTORS or BOARD means the governing body of the Hospital.
4. ~~CHAIRMAN~~CHAIRPERSON means the individual elected by the Board to serve as its ~~Chairman~~Chairperson and presiding officer of the Board.
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.
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.
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.
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.
10. PRACTITIONER means unless otherwise expressly limited, any fully licensed physician, dentist, or podiatrist, applying for or exercising clinical privileges in this Hospital.

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. BOARD OF DIRECTORS

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 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 and 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 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 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 ~~Chairman~~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 the special gain of any principal by whom he or she is retained, 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 official capacity upon any measure which inures to his or her special private gain or shall knowingly vote in his or her official capacity upon any measure which inures to the special gain of any principal. Such member shall, prior to the vote being taken, publicly state to the Board the nature of the 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 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 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 ~~Chairman~~Chairperson, or in the ~~Chairman's~~Chairperson's absence by the Vice ~~Chairman~~Chairperson, or any three members of the Board of Directors.

1.7 MINUTES

Board and 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, 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 ~~Chairman~~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 (2/3rds) 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

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 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 ~~Chairman, a Vice-Chairman~~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-Chairmen~~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 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 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 ~~by the Secretary~~ along with any other floor nominations from the Board for ~~that~~ 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 ~~CHAIRMAN~~ CHAIRPERSON

The ~~Chairman~~ Chairperson is the presiding officer of the Board and presides at all meetings of the Board of Directors. Except as otherwise specified, the ~~Chairman~~ Chairperson shall also serve as an ex-officio member of all Committees. The ~~Chairman~~ 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 ~~Chairman~~ Chairperson shall also perform all duties incident to the office of ~~Chairman~~ Chairperson

and such other duties as may be prescribed by the Board from time to time. The

~~Chairman~~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 ~~CHAIRMAN~~CHAIRPERSON

The ~~Vice-Chairman~~Vice-Chairperson shall perform such duties as may be assigned by the Board or the ~~Chairman~~Chairperson. In the absence of the ~~Chairman~~Chairperson or when, for any reason, the ~~Chairman~~Chairperson is unable or refuses to perform his or her duties, the ~~Vice-Chairman~~Vice-Chairperson shall perform those duties with full powers of, and subject to the restrictions on, the ~~Chairman~~Chairperson. When there is more than one ~~Vice-Chairman, the~~Vice-ChairmanVice-Chairperson, the Vice-Chairperson will assume the ~~Chairman's~~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 ~~Chairman~~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 ~~Chief Financial Officer~~Vice President Corporate Finance or Controller, if no Vice President Corporate Finance is then serving. The Treasurer shall serve at all times as ~~Chairman~~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 ~~Chairman~~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. COMMITTEES

3.1 GENERAL

3.1-1 APPOINTMENT AND TERM

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

3.1-2 REPORTS AND AUTHORITY OF COMMITTEES

All committees of the Board of Directors 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 ~~Chairman~~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 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 ~~Chairman~~Chairperson 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 ~~Chairman~~Chairperson 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 of Directors and its various committees in furtherance of the Hospital's mission and goals, the ~~Chairman~~Chairperson of the Board may submit for Board approval additional voting members for each 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 statement of qualifications in writing, acknowledging that their membership on the committee binds them to attend the requisite committee meetings and appropriate Board meetings, to be able to vote on committee matters without abstention because of conflict of interest and to be 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 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 who is not a member of the Board of Directors shall not serve as ~~Chairman~~Chairperson of that committee.

3.2 EXECUTIVE COMMITTEE

3.2-1 COMPOSITION

The Executive Committee shall be composed of the ~~Chairman~~Chairperson of the Board of Directors, the ~~Vice-Chairman~~Vice-Chairperson, who shall serve as ~~Chairman~~Chairperson, 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 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 ~~Chairman~~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.

