



MIAMI-DADE COUNTY FINAL OFFICIAL MINUTES Public Health Trust Nominating Council

Stephen P. Clark Government Center
Second Floor Conference Room
111 N.W. 1st Street
Miami, Florida 33128

March 26, 2014
As Advertised

Harvey Ruvlin, Clerk
Board of County Commissioners

Christopher Agrippa, Director
Clerk of the Board Division

Mary Smith-York, Commission Reporter
(305) 375-1598



CLERK'S SUMMARY AND OFFICIAL MINUTES
PUBLIC HEALTH TRUST NOMINATING COUNCIL
March 26, 2014

The Public Health Trust Nominating Council (Nominating Council) convened a meeting on March 26, 2014, at 2:00 p.m. in the Stephen P. Clark Government Center, 2nd Floor Conference Room, 111 N.W. 1st Street, Miami, Florida, 33128. The following Nominating Council members were present: Miami-Dade County Commissioner Audrey Edmonson, Mr. Mario Artecona, Ms. Mojdeh Khaghan, and Mr. Andy Madtes (Chairman Darryl Sharpton and Council members Mr. Joe Arriola, Mr. Michael Bileca, Mr. Marcos Lapciuc, and Representative Jeanette Nuñez were absent).

The following staff members were also present: Assistant County Attorneys Eugene Shy and Laura Llorente; Christina Crespi, Assistant to Deputy Mayor Alina Hudak; Marilyn Moss, Special Assistant to Chairman Sharpton; and Deputy Clerk Mary Smith-York.

I. Welcome and Introductions

Commissioner Edmonson called the meeting to order at 2:00 p.m. and noted due to the lack of a quorum, there would be no action taken today (3/26); however, discussions and presentations would take place. She advised that she was sponsoring legislation that would lower the quorum requirement to four (4) from the current five (5) members, which would be on the next meeting agenda.

Following Commissioner Edmonson's remarks, the members of the Nominating Council and staff introduced themselves and noted their affiliations.

II. Explanation of Nominating Process and Review of Existing Vacancies

III. Overview of Last Year's Process to Fill Vacancy and Action, if required

Assistant County Attorney Eugene Shy noted, last year, the Nominating Council initiated the process to fill the one vacancy on the Public Health Trust (PHT), including the timeline, application, and advertisement. He said that applications were received and a short list was created. Mr. Shy advised that a conflict of interest associated with one candidate existed. He explained that the process should have resulted in the Nominating Council submitting another name to replace that candidate, along with two additional names, for a total of three names to the County Commission for consideration. He noted due to quorum issues, the process was never concluded and the regular annual process was now in progress. Mr. Shy recommended that, in lieu of filling that one vacancy, the Nominating Council take action to cancel last year's process and roll that vacancy over to this year's process. He further stated that another vacancy would result this year when Ms. Irene Lipof's term expired and recommended that the two vacancies be combined for the Nominating Council to then take action on, including the timeline, application, and advertisement. Mr. Shy said hopefully at the end of this process this year, the Nominating Council would present to the County Commission two names to fill the vacancies and two additional names, for a total of four names.

In response to Commissioner Edmonson's concern with discarding the names from the existing, approved short list, Mr. Shy explained that the Nominating Council chose to terminate the

process last year. He stated that the Nominating Council could roll over last year's applications to this current year's process and only advertise the additional vacancies for this annual process. He reiterated that the Nominating Council must submit to the County Commission two names to fill last year's and this year's vacancies and two additional names, for a total of four names.

Ms. Mojdeh Khaghan suggested that the Nominating Council contact the three finalist candidates to find out if they were interested in resubmitting their applications for this new process.

With respect to Ms. Khaghan's question as to whether Mr. Lapciuc had officially withdrawn his letter of resignation from the Nominating Council, Mr. Shy confirmed that Mr. Marcos Lapciuc had officially rescinded his resignation. He added that the appointments by the Legislative Delegation and the PHT would be made in the 2014-15 Cycle and Mr. Lapciuc would be in the 2016 cycle.

Discussion ensued among Nominating Council members with respect to Ms. Lipof's term expiring at the end of May 2014 and her now being required to resubmit an application for membership approval as opposed to being the designee of the South Florida AFL-CIO.

IV. Review and Approve Proposed Timeline, Advertisement and Application

Assistant County Attorney Eugene Shy advised that a new timeline, advertisement and application to fill vacancies on the Public Health Trust (PHT) needed the approval of the Nominating Council. He noted the terms for members of the Board of Trustees expired on May 31st of the appropriate year and began on June 1st of the appropriate year. Mr. Shy indicated he believed that the Nominating Council's goal was to ensure that this process was completed by final action of the County Commission by May 2014 to avoid a gap between terms.

Referring to the 2014 Public Health Trust Nominating Council (Nominating Council) Timeline, page 4 in today's (3/26) agenda package, Ms. Mojdeh Khaghan stated that the proposed date of April 14, 2014 as the application submission deadline was reasonable and noted the advertisement needed to be issued.

Discussion ensued among Nominating Council members regarding the need to take action on this item and how quickly the legislation for resolving the quorum issues could be implemented.

Commissioner Edmonson advised that the approval process for ordinances consisted of a first reading by the Board of County Commissioners (BCC), followed by a public hearing and approval by the Health and Social Services Committee, and then a second reading by the BCC before final approval. She indicated that a request to waive the Board's Rules and place the ordinance on the next BCC meeting agenda could be made by the Committee Chair to somewhat expedite the process. She noted she agreed with Ms. Khaghan's concern that approval of the timeline needed to be expedited in order to move forward with the proposed advertisement dates.

Following discussion between Commissioner Edmonson and Assistant County Attorney Shy regarding the dates available to present the proposed ordinance, it was decided that the ordinance would be scheduled for first reading before the BCC on April 8, 2014; be waived to the next

Health and Social Services Committee on May 12, 2014; and then be waived to the BCC meeting on May 20, 2014.

Dr. Terry Murphy, President, Public Affairs Concepts, inquired whether the Nominating Council required an ordinance in order to approve a timeline to fill the vacancies on the PHT.

Commissioner Edmonson explained that the ordinance in question addressed this Nominating Council's difficulty in attaining a quorum at meetings by providing that the number of members needed for a quorum be reduced from five to four. She clarified that the approval of the timeline did not require an ordinance.

In an effort to expedite approval of the timeline, members agreed to schedule a Special Nominating Council meeting following the 10:00 a.m. PHT Board meeting at Jackson Memorial Hospital on Monday, March 31, 2014, at 11:30 a.m.

In response to Mr. Artecona's inquiry as to whether the Nominating Council currently had a vacancy, Assistant County Attorney Shy advised that there was no vacancy and read the following names into the record: Chairman Darryl Sharpton, Trustee Joe Arriola, Trustee and Representative Michael Bileca, Trustee Marcos Lapciuc, Trustee Mojdeh Khaghan, Commissioner Audrey Edmonson, Representative Eddie Gonzalez, Andy Madtes, and Mario Artecona.

V. Discussion Regarding JHS GOB Citizens' Advisory Committee

Assistant County Attorney Eugene Shy provided a brief overview of the Jackson Health System (JHS) General Obligation Bond (GOB) Citizens' Advisory Committee's relationship to the Nominating Council's role. He advised that the legislation, sponsored by Board of County Commissioners (BCC) Chairwoman Sosa, if approved, provided that the Public Health Trust Nominating Council would assist the County Commission in appointing five (5) of the nine (9) members to the advisory committee. Mr. Shy stated that the legislation also included language providing that this Nominating Council would submit one (1) name for each of those vacancies described and up to two (2) additional names for each of the categories listed.

Commissioner Edmonson noted this was a primary reason for her attempt at fast tracking the legislation she sponsored for decreasing the number of members needed to constitute a quorum, thus enabling this Nominating Council to function.

Ms. Mojdeh Khaghan noted she suggested to Mr. Migoya, Mr. Steigman, and other members of the PHT Board that a PHT Board member should serve as liaison to the proposed JHS GOB Citizens' Advisory Committee. She added that this PHT Liaison would not necessarily be a voting member and asked that this Nominating Council consider incorporating this into the Advisory Committee's membership.

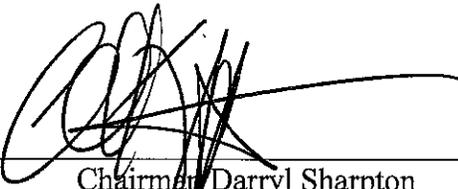
Commissioner Edmonson stated that she had no problem considering the inclusion of the PHT liaison as an ex-officio member.

Discussion ensued among Nominating Council members regarding the status of the proposed ordinance creating the JHS GOB Advisory Committee, which had been adopted on first reading before the BCC and was scheduled for public hearing before the Health and Social Services Committee on April 7, 2014 at 2:00 p.m.

Commissioner Edmonson stated that she would propose that the ordinance be amended to include a PHT Board member as an ex-officio member of the JHS GOB Advisory Committee. Additionally, she noted she might propose that a BCC member also be included as an ex-officio member to maintain an odd number of members.

ADJOURNMENT

There being no further business to come before the Public Health Trust Nominating Council, the meeting was adjourned at 2:25 p.m.

A handwritten signature in black ink, appearing to be 'Darryl Sharpton', written over a horizontal line.

Chairman Darryl Sharpton
Public Health Trust Nominating Council



Public Health Trust Nominating Council

March 26, 2014

Prepared by: Mary Smith-York

EXHIBITS LIST

NO.	DATE	ITEM #	DESCRIPTION
1	3/26/2014		PHTNC Meeting Agenda and Package
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PUBLIC HEALTH TRUST NOMINATING COUNCIL

AGENDA

March 26, 2013

2:00 p.m.

**Stephen P. Clark Center
2nd Floor Conference Room**

Welcome and Introductions

Chairman Darryl K. Sharpton
PHT Nominating Council

**Explanation of Nominating Process and
Review of Existing Vacancies**

Eugene Shy Jr.
County Attorney

**Overview of Last Year's Process
to fill Vacancy and Action, if required**

Chairman Darryl K. Sharpton
PHT Nominating Council

**Review and Approve Proposed Timeline,
Advertisement and Application**

Chairman Darryl K. Sharpton
PHT Nominating Council

**Discussion regarding JHS GOB
Citizens' Advisory Committee**

Chairman Darryl K. Sharpton
PHT Nominating Council

**Approval of Minutes from the 8-30-13 and
9-12-13 Nominating Council meetings**

Chairman Darryl K. Sharpton
PHT Nominating Council

Adjournment

Chairman Darryl K. Sharpton
PHT Nominating Council

Attachments:

Terms of current PHT members

Proposed Timeline

Commission Calendar and Deadlines

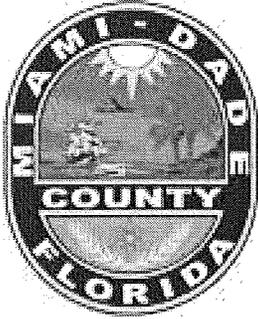
Proposed Advertisement

Proposed Application

Jackson Health System General Obligation Bond Citizens' Advisory Committee – Agenda Item

Chapter 25A

Minutes from August 30, 2013 and September 12, 2013



Clerk of the Board
COUNTY BOARDS AND APPOINTMENTS

Miami-Dade County, Florida



Printed On : 3/10/2014 4:38:48 PM

Printed By : ADMINISTRATOR: MOORE, SHANIA

PUBLIC HEALTH TRUST (RECONVENED)

AUTHORITY 25A, SECTION

DESCRIPTION TO PROVIDE THE FRAMEWORK FOR COUNTYWIDE HEALTHCARE SERVICES

COMPOSITION SEVEN (7) VOTING MEMBERS: 4 MEMBERS APPOINTED BY THE BOARD OF COUNTY COMMISSIONERS; 1 MEMBER APPOINTED BY THE MAYOR OF MIAMI-DADE COUNTY; 1 MEMBER DESIGNATED BY THE CHAIRPERSON OF THE MIAMI-DADE LEGISLATIVE DELGATION, TO BE FILED WITH THE CLERK AND SUBJECT TO RATIFICATION BY THE BCC; 1 MEMBER DESIGNATED BY THE PRESIDENT OF THE SOUTH FLORIDA AFL-CIO, TO BE FILED WITH THE CLERK; AND SUBJECT TO RATIFICATION BY THE BCC.

QUALIFICATION UNITED STATE CITIZENS, PERMANENT RESIDENTS AND DULY QUALIFIED ELECTORS OF MIAMI-DADE COUNTY WHO HAVE OF AN OUTSTANDING REPUTATIONS OF INTEGRITY, RESPONSIBILITY AND COMMITMENT TO SERVING THE COMMUNITY AND HAS EXPERIENCE IN HOSPITAL OPERATIONS, MANAGEMENT, FINANCE, BUSINESS OR OTHER EXPERIENCE RELEVANT TO THE RECOVERY BOARD'S DUTIES AND RESPONSIBILITIES. PERSONS WITHOUT CONFLICT OF INTERESTS, PERSONALLY OR AS STAKEHOLDERS, IN THE OUTCOME OF THEIR DECISIONS CONCERNING THE GOVERNING BODY OF THE BOARD.

APPOINTMENT PROCESS ALL NOMINEES/DESIGNATIONS OF THE BCC ARE SUBMITTED TO THE CLERK FOR PRESENTATION TO THE COUNTY COMMISSION FOR APPROVAL. APPOINTMENTS MADE BY ORGANIZATIONS ARE PRESENTED TO ALL COMMISSIONERS (VIA MEMO) FROM THE CLERK OF THE BOARD. IF NO OBJECTION OR DISCUSSION IS MADE BY THE COMMISSION AT THE NEXT AVAILBLE COMMISSION MEETING, THE APPOINTMENT IS DEEMED AS OFFICIAL. BOARD MEMBERS ARE REQUIRED TO COMPLY WITH STATE AND/OR COUNTY FINANCIAL DISCLOSURE REQUIREMENTS; AND FILE FINANCIAL FORMS BY JULY 1ST OF EACH YEAR WITH THE STATE OF FLORIDA COMMISSION ON ETHICS OR MIAMI-DADE COUNTY SUPERVISOR OF ELECTIONS RESPECTIVELY. BOARD MEMBERS SHALL ALSO DISCLOSE ANY GIFT, OR A SERIES OF GIFTS FROM ANYONE PERSON OR ENTITY, HAVING A VALUE IN ACCESS OF \$100 BY FILING THE REQUIRED GIFT DISCLOSURE FORM WITH THE CLERK OF THE BOARD.

MEMBER NAME	TERM	CATEGORY	APPOINTED/NOMINATED BY
JOSE (JOE) ARRIOLA	6/1/2013 TO 5/31/2017		BOARD OF COUNTY COMMISSIONERS

County Boards and Appointment System

MICHAEL BILECA 13195 SW 134 STREET 2ND FLOOR MIAMI, FL 33186	6/1/2013 TO 5/31/2015		ORGANIZATION- MIAMI- DADE LEGISLATIVE DELEGATION
MOJDEH L KHAGHAN	6/1/2013 TO 5/31/2015		MAYOR- CARLOS A. GIMENEZ
MARCOS JOSE LAPCIUC 15800 NW 18TH AVENUE MIAMI GARDENS, FL 33054	6/1/2013 TO 5/31/2016		BOARD OF COUNTY COMMISSIONERS
IRENE LIPOF	6/1/2013 TO 5/31/2014		ORGANIZATION- SOUTH FLORIDA AFL-CIO
DARRYL K. SHARPTON 1 SE 3RD AVENUE SUITE 2100 MIAMI, FL 33131	6/1/2013 TO 5/31/2016		BOARD OF COUNTY COMMISSIONERS

VACANCY	APPOINTED/NOMINATED BY	CATEGORY	MEMBER STATUS	VACANT SINCE
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VACANT	COMMISSION CHAIRPERSON- BOARD OF COUNTY COMMISSIONERS			
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2014 Public Health Trust Nominating Council Timeline

<p>March 26, 2014</p>	<p>Nominating Council convenes Review nominating process for 2014 vacancies Approve advertisement, timeline, and application Set next meeting dates</p>
<p>March 30 - April 13 *Two weeks</p>	<p>Advertisement runs in The Miami Herald, El Nuevo Herald, Miami Times, Haite en Marche, Diario de las Americas, Miami Daily Business Review, community periodicals and the County's website</p>
<p>April 14, 2014</p>	<p>Application submission deadline to the Clerk's Office (by 4pm)</p>
<p>May 1, 2014</p>	<p>Send Applications and E-mail summarized application matrix to Council members</p>
<p>Week of May 5, 2014</p>	<p>Nominating Council convenes Review summarized application matrix Select finalists for interview Review Questionnaire in prep for interviews Select dates for interviews</p> <p>Staff will notify finalists (via phone call and written letters from Chairman) Staff will request background screening for finalists from HR</p>
<p>Week of May 12, 2014</p>	<p>Nominating Council convenes Interview Finalists: Select slate of nominees for presentation to BCC Begin Draft Agenda Item</p>
<p>May 12, 2014 *Deadline is April 11, latest possible by April 18th <u><i>Therefore should bypass Committee and request waiver directly to BCC given tight timeline</i></u></p>	<p>Final nominees presented to the Health and Social Services Committee</p>
<p>June 3, 2014 *Prints May 27th</p>	<p>Final nominees presented to the BCC for approval</p>



2014 Calendar of the Miami-Dade County Board of County Commissioners

JANUARY

SUN	MON	TUE	WED	THUR	FRI	SAT
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FEBRUARY

