

Memorandum



Date: October 7, 2008

Agenda Item No. 1(D)1

To: Honorable Chairman Bruno Barriero and
Members, Board of County Commissioners

From: George M. Burgess
County Manager

A handwritten signature in black ink, appearing to read "George M. Burgess". The signature is written over the printed name and title of the sender.

Subject: Sunset Review of County Boards for 2008 – Public Health Trust

In accordance with the provisions of Section 2-11.40 of the Code of Miami-Dade County, I am transmitting the 2008 Sunset Review of County Boards Report for the Public Health Trust Board. The Board approved the attached report at its meeting of May 27, 2008 and has recommended the continuation of its board.

A handwritten signature in black ink, appearing to read "Alina Hudak". The signature is written over a horizontal line.

Alina Hudak
Assistant County Manager

cmo20808

Date: May 27, 2008
To: George M. Burgess
County Manager
From: Ernesto A. de la Fe
Chairperson
Public Health Trust Board of Trustees
Subject: Sunset Review of County Boards for 2008 – Public Health Trust

Pursuant to Section 2-11.40 of the Code of Miami-Dade County, I am transmitting the 2008 Sunset Review of County Boards Report for the Public Health Trust for transmittal to the Board of County Commissioners (BCC). The Board approved the attached report at its meeting of May 27, 2008.

It is recommended that the BCC approve the continuation of the Public Health Trust Board.

BACKGROUND

The Public Health Trust was created and established by authority of Chapter 73-102, Laws of Florida 1973, as an agency and instrumentality of Miami-Dade County. The Trust shall be a public corporate and politic which, through its governing body, may exercise all powers either specifically granted herein or necessary in the exercise of those powers.

The Public Health Trust should continue its function to for the purpose of the operation governance and maintenance of Jackson Memorial Hospital and meet the needs of the community as the major provider of health care services in Miami-Dade County, providing a single high standard of care for all residents.



Ernesto A. de la Fe
Chairperson
Public Health Trust Board of Trustees

**SUNSET REVIEW QUESTIONNAIRE
MIAMI-DADE COUNTY BOARDS
2008**

I. GENERAL INFORMATION

1. Name of Board Reporting:
Public Health Trust
2. Indicate number of Board Members, terms of office, and number of vacancies:
Number of Board Members: 15
Terms of Office: Two three-year terms
Number of vacancies: None
3. Identify number of meetings and members' attendance (Attach records reflecting activity from Jan, 2006 through December 31, 2007):
Number of Meetings: 12 (10 out of 12 were held)
Number of Meetings with a Quorum: 10
Attendance Records: (See Attachment)
4. What is the source of your funding?
Dedicated funding source (half-penny sales tax and general fund county support maintenance of effort % ad-valorem) Medicaid, Medicare, Private Insurance, Government and Private grants
5. Date of Board Creation
July 30, 1973
6. Attach a copy of the ordinance creating the Board (Please include all subsequent amendments). See attachment.
Ordinance 25A is attached.
7. Include the Board's Mission Statement or state it's purpose:
Mission Statement is attached.
8. Attach the Board's standard operating procedures, if any:
PHT Bylaws are attached.
9. Attach a copy of the Board's Bylaws, if any:
PHT Bylaws are attached.
10. Attach a copy of the Board's minutes approving the Sunset Review Questionnaire, including a vote of the membership:
Attachment forthcoming.

II. EVALUATION CRITERIA

1. Is the Board serving the purpose for which it was created?

Yes. The Public health Trust continues to serve the purpose of the operation governance and maintenance of Jackson Memorial Hospital and all Public Health Trust facilities.

2. Is the Board serving current community needs?

Yes. The Public Health Trust meets the needs of the community as the major provider of health care services in Miami-Dade County, providing a single high standard of care for all residents.

3. What are the Board's major accomplishments?

- a. Last 24 months:

- **Acquisition of Jackson North Medical Center**
- **Expansion of Jackson South Community Hospital**

- b. Since established:

Providing strategic and visionary direction and financial oversight of the county's only public hospital.

4. Is there any other board, either public or private, which would better serve the function of this Board.

No

5. Should the ordinance creating the Board be amended to better enable the Board to serve the purpose for which it was created? (If "Yes", attach proposed changes)

No.

6. Should the Board's membership requirements be modified?

No.

7. What is the operating cost of the Board, both direct and indirect? (Report on FY 2006 and FY 2007)

The administration of the Public Health Trust Board does not have an individual cost code in the accounting mechanism. Funding for the running of the Board comes from the Executive Office of the Public Health Trust

8. Describe the Board's performance measures developed to determine its own effectiveness in achieving its stated goals.

Please see Article IV, Section 2 (g) 7, on page 15 of the PHT Bylaws

CLERK OF THE BOARD - BOARD ATTENDANCE RECORD

Key:
 C - Cancelled
 P - Present
 E - Excused
 A - Absent

Year: 2006

BOARD OR COMMITTEE: PHT Board of Trustee Meeting

NAME	DATE OF MEETINGS													
	1/12	1/23	2/1	2/19	3/7	4/24	5/22	6/26	7/10	8/28	9/25	10/23	11/27	12/18
Larry R. Handfield	P	P	P	P	P	P	P	P		P	P	P	P	
Carlos Planas (Term Limited)	E	P	E	P	P	P	P	E	No Meeting	P	E	P	P	Cancelled
Ernesto A. de la Fe	P	P	P	P	P	P	P	P		P	P	P	P	
Laurie Nuell	E	P	P	P	P	P	P	P		P	P	P	P	
Michelle Austin (Resigned as of 7/26/06)	P	E												
Kate Callahan (was not reappointed)	P	P	P	P	P	P	P	P		P	P	P	P	
Rosy Cancela	P	P	P	P	P	P	P	P		P	P	P	P	
John H. Copeland, III	P	P	P	P	P	P	P	P		P	P	P	P	
Walter James Harvey	E	E	P	P	P	P	P	P		P	P	P	P	
Angel Medina, Jr.	P	E	E	P	P	P	E	P		E	P	P	P	
David Kraslow (was not reappointed)	E	E	E	E										
Kathie Sigler	P	P	E	E	P	P	P	P		E	P	P	P	
Ronald Silver (Term Limited)	E	E	P	P										
Jorge L. Arrizurieta (New)					P	P	P	P		P	E	P	P	
Stanley Arkin (New)					P	P	P	P		P	P	P	P	
Abraham A. Galbut (New)					P	P	P	E		P	P	P	P	
Raul Masvidal (New)					P	P	P	P		P	E	P	P	
Diego L. Mella (New)					P	P	E	P		P	P	E	P	
Martin G. Zilber (New)					P	P	P	E		P	P	P	P	
Georgena D. Ford, RN (New)					P	P	P	E		P	P	P	P	