3.3 FINANCE COMMITTEE

3.3-1 COMPOSITION

The Finance Committee shall consist of the Board Treasurer as ~~Chairman~~Chairperson 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 ~~Chairman~~Chairperson of the Board of Directors. 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 of Directors or ~~Chairman~~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 PLANNING, PHYSICAL FACILITIES, AND PROPERTIES COMMITTEE

3.4-1 COMPOSITION

The Planning, Physical Facilities, and Properties Committee shall consist of the

~~Chairman~~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 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 EDUCATIONAL, GOVERNMENTAL, AND COMMUNITY RELATIONS COMMITTEE

3.5-1 COMPOSITION

The Educational, Governmental, and Community Relations Committee shall consist of the

~~Chairman~~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 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 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 JOINT CONFERENCE COMMITTEE

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) vote of the total membership of the committee. The ~~Chairmanship~~Chairperson of the Joint Conference Committee shall alternate with the ~~Chairman~~Chairperson of the Board of Directors serving as ~~Chairman~~Chairperson 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 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 AGENDA

The agenda shall be prepared jointly by the ~~Chairman~~Chairperson, 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 of Directors and the Medical Staff.

3.7 AUDIT COMMITTEE

3.7-1 COMPOSITION

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

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 ~~Statement on Auditing Standards~~ Standard No. ~~6116~~ 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 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~~Five Thousand Dollars (~~\$1,000~~5,000)) 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 ~~Chairman~~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 ~~Chairman~~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 ~~Chairman~~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.

3.8-2 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:

- (a) Periodically (at least annually) review and analyze Hospital compensation arrangements with the President/Chief Executive Officer.

- (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 President/Chief Executive Officer compensation is reasonable and appropriately established.
- (c) 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.
- (d) 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)

~~Executive~~ Vice President, Corporate Finance, (ii) Senior Vice President, Administration Transformation/CTO, (iii) Vice President, Acute Care Services , (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 ~~chairman~~Chairperson 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.

3.9-2 FUNCTIONS

The principle function of the Quality Committee shall be to fulfill the responsibilities outlined in Article VI of Parrish Medical Center's 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 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 Community Partnership Initiative; review and, as appropriate, advise the Board of Directors on actions related to the Initiative.
- (b) Receive periodic reports from the Patient Care Improvement Committee, and advise the Board of Directors regarding patient care improvement at the Hospital.
- (c) 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.
- (d) 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.
- (e) Reviews and comment on the clinical findings of all licensure, accreditation, and certification surveys of the Hospital.
- (f) Review and comment on the Hospital’s Physician Manpower Plan.

- (g) Review and comment on all proposed amendments to the Medical Staff bylaws relating to quality of care.
- (h) Review and comment on the results of all community services needs surveys or studies involving the Hospital's markets or service areas.
- (i) Review and comment on the reasonableness of all proposed physician services agreements with the Hospital or its affiliates.
- (j) 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 ~~Chairman~~Chairperson of the Board. The ~~Executive~~ Vice President – Corporate Finance shall also be a member of the Investment Committee.

3.10-2 FUNCTIONS

The Investment Committee shall be charged with the responsibility to:

- (a) Review investment and performance of the Operating Funds of the Hospital.
- (b) Oversee the actions of the Investment Committee 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-~~20~~5004).
- (c) Implement the provisions of the Operating Funds Investment Policy of the North Brevard County Hospital District (Policy Number 9500-~~95~~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-~~95~~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. 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 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 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 ~~Chairman~~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. MEDICAL STAFF

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 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 MEMBERSHIP

Membership on the Medical Staff 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 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 DELEGATION TO ADMINISTRATION AND TO THE MEDICAL STAFF

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 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 and efficiency of patient care provided 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 INDEMNIFICATION

The Hospital shall indemnify each director, 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 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 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 ORGANIZATION AND GOVERNMENT

The Auxiliary will be organized to be of service to the Hospital and is responsible to the 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 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 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. 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. 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 ~~5th~~ ___ day of ~~October~~December, ~~2015~~2016.