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MARCH

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APRIL

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- 13 EDPc 12:00 NOON - HSSC 2:00 PM
- 14 FC 9:30 AM - LUDC 12:00 NOON
- 14 ICIC 2:00 PM/Cancelled
- 15 PSASC 9:30 AM - CRC 12:00 NOON
- 15 TAC 2:00 PM
- 16 REGULAR MEETING 9:30 AM
- 22 REGULAR BCC MTG. 9:30 AM
- 23 REG Carry-over 9:30 AM
- 23 CDMP / ZONING 9:30 AM
- 23 MPO 2:00 PM/Cancelled
- 29 REG Carry-over (from 1/23/14) 9:15 AM
- 29 SPECIAL MEETING 9:30 AM

- 4 REGULAR BCC MTG. 9:30 AM
- 6 REG Carry-over 9:30 AM (if needed)
- 10 CRC 9:30 AM - HSSC 2:00 PM
- 11 FC 9:30 AM - ICIC 2:00 PM
- 12 PSASC 9:30 AM - TAC 2:00 PM
- 13 LUDC 9:30 AM - EDPc 2:00 PM
- 19 REGULAR BCC MTG. 9:30 AM
- 20 REG Carry-over 9:30 AM (if needed)
- 20 ZONING 9:30 AM/Cancelled
- 20 MPO 2:00 PM
- 27 SPECIAL MEETING 9:30 AM

- 4 REGULAR BCC MTG. 9:30 AM
- 5 CDMP 9:30 AM
- 6 REG Carry-over 9:30 AM (if needed)
- 10 CRC 9:30 AM
- 11 FC 9:30 AM - ICIC 2:00 PM
- 12 PSASC 9:30 AM - TAC 2:00 PM
- 13 LUDC 9:30 AM - HSSC 12:00 NOON
- 13 EDPc 2:00 PM
- 18 REGULAR BCC MTG. 9:30 AM
- 20 REG Carry-over 9:30 AM (if needed)
- 20 ZONING 9:30 AM/Cancelled
- 20 MPO 2:00 PM

- 2 & 3 DADE DAYS IN TALLAHASSEE
- 7 CRC 9:30 AM - FC 12:00 NOON
- 7 HSSC 2:00 PM
- 8 REGULAR BCC MTG. 9:30 AM
- 9 PSASC 9:30 AM - ICIC 12:00 NOON
- 9 TAC 2:00 PM
- 10 LUDC 9:30 AM - EDPc 2:00 PM
- 23 FC 9:30 AM (Discuss FY 2014-15 Budget)
- 24 ZONING 9:30 AM
- 24 MPO 2:00 PM

MAY

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- 6 REGULAR BCC MTG. 9:30 AM
- 8 REG Carry-over 9:30 AM (if needed)
- 12 CRC 9:30 AM - HSSC 2:00 PM
- 13 FC 9:30 AM - ICIC 2:00 PM
- 14 PSASC 9:30 AM - TAC 2:00 PM
- 15 LUDC 9:30 AM - EDPc 2:00 PM
- 20 REGULAR BCC MTG. 9:30 AM
- 21 CDMP 9:30 AM
- 22 REG Carry-over 9:30 AM (if needed)
- 22 ZONING 9:30 AM
- 22 MPO 2:00 PM
- 28 FC 9:30 AM (Discuss FY 2014-15 Budget)

JUNE

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- 3 REGULAR BCC MTG. 9:30 AM
- 5 REG Carry-over 9:30 AM (if needed)
- 9 CRC 9:30 AM - HSSC 2:00 PM
- 10 FC 9:30 AM - ICIC 2:00 PM
- 11 PSASC 9:30 AM - TAC 2:00 PM
- 12 LUDC 9:30 AM - EDPc 2:00 PM
- 17 REGULAR BCC MTG. 9:30 AM
- 19 REG Carry-over 9:30 AM (if needed)
- 19 ZONING 9:30 AM
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- 25 FC 9:30 AM (Discuss FY 2014-15 Budget)

JULY

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- 1 REGULAR BCC MTG. 9:30 AM
- 2 REG Carry-over 9:30 AM (if needed)
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- 8 FC 9:30 AM - ICIC 2:00 PM
- 9 PSASC 9:30 AM - TAC 2:00 PM
- 10 LUDC 9:30 AM - EDPc 2:00 PM
- 15 REGULAR BCC MTG. 9:30 AM
- 15 CMTE. OF THE WHOLE/PUBLIC HEARING 9:30 AM
- 17 REG Carry-over 9:30 AM (if needed)
- 17 ZONING 9:30 AM
- 17 MPO 2:00 PM
- 29 REG 9:30 AM (Millage Rates/ Needed)

AUGUST

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- 25 CRC 9:30 AM - HSSC 2:00 PM
 - 27 1st BUDGET/CMTE OF THE WHOLE 9:30 AM
 - 27 PSASC 9:30 AM - TAC 2:00 PM
 - 28 LUDC 9:30 AM - EDPc 2:00 PM
 - 29 FC 9:30 AM - ICIC 2:00 PM
- Com. Mtgs. Include budget issues per Ord. 12-46 (adopted on 7/31/12)
- (SEE REVERSE SIDE FOR LISTING OF SUNSHINE MTGS)
ZONING, CDMP & MPO
COMMITTEES/SUBCOMMITTEES (SEE REVERSE SIDE)
HOLIDAYS (SEE REVERSE SIDE)
BCC RECESS / SUMMER BREAK

SEPTEMBER

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- 3 REGULAR BCC MTG. 9:30 AM
- 4 REG Carry-over 9:30 AM (if needed)
- 4 FIRST BUDGET HEARING 5:01 PM
- 11 2nd BUDGET/CMTE OF THE WHOLE 9:30 AM/14
- 11 ZONING 9:30 AM
- 11 MPO 2:00 PM
- 16 REGULAR BCC MTG. 9:30 AM
- 18 REG Carry-over 9:30 AM (if needed)
- 18 SECOND BUDGET HEARING 5:01 PM

OCTOBER

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- 1 CDMP 9:30 AM
- 7 REGULAR BCC MTG. 9:30 AM
- 9 REG Carry-over 9:30 AM (if needed)
- 14 FC 9:30 AM - CRC 12:00 NOON
- 14 ICIC 2:00 PM
- 15 PSASC 9:30 AM - HSSC 12:00 NOON
- 15 TAC 2:00 PM
- 16 LUDC 9:30 AM - EDPc 2:00 PM
- 21 REGULAR BCC MTG. 9:30 AM
- 23 REG Carry-over 9:30 AM (if needed)
- 23 ZONING 9:30 AM
- 23 MPO 2:00 PM

NOVEMBER

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- 5 REGULAR BCC MTG. 9:30 AM
- 6 REG Carry-over 9:30 AM (if needed)
- 10 CRC 9:30 AM - FC 12:00 NOON
- 10 HSSC 2:00 PM
- 12 PSASC 9:30 AM - ICIC 12:00 NOON
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- 13 LUDC 9:30 AM - EDPc 2:00 PM
- 18 REGULAR BCC MTG. 9:30 AM
- 19 CDMP 9:30 AM
- 20 REG Carry-over 9:30 AM (if needed)
- 20 ZONING 9:30 AM
- 20 MPO 2:00 PM

DECEMBER

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- 2 REGULAR BCC MTG. 9:30 AM
- 4 REG Carry-over 9:30 AM (if needed)
- 8 CRC 9:30 AM - HSSC 2:00 PM
- 9 FC 9:30 AM - ICIC 2:00 PM
- 10 PSASC 9:30 AM - TAC 2:00 PM
- 11 LUDC 9:30 AM - EDPc 2:00 PM
- 16 REGULAR BCC MTG. 9:30 AM
- 18 REG Carry-over 9:30 AM (if needed)
- 18 ZONING 9:30 AM
- 18 MPO 2:00 PM

2014 Calendar of the Miami-Dade County Board of County Commissioners

COMMISSION COMMITTEES AND SUBCOMMITTEES

Monday 9:30 AM - Cultural Affairs & Recreation Committee (CARC)
 Monday 2:00 PM - Health & Social Services Committee (HSSC)
 Tuesday 9:30 AM - Finance Committee (FC)
 Tuesday 2:00 PM - Infrastructure & Capital Improvements Committee (ICIC)
 Wednesday 9:30 AM - Public Safety & Animal Services Committee (PSASC)
 Wednesday 2:00 PM - Transportation & Aviation Committee (TAC)
 Thursday 9:30 AM - Land Use & Development Committee (LUDC)
 Thursday 2:00 PM - Economic Development & PortMiami Committee (EDPC)

SUNSHINE MEETINGS

Jan 8th	Miami-Dade County Military Affairs Board Meeting	6:00 PM
Jan 7th	Mayor's Blue Ribbon Taskforce for the Miami-Dade Public Library's System Meeting	9:30-11:30 AM
Jan 27th	Barnello-Suarez Rec. Major League Soccer Stadium Venue	2:00 PM
Jan 28th	Metropolitan Planning Organization (MPO) Retreat for MPO Board Members	10:00 AM
Jan 28th	MPO Beach Corridor Transit Connection Study Policy Exec. Com. Mtg.	2:00 PM
Feb 10th	Diaz-Suarez to discuss safety measures for cyclists and pedestrians in Miami-Dade County/Cancelled	8:45 AM
Feb 11th	Sea Level Rise Task Force Meeting	10:00 AM
Feb 11th	Soes-2-apetal, legislation regarding Comm's Rules of Procedure-Issues pertaining to Comm. Districts	12:30 PM
Feb 13th	Edmonson-Diaz Rec Impact Fees (firmly scheduled after LUDC meeting) or	12:00 Noon
Feb 20th	Jordan-Edmonson to discuss Theatre Production in District 3	12:30 PM
Feb 21st	Mayor's Blue Ribbon Taskforce/Miami-Dade Public Library System Meeting/ Rescheduled from 2/5	9:30AM-2:30PM
Feb 26th	2014 State of the County Address	10:00 AM
Feb 27th	Hon. Ruvim-Jim Murley-Alchhole Heby to discuss future Sea Level Rise Task Force Meetings and Report	3:00 PM
Mar 5th	Miami-Dade County Military Affairs Board Meeting	6:00 PM
Mar 7th	Sea Level Rise Task Force Meeting	10:00 AM
Mar 11th	Bovo-Monestime to discuss Amelia Earhart Park	12:00-12:30 PM
Mar 12th-13th	Honorable Chairwoman Rebecca Soes attending Sunshine Meetings in Tallahassee, Florida	3:00 PM
Mar 14th	Lottery Presentation for the 2014 Miami Marlins Baseball Season Complimentary Tickets	10:00-11:30 AM
Mar 17th	Mayor's Business Roundtable Meeting	3:00 PM
Mar 17th	MPO/Soc/self/Fern/San Roman/Rodriguez/MDX issues/MPO So. Fl. Mtg. Freight/Logistics	9:30-11:30 AM
Mar 19th	Mayor's Blue Ribbon Taskforce for the Miami-Dade Public Library System Meeting	3:00 PM
Mar 19th	Sea Level Rise Task Force Meeting	1:00 PM
Mar 27th	MPO-Monestime-Tondreau-Ferre-staff: Proposed project to extend Gratigny Parkway to I-95	2:00 PM
Apr 3rd	Mayor's Dinner for the Great Parks Summit	6:00 PM
Apr 4th	2014 Great Parks Summit	8:00AM-2:00 PM
Apr 10th	MPO-Levine-Fern-Monles-Rodriguez to discuss MDX-related issues	4:00 PM
Apr 14th	Crandon Park Amend Com. Mtg. to discuss proposed amendments to the Crandon Park Master Plan	2:30-5:30 PM

LEGISLATIVE SESSION / BREAK RECESS

March 4 - May 2, 2014
 March 24 - March 28, 2014
 April 2 - April 3, 2014
 July 21 - August 22, 2014

Legislative Session
 Spring Break
 Date Days in Tallahassee
 BCC Recess

2014 HOLIDAYS

Wed. January 1	New Year's Day (Observed)*
Mon. January 20	MLK's Birthday (Observed)*
Mon. February 17	President's Day (Observed)*
Mon. April 14	Passover @ Sundown
Tues. April 15	Passover
Thurs. April 17	Holy Thursday
Fri. April 18	Good Friday
Sun. April 20	Easter Sunday
Tues. April 22	Passover Ends
Mon. May 26	Memorial Day (Observed)*
Fri. July 4	Independence Day (Observed)*
Mon. September 1	Labor Day (Observed)*
Wed. September 24	Rosh Hashana @ Sundown
Thurs. September 25	Rosh Hashana Day 1
Fri. September 26	Rosh Hashana Day 2
Fri. October 3	Yom Kippur @ Sundown
Sat. October 4	Yom Kippur
Mon. October 13	Colombus Day (Observed)*
Tues. November 11	Veterans Day (Observed)*
Thur. November 27	Thanksgiving (Observed)*
Fri. November 28	Day After Thanksgiving (Observed)*
Tues. December 16	Chanukah begins @ Sundown
Wed. December 17	Chanukah Day 1
Thurs. December 25	Christmas Day (Observed)*

STATE AND MUNICIPAL ELECTION DATES

Tuesday, January 28	Tuesday, November 18
Tuesday, February 11	Tuesday, November 25
Tuesday, February 18	Tuesday, December 2
Friday, February 21	
Tuesday, March 4	
Tuesday, March 18	
Tuesday, April 1	
Tuesday, April 8	
Thursday, May 1	
Tuesday, August 26	
Tuesday, November 4	

2014 DEADLINES TO SUBMIT AGENDA ITEMS FOR COMMITTEE MEETINGS

Committee Cycle (CRC, EDP, FC, HSSC, ICIC, LUDC, PSASC & TAC)	Department's Deadlines to Submit Items to DMs (12pm)	Deadline to Submit Items to Policy & Legislative Affairs (12pm)	DMs Deadlines to Submit Items to Agenda Office (12pm)
January Committee Cycle	Friday, December 13, 2013	Friday, December 20, 2013	Friday, December 27, 2013
February Committee Cycle	Thursday, January 9, 2014	Thursday, January 16, 2014	Friday, January 24, 2014
March Committee Cycle	Thursday, February 6, 2014	Thursday, February 13, 2014	Friday, February 21, 2014
April Committee Cycle	Friday, March 7, 2014	Friday, March 14, 2014	Friday, March 21, 2014
May Committee Cycle	Friday, April 11, 2014	Friday, April 18, 2014	Friday, April 25, 2014

2014 DEADLINES TO SUBMIT AGENDA ITEMS FOR COMMITTEE MEETINGS

Committee Cycle (CRC, EDDPC, FC, HSSC, ICIC, LUDC, PSASC & TAC)	Department's Deadlines to Submit Items to DMs (12pm)	Deadline to Submit Items to Policy & Legislative Affairs (12pm)	DMs Deadlines to Submit Items to Agenda Office (12pm)
June Committee Cycle	Thursday, May 8, 2014	Thursday, May 15, 2014	Thursday, May 22, 2014
July Committee Cycle	Friday, June 6, 2014	Friday, June 13, 2014	Friday, June 20, 2014
August Committee Cycle	Friday, July 25, 2014	Friday, August 1, 2014	Friday, August 8, 2014
October Committee Cycle	Friday, September 12, 2014	Friday, September 19, 2014	Friday, September 26, 2014
November Committee Cycle	Friday, October 10, 2014	Friday, October 17, 2014	Friday, October 24, 2014
December Committee Cycle	Thursday, November 6, 2014	Friday, November 14, 2014	Friday, November 21, 2014

2014 DEADLINES FOR BCC ITEMS NOT REQUIRING COMMITTEE REVIEW

BCC Meeting Dates	Dept's Deadline to Submit Items To DMs (12pm)	DMS Deadline to Submit Items to Policy & Legislation (12pm)	DMI Deadline to Submit Items to Agenda Office (12pm)	BCC Draft to Chairwoman (12pm)	BCC Print Date	Aide's Briefing Date (22 nd Floor Conf. Room @9:30am)
Wednesday 1/22/14	Fri. 12/20/13	Fri. 12/27/13	Fri. 1/3/14	Fri. 1/10/14	Tues. 1/14/14	Fri. 1/17/14
Tuesday 2/4/14	Tues. 1/7/14	Mon. 1/13/14	Fri. 1/17/14	Fri. 1/24/14	Tues. 1/28/14	Fri. 1/31/14
Wednesday 2/19/14	Tues. 1/21/14	Mon. 1/27/14	Fri.1/31/14	Fri. 2/7/14	Tues. 2/11/14	Fri. 2/14/14
Tuesday 3/4/14	Tues. 2/4/14	Mon. 2/10/14	Fri. 2/14/14	Fri. 2/21/14	Tues. 2/25/14	Fri. 2/28/14
Tuesday 3/18/14	Tues. 2/18/14	Mon. 2/24/14	Fri. 2/28/14	Fri. 3/07/14	Tues. 3/11/14	Fri. 3/14/14
Tuesday 4/8/14	Tues. 3/11/14	Mon. 3/17/14	Fri. 3/21/14	Fri. 3/28/14	Tues. 4/1/14	Fri. 4/4/14
Tuesday 5/6/14	Tues. 4/8/14	Mon. 4/14/14	Fri. 4/18/14	Fri. 4/25/14	Tues. 4/29/14	Fri. 5/2/14
Tuesday 5/20/14	Tues. 4/22/14	Mon. 4/28/14	Fri. 5/2/14	Fri. 5/09/14	Tues. 5/13/14	Fri. 5/16/14
Tuesday 6/3/14	Mon. 5/5/14	Fri. 5/09/14	Thurs. 5/15/14	Thurs. 5/22/14	Tues. 5/27/14	Fri. 5/30/14