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CLERK OF THE BOARD - BOARD ATTENDANCE RECORD

Key:
 C - Cancelled
 P - Present
 E - Excused
 A - Absent

Year: 2007

BOARD OR COMMITTEE: PHT Board of Trustees Meeting

NAME	DATE OF MEETINGS											
	1/22/07	2/19/07	3/12/07	4/9/07	5/13/07	6/25/07	7/10/07	8/12/07	9/24/07	10/22/07	11/26/07	12/17/07
Ernesto de la Fe	P	P	P	P	P	P	No Meeting	P	P	P	P	
Angel Medina, Jr.	P	P	P	E	P	P	No Meeting	P	E	E	E	
Laurie Nuell (Term Limited)	E						No Meeting					Cancelled
Stanley H. Arkin	P	P	P	P	P	P	No Meeting	P	P	P	P	
Jorge L. Arrizurieta	P	P	P	P	E	P	No Meeting	P	P	P	P	
Rosy Cancela	P	P	P	P	P	P	No Meeting	P	P	P	P	
John H. Copeland, III	P	P	P	P	E	E	No Meeting	P	P	P	P	
Georgena D. Ford, RN	P	P	P	P	P	P	No Meeting	P	E	P	P	
Abraham A. Galbut	E	P	P	P	P	P	No Meeting	P	P	P	P	
Larry R. Handfield (Term Limited)	P						No Meeting					
Walter James Harvey	P	P	P	P	P	P	No Meeting	P	P	P	P	
Raul Masvidal (Resigned)	E						No Meeting					
Diego L. Mella	E	E	E	E	P	E	No Meeting	P	E	P	E	
Kathie Sigler (Did Not Recarry)	E	P	P	P	P	E	No Meeting	P	P	P	P	
Martin G. Zilber	P	P	P	P	P	E	No Meeting	E	P	P	P	
Armando Gutierrez, Jr. (New)		P	P	P	P	P	No Meeting	P	P	P	P	
Marcos Lapciuc (New)		P	P	P	P	P	No Meeting	P	P	P	P	
Joaquin del Cueto (New)							No Meeting					
Saif Y. Ishoof (New)							No Meeting					
Commissioner Dorrin Rolfe	E	E	E	E	E	E	No Meeting	E	E	E	E	
Commissioner Javier Souto	P	P	P	P	P	P	No Meeting	P	E	P	P	

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Chapter 25A

PUBLIC HEALTH TRUST*

***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.

Cross references—Public Health Department, § 2-74 et seq.; payment of costs of hospital care, treatment and maintenance, Ch. 25C.

State law reference—Public health trusts, F.S. § 154.001 et seq.

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 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 seventeen (17) voting members none of whom shall be employees of the Trust. The voting membership shall include a member of the University of Miami Board of Trustees. In addition, the voting membership shall include the Chairperson of the Board of County Commissioners and a Commissioner designated by the Chairperson, or, alternatively, in his or her discretion, the Chairperson of the Board of County Commissioners may designate two (2) Commissioners to serve as voting members. The remaining voting membership shall be selected in accordance with Section 25A-3(d).

Additionally, the following shall be non-voting, ex officio members of the Board of Trustees: the Mayor or his or her designee; the County Manager or his or her designee; the Chief Executive Officer of the Trust; the Director, Office of Countywide Healthcare Planning; the Senior Vice President of Medical Affairs; Dean, University of Miami School of Medicine; the Senior Vice President of Patient Care Services; Dean, University of Miami School of Nursing; and the President of the Public Health Trust Medical Staff.

(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.* 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. The Nominating Council, hereinafter known as the Public Health Trust Nominating Council, shall be comprised of the following five (5) voting members: the Chairper-

son of the Commission committee of jurisdiction for the Public Health Trust, or a Commissioner of that committee designated by the committee Chairperson; the Chairperson of the Public Health Trust; the Chairperson of the Board of County Commissioners or a Commissioner designated by the Chairperson; the Mayor or a Commissioner designated by the Mayor; 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 not serve on the Nominating Council when being considered for reappointment and shall appoint a Trustee to replace him or her. The County Manager and the County Attorney shall provide appropriate staff support to the Council. The sole function of the Nominating Council shall be to solicit, screen, 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. 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 Trust Board plus two (2) additional nominees. The Commission shall select and appoint the voting trustees from the list of nominees submitted by the Nominating Council.

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.* The voting Trustees shall serve staggered terms of three (3) years each. No voting Trustee shall be permitted to serve more than three (3) consecutive and complete terms of three (3) years each. Subsequent to September 1, 2003, no voting Trustee shall be permitted to serve more than two (2) consecutive and complete terms of three (3) years each, provided however, that this six-year term limitation shall not apply to incumbent voting Trustees appointed prior to September 1, 2003. The Board of County Commissioners, by a two-thirds ($\frac{2}{3}$) vote of its members, then in office, may waive this term limitation requirement. The term of a Commissioner shall be coterminous with the term of the appointing Commission Chairperson and until the successor Commission Chairperson replaces the Commissioner.

(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.

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 at the designated facilities of the Trust, provided, however, that annually the Board of Trustees shall hold and televise at least one (1) of its regular meetings in Commission chambers. The Board of Trustees shall have discretion in determining which of its regular meetings are held and televised 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. 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.

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.

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. 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.

There shall be a Trust/University of Miami Annual Operating Agreement Negotiating Committee (the "Trust/U.M. Committee"). The Trust Chief Executive Officer and Chairperson shall have responsibility to negotiate the Annual Operating Agreement with the University of Miami and shall submit their recommendations regarding the Annual Operating Agreement to the Trust/U.M. Committee for its review and approval. The Trust/U.M. Committee shall make recommendations regarding the Annual Operating Agreement to the Board of Trustees. The Trust/U.M. 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.

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.

(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)

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

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 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 4.03(D) of the Charter of Miami-Dade County, Florida, and for such purpose the term "Board" as used in Section 4.03(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 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 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," in-

cluding 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 Trust's authority to accept gifts for such construction projects shall expire two years from the date of this amendment. The not-for-profit organization shall file a report with the Public Health Trust and Board of County Com-

missioners 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 Com-

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missioners. The County Manager shall simultaneously submit the agreement to the Commission for its approval.

- (j) *Compliance with law.* 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.
- (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.