Herman A. Cole, Jr., ~~Chairman~~Chairperson

Billie Fitzgerald, 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 ____, 2016

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 ~~Chairman~~Chairperson or Vice ~~Chairman~~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 ~~Chairman~~Chairperson or Vice ~~Chairman~~Chairperson, Medical Director or a member of a Planning Committee.

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

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

ACTIVE MEMBER ATTESTATION STATEMENT

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

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

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

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

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

By: _____

Date: _____

APPENDIX 3.7

AUDIT COMMITTEE CHARTER

The Audit Committee is appointed by the ~~Chairman~~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 ~~Chairman~~Chairperson by the ~~Chairman~~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 ~~Chairman~~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 ~~Statement on Auditing Standards~~ Standard No. ~~61~~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 General Counsel legal matters that may have a material impact on the financial statements.
- (o) Meet at least annually with the 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.

**DRAFT AGENDA
BOARD OF DIRECTORS MEETING - REGULAR MEETING
NORTH BREVARD COUNTY HOSPITAL DISTRICT
OPERATING
PARRISH MEDICAL CENTER
NOVEMBER 7, 2016
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
- IV. Open Forum for PMC Physicians
- V. Public Comments
- VI. Unfinished Business
- VII. New Business
 - A. Policy 9500-7021 – No-Compete and Confidentiality Agreement – Ms. Sellers
- VIII. Medical Staff Report Recommendations/Announcements
 - A. **Recommend to the Board of Directors to approve the revision to the Medical Staff Rules and Regulations for Cath Lab start time non-compliance.**
 - B. Resignations (**For Information Only**)
 - 1. Kimberly Burke, PA-C (AHP/Emergency Medicine) - Effective November 14, 2016/Appointed June 6, 2005
- IX. Public Comments (as needed for revised Consent Agenda)
- X. Consent Agenda

BOARD OF DIRECTORS MEETING
NOVEMBER 7, 2016
PAGE 2

A. Finance Committee

1. Recommend the Board of Directors approve the Resolutions of the North Brevard County Hospital District declaring surplus real property at 2210 Cheney Highway, Titusville, Florida 32780.
2. Recommend the Board of Directors approve the Resolutions of the North Brevard County Hospital District declaring surplus real property at 7075 N. U.S. Highway 1, Cocoa, Florida 32927.
3. Recommend to the Board of Directors to approve management entering into a letter of Agreement with the Agency for Health Care Administration for increased Medicaid funding under the LIP program for the period of July 1, 2016 through June 30, 2017 and to pay the state an amount not to exceed the total of \$34,600, pending a positive response from the Agency for Health Care Administration on the final distribution of funds.
4. Recommend to the Board of Directors to declare the equipment listed in the requests for Disposal of Obsolete or Surplus Property Forms as surplus and obsolete and dispose of same in accordance with FS274.05 and FS274.96.

XIII. Committee Reports

- A. Quality Committee – Mr. Cole
- B. Budget and Finance Committee – Mr. Retz
- C. Executive Committee – Mr. Jordan
- D. Educational, Governmental and Community Relations Committee (Did Not Meet)
- E. Planning, Physical Facilities & Properties Committee (Did Not Meet)

XIV. Process and Quality Report – Mr. Mikitarian

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

XV. Other

BOARD OF DIRECTORS MEETING
NOVEMBER 7, 2016
PAGE 3

XVI. Closing Remarks – Chairman

XVII. Executive Session (if necessary)

XVIII. Open Forum for Public

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 MS. LISA CAVALLERO, EXECUTIVE DIRECTOR OF SUPPORT SERVICES, AT 951 NORTH WASHINGTON AVENUE, TITUSVILLE, FLORIDA 32796, AT LEAST FORTH-EIGHT (48) HOURS PRIOR TO THE MEETING. FOR INFORMATION CALL (321) 268-6190 OR (321) 383-9829 (TDD).