BCC Meeting Dates	Dept's Deadline to Submit Items To DMs (12pm)	DMs Deadline to Submit Items to Policy & Legislation (12pm)	DM Deadline to Submit Items to Agenda Office (12pm)	BCC Draft to Chairman (12pm)	BCC Print Date	Aide's Briefing Date (22 nd Floor Conf. Room @9:30am)
Tuesday 6/17/14	Mon. 5/19/14	Fri. 5/23/14	Fri. 5/30/14	Fri. 6/6/14	Tues. 6/10/14	Fri. 6/13/14
Tuesday 7/1/14	Tues. 6/3/14	Mon. 6/09/14	Fri. 6/13/14	Fri. 6/20/14	Tues. 6/24/14	Fri. 6/27/14
Tuesday 7/15/14	Mon. 6/16/14	Fri. 6/20/14	Thurs. 6/26/14	Thurs. 7/3/14	Tues. 7/8/14	Fri. 7/11/14
Tuesday 7/29/14	Millage Rates/If Needed					
Wednesday 9/3/14	Tues. 8/5/14	Mon. 8/11/14	Fri. 8/15/14	Fri. 8/22/14	Tues. 8/26/14	Tues. 9/2/14
Tuesday 9/16/14	Tues. 8/19/14	Mon. 8/25/14	Fri. 8/29/14	Fri. 9/5/14	Tues. 9/09/14	Fri. 9/12/14
Tuesday 10/7/14	Tues. 9/9/14	Mon. 9/15/14	Fri. 9/19/14	Fri. 9/26/14	Tues. 9/30/14	Fri. 10/3/14
Tuesday 10/21/14	Mon. 9/22/14	Fri. 9/26/14	Thurs. 10/2/14	Thurs. 10/09/14	Tues. 10/14/14	Fri. 10/17/14
Wednesday 11/5/14	Mon. 10/6/14	Fri. 10/10/14	Fri. 10/17/14	Fri. 10/24/14	Wednesday 10/29/14	Mon. 11/3/14
Tuesday 11/18/14	Mon. 10/20/14	Fri. 10/24/14	Thurs. 10/30/14	Thurs. 11/6/14	Monday 11/10/14	Fri. 11/14/14
Tuesday 12/2/14	Thurs. 10/30/14	Wed. 11/5/14	Wed. 11/12/14	Wed. 11/19/14	Fri. 11/21/14	Mon. 12/1/14
Tuesday 12/16/14	Thurs. 11/13/14	Wed. 11/19/14	Tues. 11/25/14	Fri. 12/5/14	Tues. 12/09/14	Fri. 12/12/14

**Proposed Advertisement
Public Health Trust
2014**

OPENING FOR THE BOARD OF TRUSTEES OF THE PUBLIC HEALTH TRUST

Applications are now being accepted for the Board of Trustees of the Public Health Trust of Miami-Dade County, the governing authority for Jackson Health System. There are two vacancies for the 2014 appointment process. The Trustees will serve without compensation for . The PHT Nominating Council will contact selected applicants for interviews and a background check. The Miami-Dade Board of County Commissioners, upon recommendation of the Nominating Council, will make the appointment to the Board of Trustees.

Application forms may be obtained from the County Executive Office, 111 NW 1st Street, Suite 2910, or online at www.miamidade.gov. All applications must be submitted with a current resume or curriculum vitae and must be received by Christopher Agrippa, Division Chief, Clerk of the Board, at 111 NW 1st Street, Suite 17-202, Miami, Florida 33128 no later than _____ **by 4:00pm**. Emails or facsimiles of the application will be accepted and can be sent to clerkbcc@miamidade.gov or faxed to 305-375-2484. It is the responsibility of the applicant to ensure electronic receipt of the application by calling the Clerk of the Board at 305-375-1652. For additional information regarding the application process, please call 305-375-5311.

**2013 APPLICATION FOR NOMINATION TO SERVE ON THE BOARD OF TRUSTEES
OF THE PUBLIC HEALTH TRUST OF MIAMI-DADE COUNTY**

Mission

To build the health of the community by providing a single, high standard of quality care
for the residents of Miami-Dade County

Vision

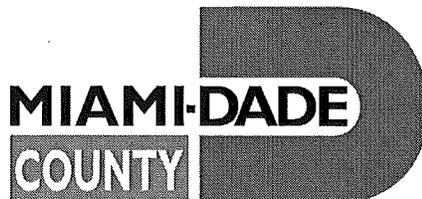
Our strategic vision is to be a nationally and internationally recognized,
world-class academic medical system and to be the provider of choice for quality care.

Chapter 25A of the Miami-Dade County Code states that the governing body of the Trust shall consist of 7 voting members, none of whom shall be employees of the Trust. Board members are appointed to the Trust during the annual appointment process or through a special convening of the Nominating Council. The membership of the Board of Trustees should be representative of the community at large and should reflect the racial, gender, ethnic and disabled make-up of the community. Candidates will be screened for any potential conflict of interest with the responsibilities of a Board member.

Completed applications and resumes can be mailed or hand delivered to the address below **by _____ at 4:00 p.m.** Emails or facsimiles of the application and resume will be accepted and can be sent to clerkbcc@miamidade.gov or faxed to 305-375-2484. It is the responsibility of the applicant to ensure electronic receipt of the application and resume by calling the Clerk of the Board at 305-375-1652.

**Clerk of the Board of County Commissioners
ATTENTION: Christopher Agrippa, Division Chief, Clerk of the Board
111 NW 1st Street, Suite 17-202
Miami, Florida 33128
(305)375-1652**

**ATTENTION APPLICANTS: BACKGROUND CHECKS WILL BE PERFORMED ON
ALL APPLICANTS SELECTED FOR AN INTERVIEW. IF SELECTED, TRUSTEES
WILL BE REQUIRED TO SUBMIT FINANCIAL DISCLOSURE FORMS.**



**Candidate for Nomination to Serve on the Board of Trustees
Public Health Trust of Miami-Dade County
Jackson Health System**

Previous Employment and Professional Background:

Business Name	Position	Years

EXPERIENCE AND/OR QUALIFICATIONS:

Describe how your past experience and/or qualifications would benefit the Public Health Trust:

ORGANIZATIONS AND ACTIVITIES:

List community, civic, professional and other organizations of which you are a member:

Organization

Position Held

<hr/>	<hr/>
<hr/>	<hr/>
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List any Public Office held (Elected or Appointed):

Office

Date

<hr/>	<hr/>
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Affiliations with hospitals, nursing homes or other health related institutions:

Activities reflecting community interest:

List all potential conflicts of interest, including potential conflicts arising from your relationships or the relationships of any of your family members in the healthcare industry:

References - Persons acquainted with candidate's activities/experience:

Name	Title	Telephone
<hr/>	<hr/>	<hr/>
<hr/>	<hr/>	<hr/>
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Please describe the goals and objectives you will seek to accomplish if you are selected as a Trustee:

I, (candidate's name) _____,
Citizen of the United States, a duly qualified elector of Miami-Dade County, and not
affiliated with the Public Health Trust of Miami-Dade County or its subordinate agencies
or institutions, would, if appointed, be willing and able to discharge the responsibilities
and functions of Trustee. I declare that, if selected while currently serving on another
official County board, I will resign from my other County responsibilities.

Date

Candidate's Signature

Nominated by (if not self):

Name

Telephone

City

State

Zip Code

MEMORANDUM

Agenda Item No. 4(A)

TO: Honorable Chairwoman Rebeca Sosa
and Members, Board of County Commissioners

DATE: February 19, 2014

FROM: R. A. Cuevas, Jr.
County Attorney

SUBJECT: Ordinance creating Jackson
Health System General
Obligation Bond Citizens'
Advisory Committee for
Purpose of advising the
County Commission, Public
Health Trust and Mayor
regarding Jackson Health
System's General Obligation
Bond Program

The accompanying ordinance was prepared and placed on the agenda at the request of Prime Sponsor Commissioner Audrey M. Edmonson.


R. A. Cuevas, Jr.
County Attorney

RAC/cp



MEMORANDUM

(Revised)

TO: Honorable Chairwoman Rebeca Sosa
and Members, Board of County Commissioners

DATE: February 19, 2014

FROM: 
R. A. Cuevas, Jr.
County Attorney

SUBJECT: Agenda Item No. 4(A)

Please note any items checked.

- "3-Day Rule" for committees applicable if raised
- 6 weeks required between first reading and public hearing
- 4 weeks notification to municipal officials required prior to public hearing
- Decreases revenues or increases expenditures without balancing budget
- Budget required
- Statement of fiscal impact required
- Ordinance creating a new board requires detailed County Mayor's report for public hearing
- No committee review
- Applicable legislation requires more than a majority vote (i.e., 2/3's ____, 3/5's ____, unanimous ____) to approve
- Current information regarding funding source, index code and available balance, and available capacity (if debt is contemplated) required

Approved _____ Mayor
Veto _____
Override _____

Agenda Item No. 4(A)
2-19-14

ORDINANCE NO. _____

ORDINANCE CREATING JACKSON HEALTH SYSTEM GENERAL OBLIGATION BOND CITIZENS' ADVISORY COMMITTEE FOR PURPOSE OF ADVISING THE COUNTY COMMISSION, PUBLIC HEALTH TRUST, AND MAYOR REGARDING JACKSON HEALTH SYSTEM'S GENERAL OBLIGATION BOND PROGRAM; PROVIDING FOR PURPOSE, POWERS AND DUTIES, COMPOSITION AND ORGANIZATION OF BOARD, AND STAFF AND COUNSEL TO SUPPORT BOARD; PROVIDING FOR QUALIFICATIONS AND APPOINTMENT OF BOARD MEMBERS; PROVIDING SEVERABILITY, INCLUSION IN THE CODE, AND AN EFFECTIVE DATE

BE IT ORDAINED BY THE BOARD OF COUNTY COMMISSIONERS OF MIAMI-DADE COUNTY, FLORIDA:

Section 1. To support the Jackson Health System's General Obligation Bond Program as approved by the electorate on November 5, 2013, Chapter 2, Article CXLIV of the Code of Miami-Dade County, Florida, is hereby created to read as follows:

Sec. 2-2129. Creation of Jackson Health System General Obligation Bond Citizens' Advisory Committee.

There is hereby created and established pursuant to the Home Rule Amendment and Charter of Miami-Dade County, as amended, an advisory board of Miami-Dade County to be known as the Jackson Health System General Obligation Bond Citizens' Advisory Committee (hereinafter the "Advisory Committee"). The Advisory Committee is established solely for the purpose of advising the Board of County Commissioners ("County Commission"), the Public Health Trust, and the County Mayor ("Mayor") regarding Jackson Health System's general obligation bond program (the "Bond Program"). The Advisory Committee may exercise only those duties specifically granted in this article or necessary in the exercise of the duties enumerated in this article.

Sec. 2-2130. Powers and Duties of Advisory Committee.

The Advisory Committee shall have the following powers, duties, responsibilities and functions:

- (a) To review and monitor performance and program achievements related to the Bond Program; and
- (b) To periodically advise the County Commission, the Public Health Trust and the Mayor, and assist in informing the community, of the Bond Program's accomplishments regarding completion of Jackson Health System capital projects funded in whole or in part by the Bond Program; and
- (c) To review recommendations of the Public Health Trust on the use of any Bond Program funds to fund Jackson Health System capital projects, including those set forth in informational pamphlets and media releases distributed by the County and/or the Public Health Trust to the public prior to said November 5, 2013 election; and
- (d) To participate, along with Public Health Trust staff, in citizen outreach efforts relating to the development of Jackson Health System capital projects funded in whole or in part with Bond Program funds; and
- (e) To assist in the preparation of quarterly reports to the County Commission and Mayor describing the progress of the Bond Program and to periodically provide advice, by either written resolution or oral presentation, as may be requested by the County Commission, the Public Health Trust or the Mayor in accordance with the terms of this section; and
- (f) To appoint an Advisory Committee member to participate in monthly meetings of the Public Health Trust governing board committee with jurisdiction over facilities and construction; and
- (g) To promulgate rules consistent with this article for the conduct of its meetings and the discharge of its responsibilities; provided, however, the Advisory Committee shall not create or establish any subcommittees to address the work of the Advisory Committee; and

- (h) To comply with the laws and regulations of the United States, the State of Florida, and Miami-Dade County, including, but not limited to, the laws relating to the keeping of records including the preservation of all audit rights.

Sect. 2-2131. Governing Committee.

- (a) ***Composition and appointment.*** The Advisory Committee shall consist of nine (9) voting members appointed as follows:

- (1) Five (5) members shall be appointed by resolution of the County Commission after having been selected by the County Commission from persons nominated by the Public Health Trust Nominating Council, as established and described in Section 25A-3(d) of the County Code. The Nominating Council shall submit to the County Commission a list of nominees containing a total number of names which is equal to one (1) nominee for each County Commission selected vacancy on the Advisory Committee plus, in the discretion of the Nominating Council, up to two (2) additional nominees for each County Commission selected vacancy. Each nominee for a particular vacancy shall have the profession or professional experience required for that vacancy by subsection (a)(2) hereof. The County Commission shall select and appoint its five (5) Advisory Committee members from the list of nominees who meet the qualifications in the succeeding paragraph (b) submitted by the Nominating Council. The Nominating Council shall select each nominee by individual majority vote. In the event of a tie vote, the candidate shall not be designated as a nominee.

- (2) Each Advisory Committee member shall have an outstanding reputation for professional ability with substantial professional accomplishment and shall hold a senior or prominent position in his/her field. The Advisory Committee shall include at least: one (1) member with experience in the medical or health care field; one (1) member shall be a professional engineer; one (1) member shall be a Florida certified public accountant; one (1) member shall be

a Florida Bar admitted attorney; one (1) member with experience in real estate development; one (1) member with experience in finance; one (1) member with managerial experience; one (1) member with experience in the emergency medical services field; and one (1) member shall be a professional architect.

- (3) The County Commission may ratify appointment of the remaining four (4) Advisory Committee members as follows: the member of the Advisory Committee experienced in finance shall be designated by the President of the Miami-Dade County League of Cities in writing, and a copy thereof shall be filed with the Clerk of the County Commission; the member of the Advisory Committee with managerial experience shall be designated by the Mayor in writing, and a copy thereof shall be filed with the Clerk of the County Commission; the Florida Bar admitted attorney member of the Advisory Committee shall be designated by the Chairperson of the Miami-Dade Legislative Delegation in writing, and a copy thereof shall be filed with the Clerk of the County Commission; and the member of the Advisory Committee with experience in the medical or health care field shall be designated by a representative of the Jackson Health System labor unions in writing, and a copy thereof shall be filed with the Clerk of the County Commission.
 - (4) When making a selection, the County Commission shall consider that the Advisory Committee as a whole should generally reflect the geographic, gender, racial, ethnic or cultural make-up of the community.
- (b) **Qualifications.** Each member of the Advisory Committee shall (i) be a United States citizen, a permanent resident and duly qualified elector of Miami-Dade County, (ii) have an outstanding reputation for civic pride, integrity, responsibility and community service, (iii) comply with the requirements of Chapter 2-11-38 of the Code of Miami-Dade County; and (iv) have no financial interest, direct or indirect, in any of the capital projects that are to be funded by the Bond Program. The following persons shall

not serve as members of the Advisory Committee: elected officials; persons whose livelihood or their immediate family member's livelihood depends on the area administered or dealt with by the Advisory Committee; or County officers. Immediate family means and shall have the definition set forth in the Miami-Dade County Conflict of Interest and Code of Ethics Ordinance (the "Conflict of Interest Ordinance"), Section 2-11.1 of the Code of Miami-Dade County, Florida. Before taking any official action, each voting member shall take the prescribed oath of office.

- (c) **Term.** Three (3) of the County Commission appointments to the Advisory Committee shall be for an initial term which begins on the day of appointment and expires three (3) years from such appointment date. Two (2) of the County Commission appointments to the Advisory Committee shall be for an initial term which begins on the day of appointment and expires one (1) year from such appointment date. The designees of the President of the Miami-Dade County League of Cities, the Mayor, the Chairperson of the Miami-Dade Legislative Delegation and the representative of the Jackson Health System labor unions shall be for initial terms which begin on the day of appointment and expire two (2) years from such appointment date, provided further that such terms shall each be coterminous with that of the designating official as set forth in (ii) below. The term of any Advisory Committee member appointed or re-appointed pursuant to this article after the initial terms shall be for a term of three (3) years each. The foregoing notwithstanding, (i) the term of any Advisory Committee member appointed or re-appointed pursuant to this article shall be subject to automatic expiration as provided in Section 2-11.38.2 of this Code and (ii) the term of any Advisory Committee member designated by the President of the Miami-Dade County League of Cities, the Mayor, the Chairperson of the Miami-Dade Legislative Delegation, or the representative of the Jackson Health System labor unions shall expire when the designating official's term of office expires or the designating official leaves office and until the successor official replaces the designee. Each Advisory Committee member shall be permitted to serve no more than two (2) consecutive and complete terms of three (3) years each, and, in no event, more than the maximum number of years provided in Section 2-11.38.2 of this Code.