(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)

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 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) 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)

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.
- (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)



POLICY & PROCEDURE MANUAL

SECTION: 100-200 ADMINISTRATION

SUBJECT: MISSION AND VISION STATEMENT

MISSION

SINGLE STANDARD OF HEALTH CARE TO ALL

VISION

WORLD CLASS MEDICAL EXCELLANCE

AUTHORIZATION:

Marvin O'Quinn, President, Public Health Trust

BY LAWS

Jackson

MEMORIAL HOSPITAL
Jackson Health System



PUBLIC HEALTH TRUST OF MIAMI-DADE COUNTY, FLORIDA
JACKSON HEALTH SYSTEM
MIAMI, FLORIDA

B Y L A W S

PUBLIC HEALTH TRUST OF MIAMI-DADE COUNTY, FLORIDA

**JACKSON MEMORIAL HOSPITAL
MIAMI, FLORIDA**

As Amended **Jul 20, 1976**
 Jul 05, 1977
 Feb 21, 1978
 Mar 07, 1978
 Jul 18, 1978
 Jan 09, 1979
 Apr 19, 1979
 Nov 06, 1979
 Dec 04, 1979
 Jul 15, 1980
 Apr 07, 1981
 Jul 21, 1981
 Apr 19, 1983
 Jan 17, 1984
 May 01, 1984
 Oct 11, 1984
 Sep 03, 1985
 Feb 02, 1988
 Oct 04, 1988
 Mar 30, 1993
 Mar 15, 1994
 May 03, 1994
 Nov 01, 1994
 Nov 15, 1994
 Feb 02, 1999
 Apr 13, 2004

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BYLAWS OF THE PUBLIC HEALTH TRUST
OF
MIAMI-DADE COUNTY, FLORIDA

P R E A M B L E

The Public Health Trust of Miami-Dade County, Florida, hereinafter referred to as the "Trust," having been duly established by the Board of County Commissioners of Miami-Dade County, Florida, by Ordinance No. 73-69, codified in Chapter 25A of the Code of Miami-Dade County, and under the authority of Florida Statutes, Sections 154.07 through 154.12, hereby adopts these Bylaws for the purpose of exercising supervisory control over the operation, maintenance and governance of Jackson Health System, which includes Jackson Memorial Hospital and other designated facilities and for exercising such other powers and fulfilling such other duties as have been or may be designated to the Trust by the Board of County Commissioners, or applicable law.

ARTICLE I

DEFINITIONS AND CONSTRUCTION

Definitions. As used in these Bylaws, the following terms shall have the meanings described:

- A. Board -- the Board of Trustees of the Public Health Trust of Miami-Dade County, Florida.
- B. Commission -- the Board of County Commissioners of Miami-Dade County, Florida.
- C. Health Professional Affiliate -- an individual other than a licensed physician, dentist, psychologist or podiatrist whose patient care activities require that the authority to perform specified patient care services be processed through the usual medical staff channels.
- D. Medical Staff -- medical and osteopathic physicians and dentists, podiatrists and psychologists holding current licenses who are privileged to attend to patients at Trust facilities.
- E. Office of Internal Audit -- the Office of Internal Auditor, Public Accountability and Information created pursuant to the Trust Ordinance.
- F. President -- the Chief Executive Officer of the Public Health Trust of Miami-Dade County, Florida.
- G. Trust -- the Public Health Trust of Miami-Dade County, Florida.
- H. Trust/U.M. Committee -- the Trust/University of Miami Annual Operating Agreement Negotiating Committee created pursuant to the Trust Ordinance.

- I. Trust/County Committee -- the Trust/Miami-Dade County Annual Operating Agreement Committee created pursuant to the Trust Ordinance.
- J. Trustee -- a member of the Board of Trustees of the Public Health Trust of Miami-Dade County, Florida.
- K. Trust Facilities -- Jackson Memorial Hospital and, where appropriate, all other health care facilities which have been or may in the future be designated by the Board of County Commissioners for governance, operation and maintenance by the Trust.
- L. Trust Ordinance -- the Ordinance establishing the Trust: Ordinance No. 73-69, codified in Chapter 25A of the Code of Miami-Dade County, as it may be amended from time to time.
- M. Voting Commissioner -- commencing September 1, 2004, the County Commissioner who is a member of the Economic Development and Human Services Committee of the Commission and is appointed by the Chairperson of the Commission to serve as the ex officio member of the Board of Trustees with the right to vote.

ARTICLE II

NAME AND SEAL

Section 1. The name of the Trust shall be Public Health Trust of Miami-Dade County, Florida. Its principal business office is located at Jackson Memorial Hospital, 1611 N.W. 12th Avenue, Miami, Florida 33136.

Section 2. The Trust shall have an identifiable impression type seal.

ARTICLE III

PURPOSES OF THE TRUST

The purpose(s) of the Trust shall include operation, governance, and maintenance of Trust Facilities:

- (a) For the benefit of the general community and not for the exclusive benefit of any single individual or group of individuals;
- (b) As the major provider of health services, directly and indirectly, to the poor and near poor within Miami-Dade County;
- (c) For serving the health care needs of patients who are residents of Miami-Dade County and, if in accordance with law and policies of the Trust, non-resident patients;
- (d) With the capability of supporting, maintaining and managing primary, secondary and tertiary health care programs that will strive for a single standard of general and specialized health services;
- (e) As a major referral center which has elected to offer a full range of medical and support specialties which are not generally available at community hospitals, including trauma care;
- (f) As a teaching facility which operates training programs for physicians, nurses and other health care professionals;
- (g) For providing major clinical facilities which support the University of Miami School of Medicine, University of Miami School of Nursing and other educational institutions, which train future health care professionals; and
- (h) For providing opportunities for clinical and applied research in all areas of medicine to continuously upgrade the general level of health care available to citizens.

The purpose(s) of the Trust shall also include:

- (a) Participation in activities designed to promote the general health of the community;
- (b) Providing recommendations to the Commission for the establishment of health care delivery policies in the designated facilities of the Trust; and

- (c) Fulfillment of the objectives set forth by the Commission in the Trust Ordinance and compliance with County-wide health care delivery policies which have been or may be established by the Commission.

ARTICLE IV

POWERS AND DUTIES OF THE TRUST

Section 1. General Scope of Authority.

- (a) The Trust, through its Board of Trustees, and as an agency and instrumentality of Miami-Dade County, Florida, shall be deemed to exercise a public and essential governmental function of both the State and County and in furtherance thereof, shall, subject to limitation by the Commission, and in accordance with state law, have all the powers and responsibilities necessary or convenient to exercise supervisory control over the operation, maintenance and governance of Trust Facilities.
- (b) In exercising its powers and performing its duties, the Board 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.

Section 2. Powers and Duties. Trust powers and duties shall include, but not be limited to, the following:

- (a) Power to Act. The power to sue and be sued, to plead and be impleaded, and to contract and be contracted with. This provision shall not be construed to, in any way, affect the laws relating to governmental immunity.
- (b) Contracts. Except as otherwise provided by the Commission, the power to act for Miami-Dade County in the performance and

enforcement of all contracts pertaining to the Trust Facilities existing on the effective date of the Trust Ordinance, and shall additionally be empowered to negotiate and execute such contracts as are properly within the powers and duties of the Trust. The Board shall approve all contracts to which the Trust is a party; provided, however, that by specific resolution, the Board may grant to the President the authority to execute specified contracts without Board approval. Unless the Board shall otherwise direct, all contracts to which the Trust is a party shall be executed by the President or his or her designee and any officer of the Board of Trustees. A Trust Officer's signature shall attest that the contract has been approved by the Board. The Trust shall not, without the prior approval of the Commission:

1. Enter into or amend any contract which shall require the expenditure of funds in excess of the amounts appropriated in the contractual services category of the section of the County budget pertaining to the operation of the Trust.
2. 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 Miami-Dade County which contract was consummated on December 19, 1952, and amended from time to time.