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

DRAFT
Work in Progress



Parrish Medical Center | North Brevard County Hospital District
Parrish Healthcare Centers
Parrish Medical Group
Florida Health

POLICY TITLE: Non-Compete, Non-Disclosure and Confidentiality Agreement	POLICY #: 9500-7021	REPLACES POLICY #: 9500-162
	EFFECTIVE DATE: 05/01/1997	Page: 1 of 1
POLICY SCOPE: Parrish Medical Center and its affiliates	REVIEWED: n/a	
DEVELOPED BY: Human Resources Corporate Services	REVISED: 04/99;	
APPROVALS: Executive Management: _____ President/CEO: _____ Chairman, Board of Directors: _____	REPOSITORY: Corporate Compliance iCare	

POLICY

As part of the consideration undertaken by the North Brevard County Hospital District, operating Parrish Medical Center, hereinafter referred to as "Employer", to protect its legitimate business interests, including, but not limited to, trade secrets, valuable confidential business information, the Employer's relationship with its clients, as well as the specialized training provided to Employee during his/her tenure with Employer, the Employer will require that all newly hired Management Council members and other specific staff positions identified by the President/CEO to sign the Non-solicitation, Non-disclosure and Confidentiality Agreement.

Formatted: Left, Indent: Left: -0.44", Right: -0.25"

The interviewing Executive Management Committee/Management Council member will review this policy with the candidate at the time of interview. A signature will be required at the time of the signing of the letter of offer/employment confirmation. Employment will not be confirmed until this Agreement is executed. This requirement is part of the hiring and employment process effective May 1, 1997. Failure to comply with this policy will negate any severance due or paid to employee and any payments will be refunded to Employer should the Employee violate this policy.

NONSOLICITATION AND
NON-COMPETE AND CONFIDENTIALITY AGREEMENT

THIS ~~NONSOLICITATION AND NON-COMPETE AND~~ CONFIDENTIALITY AGREEMENT (hereinafter "The Agreement"), entered into this _____ day of _____, _____, by _____ and _____, hereafter called "Employee", and North Brevard County Hospital District, d/b/a Parrish Medical Center, a Florida Corporation, hereinafter called "Employer."

WHEREAS, Employer, as part of the consideration of hiring and employing and/or continuing to employ Employee, and of providing special training to Employee, the sufficiency of which is hereby acknowledged, the parties agree that in the event Employee terminates his/her employment with Employer, Employee will not compete with Employer in accordance with the terms and conditions outlined herein.

NOW THEREFORE, it is agreed to follow:

1. Non-Disclosure: During the term of Employee's employment with the Employer and following the Employee's cessation of employment, whether by discharge, voluntary termination, or any form of involuntary termination, the Employee agrees to treat all confidential information received or acquired during the course of employment on a strictly confidential basis, and will not disclose or use, give, loan, sell or otherwise dispose of, or make available to any person, firm or corporation, directly or indirectly, any such confidential information either during or subsequent to Employee's employment.
2. Non-Compete: The Employee agrees to a period of one (1) year after the cessation of his/her employment he/she shall not be employed by or work for any other competing hospital or medical provider or entity (which provides competing service to Employer) as an employee, independent contractor, consultant or otherwise, within the geographical area which is serviced by the Employer except with written approval by the President/CEO and/or Board of Directors. Such approval shall not be unreasonably withheld.
3. The foregoing restrictions are being undertaken by Employer to protect its legitimate business interests, including but not limited to, trade secrets, valuable confidential business information, ~~the~~ and the Employer's relationship with its clients, as well as the specialized training provided to Employee during his tenure at Employer.
4. The Employee further agrees to pay the Employer all costs and expenses incurred by the Employer relating to enforcement of this Agreement, including attorney's fees and costs incurred by Employee's breach of this Agreement.

Formatted: Underline

4.5. Failure to comply with this policy will negate any severance due or paid to employee, and any such payments will be refundable to employer, should employee violate this policy.

IN WITNESS WHEREOF, the undersigned have executed this Agreement on the date shown below.