- (d) ***Vacancies.*** The President of the Miami-Dade County League of Cities, the Mayor, the Chairperson of the Miami-Dade Legislative Delegation, and the representative of the Jackson Health System labor unions shall designate a new representative qualified pursuant to paragraph (b) to serve on the Advisory Committee within sixty (60) days of taking office and shall fill vacancies by designating a new representative qualified pursuant to paragraph (b) within sixty (60) days after an appointee resigns or is removed. In the event of a vacancy during the term of a County Commission designated member of the Advisory Committee, the Advisory Committee shall notify the County Commission of the vacancy and shall request that a special meeting of the Public Health Trust Nominating Council be convened within ninety (90) days of the vacancy notification in order to designate at least two nominees qualified pursuant to paragraph (b). The County Commission shall fill the Advisory Committee vacancy by designating a new representative from the nominees presented by the Nominating Council within one hundred eighty (180) days after the special meeting of the Nominating Council.
- (e) ***Unexcused Absences.*** Any Advisory Committee member shall be automatically removed if, in a given calendar year, he/she (i) incurs two (2) unexcused absences from Advisory Committee meetings; or (ii) is absent from three (3) consecutive Advisory Committee meetings; or (iii) is absent from more than fifty percent (50%) of all the Advisory Committee meetings. A member shall be deemed absent when he/she is not present at the meeting for at least seventy-five percent (75%) of its duration.
- (f) ***Applicability of Conflict of Interest and Code of Ethics Ordinance.*** The Conflict of Interest Ordinance shall be applicable to the members of the Advisory Committee. Moreover, neither members of the Advisory Committee nor their employers nor corporations in which they hold an ownership stake may obtain, seek or bid on projects at Public Health Trust Designated Facilities, whether funded by the Bond Program or other sources, during the Advisory Committee member's term on the Advisory Committee or for two (2) years after said individual leaves Advisory Committee membership. Members of the Advisory Committee may not lobby members of the Public Health

Trust Board of Trustees or Jackson Health System employees during service on the Advisory Committee. It is declared to be the intent of the County Commission, as expressed in this subsection, to provide that the Conflict of Interest Ordinance shall not operate to preclude individuals from serving as Advisory Committee members on the basis of interests relating to Miami-Dade County when such interests do not conflict with the matters administered or dealt with by the Advisory Committee or the Public Health Trust.

- (g) **Organization and Procedure.** The Advisory Committee shall elect one (1) of its members as chairperson and one (1) of its members as vice-chairperson and both shall serve as officers for a term of two (2) years. The members shall also elect such other officers as the members may determine to be necessary and such officers shall also serve a term of two (2) years. The Advisory Committee shall hold regular meetings no less than four (4) times per calendar year and such other meetings as it deems necessary. A majority of the appointed members of the Advisory Committee shall constitute a quorum. All meetings of the Advisory Committee shall be public and the Advisory Committee shall maintain written minutes of all proceedings that shall be promptly prepared and recorded by the Clerk of the Public Health Trust Board of Trustees. Copies of all minutes and resolutions of the Advisory Committee shall be forwarded to the Clerk of the Board of County Commissioners no later than thirty (30) days subsequent to any meeting of the Advisory Committee.
- (h) **Compensation.** Members of the Advisory Committee shall serve without compensation.

Sec. 2-2132. Staff Support and Counsel.

The Public Health Trust shall provide the Advisory Committee with adequate staff to perform its powers and duties. The Advisory Committee shall utilize the County Attorney's Office for legal services. The Public Health Trust shall make all Advisory Committee meeting agenda, meeting minutes and reports available to the public electronically.

Sec. 2133. Modifications and Term.

It is the intent of the County Commission to create by this article and for the purposes set forth in this article an Advisory Committee that may be modified or revoked in whole or in part by duly enacted ordinance of the County Commission.

Section 2. If any section, subsection, sentence, clause or provision of this ordinance is held invalid, the remainder of this ordinance shall not be affected by such invalidity.

Section 3. It is the intention of the Board of County Commissioners, and it is hereby ordained that the provisions of this ordinance, including any sunset provision, shall become and be made a part of the Code of Miami-Dade County, Florida. The sections of this ordinance may be renumbered or relettered to accomplish such intention, and the word "ordinance" may be changed to "section," "article," or other appropriate word.

Section 4. This ordinance shall become effective ten (10) days after the date of enactment unless vetoed by the Mayor, and if vetoed, shall become effective only upon an override by this Board.

Section 5. This ordinance shall stand repealed ten (10) years from its effective date.

PASSED AND ADOPTED:

Approved by County Attorney as
to form and legal sufficiency:



Prepared by:



Eugene Shy, Jr.
Geri Bonzon-Keenan

Prime Sponsor: Commissioner Audrey M. Edmonson

PART III - CODE OF ORDINANCES

Chapter 25A - PUBLIC HEALTH TRUST

Chapter 25A - PUBLIC HEALTH TRUST ⁽¹⁾

Sec. 25A-1. - Creation of Trust.

Sec. 25A-2. - Designated facilities and transfer of property in trust.

Sec. 25A-3. - Governing body.

Sec. 25A-4. - Powers and duties of the Trust.

Sec. 25A-5. - Financial support for the Public Health Trust.

Sec. 25A-6. - Supporting services.

Sec. 25A-7. - General provisions of the Trust.

Sec. 25A-8. - [Hospital exception.]

Sec. 25A-9. - Financial Sustainability.

Sec. 25A-1. - Creation of Trust.

There is hereby created and established by authority of Chapter 73-102, Laws of Florida 1973, as an agency and instrumentality of Miami-Dade County, a revocable statutory trust the terms of which may be modified by Miami-Dade County, which Trust shall be named and known as the "Public Health Trust of Miami-Dade County, Florida" (hereinafter also referred to as the "Trust"). The Trust shall be a public body corporate and politic which, through its governing body, may exercise all those powers either specifically granted herein or necessary in the exercise of those powers herein enumerated.

(Ord. No. 73-69, § 1, 7-30-73; Ord. No. 91-63, § 1, 6-18-91)

Sec. 25A-2. - Designated facilities and transfer of property in trust.

(a) *Designated facilities.* The Trust, acting through its governing body as hereinafter defined, shall be responsible for the operation, maintenance and governance of the following facilities which are hereby declared to be "designated facilities" as that term is defined and used in Chapter 73-102, Laws of Florida 1973:

Jackson Memorial Hospital and all related facilities and real and personal property used in connection therewith either presently existing or which may come into existence in which Miami-Dade County has a legal interest and which are located within the area bounded by NW 15 Avenue on the west, NW 20 Street on the north, NW 7 Avenue on the east, and NW 14 Street on the south; and all facilities and real and personal property which the Trust may acquire pursuant to the terms of this chapter.

By resolution, the Board of County Commissioners may designate additional facilities or declassify and remove from the jurisdiction of the Trust facilities which have previously been designated.

(b) *Transfer of property in trust.* Pursuant to the provisions of this chapter, the Trust shall have possession and operating control of, but not title to, all real property within the meaning of "designated facilities," as that term is defined by this chapter. Title to all items of personal property within the meaning of "designated facilities," as that term is defined by this chapter, shall be transferred to the Trust to be held in trust pursuant to the provisions of this chapter, provided

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however, that the Trust shall be empowered to sell or otherwise lawfully dispose of such personal property.

(Ord. No. 73-69, § 2, 7-30-73; Ord. No. 91-63, § 1, 6-18-91)

Sec. 25A-3. - Governing body.

- (a) *Composition.* The governing body of the Trust shall be a Board of Trustees composed of seven (7) voting members none of whom shall be employees of the Trust. Provided further that, if required by applicable law, regulation, or accreditation body, the governing body shall include at least one (1) member who is a physician authorized to practice medicine in the State of Florida. The voting membership shall be selected in accordance with Section 25A-3(d).
- (b) *Qualifications.* Each member of the Board of Trustees shall be a United States citizen and a permanent resident and duly qualified elector of Miami-Dade County, unless the Board of County Commissioners waives the residency requirement by a two-thirds vote of its membership, and shall be of an outstanding reputation of integrity, responsibility, and commitment to serving the community. Before entering upon the duties of office, each appointee to voting membership on the Board of Trustees shall give bond in the amount of one hundred thousand dollars (\$100,000.00) to the Clerk of the Commission for the faithful performance of the duties of office and shall take the prescribed oath of office. Trustees shall serve without compensation but shall be entitled to reimbursement for necessary expenses, including the expense of performance bonds, incurred in the discharge of their duties.
- (c) *Modified applicability of Conflict of Interest and Code of Ethics Ordinance.* The Miami-Dade County Conflict of Interest and Code of Ethics Ordinance (hereinafter referred to as the "Conflict of Interest Ordinance"), Section 2-11.1. of the Code of Miami-Dade County, Florida, shall be applicable to the members of the Board of Trustees of the Public Health Trust only in the manner and to the extent hereinafter provided. It is declared to be the intent of the Commission, as expressed in this subsection, to provide that the Conflict of Interest Ordinance shall not operate to preclude individuals from serving as Trustees on the basis of interests relating to Miami-Dade County when such interests do not conflict with the Trust.

Wherever in the Conflict of Interest Ordinance reference is made to Miami-Dade County, that reference shall be deemed and construed to be a reference to the Public Health Trust; wherever in the Conflict of Interest Ordinance reference is made to the Board of County Commissioners, that reference shall be deemed and construed to be a reference to the Board of Trustees of the Public Health Trust; and wherever in the Conflict of Interest Ordinance reference is made to the Commissioners of the Board of County Commissioners, that reference shall be deemed to be a reference to the voting members of the Board of Trustees of the Public Health Trust.

- (d) *Appointment and removal of Trustees.* Five (5) Voting Trustees shall be appointed by resolution of the Board of County Commissioners after having been selected by the Commission from persons nominated by a Nominating Council established and described herein. Prior to September 1st of each year, the Nominating Council shall submit to the Commission a list of nominees containing a total number of names which is equal to one (1) nominee for each vacancy on the Board of Trustees plus two (2) additional nominees. The Commission shall select and appoint the voting Trustees from the list of nominees submitted by the Nominating Council. The Nominating Council shall select each nominee by individual majority vote. In the event of a tie vote, the candidate shall not be designated as a nominee.
 - (1) The Nominating Council, hereinafter known as the Public Health Trust Nominating Council, shall be comprised of the following nine (9) voting members: five (5) voting Trustees of the Public Health Trust as designated by the Chairperson of the Public Health Trust; the President of the South Florida AFL-CIO or his or her designee; the Chairperson of the Board of County Commissioners or a Commissioner designated by the Chairperson; the Mayor or his or her

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designee; and the Chairperson of the Miami-Dade Legislative Delegation or another member of the delegation appointed by Chairperson of the Miami-Dade Legislative Delegation. The Chairperson of the Trust shall chair the Nominating Council. The presence of five (5) Council members shall be necessary and sufficient to constitute a quorum for the transaction of business at all meetings of the Nominating Council. When being considered for reappointment any Voting Trustee under consideration shall absent himself or herself from the Nominating Council meetings during the discussions on the reappointment and shall not vote on, or participate in any way, in said matter. The Mayor and the County Attorney shall provide appropriate staff support to the Council. The sole function of the Nominating Council shall be to solicit, screen (including, but not limited to, reference reviews and background screening of each nominee), interview and recommend for appointment the best qualified candidate for each vacancy on the Trust Board. The membership of the Board of Trustees should be representative of the community at large and should reflect the racial, gender, ethnic and disabled make-up of the community. The Council should consider the most current demographic statistics from Miami-Dade County. Said Council and the procedures under which it will operate shall be approved by the Board of County Commissioners. All meetings of the Nominating Council shall be audio recorded and minutes of the proceedings shall be transcribed and maintained by the Clerk of the Board of the County Commission.

- (2) The Commission may ratify appointment of the remaining Voting Trustees as follows: One (1) member of the Trust Board shall be designated by the Mayor in writing, and a copy thereof shall be filed with the Clerk of the Commission: one (1) member of the Trust Board shall be designated by the Chairperson of the Miami-Dade Legislative Delegation in writing, and a copy thereof shall be filed with the Clerk of the Commission. Upon receipt of any written designation to fill a designated vacancy by the Mayor or the Chairperson of the Miami-Dade Legislative Delegation, the Clerk of the Commission shall serve copies on the Nominating Council. The Nominating Council shall conduct reference reviews and background screening for each designee. Upon completion, the Council shall submit the results to the Clerk of the Commission. The Clerk shall serve copies of the written designations and the review and screening results to the Commission. The designations then shall be presented at the next regularly scheduled Commission meeting for review. Absent any disapproval at the next regularly scheduled Commission meeting, the designees shall be deemed ratified by the Commission and shall be deemed appointed to the Trust Board.
- (3) At any time that the Commission has established a Financial Recovery Board under Section 25A-9(c)(5) herein, then upon expiration thereof, the members of the Recovery Board shall become the Voting Trustees of the reestablished Board of Trustees. The Nominating Council shall convene not less than ninety (90) days prior to the conclusion of the tenure of Financial Recovery Board for the purpose of assigning the members of the expiring Recovery Board to staggered initial terms as voting members of the reestablished Board of Trustees and submitting said assignments to the Commission for ratification and appointment by resolution. The Nominating Council shall stagger the initial terms for the voting members of the reestablished Board of Trustees as follows: (i) one (1) voting member designated by the Nominating Council shall serve an initial term of four (4) years; (ii) two (2) voting members designated by the Nominating Council shall serve an initial term of three (3) years; (iii) two (2) voting members designated by the Nominating Council shall serve an initial term of one (1) year: and (iv) the two (2) voting members designated by the Mayor or Miami-Dade Legislative Delegation shall serve an initial term of two (2) years each. Voting members appointed to the reestablished Board of Trustees for a term of less than three (3) years shall remain eligible to serve three (3) consecutive and complete terms of two (2) years. Voting members appointed to an initial term of three (3) or more years shall be eligible to serve one (1) additional term of three (3) years.

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In the event of a vacancy during the term of a voting Trustee, the Trust shall notify the Commission of the vacancy and shall request that it be filled as part of the annual appointment process or by special convening of the Public Health Trust Nominating Council.

A Trustee may be removed by a majority vote of the Board of County Commissioners for cause.

- (e) *Tenure of Trustees.* Three (3) of the voting Trustees designated by the Nominating Council shall serve staggered terms of three (3) years each. Said voting Trustees shall be permitted to serve no more than two (2) consecutive and complete terms of three (3) years each. The remaining voting Trustees shall serve staggered terms of two (2) years each. Said voting Trustees shall be permitted to serve no more than three (3) consecutive and complete terms of two (2) years each. The term of a designee of the Mayor shall be coterminous with the term of the appointing Mayor and until the successor Mayor replaces the designee. The term of a designee of the Miami-Dade Legislative Delegation shall be coterminous with the term of the appointing Chairperson of the Miami-Dade Legislative Delegation and until the successor Chairperson replaces the designee.
- (f) Organization, powers and duties of the Board of Trustees. The Board of Trustees shall organize after the members thereof have qualified to serve and shall elect one (1) of its voting members as Chairperson and one (1) of its voting members as Vice-Chairperson and shall designate a Secretary who may or may not be a member of the Board, and such other officers as the Board of Trustees may determine to be necessary. In addition:
 - (1) The Board of Trustees shall hold regular meetings in accordance with the bylaws of the Trust and the Board may hold such other meetings as it deems necessary. The Trust shall hold and televise regular meetings of the Board of Trustees in Commission chambers. The regular meetings shall not conflict with the meeting schedule for the Board of County Commissioners or its committees. At the discretion of the Trust, other meetings may be held and televised in the Commission chambers. The Trust shall request use of Commission chambers for regular or other meetings of the Board of Trustees through the Chairperson of the Board of County Commissioners. The Chairperson of the Board of County Commissioners shall have final authority to approve the scheduling of such regular or other meetings of the Board of Trustees in the Commission chambers. A copy of each agenda item for regular meetings of the Board of Trustees shall be furnished to the voting members of the Board of Trustees not later than four (4) working days before a vote may be called on the item. The provisions of this four (4) day requirement shall be deemed waived unless asserted by a voting member before the Board of Trustees takes action on the resolution, motion or other item in question. If any regular, special or other meeting of the Board of Trustees held in Commission chambers shall commence or continue past regular working hours of County staff whereby overtime charges or other expenses are incurred, then the Trust shall not be charged, billed or obligated to pay or reimburse the County for any such overtime charges or other expenses. Except as provided by law, all meetings of the Board shall be public and audio recorded and written minutes of the proceedings thereof shall be maintained by the Office of Internal Audit, as such term is hereafter defined. All actions taken at the meetings of the Board shall be promptly and properly recorded. Copies of all minutes and resolutions of the Board shall be forwarded to the Clerk of the Board of County Commissioners no later than ten (10) days subsequent to any meeting of the Board of Trustees.
 - (2) In exercising the powers and carrying out the duties otherwise provided by this chapter, the Board of Trustees shall have the powers, duties, and responsibilities customarily vested in Trustees and, to the extent not in conflict therewith, shall also have the powers, duties and responsibilities customarily vested in the Board of Directors of a private corporation.
 - (3) As governing body of the Trust, the Board of Trustees shall exercise supervisory control over the operation, maintenance, and governance of all designated facilities and of all functions and activities taking place in connection with the operation of designated facilities.

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- (4) The Board of Trustees shall make, adopt and amend bylaws and rules and regulations for the Board's governance and for the operation, governance, and maintenance of designated facilities. Such bylaws and amendments thereto shall not be valid until approved by the Board of County Commissioners and shall not, without, approval of the Commission, be inconsistent with ordinances of the County. Unless otherwise provided in the bylaws approved by the Board of County Commissioners, no item shall be placed on an agenda of a regular meeting of the Board of Trustees or considered by the Board of Trustees, unless the item has been considered first by a committee of the Board of Trustees and forwarded after such consideration to the full Board of Trustees as hereinafter provided. A committee of the Board of Trustees may take one of the following actions with respect to each matter before the committee for action:
- (i) Recommend favorably;
 - (ii) Recommend favorably with committee amendment(s);
 - (iii) Forward without recommendation, upon the unanimous vote of the members of the committee who are present;
 - (iv) Receive a report;
 - (v) Lay the matter on the table resulting in the matter not being placed on an agenda of the Board of Trustees; or
 - (vi) Defer or take no action on an item for a maximum of two consecutive committee meetings. Deferral of or failure to act on a matter beyond two consecutive meetings shall cause the matter to be laid on the table, as set forth in the preceding subparagraph. Notwithstanding any other provision of this section, whenever action can not be taken because the vote of the committee members on an item has resulted in a tie, and no other available motion on an item is made and approved before the next item is called for consideration or before a recess or adjournment is called, whichever occurs first, the item shall be deemed to be laid on the table, as set forth in the preceding subparagraph; such item shall be reintroduced only in accordance with the renewal provisions of subparagraph (x) of this section.
 - (vii) An item that has not been considered by a committee may be placed on the agenda of the Board of Trustees if the chairperson of the committee to which the item has been referred requests a waiver in writing and the Chairperson of the Board of Trustees concurs.
 - (viii) A matter that has not been considered by a committee may be placed on the agenda of the Board of Trustees to meet a public emergency of the Public Health Trust as determined in writing by the Chairperson of the Board of Trustees. Time sensitive matters with little or no financial impact may be placed on an agenda of the Board of Trustees by the Chairperson of the Board of Trustees without having been considered by a committee.
 - (ix) Any committee action taken pursuant to subparagraph (i) through (vi) of this section may be reconsidered only at the same meeting at which the action was taken. A motion to reconsider an item resulting in a tie vote is out of order and no such motion may be reconsidered.
 - (x) Once an item is laid on the table in a committee, the proposed item may not be brought before that committee again during the three (3) month period following the date the item is laid on the table (subject to the provisions of subparagraph (ix) hereof), unless an application for renewal made by two-thirds (2/3) of the committee members is first submitted to the chairperson of the committee.
 - (xi) The following matters may be heard directly by the Board of Trustees: special or citizen's presentations; resolutions recommending to the Commission the naming or renaming of Trust designated facilities; settlements; resolutions related to contract lobbyist conflict waiver requests; and resolutions expressing intent. In addition, the Trust bylaws, adopted

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in accordance with this Chapter, may delineate additional matters that may be heard directly by the Board of Trustees without committee deliberation.