3. Enter into or alter any contract the effect of which is to substantially change health care delivery policies established by the Commission.
4. Enter into a contract with any labor or other organization representing employees without first having obtained the approval of the Commission.

(c) Formal Bid Requirements. The Trust shall comply with the formal bid requirements of Section 4.03 (D) of the Charter of Miami-Dade County, Florida, and for such purpose, the term "Board" as used in Section 4.03 (D) shall be construed to be "Board of Trustees" and the term "Manager" shall be construed to be "President of the Trust." For all construction contracts, the Trust shall comply with the provisions of Section 10-33.02 of the Code of Miami-Dade County and the administrative procedures adopted pursuant to said Section. 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 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 the Trust Ordinance. The Trust shall not be authorized to sell, convey, mortgage or otherwise impair or encumber the title to real property, provided however, the Trust shall be authorized to lease real property either as lessee or lessor. The leasing of 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 Trust Facilities and may alter, modify or make additions to Trust Facilities whenever such changes are necessary for the proper operation and maintenance of such facilities.

The Trust shall have the power to adopt and amend rules and regulations for the management and use of any properties under its control, subject, however, to the provisions of the Trust Ordinance.

(e) Financial Affairs.

1. Financial Support for the Trust and Annual Reporting

and Special Meeting Requirements. The Trust shall establish a fiscal year which coincides with that of Miami-Dade County and shall annually submit to the Commission for its approval a Trust budget request pertaining to operating and capital expenditures. The Trust shall comply in all respects with the provisions of the Trust Ordinance pertaining to funding of the Trust, including but not limited to the requirement that the Trust make an annual report and audited accounting to Miami-Dade County for all receipts and disbursements of money during each fiscal year, which accounting shall be submitted to the Commission no later than ninety (90) days subsequent to the close of the fiscal year and which accounting shall be in a manner consistent with and in a format prescribed by the County Manager. Prior to March 31st of each year, the Trust shall submit via a special meeting of the Commission in chambers a report to the Commission and the public that reflects the results of the Trust's 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 Commission,

the County Manager, Office of Countywide Healthcare Planning and Office of Inspector General.

2. Quarterly Reporting Requirements. Upon request, the Trust shall submit to the Commission a full financial report including, but not limited to, operating statistics such as, occupancy rates, revenues and expenses and a narrative outlining the achievements, opportunities, barriers and problems, if any, experienced by 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 Commission 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.

3. Expenditures of Bond Proceeds. 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 Commission to make such expenditures.

4. Rates and Charges. The Trust, in compliance with applicable law, shall be empowered to establish rates and charges for those persons using the facilities 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 the optimal mix of paying and indigent patients to enable the Trust to serve the maximum number of nongovernmentally-funded indigent patients.
5. Acceptance of Gifts. The Trust shall have the authority to accept gifts of money, services, or personal property. Subject to the prior approval of the Commission, the Trust may accept gifts of real property, the title of which shall be in Miami-Dade County. All gifts shall be held in trust pursuant to the provisions of the Trust Ordinance.

(f) Health Care Delivery Policies. The Trust shall annually develop and recommend to the 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 formally present these recommendations at an annual televised joint meeting to be called by the Chairperson of the Commission and to be held between the Commission and the Trust no later than July 1st of each year.

(g) Governance.

1. Bylaws. The Board shall make, adopt and amend bylaws, rules and regulations for the Board's governance and for the operation, governance and maintenance of Trust Facilities. Such bylaws and amendments thereto shall not be valid until approved by the Commission and shall not, without prior approval of the Commission, be inconsistent with applicable ordinances of the County.
2. Investigations. The Board may make investigation of Trust affairs, inquire into the conduct, accounts, records and transactions of any department or office of the Trust, and for these purposes, require reports from all Trust officers and employees, and require the production of records.
3. Supporting Services. Subject to the limitations contained in the Trust Ordinance, the Trust shall be authorized to develop and implement supporting services systems necessary for carrying out the Trust's responsibilities. Such supporting systems shall include but not be limited to,

budgeting and accounting, liability coverage, quality assessment and improvement, utilization management, risk management functions related to care and safety of patients and all other persons within the Trust Facilities, printing, delinquent accounts collection, information and computer services, architectural design and construction support services, security, physical maintenance, purchasing and materials management, and legal services.

4. Intergovernmental Cooperation. The Trust shall have the authority to cooperate with and contract with any governmental agency or instrumentality, Federal, State, County or municipal. The operating relationship between the Trust and the County shall be set forth in an annual agreement the purpose of which shall be to implement applicable provisions of the Trust Ordinance.
5. Compliance with Law. 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, the keeping of records and inventories and the operation and governance of health care facilities.
6. Maintaining Accreditations. The Trust shall use its best efforts to seek out and maintain relevant hospital, health care facility and training program accreditations.
7. Board Orientation and Self-Evaluation. The Trust shall have in place mechanisms for new member orientation, for continuing education and for periodic self-evaluation.

These mechanisms shall include information relative to the Board's responsibility for quality care and the Trust's quality assurance program.

8. Delineation of Organizational Responsibility. On an annual basis, the Board shall adopt a resolution which lists the authority and responsibility for each level of the organization with respect to the following:

- a. quality of care;
- b. quality assessment and improvement, utilization management and risk management mechanisms;
- c. credentials review and privileges delineation;
- d. selection of the Board;
- e. selection of the President and other key management staff;
- f. selection of Chiefs of Service;
- g. planning of hospital services and healthcare activities;
- h. development and approval of the budget for the Trust and the hospital facilities; and
- i. review of the Board's performance.

(h) Chief Executive Officer. The Trust shall have the power to appoint a chief executive officer of the Trust to be known as the President, to fix his or her compensation and benefits, and to remove such an appointee. The Board shall annually evaluate the performance of the President based on established criteria. The Board's evaluation shall be referred to the special Trust Compensation and Evaluation Committee for its compensation

recommendation as set forth in Article VIII, Section 4 of these Bylaws. The President shall serve at the will of the Board.

(i) Internal Auditor. The President shall hire an Internal Auditor with the concurrence of the Board, who shall report directly to the Chairperson of the Trust and shall be responsible for the administration of the Office or Internal Audit. The President is authorized to remove the Internal Auditor, but only after the Chairperson concurs in the removal of the Internal Auditor.

(j) Personnel Matters.