EMPLOYEE _____ DATE _____

State of Florida
County of Brevard

Sworn to and subscribed before me this _____ day of _____, _____,
by _____, who is personally known to me or who has produced
_____ as identification.

Notary Signature _____ Printed Name and Commission #/Exp. _____

Parrish Medical Center

By: _____

State of Florida
County of Brevard

Sworn to and subscribed before me this _____ day of _____, _____,
by _____, who is personally known to me or who has produced
_____ as identification.

Notary Signature _____ Printed Name and Commission #/Exp. _____

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

OCTOBER 18, 2016

The regular meeting of the Medical Executive Committee of the North Brevard County Hospital District operating Parrish Medical Center was held October 18, 2016, at 6:00 pm in the Conference Center. A quorum was determined to be present.

CALL TO ORDER

Dr. McMahon, Immediate Past President, called the meeting to order at 6:00 pm.

REVIEW AND APPROVAL OF MINUTES

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

ACTION TAKEN: MOTION TO APPROVE THE PREVIOUS MEETING MINUTES (SEPTEMBER 20, 2016) AS PRESENTED.

UNFINISHED BUSINESS - The Joint Commission

The 2016 Hospital National Safety Patient Goals will remain in the books as a resource. A copy is appended to the file copy of these minutes.

ACTION TAKEN: Noted by the Committee.

HCAHPS

The Committee reviewed the September 2016 HCAHPS Care Measure Matrix .A copy is appended to the file copy of these minutes.

ACTION TAKEN: Noted by the Committee.

Quality - None

Follow-up MEC Item – Rules & Regulations Proposed Amendment after One-Month Comment Period - Cath Lab Start Time Non-Compliance

The Committee reviewed a draft memorandum regarding Cath Lab Start Time Non-Compliance approved at the Cardiology Subcommittee meeting on March 22, 2016 and the Medical Staff Rules and Regulations for the Perioperative Services/PMC Operating Rooms and Special Procedure Rooms that the memorandum was modeled from. Copies are appended to the file copy of these minutes. The proposed change was sent to the Medical Staff for a one-month comment period and vote. The tally was 12 in favor and 1 opposed. A copy is appended to the file copy of these minutes. Discussion ensued and the following motion was made, seconded and approved unanimously.

ACTION TAKEN: MOTION TO SEND A FAVORABLE RECOMMENDATION TO THE BOARD OF DIRECTORS TO APPROVE THE REVISION TO THE MEDICAL STAFF RULES AND REGULATIONS FOR CATH LAB START TIME NON-COMPLIANCE.

NEW BUSINESS - Resignation(s)

The Committee noted the resignation(s):

- Kimberly Burke PA-C - AHP/Emergency Department – Effective November 14, 2016/Appointed June 6, 2005.

ACTION TAKEN: Noted by the Committee.

Memorandum: Surgery/Procedures Pre-Admission H&P Requirements

The Committee reviewed a memorandum that Health Information Management will be sending to practitioners as a reminder regarding Surgery/Procedure Pre-Admission Requirements. This is being shared with the Medical Executive Committee for informational purposes and their support.

ACTION TAKEN: Noted by the Committee.

For Information Only

The Committee noted the following for the Committee's review. Copies are appended to the file copy of these minutes.

1. Medical Staff Briefing –October 2016
2. Medical Staff Leader – Not Available
3. Joint Commission *Perspectives* – October 2016

Information/Education sent by Courier to the Medical Staff to be noted in the minutes.

Copies are appended to the file copy of these minutes.

1. Article: Mildly Elevated Thyroxine Levels Linked to Sudden Cardiac Death
2. Memorandum (September 29, 2016) from Dr. Robert Anderson, Radiology Chairman:
Low Dose CT Lung Screening Update
3. Flyer: Healing through Faith and Medicine – October 21& 22, 2016
4. Email to Cardiologist from Dawn Page: Contaminated Devices Putting Open-Heart
Surgery Patients at Risk
5. Meditech Enhancements – September 21, 2016
6. Meditech Enhancements – September 28, 2016
7. Meditech Enhancements – October 19, 2016

ACTION TAKEN: Noted by the Committee.