- (5) The Board of Trustees shall be empowered to appoint a Chief Executive Officer of the Trust and to remove such an appointee. There shall be a special Trust Compensation and Evaluation Committee which shall consist of seven (7) voting members including the Chairperson of the Public Health Trust, three (3) Trustees appointed by the Chairperson of the Public Health Trust, the Mayor or a Commissioner designated by the Mayor and the Chairperson of the Board of County Commissioners and a Commissioner designated by the Chairperson, or, alternatively, in the discretion of the Commission Chairperson, two (2) Commissioners designated by the chairperson of the Board of County Commissioners. The special Compensation and Evaluation Committee shall make recommendations to the Trust through the Trust Executive Committee regarding compensation for the Trust Chief Executive Officer. The Board of Trustees shall annually evaluate the performance of the Trust Chief Executive Officer and refer such evaluation to the special Trust Compensation and Evaluation Committee for the compensation recommendation it deems appropriate, based on the Board's performance evaluation of the Trust Chief Executive Officer.
- (6) There shall be a Trust/Medical Schools Annual Operating Agreement Negotiating Committee (the "Trust/Medical Schools AOA Committee"). The Trust Chief Executive Officer shall have responsibility to negotiate the Annual Operating Agreements with the University of Miami and Florida International University and shall submit their recommendations regarding the Annual Operating Agreements to the Trust/Medical Schools AOA Committee for its review and approval. The Trust/Medical Schools AOA Committee shall make recommendations regarding the Annual Operating Agreements to the Board of Trustees. The Trust/Medical Schools AOA Committee shall consist of seven (7) voting members including the Chairperson of the Public Health Trust, four (4) Trustees appointed by the Chairperson of the Public Health Trust, the Mayor or designee, and the Chairperson of the Board of County Commissioners or designee.
- (g) *Designation of office space and the hiring of staff.* It shall be within the discretion of the Trust to designate office space and to hire staff to direct and coordinate Trust activities.
- (h) *Protection from personal liability.* The Trustees shall be included as insured within the terms of the comprehensive general and professional liability insurance policies of the County for the protection of individual members of County boards while such members are acting within the scope of their duties. The Trustees shall while acting within the scope of their duties also be entitled to personal liability protection, to the same extent that members of other County boards have such protection, from funds set aside by the County to satisfy claims not payable from insurance proceeds by virtue of loss deductible clauses in liability insurance policies. The Board of Trustees shall be empowered to obtain such additional Trustees' liability insurance as the Board shall determine to be necessary, and the expense of such insurance shall be an expense of the Trust.

(Ord. No. 73-69, § 3, 7-30-73; Ord. No. 76-65, § 1, 7-6-76; Ord. No. 80-81, § 1, 7-15-80; Ord. No. 82-116, § 1, 12-21-82; Ord. No. 83-43, § 1, 6-21-83; Ord. No. 88-6, § 1, 2-2-88; Ord. No. 91-63, § 1, 6-18-91; Ord. No. 93-144, § 1, 12-14-93; Ord. No. 94-67, § 1, 5-3-94; Ord. No. 98-40, § 1, 3-31-98; Ord. No. 02-5, § 1, 1-29-02; Ord. No. 03-182, § 4, 9-9-03; Ord. No. 05-85, § 1, 5-3-05; Ord. No. 05-216, § 1, 12-6-05; Ord. No. 06-53, § 1, 4-25-06; Ord. No. 09-97, § 1, 11-3-09; Ord. No. 10-30, § 1, 5-4-10; Ord. No. 10-54, §§ 1, 2, 9-21-10; Ord. No. 10-55, § 1, 9-21-10; Ord. No. 10-57, § 1, 9-21-10; Ord. No. 11-25, § 1, 5-3-11; Ord. No. 11-29, § 1, 5-3-11; Ord. No. 11-40, § 2, 7-7-11; Ord. No. 12-113, § 1, 12-18-12)

Annotations—CAO's 76-26, 77-65, 77-68, 79-29, 80-28, 81-38.

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Sec. 25A-4. - Powers and duties of the Trust.

In connection with its responsibilities for the operation, maintenance, and governance of designated facilities, the Trust, acting through its governing body, shall be authorized to exercise such powers and shall be required to perform such duties as are hereinafter provided.

- (a) *Power to act.* The Trust shall be empowered to sue and be sued, to plead and be impleaded, to contract and be contracted with, and to have an official seal and alter the same. This provision shall not be construed to in any way affect the laws relating to governmental immunity.
- (b) *Health care delivery policies.*
 - (1) *Planning for designated facilities.* The Trust shall annually develop and recommend to the County Commission policies for the admission of hospital patients, the determination of the indigent status of patients and health care delivery in the designated facilities of the Trust, including primary, secondary and tertiary health care. The Trust shall also develop and recommend to the County Commission long range plans in five-year intervals for the delivery of health care services in designated facilities of the Trust.
 - (2) *Countywide planning.* The Trust shall have no responsibility for countywide healthcare planning and such planning shall be the responsibility and within the jurisdiction of the Miami-Dade County Office of Countywide Healthcare Planning, provided however that the operation, maintenance and governance of and planning for the Trust designated facilities wherever situated within Miami-Dade County shall be and remain the sole responsibility of the Trust, subject to the Board of County Commissioners' power to designate additional facilities or to declassify and remove from the jurisdiction of the Trust facilities which have previously been designated.
 - (3) *Submittal of planning recommendations for designated facilities.* The Trust shall formally present its annual recommendations for health care delivery in its designated facilities at an annual, joint meeting to be called by the Chairperson of the Board of County Commissioners and to be held between the Commission and the Trust no later than July 1st of each year.
 - (4) *Compliance.* The Trust shall comply with the health care policies established by the Board of County Commissioners. When the Commission establishes or changes policies relating to hospital admissions or medical indigency, it shall, in order to avoid the promulgation of unfunded mandates, through the County Manager and Chief Executive Officer of the Trust, identify in consultation with the Trust, an appropriate source of funding necessary to carry out such policies.
- (c) *Contracts.* Except as otherwise provided by this chapter, the Trust, as an agent and instrumentality of Miami-Dade County, Florida, shall be authorized to act for Miami-Dade County in the performance and enforcement of all contracts pertaining to designated facilities and existing on the effective date of this chapter, such contracts as are properly within the powers and duties of the Trust.

The contractual powers of the Trust shall be subject to the following limitations:

- (1) The Trust shall not, without the prior approval of the Board of County Commissioners, enter into or amend any contract which shall require the expenditure of funds in excess of the amounts appropriate in the contractual services category of the section of the County budget pertaining to the operation of the Trust.
- (2) The Trust shall not, without prior approval of the County Commission, enter into or alter any contract the effect of which is to change the contractual relationship between Miami-Dade County and the University of Miami as set forth in the contract between the University and the County entered into on December 18, 1952, and as amended from time

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to time. The original Basic Affiliation Agreement between the Trust and Florida International University shall be ratified by the Board of County Commissioners. Subsequent to ratification, the Trust shall not, without prior approval of the County Commission, enter into or alter any contract the effect of which is to change the contractual relationship with Florida International University as set forth in the Basic Affiliation Agreement and as amended from time to time.

- (3) The Trust shall not, without prior approval of the County Commission, enter into or alter any contract the effect of which is to change substantially health care delivery policies established by the Board of County Commissioners.
- (4) The Trust shall not be authorized to enter into a contract with any labor union or other organization representing employees without first having obtained the approval of the Board of County Commissioners.

It is specifically provided that contracts and amendments thereto executed by the Trust, or other obligations incurred by the Trust, shall not be binding upon Miami-Dade County. In the event that the Trust shall be revoked, obligations of the Trust shall only be enforceable against Miami-Dade County to the extent that such obligations would have been enforceable with regard to personal property which was in the possession of the Trust and with regard to business income which would have come into the possession of the Trust had the Trust not been revoked.

The Trust shall comply with the formal bid requirements of Section 5.03(D) of the Charter of Miami-Dade County, Florida, and for such purpose the term "Board" as used in Section 5.03(D) shall be construed to be "Board of Trustees" and the term "manager" shall be construed to be "Chief Executive Officer of the Trust."

For all competitively bid contracts in excess of one hundred thousand dollars (\$100,000.00) for the construction, alteration, and/or repair, including painting or decorating of "designated facilities" that are public buildings or public works, the Trust shall comply with the provisions of Section 2-11.16 of the Code, as same may be amended from time to time, and the administrative procedures adopted pursuant thereto.

- (d) *Property.* The Trust shall have the authority to purchase or otherwise obtain title in its own name to personal property and shall be authorized to sell or otherwise lawfully dispose of personal property. The Trust shall subject to prior approval of the County Commission be authorized to purchase or otherwise obtain real property, the title to which shall be vested in Miami-Dade County and the possession and operating control of which shall be held in Trust for Miami-Dade County under the provisions of this chapter.

The Trust shall not be authorized to sell, convey, mortgage, or otherwise impair or encumber the title to real property, provided however, that the Trust shall be authorized to lease real property either as lessee or lessor for any number of years and upon any terms and conditions. The leasing of any real property by the Trust as lessor shall be in accordance with the requirements of Section 125.35, Florida Statutes.

The Trust shall not, without having previously obtained the approval of the Commission, destroy, replace, or abandon real property. The Trust shall be authorized to maintain and repair designated facilities and may alter, modify, or made additions to designated facilities whenever such changes are necessary for the proper operation and maintenance of such facilities.

- (e) *Personnel.* The Trust shall be empowered to appoint, remove, and suspend employees or agents of the Trust, to fix their compensation, and to adopt personnel and management policies, subject to Board of County Commissioners approval or disapproval. Absent any action by the Board of County Commissioners, personnel and management policies established by the Board of Trustees shall be considered final. Employees who were initially County employees and

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reclassified as Trust employees as the result of the original enactment of Chapter 25A shall be entitled to continue their participation in either the State and County Officers and Employees Retirement System or the Florida Retirement System or both such retirement systems. The Trust shall assure employees a process of appeal with regard to disciplinary or other official action.

[(1) *Reserved.*]

- (2) *Labor agreements.* The County Labor Relations Office and the County Personnel Department shall be permitted to participate in the negotiation of labor agreements with organizations representing Trust employees, however, the Board of Trustees and the management of designated facilities shall be authorized to assume the primary role in such negotiations.
- (3) *Classified service of the Public Health Trust; exceptions therefrom.* The classified service of the Trust shall comprise all positions in the Trust service existing on May 1, 1975, or thereafter established, except the following:
- (a) President, Senior Vice-Presidents, Division Directors, Administrative Director of Patient Care Services and their immediate assistants, and all secretaries to the foregoing.
 - (b) Patients employed in designated facilities.
 - (c) Persons employed in a professional or scientific capacity to make or conduct a temporary and specific inquiry, investigation or examination on behalf of or by the authority of the Trust.
 - (d) Trust attorneys and assistants.
 - (e) Persons who are jointly employed by the Trust and any institute of higher learning.
 - (f) Residents, interns and students in designated facilities.
 - (g) Employees of those programs or parts thereof which are supported or funded from federal, charitable or foundation sources and which are designated by resolution of the Board of Trustees on the recommendation of the Chief Executive Officer of the Trust.

Employment within the classified service category shall be based on standards and qualifications approved by appropriate Trust staff and the Chief Executive Officer of the Trust.

- (f) *Appointment of medical staff and approval of bylaws.* The Trust shall appoint the staff of physicians to practice in designated facilities and shall require that the bylaws, rules, and regulations of the medical staff of such facilities be submitted to the Board of Trustees for approval. Such bylaws, rules, and regulations shall be in accordance with the standards of all relevant accrediting organizations.
- (g) *Rates and charges.* The Trust, in compliance with applicable law, shall be empowered to establish rates and charges for those persons using the facilities of or receiving care or assistance from the Trust and to collect money pursuant to such rates and charges. Rates and charges shall be based upon the following factors: Costs of services and supplies rendered, the prevailing rates and charges of health care facilities in the community, the goal of minimizing the dependence upon tax revenues and maximizing the availability of health care provided by designated Trust facilities.
- (h) *Acceptance of gifts.* The Trust shall have the authority to accept gifts of money, services, or personal property. All such gifts may be subject to such rules, conditions and terms as the Trust may determine. Subject to the prior approval of the Commission, the Trust may accept gifts of

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real property, the title of which shall be in Miami-Dade County. All gifts shall be held in trust pursuant to the provisions of this chapter.

When accepting gifts of services and personal property that are "in kind," including for construction projects and related architectural, engineering, design and landscaping services, the Trust shall be exempt from all competitive bidding requirements and other programs otherwise mandated by the Code of Miami-Dade County for Public Health Trust contracts, provided additional costs, if any, are funded by a not-for-profit organization whose primary purpose is to support the activities of the Trust. An "in kind" donation is one in which the donor itself, or through an entity controlled by the donor, provides the personal property or performs the services.

In addition, in order to attract private funding for construction projects that are not in kind and that the Trust would either not otherwise undertake or would have to postpone, the Trust may accept from a not-for-profit organization whose primary purpose is to support the activities of the Trust gifts of construction projects, including the building, renovating, retrofitting, restoration, painting, altering or repairing of any Trust facility, and all services and personal property related to such construction projects, provided that each donation of such a construction project shall not exceed five million dollars (\$5,000,000) and is fully funded by such not-for-profit organization. All gifts of such construction projects shall be exempt from all competitive bidding requirements and other programs otherwise mandated by the Code of Miami-Dade County for Public Health Trust contracts, provided that the not-for-profit and the contractors on the construction project agree to be bound by public records law to the same extent as a Trust contractor providing such personal property or services. The not-for-profit organization shall file a report with the Public Health Trust and Board of County Commissioners every six (6) months documenting its activities pursuant to this paragraph.

The Trust by rule or contract shall implement procedures to comply with state law requirements mandating competitive bidding for construction projects and assure that donations of specific construction projects meet all lawful requirements and Trust standards of responsibility.

- (i) *Intergovernmental cooperation.* The Trust shall have the authority to cooperate with and contract with any government agency or instrumentality, federal, state, county, or municipal. The operating relationship between the Trust and Miami-Dade County shall be set forth in an annual agreement the purpose of which shall be to implement applicable provisions of this chapter. The Chief Executive Officer of the Trust and the County Manager shall meet for the purpose of negotiating an annual operating agreement. Such negotiating shall take place prior to September 1 of each year so that the Board of Trustees and Board of County Commissioners may approve the agreement in September of the applicable year.

There shall be a Trust/Miami-Dade County Annual Operating Agreement Committee (the "Trust/County Committee"). The Trust's Chief Executive Officer shall submit his recommendations regarding the Annual Operating Agreement between the Trust and the County to the Trust/County Committee for its review and approval. The Trust/County Committee shall make recommendations regarding the Annual Operating Agreement to the Board of Trustees. The Trust/County Committee shall consist of seven (7) voting members including the Chairperson of the Public Health Trust, the Chief Executive Officer of the Public Health Trust, three (3) Trustees appointed by the Chairperson of the Public Health Trust, the Mayor, and the Chairperson of the Board of County Commissioners. The County Manager shall simultaneously submit the agreement to the Commission for its approval.

- (j) *Compliance with law and Commission directives.* The Trust shall comply with all laws and regulations of the United States, the State of Florida, and Miami-Dade County, including but not limited to the laws relating to the expenditure of funds and the keeping of records and inventories and the operation and governance of health care facilities. The Trust shall also comply with any Commission directive to the Trust, as set forth from time to time by resolution

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of the Commission. A resolution adopting a directive that undoes or modifies action of the Board of Trustees or any of its committees shall require an affirmative vote of two-thirds (2/3) of those Commissioners then in office.