1. Personnel Policies. Except as provided in Article V, Section 9, 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 Commission approval or disapproval. Absent any action by the Commission, personnel and management policies established by the Board shall be considered final.
2. Employee Salaries and Benefits. The Trust on an annual basis shall approve the Trust employee pay plan and benefit package. In determining salary rates and benefits, the controlling factors shall be the prevailing salary and employee benefit plans of health care facilities in the community and collective bargaining agreements.
3. Labor Negotiations. The County Labor Management Office and the County Personnel Department shall be permitted to participate in the negotiation of labor agreements with organizations representing Trust

employees, however, the management personnel of the Trust Facilities shall be authorized to assume the primary role in such negotiations.

4. Nondiscrimination. The Trust shall not engage in discrimination against any employee on account of race, color, gender, religion, disability or ethnic background, ancestry or national origin.

(k) Medical Staff and Patient Care Matters.

1. Medical and Other Staff Appointments. The Trust, through the Quality Improvement and Joint Conference Committee, shall appoint the Medical Staff which practices in the Trust Facilities. All appointments shall be reported to the Board. The Board, through the Quality Improvement and Joint Conference Committee, shall act on recommendations concerning Medical Staff appointments, reappointments, termination of appointments and the granting or revision of clinical privileges. Where required in the Medical Staff Bylaws, the Board, through the Quality Improvement and Joint Conference Committee, similarly shall act on such recommendations with respect to Participating Clinical Staff and Health Professional Affiliates.
2. Approval of Bylaws. The Trust shall require that the Bylaws, Rules and Regulations of the Medical Staff of Trust Facilities be submitted to the Board for approval. Such Bylaws, Rules and Regulations shall be in accordance with the standards of the Joint Commission on

Accreditation of Health Care Organizations and all other applicable accrediting organizations.

3. Review of Medical Staff Peer Review Process. The Board, through the Quality Improvement and Joint Conference Committee on an annual basis, or as otherwise required by Section 395.0193, Florida Statutes, shall review the Medical Staff peer review process set forth in the Medical Staff Bylaws.
4. Competence of Patient Care Providers. The Board shall require the establishment of mechanisms to assure the competence of the following persons:
 - a. all individuals who provide patient care services, but who are not subject to the Medical Staff privileges delineation process; and
 - b. all individuals responsible for the assessment, treatment or care of patients, appropriate to the ages of the patients served.
5. Single Standard of Care. The Board shall require the establishment of a mechanism to assure that there is one standard of patient care provided throughout the health system and that all patients with the same health problems receive the same level of care.
6. Patient Care Policies. The Board shall act on recommendations regarding the establishment of Trust policies dealing with the following issues:
 - a. patients' rights and responsibilities, including the rights and responsibilities of the parents and/or

guardians of neonate, child and adolescent patients;
and

- b. a patient's right to accept or refuse medical treatment and to formulate advance directives.

7. Quality Assessment and Improvement, Utilization Management and Risk/Safety Management.

- a. The Board shall review and, as necessary, act upon reports and recommendations from the Departments of Quality and Utilization Management and Risk/Safety Management and Compliance.
- b. The Trust Facilities shall have a Quality Assessment and Improvement and Utilization Management Plan. This plan shall be reviewed annually and revised as appropriate.

ARTICLE V

BOARD OF TRUSTEES

Section 1. Composition of the Board of Trustees.

The governing body of the Trust shall be a Board of Trustees composed of eighteen (18) voting members none of whom shall be employees of the Trust. The voting membership shall include a member of the University of Miami Board of Trustees. The remaining voting membership shall be selected in accordance with Section 25A-3(d).

In 2004, the voting membership of the Board shall be reduced from eighteen (18) voting members to fifteen (15) voting members. During the annual appointment process for 2004, only that number of appointments resulting in a total of fifteen (15) voting members shall be recommended by Public Health Trust Nominating Council and approved by the Commission. Commencing September 1, 2004, the Chairperson of the Commission shall be empowered to appoint the Voting Commissioner, resulting in a total voting membership of sixteen (16), consisting of fifteen (15) voting Trustees and the Voting Commissioner.

Additionally, the following shall be nonvoting, ex-officio members of the Board of Trustees: Three (3) County Commissioners, one of whom shall be appointed by the Mayor, one shall be appointed by the Chairperson of the Commission and the third shall be the Chairperson of the Economic Development and Human Services Committee of the Commission hereinafter referred to as "Commissioner Trustees",

provided that on September 1, 2004, the Chairperson of the Commission and the Mayor will become non-voting ex officio members and the ex officio category of Commissioner Trustees shall cease; the County Manager or his or her designee; the President of the Trust; the Senior Vice President of Medical Affairs, the Dean, University of Miami School of Medicine; the Senior Vice President of Patient Care Services; the Dean, University of Miami School of Nursing; and the President of the Public Health Trust Medical Staff.

Section 2. Qualifications, Oath, and Reimbursement of Trustees.

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 Commission waives the residency requirement by a two-thirds (2/3) 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 Trustee shall give bond in the amount of \$100,000 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.

Section 3. Appointment and Removal of Trustees.

Voting Trustees shall be appointed by resolution of the Commission after having been selected by the Commission from persons nominated by the

Public Health Trust Nominating Council. The Public Health Trust Nominating Council shall be comprised of the following five (5) voting members: the Chairperson of the Economic Development and Human Services Committee, or a Commissioner of that committee designated by the committee Chairperson; the Chairperson of the Public Health Trust; the Chairperson of the Commission or a Commissioner designated by the Chairperson; the Mayor or a Commissioner designated by the Mayor; 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 Board of Trustees shall not serve on the Nominating Council when being considered for reappointment and shall appoint a voting Trustee to replace him or her. The County Manager and the County Attorney shall provide appropriate staff support to the Council. The sole function of the Nominating Council shall be to solicit, screen, 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 Commission. 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. The Nominating Council shall submit to the Commission one (1) nominee for each vacancy on the Trust Board. The slate of nominees shall be submitted directly to the Commission. 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 a 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 Commission for cause.

Section 4. Tenure of Trustees.

The voting Trustees shall serve staggered terms of three (3) years each. No voting Trustee shall be permitted to serve more than two (2) consecutive and complete terms of three (3) years each, unless the Commission, by a two-thirds (2/3) vote of its members then in office, waives this requirement. Provided, however, that this six-year term limitation shall not apply to incumbent voting Trustees appointed prior to September 1, 2003. The term of the Voting Commissioner shall be coterminous with the term of the appointing Commission Chairperson and until the successor Commission Chairperson replaces the Voting Commissioner.

Section 5. Conflict of Interest and Code of Ethics.

Trustees shall strictly comply with the Miami-Dade County Conflict of Interest and Code of Ethics Ordinance, Section 2-11.1 of the Code of Miami-Dade County, Florida, and all amendments thereto, as that

Ordinance has been modified in its applicability to the Trust by the Trust Ordinance. Trustees also shall comply with applicable sections of Chapter 112, Part III, Florida Statutes, the Code of Ethics for Public Officers and Employees.