Gavel was passed from Dr. David McMahon to Dr. Aluino Ochoa.

REPORT FROM ADMINISTRATION - Board of Directors Minutes, Game Plan Score Card, and Financials/Budget – Not Available

ACTION TAKEN: Noted by the Committee.

Compliments

The Committee reviewed the compliments received from a patient via Parrish IP Rounding for Dr. Charles Slattery. A copy is appended to the file copy of these minutes.

ACTION TAKEN: Noted by the Committee.

CONSENT AGENDA - None

ACTION TAKEN: Noted by the Committee.

COMMITTEE REPORT(S)

The Committee reviewed the committee minute(s) of Infection Control Committee (September 8, 2016), Radiation Safety Committee (August 11, 2016, and Utilization Management/Medical Record Committee (August 31, 2016). Copies are appended to the file copy of these minutes. Discussion ensued and the following motion was made, seconded and unanimously approved.

ACTION TAKEN: MOTION TO ACCEPT THE COMMITTEE REPORT(S) AS PRESENTED.

CLINICAL DEPARTMENT REPORT(S)

The Committee reviewed the department minute(s) of Diagnostic Imaging (September 20 2016), Family Practice (August 8, 2016), and Pathology (August 31, 2016). Copies are appended to the file copy of these minutes. Discussion ensued and the following motion was made, seconded and unanimously approved.

ACTION TAKEN: MOTION TO ACCEPT THE CLINICAL DEPARTMENT REPORT(S) AS PRESENTED.

OPEN FORUM

It was discussed that the side (right/left) is not being noted for fractures.

It was discussed that consults are not being notified after patient has been admitted but being held in the Emergency Department.

Vascular studies was changed to Duplex Scanner on Emergency Department ED On-Call grid so as not to think that a Vascular physician is on-call.

It was discussed as to what are the criteria for patients being discharged to Pathways to Healing program and the benefits for patients with a risk of being readmitted. Criteria will be brought to the next meeting.

ACTION TAKEN: Noted by the Committee.

MEETINGS

- A. Ad Hoc Credentials Review Committee Executive Session, November 7, 2016, Vice President Nursing Conference Room, Time TBD
- B. Quality Committee, November 7, 2016, Executive Conference Room (ECR), Noon
- C. Budget & Finance Committee, November 7, 2016, Executive Conference Room
- D. Board of Directors Executive Committee, November 7, 2016, Executive Conference Room
- E. Board of Directors Executive Session, November 7, 2016, Executive Conference Room, (To commence no earlier than 2:00 pm)
- F. Educational, Governmental and Community Relations Committee, November 7, 2016, First Floor, Conference Center
- G. Planning, Physical Facilities and Properties Committee, November 7, 2016, First Floor, Conference Center
- H. Board of Directors, November 7, 2016, First Floor, Conference Center, (To begin no earlier than 4:30 pm immediately following the last Committee meeting).
- I. Joint Conference Committee – TBA
- J. Medical Staff Meetings – first Tuesday each quarter (March, June, and September) at 6:00 pm. The annual meeting in December begins immediately following dinner at 5:30 pm, Conference Center.
- K. Credentials and Medical Ethics Committee, second Monday of each month, Conference Center, 5:30 pm.

ACTION TAKEN: Noted by the Committee.

ADJOURNMENT

There being no further business, the meeting adjourned at 6:27 pm.

MEDICAL EXECUTIVE COMMITTEE – REGULAR
OCTOBER 18, 2016
PAGE 5

Aluino Ochoa, MD
President/Medical Staff

Nabil Itani, DO
Secretary - Treasurer



MEMORANDUM (Distributed by In-house Mail and posted in Physician's Lounge)

TO: Medical Staff

FROM: Ara Deukmedjian, MD *AD/JS*
President/Medical Staff

SUBJECT: Proposed Revision – General Medical Staff Rules & Regulations
Cath Lab Start Time Non-Compliance

DATE: August 18, 2016

Your input is requested on proposed changes to the General Medical Staff Rules and Regulations. In accordance with action taken at the March 2005 general medical staff meeting, a one-month comment period is provided for Medical Staff input prior to the Medical Executive Committee (MEC) taking final action and forwarding a recommendation to the Board of Directors.