- (k) *Establishment of alternative health care delivery systems.* The Trust shall be empowered to establish, participate in and/or contract with alternative health care delivery systems, including but not limited to prepaid health care plans.
- (l) *Funding and support of primary health care facilities.* The trust shall establish criteria and standards for the provision of financial and programmatic support of primary health care facilities operating within Miami-Dade County. The trust shall also formulate criteria and standards for the establishment of new primary health care facilities within the County.
 - (1) Any funding allocated to the primary health care facilities complying with the established criteria and standards shall be allocated regardless of whether the trust owns or controls the facilities.
 - (2) Any funding by the trust for the purpose of capital expenditures shall be allocated from the trust's Funded Depreciation Account. Any funding by the trust for the purpose of operating expenditures shall be allocated from the trust's general operating funds.
 - (3) Any primary health care facility which does not comply with the criteria and standards established by the trust shall not be eligible for any funding from the trust or Miami-Dade County.
- (m) *Office of Internal Auditor, Public Accountability and Information.* The Trust shall create an Office of Internal Auditor, Public Accountability and Information ("Office of Internal Audit"). The purpose of the Office of Internal Audit shall be to (i) provide internal auditing functions, (ii) act as the central depository for public information relating to public record requests, (iii) review and account for any and all relationships between the Public Health Trust and private entities, and (iv) interface and coordinate with and serve as the Trust's liaison to the Miami-Dade County Office of Inspector General. The Office of Internal Audit shall report directly to the Chairperson of the Trust. This Office through the Chief Executive Officer shall make monthly written reports to the Board of Trustees at its regular meetings. The written reports shall also be disseminated to the Mayor, Board of County Commissioners, County Manager, the Office of Countywide Healthcare Planning, the Commission Auditor, and Miami-Dade Office of Inspector General. The Chief Executive Officer of the Trust shall develop written policies and procedures for the organization and operation of the Office of Internal Audit and submit the same to the Board of Trustees for approval. Upon the Trust's creation of the Office of Internal Audit, the Trust shall do all things necessary or required to effectuate and merge all existing internal auditing functions into this Office and to provide sufficient funding and staffing.
- (n) *Trust Funding of Service Providers that are Foundations and Non-Profit Entities.* Except as otherwise provided by this Chapter, the Trust shall not pay or provide funding to foundations or non-profit entities unless such funding is provided or paid based on a cost reimbursement methodology. The contract between the Trust and the foundation or non-profit service provider shall obligate the foundation or non-profit to receive funding on the basis of cost reimbursement methodology, including proper submission of documentation to support reimbursement and appropriate use of public funds and further obligate the foundation or non-profit entity to segregate all funds received from the Trust to ensure that the funds at no time are commingled with the funds of the foundation or non-profit entity. Without limiting any other provisions of the Code, the Miami-Dade Office of Inspector General and the County shall at all times be empowered to conduct audits of any contract between the Trust and foundations or non-profit entities. The Trust shall submit quarterly reports to the Commission committee of jurisdiction for the Trust regarding the funds reimbursed as provided in this section. Such quarterly reports shall include, but not limited to, the amount of expenditures reimbursed by the Trust for each foundation or non-profit entity for each month of the quarter reported, the categories of expenditures reimbursed, the balance of funding remaining under the

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contract, and such other matters as directed by the Chairperson of the Commission committee of jurisdiction to be included in the quarterly report.

(Ord. No. 73-69, § 4, 7-30-73; Ord. No. 75-103, § 1, 11-4-75; Ord. No. 77-84, § 1, 11-15-77; Ord. No. 82-67, § 3, 7-20-82; Ord. No. 84-65, § 2, 7-17-84; Ord. No. 85-67, § 1, 9-18-85; Ord. No. 89-90, § 1, 9-26-89; Ord. No. 91-63, § 1, 6-18-91; Ord. No. 92-45, § 6(b), 6-2-92; Ord. No. 92-76, § 1, 7-21-92; Ord. No. 93-41, § 1, 5-18-93; Ord. No. 94-197, § 1, 11-1-94; Ord. No. 94-210, § 1, 11-15-94; Ord. No. 95-151, § 1, 9-14-95; Ord. No. 98-40, § 1, 3-31-98; Ord. No. 03-182, § 4, 9-9-03; Ord. No. 07-166, § 1, 11-6-07; Ord. No. 10-28, § 1, 5-4-10; Ord. No. 10-54, § 3, 9-21-10; Ord. No. 11-29, § 2, 5-3-11; Ord. No. 11-40, § 2, 7-7-11; Ord. No. 11-43, § 1, 7-7-11)

Sec. 25A-5. - Financial support for the Public Health Trust.

The Trust shall establish a fiscal year which coincides with that of Miami-Dade County, and the County shall provide the Trust with financial support pursuant to the official County budget. The Trust shall timely submit to the Board of County Commissioners a Trust budget request pertaining to operating and capital expenditures, which request shall not be implemented until approved by the Board of County Commissioners. The Board of Trustees shall consider and approve its budget request at special meeting of the Board of Trustees to be held in the Commission Chambers. At the special meeting, the only item to be considered shall be the Trust budget request contemplated by this section to be submitted to the Board of County Commissioners. At such special meeting, the Board of Trustees shall hold a public hearing on its budget request. The Board of Trustees shall adopt the budget request by a majority vote of the full Board of Trustees.

The Trust budget request shall be prepared on official County budget forms in a format prescribed by the County Manager, shall be reviewed in a manner similar to that in which requests of other County departments are reviewed, and shall be incorporated in the proposed budget and timely submitted to the Commission each year. The methods by which Miami-Dade County shall provide financial support to the Trust shall be as hereinafter described. Nothing contained herein shall be construed to prohibit the Trust from submitting to the Commission supplemental budget results which, if approved by the Commission, shall constitute amendments to the official County budget.

- (a) *Funding.* The Trust shall develop for each fiscal year accounting, budgeting, and financial management systems which will enable Miami-Dade County to provide the Trust, pursuant to the official County budget, with funding to be utilized for the cost of services and supplies provided to medically indigent persons as defined in the annual operating agreement between the Trust and Miami-Dade County.
- (b) *Spending of bond proceeds, issuance of new bonds, and borrowing of money.* The Trust shall not be empowered to make expenditures of any monies derived from the sale of bonds by Miami-Dade County unless the Trust shall have been specifically authorized by the Board of County Commissioners to make such expenditures. The Trust shall be permitted to request the County Commission to effectuate the issuance of bonds, and to permit the Trust to borrow money by submitting to the Commission a duly enacted resolution of the Board of Trustees. The Commission shall consider any such resolution requesting the issuance of bonds or for the Trust to borrow money, however, the Commission shall be under no obligation to take affirmative action upon such requests.
- (c) *General financial provisions.* The County shall convey to the Trust all accounts receivable pertaining to the designated facilities, and the Trust shall be subject to, assume the liability for, and be authorized to pay all accounts payable pertaining to the designated facilities. The Trust shall have the authority to establish necessary banking accounts in its own name and to make cash disbursements. The Trust shall make an annual report and an audited accounting to Miami-Dade County for all receipts and disbursements of money during each fiscal year, which accounting shall be submitted to the Board of County Commissioners no later than ninety (90)

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days subsequent to the close of such fiscal year and which accounting shall be in a manner consistent with and in a format pursuant to that prescribed by the County Manager.

Upon request, the Trust shall within thirty (30) days submit to the Board of County Commissioners a full financial report, including but not limited to, operating statistics such as admissions, occupancy rate, revenue and expenses, and a narrative outlining the achievements and problems, if any, of the Trust during the preceding quarter. On a quarterly basis, the Trust through its Chief Financial Officer or designee shall collect and provide to the Board of County Commissioners for its analysis and approval specific patient and health service data elements including, but not limited to, data regarding (i) number of patients served, (ii) patient demographics and patient origin/zip code information, (iii) patient diagnosis, (iv) services rendered, (v) patient charges by service category, (vi) lengths of stay and patient visits, (vii) payment source, (viii) site of service and (ix) such other data elements requested by the Commission or agreed upon by the Trust and the Office of Countywide Healthcare Planning.

Prior to March 31st of each year, the Trust shall submit to the Board of County Commissioners via a special meeting of the Board of County Commissioners in chambers a report to the Board of County Commissioners and the public that reflects the results of its annual audit for the prior fiscal year performed by the Trust's external auditor. At least seven (7) days prior to the special meeting, the Trust shall hand deliver copies of the audit by the Trust's external auditor to the Mayor, Chairperson and members of the Board of County Commissioners, the County Manager, Office of Countywide Healthcare Planning and Office of Inspector General.

The Internal Auditor of Miami-Dade County shall at all times have the right to audit all records of the Trust, and the external auditor of the County, at the direction of the Board of County Commissioners, shall be empowered to audit all records of the Trust.

The Board of County Commissioners shall, after examining the Trust's annual report and accounting, determine whether there is net income, exclusive of County payments for services rendered, at the end of the fiscal year. The Board of County Commissioners may then appropriate such net income into the County's general revenues or leave such net income with the Trust for continued use in effecting the public purposes of the Trust; provided, however, in the event the Commissioners decide to leave such income with the Trust, the Commissioners shall still retain the right to withdraw such income at any future time.

(Ord. No. 73-69, § 5, 7-30-73; Ord. No. 78-54, § 1, 7-18-78; Ord. No. 91-63, § 1, 6-18-91; Ord. No. 98-40, § 1, 3-31-98; Ord. No. 03-182, § 4, 9-9-03; Ord. No. 11-29, § 3, 5-3-11)

Sec. 25A-6. - Supporting services.

Excepts as otherwise provided by this chapter, the Trust shall be authorized to develop and implement the supporting services systems necessary for carrying out the Trust's responsibilities. Such supporting systems shall include but shall not be limited to budgeting and accounting, liability coverage, quality assurance and utilization management, risk management functions related to care and safety of patients and all others within designated facilities, printing, delinquent account collections, information and computer services, architectural design and construction support services, security, physical maintenance, purchasing and materials management, and legal services. Supporting services may also be purchased from individuals or organizations or obtained from the County in a manner consistent with the method of County funding of the Trust. Before obtaining any supporting services from a source other than Miami-Dade County, the Trust shall determine the availability, cost advantage, and management advantage of obtaining such services from the County on a fee-for-service basis.

- (a) *Purchasing and materials management.* The Trust shall develop procedures for purchasing supplies, equipment and services and for managing materials and shall implement such procedures.

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- (b) *Security and legal services.* From the effective date of this chapter, the Trust shall continue to utilize the services of the County with regard to security and legal services.

(Ord. No. 73-69, § 6, 7-30-73; Ord. No. 91-63, § 1, 6-18-91)

Sec. 25A-7. - General provisions of the Trust.

It is the intent of the Board of County Commissioners to create by this chapter and for the purposes set forth herein a Trust which may be modified or revoked in whole or in part by duly enacted ordinance of the Commission. The beneficiaries of that Trust shall be the people of Miami-Dade County who, with regard to the Trust, shall be represented only by the Board of County Commissioners.

The County Manager shall at all times be empowered to conduct an administrative audit of designated facilities. Legal opinions by the County Attorney's Office pertaining to this chapter and Trust and to Chapter 73-102, Laws of Florida, 1973, shall be binding upon the Trust.

The transfer of assets to the Trust constitutes a taking over in part of the function of the Board of County Commissioners by the Public Health Trust of Miami-Dade County, Florida. Pursuant to this chapter, the Trust is not to be restricted in the free use of the designated facilities and it is contemplated that the Trust will use the facilities to the extent of their useful lives. The Trust is not required to make any payments or give any consideration to Miami-Dade County, however, the Trust shall be required to properly maintain the designated facilities, and, except as otherwise provided by this chapter, may make necessary improvements to such facilities.

(Ord. No. 73-69, § 7, 7-30-73; Ord. No. 91-63, § 1, 6-18-91)

Sec. 25A-8. - [Hospital exception.]

Except where prohibited by state or federal law, any provision of the Code of Miami-Dade County, and any resolution or administrative order of the County requiring a contractor to execute or complete a form or affidavit as a condition of doing business with the Public Health Trust, shall not apply to the current, unexpired term of a contract that exists between a contractor and the Public Health Trust as a result of its acquisition of a new hospital.

(Ord. No. 01-106, § 1, 6-19-01)

Sec. 25A-9. - Financial Sustainability.

It is the intent of the Commission to promote, protect, maintain, and improve the health and safety of all residents and visitors of Miami-Dade County through a fully functioning and sustainable public health trust.

- (a) *Conditions.* The Commission finds that it is in the best interest of the public it serves to take action to preserve the Trust and to ensure its financial sustainability by requiring the Trust to notify the Commission, the Mayor and the Commission Auditor when any one of the following conditions occurs:

- (1) Trust failure to, within the same fiscal year in which due, timely make any applicable debt payments as a result of a lack of funds.
- (2) Trust failure to pay uncontested claims from creditors within ninety (90) days after the claim is presented, as a result of a lack of funds.
- (3) Trust failure to transfer at the appropriate time, due to a lack of funds:
 - (i) Taxes withheld on the income of employees; or

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- (ii) Employer and employee contributions for either federal social security or any pension, retirement, or benefit plan of an employee.
 - (4) Trust failure to pay for one pay period, due to a lack of funds:
 - (i) Wages and salaries owed to employees; or
 - (ii) Retirement benefits owed to former employees.
 - (5) An unreserved or total fund balance or retained earnings deficit, or unrestricted or total net assets deficit, as reported on the balance sheet or statement of net assets on the general purpose or fund financial statements, for which sufficient resources of the Trust, as reported on the balance sheet or statement of net assets on the general purpose or fund financial statements, are not available to cover the deficit. Resources available to cover reported deficits include net assets that are not otherwise restricted by federal, state, or local laws, bond covenants, contractual agreements, or other legal constraints. Fixed or capital assets, the disposal of which would impair the ability of the Trust to carry out its functions, are not considered resources available to cover reported deficits.
 - (6) An advance of any County funds to the Trust, due to a lack of Trust funds to address operational needs, to support operational needs and expenses.
 - (7) The Mayor reports that PHT management and/or the Board of Trustees are not making acceptable progress in developing and implementing a corrective action plan to address managerial and financial deficiencies in accordance with the letter agreement (dated March 23, 2010) entered into pursuant to Resolution No. R-323-10.
- (b) *Notice.* When one or more of the conditions specified in Subsection (a) have occurred, or likely will occur within one hundred twenty (120) days, the Trust shall submit written notice to the Mayor, Chairperson and members of the Commission, and the Commission Auditor. Upon receipt of such notice, the Chairperson of the Commission shall place the item on the agenda for consideration at the next regularly scheduled Commission meeting, or a special meeting may be called in accordance with Commission rules, in order to address the item.
- (c) *Assistive measures.* Upon notification by the Trust or another party that one or more of the conditions in Subsection (a) have occurred or likely will occur, the Commission shall determine whether the Trust needs assistance to resolve or prevent the condition. If assistance is needed, the Commission may implement assistive measures which may include any one, or any combination of, the following:
- (1) *Management watch.* The Commission may direct the Mayor or the Mayor's designee to place the Trust on management watch on such terms and conditions as the Mayor, or the Mayor's designee, deems appropriate, including the authority to assign support personnel and staffing to the Trust as needed. The Commission intends that the more stringent review and oversight of the Trust by the Mayor or the Mayor's designee would improve the functioning of the Trust and promote necessary planning, assessment and monitoring of the Trust's financial health, and ensure essential management to advance the Trust's financial sustainability. The Commission may direct the Mayor or the Mayor's designee to periodically report to the Commission on the Trust's compliance with the terms and condition of said management watch and the Trust's progress toward resolving the conditions specified in Subsection (a). The Trust shall remain under management watch for such period of time as determined by resolution of the Commission.
 - (2) *Recovery plan.* The Commission may require and approve a plan, to be prepared by the Trust in consultation with the Mayor, or his or her designee, and the Board of County Commissioners prescribing actions that will cause the Trust to no longer be subject to this section. However, if the Commission establishes a Financial Recovery Board and requires preparation of a recovery plan, the Trust may prepare the recovery plan in consultation

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with the Financial Recovery Board as well as the Mayor, his or her designee, or the Commission.

The plan shall be submitted to the Commission within sixty (60) days of the Commission's action requiring the plan, or such longer period of time as determined by the Commission. The Trust shall submit copies of the plan to the members of the Commission concurrently with submission to the Mayor. The plan must include, but need not be limited to:

- (i) Provision for payment in full of obligations outlined in Subsection (a), designated as priority items, that are currently due or will come due.
 - (ii) Establishment of priority budgeting or zero-based budgeting in order to eliminate items that are not affordable.
 - (iii) The prohibition of a level of operations which can be sustained only with nonrecurring revenues.
- (3) *Audit.* The Commission may direct the Commission Auditor, or the external auditor of the County to audit any or all records of the Trust in accordance with Section 25A-5(c) (General financial provisions), herein. The Commission Auditor or the County's external auditor shall consult with the Trust to identify any steps necessary to bring the books of account, accounting systems, financial procedures, and reports into compliance with applicable law. The Commission Auditor or the County external auditor shall report its preliminary findings to the Commission within sixty (60) days of audit commencement. The Trust and its internal and external auditors shall cooperate fully with the Commission Auditor, or the County's external auditor.
- (4) *Technical Assistance.* The Commission may provide technical assistance to the Trust.
- (5) *Financial Recovery Board.* The Commission may establish a Financial Recovery Board ("Recovery Board"). The County Commission's determination to establish a Recovery Board shall be by adoption of a resolution setting forth the time period such Board shall be in existence and the types of Board action which may be vetoed by the Commission and the timetables and procedures for exercise of such veto authority. Actions of the Recovery Board subject to Commission veto shall be filed by the Recovery Board with the Clerk of the County Commission, who shall place same on the next regularly scheduled County Commission agenda for County Commission consideration without the requirement for committee review. Such actions of the Recovery Board shall become effective upon the adjournment of the next regularly scheduled County Commission meeting unless vetoed by an affirmative vote of two-thirds (2/3) of those Commissioners then in office. A County Commission veto of any action taken by the Recovery Board shall be final and determinative.

Notwithstanding any provision of the Code to the contrary, the Recovery Board shall be authorized and empowered to serve as the governing body of the Trust effective upon appointment of at least four (4) members and subject to Commission veto authority all as provided herein. The Mayor and the County Attorney shall provide support to the Recovery Board.