Section 6. Sunshine and Public Records Laws.

Trustees shall strictly comply with the statutory provisions pertaining to public meetings and records contained in Chapter 286, Florida Statutes, the "Government in the Sunshine Law" and Chapter 119, Florida Statutes, the "Public Records Law."

Section 7. Indemnification.

The Trustees shall be included as insured persons 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 shall be empowered to obtain such additional trustee liability insurance and the expense of such insurance shall be an expense of the Trust.

Section 8.

Attendance.

Three (3) consecutive unexcused absences from regular Board meetings or three (3) consecutive unexcused absences from committee meetings of the same committee will result in automatic removal from the Board, unless the absentee Trustee provides written notification to the Chairperson of the Board within ten (10) days after missing the third consecutive regular Board meeting or the third consecutive committee meeting, requesting continued membership on the Board. The Chairperson shall present such letter to the Board at its next regularly scheduled meeting and only upon affirmative vote of two-thirds (2/3) of the members attending such meeting shall such Trustee be allowed to remain on the Board.

If a Trustee is absent from five (5) regular Board meetings or five (5) committee meetings of the same committee in a given fiscal year, the absentee Trustee shall be automatically removed, unless such absences are excused by two-thirds (2/3) vote of Board members present at a duly constituted meeting. The provisions of this subsection may be waived by two-thirds (2/3) vote of Board members present at a duly constituted meeting. The provisions of this section shall not apply to the Voting Commissioner, ex-officio members of the Board or to the Chairperson of the Board regarding attendance at committee meetings. Notice of proposed Board action pursuant to this section shall be given to each

Board member not less than four (4) days prior to the meeting at which such action shall be considered.

The names of Trustees present, absent and excused from Board and committee meetings and the total number of unexcused absences shall be recorded in Trust and committee meeting minutes. An absent Trustee may be excused from a Board or committee meeting if he or she submits a written request to the Chairperson of the Trust or to the respective committee chairperson with a copy to the Trust Recorder prior to a scheduled meeting. If exigent circumstances exist, the request shall be submitted within a reasonable time after the meeting.

Section 9.

Restrictions on Board Members.

- a. Except as provided in Article IV, Section 2(h) and (i), neither the Board nor any of its members shall direct or request the appointment of any person to, or the removal from, office by the President or any of his or her subordinates, or take part in the appointment or removal of officers and employees in the administrative services of the Trust. Any willful violation of the provisions of this Section by a member of the Board shall constitute cause for his or her removal from office as provided by the Trust Ordinance.
- b. Except for the purpose of inquiry as provided in Article IV, Section 2(g)(2) of these Bylaws, the Board and its members shall deal with the administrative service solely through the President.

Section 10.

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. The Chairperson shall have the discretion to appoint a Trust employee to assist him or her in performing the Chairperson's duties under Article VI, Section 2g of these Bylaws and any other responsibilities related thereto.

ARTICLE VI

OFFICERS OF THE BOARD OF TRUSTEES

Section 1. Officers: Election, Term, Removal.

The officers of the Board of Trustees shall be the Chairperson, Vice-Chairperson, Treasurer, Secretary and such other officers as the Board may determine to be necessary. The Voting Commissioner shall not be eligible to serve as an officer of the Board of Trustees, but shall be a member of the Trust's Executive Committee. Each officer shall be elected by the Board as soon as practicable after the Commission has made its annual appointments. An officer may be removed from his or her office by the Board upon the affirmative vote of two-thirds (2/3) of the members attending a duly constituted meeting of the Board and such officer shall cease to hold office at the time such removal action shall have passed. Notice of such proposed action shall be given to each member of the Board not less than four (4) days prior to the meeting at which such removal shall be considered. In the event an officer of the Board shall be absent, or temporarily unable to carry out the duties of such office, the Board may temporarily assign the powers and duties of such officer to any other properly qualified Board member until that officer is able to resume his or her duties or until replaced.

Section 2. Chairperson.

The Chairperson of the Board shall be elected from the voting membership of the Board and shall serve a maximum of two (2) consecutive years. If the two-year period shall expire prior to the Commission's annual appointment process, the Chairperson shall serve until the Commission makes its annual appointments and a successor Chairperson is elected. Upon a 2/3 vote of Trust members present at a

duly constituted meeting, the two-year limitation may be waived. In addition to other powers and duties set forth in the Trust Ordinance and in these Bylaws, the Chairperson shall have the following powers and duties:

- a. Preside at all meetings of the Board;
- b. Serve as an ex-officio voting member of all Board committees, except as provided in these Bylaws;
- c. Subject to the approval of the Board, appoint the chairpersons and members of all Trust standing, ad hoc or special committees except as provided in these Bylaws;
- d. Subject to the approval of the Board, appoint the Chairperson of the committees required by the Trust Ordinance, unless otherwise provided therein.
- e. Officially represent the Trust whenever necessary or proper.
- f. Enforce all regulations and policies of the Board and perform such other duties as are usual to this office or that shall be imposed upon him or her by resolution of the Board.
- g. In his or her discretion, confer with the President at least quarterly concerning the President's performance and evaluation. The Chairperson shall report to the Board the occurrence of any conferences held in accordance with this Section 2g.

Section 3.

Vice-Chairperson.

The Vice-Chairperson of the Board shall be elected from the voting membership of the Board and shall have the following powers and duties:

- a. Act as Chairperson of the Board in the absence of the Chairperson and when so acting shall have the responsibilities and powers of the Chairperson;
- b. Serve as Chairperson of the Executive Committee and

- c. Perform such other duties as shall from time to time be imposed upon him or her by the Board and which are usual to his or her office.

Section 4.

Treasurer.

The Treasurer of the Board shall be elected from the membership of the Board and shall have the following powers and duties:

- a. Serve as Chairperson of the Fiscal Affairs, Purchasing and Budget Committee;
- b. Have those duties required by law and assigned by the Chairperson; and
- c. Participate along with the Chairperson and the President in the presentation of accountings required by the Trust Ordinance and in Article IV, Section 2(e) of these Bylaws.

Section 5.

Secretary.

The Secretary of the Board shall be elected from the membership of the Board and shall have the following powers and duties:

- a. Have those duties required by law and assigned by the Chairperson and
- b. Sign contracts as required by law or as requested by the parties contracting with the Trust.

ARTICLE VII

MEETINGS OF THE BOARD OF TRUSTEES

AND ITS COMMITTEES

Section 1.

Regular Meetings.