Attached to this memorandum is the recommended revision(s) approved for one-month comment period by the MEC on August 16, 2016 regarding new verbiage for Cath Lab Start Time Non-Compliance. Verbiage will be taken directly from attached memo and inserted in Section IX.

If you have any questions, please contact Medical Staff Services at 268-6362. Thank you.

Attachments

pc: Medical Executive Committee
President/CEO
Medical Staff Services

=====

[] I agree with the proposed revisions. [] I disagree with the proposed revisions.

Comments (if applicable): _____

Signature – Please print last name next to signature

Date

FAX TO 268-6364



MEMORANDUM

To:

From: B. Mathews, MD, Chairman-Department of Cardiology

Subject: Cath Lab Start Time Non-Compliance

Date:

During the March 22, 2016 Department of Cardiology meeting discussion ensued regarding the need to comply with the Medical Staff Rules and Regulations pertaining to 7:30 AM start time. This issue continues and the department feels they need to act on the rules as written if physicians fail to follow these rules.

You were late (DATE). Please refer to the guidelines listed below as noted in the Medical Staff Rules and Regulations Therefore you owe the amount of (\$) to be payable immediately. Make check payable to PMC Medical Staff / Dept. of Cardiology and forward to Medical Staff Services. Any further non-compliance will be addressed according to peer review in the Medical Staff Rules and Regulations.

- The cardiologist will check-in with the Pre/Post Coordinator (15) minutes prior to the start of his/her procedure.
- On-Time Start is defined as "Wheels in the Room".
- \$25.00 fine for first occurrence)
- \$50.00 fine for (second occurrence)
- \$75.00 fine for (third occurrence)
- Loss of block time for one week (fourth occurrence)
- The Chief of the Department will determine if any excuse given for a delay is acceptable.
- The occurrences will be monitored on a daily basis.
- Money collected will be delegated for appropriate use Medical Staff Rules and Regulations.

cc: Nancy Bakewell, Executive Director – Critical Care Services
Jonda Erwin – Medical Staff Services

MEDICAL STAFF GENERAL RULES AND REGULATIONS

PAGE 26

2. To develop a system for reporting, identifying, and analyzing the incidence and cause of all infections.
3. To develop and implement a preventive and corrective program designed to minimize infectious hazards; including establishing, reviewing, and evaluating aseptic, isolation, and sanitation techniques.
4. To develop, evaluate, and devise preventive surveillance and infection control policies and procedures relating to all phases of the hospital's activities, including: operating rooms, delivery rooms, special care units, central service, housekeeping and laundry, sterilization and disinfection procedures by heat, chemicals, or otherwise; isolation procedures, prevention of cross-infection by anesthesia apparatus or inhalation therapy equipment, testing of hospital personnel for carrier status, disposal of infectious material, food sanitation and waste management, and other situations as requested.
5. To act upon recommendations related to infection control received from the President of the Medical Staff, the medical director (if appointed), the Medical Executive Committee, the departments, and other staff and hospital committees.
6. To maintain a record of all activities relating to infection control, and to submit periodic reports thereon to the Medical Executive Committee and to the Chief Executive Officer.

C. Meetings

The Infection Control Committee shall schedule quarterly meetings, and shall maintain a permanent record of its proceedings and of its actions. The Committee Chair can approve one annual meeting be performed electronically due to special circumstances with 60% member approval.

IX. DEPARTMENTAL RULES AND REGULATIONS

Department of Surgery – Perioperative Services/PMC Operating Rooms, and Special Procedure Rooms

A. Scheduling

1. Block Schedules

(a) The block scheduling system is used for scheduled cases Monday through Friday, starting at 0730 hours.