Additionally, the Recovery Board shall comply with any Commission directive to the Recovery Board, as set forth from time to time by resolution of the Commission. A resolution adopting a directive that undoes or modifies action of the Recovery Board or any of its committees shall require an affirmative vote of two-thirds (2/3) of those Commissioners then in office.

During the tenure of the Recovery Board, the governance powers of the currently sitting Trust Board of Trustees shall cease and the currently sitting Board of Trustees shall be dissolved and shall no longer serve as the governing body of the Trust. The terms of all

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currently sitting voting members of the Board of Trustees and ex officio members shall automatically expire upon appointment of four (4) members of the Recovery Board.

During the tenure of the Recovery Board, the provision of Sections 25A-3(d) (Appointment and removal of Trustees), and 25A-3(e) (Tenure of Trustees), herein shall not apply. The Application of Sections 25A-3(d) and 25A-3(e), herein shall commence on the conclusion of the tenure of the Recovery Board. The Nominating Council set forth in Section 25A-3(d), herein shall convene in accordance with such section, except that the membership shall include five (5) members of the Financial Recovery Board in lieu of the voting Trustees of the Board of Trustees, not less than ninety (90) days prior to the conclusion of the tenure of the Recovery Board for the purpose of assigning members of the expiring Recovery Board to staggered initial terms as voting members of the reestablished Board of Trustees and submitting said assignments to the Commission for ratification.

- (i) *Powers and duties.* The Recovery Board shall hold regular meetings and record such meetings in accordance with the requirement for the Board of Trustees as described in Section 25A-3(f) (Organization, powers and duties of the Board of Trustees), herein. Except as specifically provided in Section 25A-9(c) (Assistive measures), herein, during its tenure, the Recovery Board shall have all of the powers, duties and responsibilities customarily vested in the Board of Trustees of the Trust and as provided for in Chapter 25A of the Code, except that those powers and duties shall be limited by the Commission's veto authority as provided herein.

The Recovery Board shall exercise supervisory control over the operation, maintenance, and governance of all designated facilities and of all functions and activities taking place in connection with the operation of designated facilities and shall be authorized to exercise such powers as provided for in Section 25A-4 (Powers and duties of the Trust), herein, except as modified hereinafter:

- (A) Appointment and evaluation of the Chief Executive Officer. The Recovery Board shall be empowered to evaluate, appoint, suspend and remove a Chief Executive Officer of the Trust. The Recovery Board shall evaluate the Chief Executive Officer's performance periodically, at its discretion, but no less than annually. Any employment contract for a Chief Executive Officer appointed by the Recovery Board shall require prior County Commission approval before becoming effective.
- (B) Health care delivery policies. The Recovery Board shall develop policies, procedures and practices to promote successful operation of the Trust and its designated facilities and to ensure financial sustainability of the Trust. The Recovery Board shall recommend health care policies to be approved by the Commission relevant to the short and long term financial sustainability of the Trust and the designated facilities.
- (C) Intergovernmental cooperation. The proposed annual operating agreement between the Trust and Miami-Dade County, as described in Section 25A-4(i) (Intergovernmental cooperation), herein shall be approved by the Recovery Board and then submitted to the Board of County Commissioners for approval in September of the applicable year. During the tenure of the Recovery Board, the Trust/County Committee as described in Section 25A-4(i), herein, shall cease to meet, review, approve, and make recommendations regarding the Annual Operating Agreement.
- (D) Contracts. For purposes of compliance with the formal bid requirements of Section 5.03(D) of the Charter of Miami-Dade County, Florida, the term "Board" as used in Section 5.03(D) shall be construed to be "Recovery Board."

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- (E) Personnel. Any personnel actions or policies taken or issued by the Recovery Board shall not be inconsistent with any applicable collective bargaining agreements, as amended. The Recovery Board shall recommend to the Commission policies for labor management and the negotiations of labor agreements with organizations representing Trust employees. Additionally, the Recovery Board shall recommend to the Commission proposed labor agreements negotiated with labor organizations representing Trust employees. Notwithstanding any other provision of Chapter 25A, the Commission may approve or take other action regarding the proposed agreement by a majority vote, except that the Commission may only disapprove or amend the proposed agreement by a two-thirds (2/3) vote of those Commissioners then in office.
 - (F) Issuance of bonds and ability to borrow money. The Recovery Board shall be empowered to enact resolutions requesting that the County Commission effectuate the issuance of bonds or authorizing the Trust to borrow money.
 - (G) UM Annual Operating Agreement Committee and FIU Annual Operating Agreement Committee. During the tenure of the Recovery Board, there shall be a UM Annual Operating Agreement Committee ("UM Committee") and a FIU Annual Operating Agreement Committee ("FIU Committee"). The Trust Chief Executive Officer shall negotiate the annual operating agreement with the University of Miami and shall submit his/her recommendations to the UM Committee. The Trust Chief Executive Officer shall also negotiate the annual operating agreement with Florida International University and shall submit his/her recommendations to the FIU Committee. The UM Committee and the FIU Committee shall make recommendation regarding the respective annual operating agreements to the Recovery Board. The UM Committee and the FIU Committee shall semi-annually review fiscal reconciliation reports of funds provided to UM and FIU respectively for services provided under the annual operating agreements, and shall report thereon to the Recovery Board. The UM Committee and the FIU Committee shall oversee the methods and manners by which the Trust holds the universities accountable for performing in accordance with the terms of the agreements and shall report thereon to the Recovery Board. The UM Committee and FIU Committee shall each consist of three (3) Recovery Board members as appointed by the Recovery Board Chairperson.
 - (H) Reporting. Upon appointment, the Recovery Board shall report to the Commission monthly at a Board of County Commissioners scheduled meeting, or as otherwise determined by the Commission.
 - (I) Additional powers. Upon appointment, the Recovery Board shall have the power to: approve or disapprove all budgets and budget amendments; establish an estimating conference process for determining and monitoring revenues, expenditures, cash flow and deficits; establish a fiscal sufficiency advisory board; make recommendations to the County Commission of any actions it may take to resolve the Trust financial condition; and perform other duties assigned by the County Commission.
- (ii) *Recovery Board structure.*
- (A) Composition and Qualifications. The Recovery Board shall be composed of seven (7) voting members, none of whom shall be an employee of the Trust. Each member of the Recovery Board shall be a United States citizen and a permanent resident and duly qualified elector of Miami-Dade County, unless the Commission waives the residency requirement in its discretion. Each member of the Recovery Board shall be of an outstanding reputation of integrity, responsibility and commitment to serving the community.

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Each member of the Recovery Board shall have experience in hospital operations, management, finance, business or other experience relevant to the Recovery Board's duties and responsibilities. No member of the Recovery Board shall have any conflict of interest, as defined in the Conflict of Interest Ordinance, with the Trust or its designated facilities. Members of the currently sitting Board of Trustees, or former Board of Trustees members, who meet the qualifications provided herein, may be nominated to serve on the Recovery Board. A member of the Recovery Board may be removed for cause by a majority vote of the Board of County Commissioners.

- (B) Organization. The Recovery Board, by majority vote following nomination, shall elect its Chairperson and Vice-Chairperson. The Recovery Board may adopt, modify, and amend the existing bylaws and rules and regulation of the Public Health Trust for the Recovery Board's governance and for the operation, governance, and maintenance of designated facilities. Such bylaws and amendments shall not be inconsistent with the ordinances of the County. The Recovery Board shall form subcommittees to assist in its work. The subcommittee membership shall not be limited to members of the Recovery Board.
- (C) Appointment. The Commission shall appoint four (4) members of the Recovery Board from a list of persons nominated by each Commission member. The Commission shall vote on all nominees. The four (4) nominees with the greatest number of votes shall be appointed as Recovery Board members.

The Commission may ratify appointment of the remaining voting members as follows: One (1) member of the Recovery Board shall be designated by the Mayor in writing, and a copy thereof shall be filed with the Clerk of the Commission; one (1) member of the Recovery Board shall be designated by the Chairperson of the Miami-Dade Legislative Delegation in writing, and a copy thereof shall be filed with the Clerk of the Commission; one (1) member of the Recovery Board shall be designated by the President of the South Florida AFL-CIO in writing, and a copy thereof shall be filed with the Clerk of the Commission.

Upon receipt of any written designation to fill an initial or subsequent vacancy by the Mayor, the Chairperson of the Miami-Dade Legislative Delegation, or the President of the South Florida AFL-CIO, the Clerk of the Commission shall serve copies on each member of the Commission. Any Commissioner may request that the designations be presented at the next regularly scheduled Commission meeting for review. Such request shall not be subject to committee review or to the four-day rule. Absent any disapproval at the next regularly scheduled Commission meeting, the designees shall be deemed ratified, and shall be deemed appointed to the Recovery Board.

Upon any vacancy occurring on the Recovery Board, the Recovery Board shall notify the Chairperson of the Commission and shall request that the vacancy be filled as provided herein.

- (D) Term. The Recovery Board shall serve for no longer than twenty-four (24) months, or such shorter or longer period of time as determined by resolution of the Commission. The Recovery Board may recommend shortening or lengthening its tenure by submitting to the Commission a duly enacted resolution of the Recovery Board. The Commission shall consider any such resolution, however, the Commission shall be under no obligation to take affirmative action upon the recommendation. The Commission may consider, among other factors,

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whether the conditions specified in Subsection (a) have resolved, or are likely to resolve promptly, when determining whether to shorten or lengthen the Recovery Board's term. Upon conclusion of the term of the Recovery Board, the Board of Trustees shall be reestablished. The initial appointments to the reestablished Board of Trustees shall include all members of the expiring Recovery Board. Each voting Trustee shall serve the terms they are appointed to in accordance with Section 25A-3(d) (Appointment and removal of Trustees). Following the reestablishment of the Board of Trustees, all subsequent vacancies shall be addressed in accordance with the nominating process set forth in Sections 25A-3(d) (Appointment and removal of Trustees) and 25A-9(c)(6) (Financial sustainability), herein.

- (E) Bond. Before entering upon the duties of office, each appointee to the Recovery Board shall give bond in the amount of one hundred thousand dollars (\$100,000.00) to the Clerk of the Commission for the faithful performance of the duties of office and shall take the prescribed oath of office. This bond also is required of currently sitting Trustees. Recovery Board members shall serve without compensation but shall be entitled to reimbursement for necessary expenses, including the expense of performance bonds, incurred in the discharge of their duties.

(Ord. No. 10-32, § 1, 5-18-10; Ord. No. 11-40, § 2, 7-7-11; Ord. No. 11-43, § 2, 7-7-11; Ord. No. 11-63, § 1, 8-2-11; Ord. No. 12-04, § 2, 1-24-12; Ord. No. 12-113, § 2, 12-18-12)

FOOTNOTE(S):

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Editor's note— Section 9 of Ord. No. 73-69, adopted July 30, 1973, provided that said ordinance be included in this Code, but did not specify the manner of inclusion, hence codification of §§ 1—7 as Ch. 25A, §§ 25A-1—25A-7, was at the discretion of the editors. Sections 8 and 10 of said ordinance, severability and effective date provisions, were omitted from codification. ([Back](#))

Cross reference— Public Health Department, § 2-74 et seq.; payment of costs of hospital care, treatment and maintenance, Ch. 25C. ([Back](#))

State Law reference— Public health trusts, F.S. § 154.001 et seq. ([Back](#))

**CLERK'S SUMMARY OF MEETING AND OFFICIAL MINUTES
PUBLIC HEALTH TRUST NOMINATING COUNCIL
August 30, 2013**

The Public Health Trust Nominating Council (Nominating Council) convened at 2:00 p.m., in the Second Floor Conference Room of the Stephen P. Clark Center, 111 Northwest First Street, Miami, Florida. The following Nominating Council members were present: Chairman Darryl Sharpton, Joe Arriola, Michael Bileca, Marcos Lapciuc, and Andy Madtes; Commissioner Audrey Edmonson, Representative Jeanette Nuñez and Mojdeh Khaghan were late; (Mr. Mario Artecona was absent).

The following staff members were also present: Assistant County Attorneys Eugene Shy, and Valda Clark-Christian; Assistant to the Deputy Mayor Christina Crespi; and Deputy Clerks Maryse Fontus and Tawana Parker.

I. Welcome and Introductions

Chairman Darryl Sharpton welcomed everyone to today's (8/30) meeting. He said that he had circulated the biographies of the applicants for the vacancy on the Public Health Trust (PHT) Board of Trustees prior to the meeting, and had asked the PHT Nominating Council members to familiarize themselves with the material in the packet before coming to the meeting.

II. Approval of July 24 Meeting Minutes

Chairman Sharpton noted the first item on the agenda was the approval of the minutes of the July 24, 2013 meeting. He said that at this time he would entertain a motion to approve these minutes.

It was moved by Mr. Joe Arriola that the PHT Nominating Council members approve the minutes of the July 24, 2013 meeting. This motion was seconded by Mr. Michael Bileca, and upon being put to a vote, passed by a unanimous vote of those members present; (Commissioner Audrey Edmonson, Representative Jeanette Nuñez, Mr. Mario Artecona and Ms. Mojdeh Khaghan were absent).

III. Process for Selection of Nominees

Chairman Sharpton asked Assistant County Attorney Eugene Shy to provide a third overview of the process for the selection of the nominees.

Assistant County Attorney Shy said that as he mentioned before, at the conclusion of this entire process, the Board of County Commissioners (BCC) would fill the vacancy left by Mr. Stephen Nuell on the Board of Trustees. He noted at the conclusion of the Nominating Council process, the members would submit three names to the BCC to make a determination. He explained that, under Chapter 25A of Miami-Dade County's Code, the Nominating Council was charged with soliciting, screening, interviewing and making recommendations to the BCC. He noted the solicitation process had already been completed. Assistant County Attorney Shy stated that the purpose of today's (8/30) meeting was for the Nominating Council members to use the matrix prepared by staff, to decide who they wanted to interview. He noted it was the prerogative of the Nominating Council members to determine how to narrow down the list of nine applicants to three. Based upon who would be on the short list, staff would obtain background checks for those candidates so that at the next meeting, the Nominating Council members would have all of the information required for the interviews, noted Assistant County Attorney Shy.

Mr. Arriola inquired whether the Nominating Council was legally required to select three applicants. He also asked about the duration of the term for this vacancy.

Assistant County Attorney Shy confirmed that the Code required that the Nominating Council submit the name of one applicant for each vacancy, plus two additional names. He clarified that this particular slot was for one year, but as the terms for the Board of Trustees began on June 1st, 2013, the candidate would have to complete the year. He noted early next year, the Nominating Council would have to fill this particular slot again, plus another slot.

In response to Mr. Arriola's question, Assistant County Attorney Shy confirmed that the successful applicant could re-apply.

Chairman Sharpton clarified that the Nominating Council members would not be selecting the person to fill the vacancy, but would agree on a short list of candidates to interview.

Mr. Lapciuc asked whether today (8/30) the Nominating Council members were expected to eliminate six of the nine applicants; and by default, the other three would be on the short list.

Assistant County Attorney Shy clarified that if after interviewing the three applicants short listed today (8/30) the Nominating Council members decided to interview any of the other six applicants, they were free to do so.

Mr. Lapciuc noted therefore this was not a process to select the candidates whose names would be forwarded to the BCC; rather, this was a process to select who the Nominating Council members wished to interview.

Mr. Arriola pointed out that the Nominating Council members did not wish to interview all nine applicants. He suggested that the members agree on four or five applicants to interview.

Chairman Sharpton indicated that he would defer to the wishes of the Nominating Council as to the number of applicants to interview, although he was hoping that the members could agree on five applicants. He said that in his view, he believed that the Nominating Council members received applications from nine capable individuals. Mr. Sharpton noted at the last meeting, he tried to identify the criteria that could be used to narrow the list down. He indicated that when he reviewed the applications he noticed that some of the applicants' qualifications duplicated the expertise of the Nominating Council members; therefore, it did not seem necessary to interview all nine applicants. He said that he also paid attention to the goals that the candidates indicated they wanted to achieve, and noticed that there were some distinguishing factors, because the objectives identified by some of the applicants were similar to those of the Nominating Council members.

Mr. Lapciuc asked whether it would be appropriate at this time for the Nominating Council members to vote on a number of applicants to interview.

Chairman Sharpton asked whether any Nominating Council member believed that all nine applicants should be interviewed based upon the information contained in the packet.

Since no Nominating Council member expressed the belief that all nine applicants should be interviewed, Chairman Sharpton said that he would entertain a motion regarding the number of applicants to be interviewed.

It was moved by Mr. Marcos Lapciuc that the Nominating Council members agree on five applicants to be interviewed. This motion was seconded by Mr. Andy Madtes, followed by discussion.

Mr. Arriola expressed disagreement with this large number. He noted it was a long process, and it would be too time consuming to interview five applicants, when in the end the Nominating Council members would only recommend one applicant. He put forth a friendly amendment that the Nominating Council members agree on three applicants to be interviewed.

Mr. Lapciuc noted he agreed with Mr. Arriola, and accepted his friendly amendment.

Representative Nuñez asked whether the three applicants who would be selected would also be the nominees to be forwarded to the BCC for its consideration.

Chairman Sharpton confirmed that the three applicants that would be selected would be forwarded to the BCC for the final determination.

It was moved by Mr. Marcos Lapciuc that the Nominating Council members agree on three applicants to be interviewed. This motion was seconded by Mr. Andy Madtes, and upon being put to a vote, passed by a unanimous vote of those members present; (Mr. Mario Artecona was absent).

IV. Selection of Finalists for Interviews

Chairman Sharpton noted he reviewed the applications, the matrix, and he ranked the candidates. He said that he was open to suggestions, based

upon the history of the Nominating Council, as to how to proceed with regard to ranking the candidates.

Assistant County Attorney Shy explained that in the past, after having reviewed the matrix and applications, the Chair would ask each member to rank the candidates; and at the end staff would add up the tally to select the successful candidates.