The Board shall hold regular meetings at such time and place as shall be determined by the Board. Regular meetings of the Board shall be televised live from the designated facilities of the Trust, provided, however, that annually the Board shall hold and televise at least one (1) of its regular meetings in Commission chambers. The Board shall have discretion in determining which of its regular meetings are held and televised in Commission chambers. The regular meetings shall not conflict with the meeting schedule for the Commission or its committees. At the discretion of the Trust, other meetings may be held and televised in the Commission chambers. In the event of technical difficulties which prevent the transmission for live television, the Board shall, if possible, videotape the meeting for television transmission within a reasonable period of time after the conclusion of that particular regular meeting subject to scheduling as determined by the Miami-Dade Cable Television station.

In the discretion of the Chairperson, the Board may hold no meetings during the months of August and/or December.

Section 2.

Special Meetings.

Special meetings of the Board may be called by the Trust Chairperson or shall be called upon the written request of two (2) members of the Board. Notice of a special meeting shall be given to each member of the Board not less than two (2) days prior to the date of such special meeting. The notice shall state the purpose for which the meeting has been called, the time and place of such meeting and no other business shall be considered.

Section 3.

Public Meetings, Minutes, Agendas.

- a. Except as provided by law, all meetings of the Board and its committees shall be public audio recorded meetings and shall be in strict compliance with Chapter 286, Florida Statutes, the "Government in the Sunshine Law."
- b. Members of the public wishing to address the Board or any of its committees shall in writing notify the Chairperson of the Board or of the committee or the President prior to the meeting and shall state therein the subject matter they wish to address. However, the Chairperson of the Board or chairperson of the committee of jurisdiction or those presiding in their absence, may waive the written requirement. The presiding officer of the Board or of the committee may in his or her discretion impose a reasonable time limit on presentations and may limit the number of speakers on any issue. A standing committee chairperson may hold public hearings to solicit comments regarding issues under the jurisdiction of the specific committee upon approval of the Board. In keeping with

Article V, Section 9 of these Bylaws, no Trust employee shall be permitted to address the Board on matters concerning his or her employment status.

- c. Written minutes of the proceedings of the Board shall be maintained and shall be promptly and properly recorded and forwarded to the Clerk of the Commission not later than ten (10) days subsequent to any such meeting of the Board of Trustees. Minutes shall, where reasonably possible, be delivered to Board members in advance of the next scheduled Board meeting. The names of Board members present, absent and excused and the total number of unexcused absences shall be recorded in the minutes.
- d. Written minutes of the proceedings of the committees shall be maintained and, where reasonably possible, shall be delivered to the committee members at least four (4) days in advance of the next succeeding committee meeting. The names of the committee members present, absent and excused and the total number of unexcused absences shall be recorded in the minutes.
- e. A written agenda of the matters to be considered at a regular Board meeting shall be delivered to the Trustees not less than four (4) days prior to such meeting. The Board shall not consider any matter not contained on an agenda unless approval shall be given by two-thirds (2/3) of the voting Trustees present at such meeting.
- f. A written agenda of the matters to be considered at a regular committee meeting shall be delivered to committee members at least four (4) days prior to such meeting, provided, however, committee proceedings shall not be limited to matters set forth in said agenda.

- g. All Trustees shall receive notification of each committee meeting.

Section 4.

Quorum, Voting.

- a. The presence of at least 50% of the voting members of the Board then in office shall be necessary and sufficient to constitute a quorum for the transaction of business at all meetings of the Board. Except as otherwise provided herein or as provided by the rules of procedure, the Board shall not act except by resolution of at least a majority of those Trustees present and voting at a duly constituted meeting of the Board.
- b. The presence of three (3) voting members or at least 50% of appointed voting members of any Board committee, whichever is less, shall be necessary and sufficient to constitute a quorum for the transaction of business at all meetings of committees of the Board. Committees of the Board shall not act except by resolution approved by at least a majority of those committee members present and voting at a committee meeting. Except as provided in the Trust Ordinance and herein, the Chairperson of the Board shall be an ex-officio voting member of each committee and shall be counted for purposes of determining a quorum for committee meetings. Except as provided herein, the President shall be a nonvoting, ex-officio member of all committees and shall not be counted for purposes of determining a quorum for committee meetings.
- c. In his or her discretion, the Chairperson of the Board may call joint committee meetings of two or more standing committees. Upon calling a joint meeting, the Chairperson shall act as presiding officer at the joint meeting or shall appoint one of the committee

chairpersons to preside. The presence of three (3) voting members or 50% of the appointed members, whichever is less, of each committee at the joint meeting shall be necessary to constitute a quorum for the transaction of business. Action at the joint meeting shall be by joint resolution. A majority of all members present, in the aggregate, shall be required to take action. Separate action by each standing committee shall not be required. In the event a quorum is not attained by a standing committee, action may be taken by joint resolution of the standing committees which have attained a quorum. If only one committee attains a quorum, the joint meeting shall be deemed to be a meeting of only the standing committee having a quorum and, in that event, action shall be taken by only members of that committee.

Section 5.

Rules of Procedure.

The applicable rules of procedure for all meetings of the Board and any committees thereof shall be those contained in Robert's Rules of Order, Revised Edition, except as provided herein.

- a. Parliamentarian. The County Attorney, or his or her designee, shall act as parliamentarian and shall advise and assist the presiding officer in matters of parliamentary law.
- b. Attorney. The County Attorney, or his or her designee shall be available to the Board at all meetings.
- c. Call to Order. The Chairperson shall take the chair at the hour appointed for the meeting and shall call the Board to order immediately. In the absence of the Chairperson or Vice-Chairperson, the Treasurer or in his or her absence, the Secretary, shall temporarily take the chair and call the Board to order

immediately. In the absence of all of the above, a temporary chairperson shall be elected and call the meeting to order immediately. Upon the arrival of an officer in the order stated above, the temporary chairperson shall relinquish the chair upon the conclusion of the business immediately before the Board.

d. Quorum, Conflict of Interest.

Any member of the Board who announces a conflict of interest on a particular matter and a decision to refrain from voting or otherwise participating in the proceedings related to that matter and shall leave the meeting room until the consideration of the matter is concluded. The member having the conflict of interest shall be deemed absent for purposes of constituting a quorum, counting the vote and participation in discussion. Said member shall comply with applicable law in matters concerning conflicts of interest and voting abstentions. Should no quorum attend within thirty minutes after the hour appointed for the meeting of the Board, the Chairperson or Vice Chairperson, or in their absence, the temporary chairperson, may adjourn the meeting.

ARTICLE VIII

COMMITTEES OF THE BOARD OF TRUSTEES

Section 1.

Appointment and Removal, Composition and Term of Committees.

- a. The chairperson and members of all committees, with the exception of those specifically appointed pursuant to the Trust Ordinance and by these Bylaws, shall be appointed by the Chairperson of the Board subject to the approval of the Board. A committee chairperson or committee member may be removed only by action of the Board.
- b. With the exception of committees created pursuant to the Trust Ordinance, the Chairperson of the Board shall serve as an ex-officio voting member and the President shall serve as a nonvoting, ex-officio member of each committee. Except as provided elsewhere herein, the Chairperson shall decide, in his or her discretion, the size of each committee. The chairperson of each committee shall be a voting member of the Board. Except as provided herein, individuals other than Trustees shall not be eligible to serve as voting members on committees.
- c. The chairpersons and members of all committees shall continue in those capacities until their successors have been appointed or the committee has been discharged, provided that their terms shall coincide as closely as is practicable with the election of Trust officers.
- d. Committees shall hold meetings as determined necessary by the committee chairperson.