(b) Assigned Blocks

(1) The day's published first shift cases shall strive to be initiated by 0730 hours and completed by 1700 hours.

- (2) Rooms will not be held for "Not Before" requests. Whenever possible "Not Before" requests will be honored.
- (3) Only the first start time should be considered the actual start time for the case. All subsequent cases are "to follow" and will be started as soon as possible following the completion of the prior case. Surgeons must be flexible in either beginning a case earlier or later than the expected start time.
- (4) Vacancies in blocks are released at 1000 hours one day prior.
- (5) Once released, the blocks may be filled by other specialties. Previously booked cases are given preference for available space in the order in which they were scheduled, unless that surgeon is already booked in another room.
- (6) Every attempt will be made to allow all surgeons to follow themselves until the block is completed.
- (7) Surgeons posting cases after block release are obligated to follow themselves if no other cases were posted in the released block time.

2. Add-on Cases

(a) Elective

- (1) Monday through Friday, 0700 hours to 1700 hours; schedule with the O.R. secretary.
- (2) After hours and weekends; schedule by leaving all pertinent information on the scheduling phone mail extension (6828).

(b) Emergent

- (1) Monday through Friday 0700 hours to 1700 hours; schedule with the O.R. secretary.
- (2) After hours (1500-2300) and weekends; schedule by notifying the Anesthesiologist On-Duty/On Call or the Administrative Supervisor.
- (3) Requests for the next day are put on a waiting list by O.R. desk staff, and facilitated on the day of surgery by the Surgery Coordinator and Anesthesiologist On-Duty/On-Call based on the order in which they were scheduled.

3. Special Situations

- (a) There will be no pre-admitted elective cases scheduled for Saturday, Sunday, or holidays.
- (b) Pediatric surgical procedures will be scheduled as early as possible within the block, up to the age of twelve (12).

4. Roles and Responsibilities

(a) Anesthesia

- (1) Will communicate with the Surgery Coordinator/Administrative Supervisor proposed changes in the O.R. schedule. Approval of schedule changes will be done collaboratively.
- (2) Assign anesthesiologist coverage to each O.R. suite, and other areas requiring anesthesia coverage (i.e., Special Procedures, Labor and Delivery, and Endoscopy), maximizing utilization of available O.R. suites and personnel.
- (3) Provide coverage for all O.R. suites and other anesthetic locations where hospital nursing personnel is also available.

(b) Perioperative Management

- (1) Reviews O.R. scheduling system and O.R. utilization statistics quarterly with Surgical Services Advisory Team (SSAT)
- (2) Assures that O.R. scheduling practices maximize utilization of O.R. suites and personnel.
- (3) Communicates changes in O.R. scheduling system to Perioperative Director and the SSAT.

(c) Surgery Coordinator

- (1) Communicates with anesthesia on-call physician concerning proposed changes in O.R. schedule.
- (2) Notifies anesthesia when changes are made to the O.R. schedule.
- (3) Assigns staff coverage to each O.R. suite, maximizing utilization of available suites and personnel.
- (4) Assures equipment availability for scheduled and urgent or emergency cases. Prints the physician's preference sheet to Sterile Processing Department (SPD) and informs SPD of changes to the master schedule.
- (5) Maintains up-to-date daily O.R. utilization information and is available to the O.R. to problem-solve scheduling requests.
- (6) Evaluates "Not Before" requests based on surgical needs.
- (7) Assigns add-on cases in order of receipt of requests in first empty rooms (See Paragraph (4) of this section).
- (8) If required, will notify the "call-team".
- (9) Accepts O.R. schedule request cards and inputs information into computer to generate O.R. schedule.
- (10) Provides for printing of accurate Physician's Preference Sheets.
- (11) Obtains anesthesia assignments prior to finalizing and printing the schedule for distribution.
- (12) Notifies the Perioperative Materials Management Coordinator if there is a request for special equipment or implants.