Chairman Sharpton asked the Nominating Council members to take five minutes to go through the applications and rank the top three applicants.

After a few minutes, Chairman Sharpton asked the members around the table to identify their top three applicants.

Mr. Arriola: 4 Mas; 3 Kavanaugh; 9 Pruitt

Ms. Khaghan: 4 Mas; 3 Kavanaugh; 6 Faragalli

Commissioner Edmonson: 3 Kavanaugh; 4 Mas; 6 Faragalli

Mr. Madtes: 2 Garcia; 3 Kavanaugh; 6 Faragalli

Mr. Lapciuc: 4 Mas; 5 Patel; 9 Pruitt

Mr. Bileca: 4 Mas; 3 Kavanaugh; 6 Faragalli

Representative Nuñez: 4 Mas; 2 Garcia; 9 Pruitt

Chairman Sharpton: 2 Garcia; 5 Patel; 4 Mas

Assistant County Attorney Shy announced that Mr. Mas had received 7 votes, Mr. Kavanaugh 5 votes, and Ms. Faragalli 4 votes.

Chairman Sharpton noted the above-named applicants represented the three applicants who would be interviewed by the Nominating Council members.

Assistant County Attorney Shy advised that a heightened conflict of interest standard applied to the members of the Board of Trustees. He noted some of the applicants had reported conflicts of interest, but during the interview process the Nominating Council members could supplement the list.

Chairman Sharpton said that for the benefit of the process, if there were any known conflicts, they should be made known to the Nominating Council members at this point.

Assistant County Attorney Shy noted candidate Mas' brother was on the Board of Miami Children's Hospital.

Chairman Sharpton asked whether this represented a conflict.

Assistant County Attorney Shy noted this should not necessarily stop the process, but it should be raised and addressed at some point in the future.

Chairman Sharpton said that today (8/30) would be the best time to address this issue if it represented a conflict.

Commissioner Edmonson inquired why this would represent a conflict of interest.

Assistant County Attorney Shy explained that when the Financial Recovery Board (FRB) was established, at the urging of the Hospital Governance Task Force, the County Commission adopted resolution R-1020-11, which imposed a heightened conflict of interest standard on the FRB. Assistant County Attorney Shy said that the Commission did not want anyone on the FRB to have any conflicts; the Financial Recovery Board amended its By-laws as a result, and the Board of Trustees did the same.

Commissioner Edmonson noted she recalled that the conflict had to apply to the individual, but Assistant County Attorney Shy clarified that it applied to the individual's family members, as well.

Mr. Arriola noted he agreed with Commissioner Edmonson that if an applicant's brother served on another board, this should not constitute a

conflict; however, if it represented a conflict, it was advisable to address it now.

Mr. Lapciuc noted he wanted to add some perspective since he was heavily involved in adopting the heightened conflict of interest standard. He recalled that the concern had to do with a member of the Board of Trustees or a relative of a member of the Board contracting with the Trust. He said he did not believe that, if in fact Mr. Mas' brother served on the Board of Miami Children's Hospital, this constituted a conflict.

Assistant County Attorney Shy stated that the provision in the By-laws, which was carried over from the FRB to the Board of Trustees provided as follows: "The immediate family of the member of the Board shall not be employed as senior management, or have control of, or have a material interest in an organization that competes with the Jackson Health System."

Chairman Sharpton urged the Nominating Council members to try to resolve this issue. He asked Assistant County Attorney Shy whether he considered the first criteria, which pertained to a "material interest", to be applicable to Mr. Mas. He requested that Assistant County Attorney Shy provide him with an example as to how that would constitute a conflict.

Mr. Madtes pointed out that it would be helpful to know in what capacity Mr. Mas' brother served on the Board of Miami Children's Hospital.

Mr. Arriola said that he was no longer the Chair of the Board.

Representative Nuñez asked whether he was on the Board of the Hospital or the Foundation.

Chairman Sharpton noted Miami Children's Hospital had a holding company by the name of the Children's Health System, and Mr. Mas' brother was on the Board of this company and was probably its Chair.

Ms. Crespi said that she looked it up and that Mr. Mas' brother was on the Board of Directors of Miami Children's Hospital.

Assistant County Attorney Shy stated that what had been done in the past, and was provided for in the By-laws of the Nominating Council, was to request an opinion from the Commission on Ethics and Public Trust.

Representative Nuñez suggested that in the interest of time, the Nominating Council members should add, as an alternate, the applicant who had received the most number of votes after the first three applicants.

Chairman Sharpton noted he agreed with Representative Nuñez' suggestion.

Commissioner Edmonson pointed out that two applicants had received three votes each. She suggested that the Nominating Council members vote on these two applicants to identify an alternate applicant.

It was moved by Commissioner Edmonson that the Nominating Council members vote on the two applicants who had received three votes each to identify an alternate applicant. This motion was seconded by Representative Nuñez, and upon being put to a vote, passed by a unanimous vote of those members present; (Mr. Mario Artecona was absent).

Following a roll call, it was determined that Mr. Calixto Garcia would be the fourth applicant to be interviewed as an alternate applicant, in case it was decided, upon receipt of the Commission on Ethics and Public Trust's opinion, that Mr. Mas had a conflict of interest.

Mr. Lapciuc inquired about the procedure before the Commission on Ethics and Public Trust. He pointed out that it would be unfair to ask Mr. Mas to be interviewed until this issue had been resolved. He noted the importance of encouraging good applicants, and expressed concern about casting such a wide net with regard to potential conflicts of interest.

Assistant County Attorney Shy stated that upon conclusion of this meeting, he would contact the Commission on Ethics and Public Trust to request an opinion on this matter urgently. He noted it was the prerogative of Director Joseph Centerino to decide how quickly to issue the opinion; however, in

the past, when requested, the Ethics Commission had issued its opinions prior to the interviews.

Mr. Lapciuc stressed that he did not believe that this was the intent of the heightened conflict of interest standard, noting Assistant County Attorney Shy's interpretation might be overly cautious.

Chairman Sharpton acknowledged that there might be an apparent conflict of interest; however, he inquired what would be the likelihood of that conflict manifesting itself. He asked whether, from a procedural standpoint, a resolution was in order.

Assistant County Attorney Shy advised that a motion was needed to approve the four applicants to be interviewed: Mr. Jose Ramon Mas, Mr. Daniel Kavanaugh, Ms. Robin Reiter-Faragalli, and Mr. Calixto Garcia.

It was moved by Mr. Marcos Lapciuc that the four applicants, Mr. Jose Ramon Mas, Mr. Daniel Kavanaugh, Ms. Robin Reiter-Faragalli, and Mr. Calixto Garcia, be interviewed. However, if it was determined, pursuant to the opinion of the Commission on Ethics and Public Trust, that Mr. Mas had no conflict of interest, only the original three applicants selected would be interviewed. This motion was seconded by Mr. Michael Bileca, and upon being put to a vote, passed by a unanimous vote of those members present; (Mr. Mario Artecona was absent).

In response to Chairman Sharpton's request, Ms. Crespi announced that the four interviews could be held on the 5th or 6th of September, or on the 11th and 12th of September.

Mr. Madtes indicated that he would be out of town and Ms. Khaghan stated that the 5th and 6th of September were Jewish holidays.

Responding to Mr. Bileca's question, Ms. Crespi confirmed that all of the applicants would be interviewed on the same day.

Chairman Sharpton noted the deadline for submittal of the names of the applicants to the County was the 13th of September, if the Nominating Committee wanted to place this item on the BCC October agenda. He said

it appeared that most members were available on the 12th of September and asked whether Mr. Madtes could participate in the interviews by phone.

Assistant County Attorney Shy confirmed that Mr. Madtes could listen in on the interviews on the phone.

Responding to Chairman Sharpton's question as to whether there was a vehicle that would allow Mr. Madtes to submit a question in writing, Assistant County Attorney Shy noted the questions that had usually been asked were in the packet that was distributed at the meeting.

Chairman Sharpton said that he would like to give Mr. Madtes the opportunity to ask his questions. He announced that the Committee meeting would begin at 9 a.m., and would be followed by the interviews at approximately 11:00 or 11:30 a.m.

Responding to Mr. Arriola's question as to whether Mr. Madtes could vote by proxy, Assistant County Attorney Shy advised that this was not possible.

Chairman Sharpton noted additional questions should be submitted to the Chair and copied to Ms. Crespi. He indicated that they should be received by Friday, 6th September.

V. Adjournment

There being no other business to come before the Public Health Trust Nominating Council, the meeting adjourned at 2:59 p.m.

Chairman Darryl Sharpton
Public Health Trust Nominating Council

**CLERK'S SUMMARY OF MEETING AND OFFICIAL MINUTES
PUBLIC HEALTH TRUST NOMINATING COUNCIL
September 12, 2013**

The Public Health Trust Nominating Council (Nominating Council) convened a meeting at 11:30 a.m., in the West Wing Board Room of the Ira C. Clark Diagnostic Treatment Center, Jackson Memorial Hospital, 1080 NW 19th Street, Miami, Florida. The following Nominating Council members were present: Chairman Darryl Sharpton, Mr. Mario Artecona, Representative Jeanette Nuñez and Ms. Mojdeh Khaghan; (Commissioner Audrey Edmonson, Mr. Joe Arriola, Representative Michael Bileca, Mr. Marcos Lapciuc, and Mr. Andy Madtes were absent).

The following staff members were also present: Assistant County Attorneys Valda Clark-Christian and Jeffrey Poppel; Assistant to Deputy Mayor Alina Hudak, Christina Crespi; and Deputy Clerk Maryse Fontus.

I. Welcome

Chairman Sharpton called the meeting of the Nominating Council to order at 12:25 p.m. He noted at 11:45 a.m., he acknowledged that the meeting of the Public Health Trust Board was running late, and inquired about beginning the interviews. However, because the Nominating Council did not have a quorum at that time, it was decided that the interviews would be deferred as the Public Health Trust Board needed to deal with some time-sensitive contracts that had to be approved.

Following the roll call, it was determined that four Nominating Council members were present, and that the Nominating Council did not have a quorum.

Chairman Sharpton acknowledged that prior to the meeting being called to order it was questionable whether the Nominating Council would have a quorum. He asked Assistant County Attorney Valda Christian what were the Council's options.

Assistant County Attorney Christian noted pursuant to Chapter 25A of the Miami-Dade County Code “the presence of five Council members shall be necessary and sufficient to constitute a quorum for the transaction of business at all meetings of the Nominating Council.” She advised that as the Nominating Council did not have five members present, it could receive reports, but was unable to take action; therefore, the members present at this time would not be able to conduct interviews. She noted the Nominating Council members present could discuss how they wished to proceed.

Representative Nuñez inquired whether the members of the Public Health Trust Board could be substituted for the Nominating Council members for the purpose of attaining a quorum at the present meeting.

Chairman Sharpton said that Mr. Bileca only told him a few minutes prior to the beginning of the Nominating Council meeting that he would have to leave. He suggested that the Nominating Council take a very short recess, to ascertain whether it would be possible to contact one of the absent members.

At 12:43 p.m., Chairman Sharpton reconvened the meeting of the Nominating Council, and said that he had been unable to contact the members who were absent. He noted he inquired if it would be possible for a Nominating Council member to be substituted, but he was uncomfortable with advice being given on an ad hoc basis; therefore, in order to preserve the integrity of the process, he said that he preferred not to appoint someone as a substitute. He apologized to the candidates who had come for the interviews, noting he had attempted to advance the process.

II. Selection Process for the Members of the PHT Board of Trustees

Chairman Sharpton noted he would like at this time to make a couple of comments directed to all of the Nominating Council members and the candidates. He said that he wanted to bring to the attention of the Nominating Council members that as of June 2014, the Public Health Trust (PHT) Board of Trustees would potentially lose three members. He pointed

out that the PHT Board of Trustees currently had a vacancy, which was for a six-month term.

Assistant County Attorney Christian clarified that this vacancy was slotted as a one-year term, which began on June 1st, 2013.

Chairman Sharpton noted according to his records the PHT Board of Trustees had two additional terms that would expire next summer.

Assistant County Attorney Christian clarified that the current vacancy was for one of the terms that would expire on May 31st, 2014; and that by June 1st, 2014, the Nominating Council would have to fill two slots.

Chairman Sharpton pointed out that the PHT Board of Trustees would potentially be losing four members in less than a year, noting the PHT Board recently lost two members, and would have two terms expiring next year. He said that he wanted to raise this as a concern because the PHT Board needed a degree of continuity and consistency to operate; and it would be necessary to think about an orderly transition as those vacancies were being filled. Chairman Sharpton said that as the Nominating Council embarked on a selection process, it would be necessary for the Council members to agree on some form of criteria to sustain the momentum that the PHT Board of Trustees had worked diligently to attain over the last two years. He reiterated that it was important for the Nominating Council members to agree on such criteria, because the PHT Board had operated with six people for the past two years, and had experienced a high turn-over.

Ms. Khaghan asked how early the Nominating Council could begin the process to fill the vacancies on the PHT Board of Trustees.

Assistant County Attorney Christian noted while there was no official limit regarding how early the process could begin, the suggested timeline was three months, as this gave sufficient time for advertisements, and Board of County Commissioners' (BCC) Committee review. She reiterated that the terms that were of concern would expire on May 31st, 2014.

Ms. Khaghan pointed out that normally the Nominating Council waited until there was a vacancy to try to fill it, and suggested that the Council begin the process as soon as a vacancy was anticipated.

Chairman Sharpton noted he concurred, and said that by January 2014 he would like to begin the process to fill the vacancies whose terms were scheduled to begin on June 1st, 2014. He pointed out that this was a very time-consuming process, and he had aggressively pushed for the Nominating Council members to fulfill the task at hand, because it could easily take longer than three months. He said that he was not interested in going through a process simply to fill vacancies for the sake of having a certain number of members; rather, he wanted to ensure that the PHT Board of Trustees would be able to sustain its accomplishments.

Assistant County Attorney Christian noted the County Attorneys' Office and the Mayor's Office were designated to support the Nominating Council, and they would provide as much assistance to the members as necessary. She indicated that she had informed some PHT Board of Trustees' members that Chapter 25A was not completely synchronized with the new structure, as it charged the Nominating Council with submitting to the BCC, prior to September 1st of each year, a list of nominees for vacancies. She said that this was in conformity with prior language anticipating that Board service would begin in October of each year. However, she noted, because of the transition from the Financial Recovery Board, the terms would now begin in June of each year. She advised that by February 1st, the Nominating Council should begin the process to fill the vacancies whose terms were scheduled to begin on June 1st, 2014; although the members could choose to begin the process earlier.

Ms. Khaghan asked whether the slot being filled was the AFL-CIO appointee's seat.

Assistant County Attorney Christian clarified that when transitioning from the Financial Recovery Board to the re-established PHT Board of Trustees, Chapter 25 A was modified to ensure continuity, and provided that all

members of the Financial Recovery Board would become the initial members of the re-established PHT Board of Trustees, effective June 1, 2013. She stated that during the process for the BCC to formally appoint the members of the PHT Board of Trustees, a member who had been appointed by a commissioner resigned, and that was the vacancy which the Nominating Council was seeking to fill. In addition, Dr. Lipoff's seat would also become vacant by May 31st 2014, and she was an AFL-CIO appointee to the Financial Recovery Board, noted Assistant County Attorney Christian.

Chairman Sharpton stated that as he had done consistently in the prior two meetings, he would yield to the wishes of the Nominating Council members. He reiterated that there had been a high turn-over, and he needed the members' help to sustain the momentum of the work accomplished thus far. He noted this was the third meeting in which he mentioned the importance of agreeing on criteria to select the candidates.

Ms. Khaghan asked whether the Nominating Council would have to submit the names of nine candidates if it had three slots to fill.

Assistant County Attorney Christian clarified that the Nominating Council was required to submit one name for each vacancy, plus two alternate names; therefore, if there was one vacancy, the Nominating Council would submit three names, and if there were two vacancies, the Nominating Council would submit four names.

Chairman Sharpton said that it was his understanding that the names that the Nominating Council submitted were not ranked, noting the commissioners had the ability to choose from the slate.

Assistant County Attorney Christian said although this was correct, the Nominating Council could give the commissioners guidance.

Pursuant to Chairman Sharpton's comments, Mr. Artecona said that since he had not participated in the previous meetings, he would follow the

Chair's lead; however, he noted, he would make himself available for any future meetings.

Representative Nuñez said that Chairman Sharpton's points were well taken, and that she agreed with him wholeheartedly that continuity of the membership was important to sustain the momentum of the work carried out thus far.

Ms. Khaghan thanked Chairman Sharpton for his leadership, and for his vision of maintaining continuity in the membership.

Chairman Sharpton reiterated that the PHT Board of Trustees had accomplished a great deal, and said that he would like to reconvene the Nominating Council sooner rather than later to sustain this momentum. Subsequently, noted Chairman Sharpton, it would be appropriate to establish a new timeline, which would most likely include beginning the selection process in February 2014 for the two slots to be filled by June 1st.

Assistant County Attorney Christian advised that since it was not possible for the Nominating Council to take action without a quorum, the Administration would proceed to re-convene another meeting for the interviews.

Chairman Sharpton said that, to the extent allowed by statute, he would not be opposed to exempting the short-listed candidates from undergoing the formal application process once more.

Assistant County Attorney Christian explained that while the applications were not time-sensitive, the background checks were; however, she said that she would verify whether it was possible to exempt the short-listed candidates from undergoing the entire application process.

Chairman Sharpton apologized to the candidates, encouraged them to stay involved in the process, and said that he looked forward to conducting their interviews in the future.

III. Adjournment

There being no other business to come before the Public Health Trust Nominating Council, the meeting adjourned at 1:06 p.m.

Chairman Darryl Sharpton
Public Health Trust Nominating Council