- e. Special committees or subcommittees of standing committees may be appointed by the Chairperson of the Board and shall be discharged by the Chairperson of the Board upon completion of the assigned tasks.
- f. Subcommittees of standing or special committees may be appointed by the committee chairperson, subject to approval by the Chairperson of the Board.
- g. Each committee chairperson may, after consultation with the Chairperson of the Board, appoint additional nonvoting members to the committee; provided, however, that no Trust employee may be so appointed.
- h. The President shall assign appropriate staff to each committee.
- i. All Trust committees, including but not limited to subcommittees, special committees and ad hoc committees and the chairpersons and members thereof, shall be ratified by the Board.

Section 2.

Standing Committees.

- a. Executive Committee. There shall be an Executive Committee composed of the Chairperson, Vice-Chairperson, Treasurer, Secretary, Voting Commissioner, and four (4) Trustees-at-Large appointed by the Chairperson. The appointments of the Trustees-at-Large shall be subject to the approval of the Board. The immediate past Chairperson of the Board shall serve as a voting, ex-officio member, if he or she is not otherwise designated a voting member of the Executive Committee pursuant to these Bylaws. In the event the immediate past Chairperson of the Board is no longer a member of the Trust, the Chairperson of the Board shall appoint a replacement member subject to Board approval.

The Vice-Chairperson shall serve as the committee chairperson.

The Executive Committee shall:

- (1) Act for the Board whenever emergency action of the Board is required under circumstances making it impossible to assemble the Trustees in a timely manner.
- (2) Transact routine business between scheduled meetings of the Board, subject to the limitations imposed by sections (3) and (4) below.
- (3) Take no action which conflicts with the policies and expressed wishes of the Board.
- (4) Submit for ratification to the Board at the Board's next succeeding regular meeting, all actions taken between scheduled meetings of the Board.
- (5) Develop and recommend to the Board long range plans for the succession of the President.
- (6) The committee chairperson shall annually appoint a Human Resources Subcommittee to:
 - (a) Advise and consult with staff in the development and implementation of the personnel policies and wage and benefit packages described in Article IV, Section (2)(j) of these Bylaws, and make recommendations to the Board through the Executive Committee.
 - (b) Review and monitor all pension fund investments and activities and make recommendations to the Board through the Executive Committee.
 - (c) Oversee the administration, financing, funding and compliance of all benefit plans (including the employee

pension plan).

(d) Monitor the status of ongoing negotiations of labor agreements with organizations representing employees.

(e) Review the proposals of companies offering employee insurance and benefits programs.

(f) Develop and monitor an Affirmative Action Plan and to make recommendations to the Board through the Executive Committee.

(7) The committee chairperson shall annually appoint a Bylaws and Legislative Oversight Subcommittee to periodically review these Bylaws, establish legislative priorities for the Trust and make recommendations to the Board through the Executive Committee.

b. Fiscal Affairs, Purchasing and Budget Committee. There shall be a Fiscal Affairs, Purchasing and Budget Committee. The Treasurer of the Board shall serve as committee chairperson and the voting membership shall include the Voting Commissioner. The Fiscal Affairs, Purchasing and Budget Committee shall:

(1) Assist the Treasurer in performing the duties of his or her office and shall advise and consult with staff regarding the fiscal affairs of the Trust.

(2) Keep the Board fully advised as to the Trust's compliance with the financial duties of the Trust as set forth in the Trust Ordinance and applicable law. In supervising the Trust's compliance with the Trust Ordinance, the powers and duties of the committee shall include but not be limited to the following:

- (a) The preparation for the Board of an annual Trust budget request which, subject to approval of the Board, shall be submitted to the Commission preceding each fiscal year of the Trust.
 - (b) The preparation for the Board of supplemental budget requests to be forwarded to the Commission subject to Board approval.
 - (c) The development in conjunction with County budget staff, of accounting, budgeting, and financial management systems which will enable Miami-Dade County to provide the Trust with funding in accordance with applicable law and contractual arrangements.
 - (d) The preparation for the Board of the reports and accountings required in Article IV, Section 2(e) of these Bylaws.
 - (e) The making of recommendations to the Board and, through the Board, to the Commission for the issuance of new bonds and for the borrowing of money.
 - (f) The approval of and recommendation to the Board of the facilities development budget submitted by the Facilities Development Committee.
- (3) Supervise the preparation of, examine and forward to the Board all financial statements which the Trust is required to make or which are necessary and proper for carrying out the powers and duties of the Trust.

- (4) Study the rates and charges of the Trust Facilities and make recommendations to the Board at least annually with regards thereto.
- (5) Within the framework of the operating agreement between the Trust and Miami-Dade County, study and make recommendations to the Trust/County Committee regarding the determination by the Commission of medical indigency status and health care delivery policies in the designated facilities of the Trust. The committee shall also make studies and recommendations to the Board regarding the establishment of policies for serving medically indigent persons, extending credit and collecting patient accounts payable.
- (6) Subject to applicable requirements of law and the Trust Ordinance, shall develop, and present to the Board for approval, procedures for purchasing supplies, equipment and services, and for managing materials, and shall supervise the implementation of such procedures.
- (7) The committee chairperson shall annually appoint an External Audit Subcommittee to review and, as necessary, make recommendations, to the Fiscal Affairs, Purchasing and Budget Committee concerning the annual external audit and reports to the Committee. The voting members of the External Audit Subcommittee shall consist of at least three (3) Trustees.

- (8) The committee chairperson shall appoint an External Auditor Selection Committee for the purpose of recommending to the Fiscal Affairs, Purchasing and Budget Committee an external auditor of the Trust. The External Auditor Selection Committee shall consist of a minimum of three (3) Trustees and the chairperson of the External Audit Subcommittee. A three-fourths (3/4) vote of the members present at a Fiscal Affairs, Purchasing and Budget Committee meeting is required for a recommendation to the Trust waiving the provisions of Article VIII, Section (2)(b)(9) of these Bylaws limiting the number of years that an external auditor may serve.
- (9) An External auditor hired by the Trust to provide an audit of the Trust's consolidated operations and a management letter shall serve a maximum of five (5) consecutive years unless the Board by a three-fourths (3/4) vote of the members present waives this requirement. If the Board waives the five (5) year limitation on the external auditor's term, the managing partner in charge of the Trust's audit shall change.
- (10) The committee chairperson shall annually appoint an Investment Review Subcommittee to, at least quarterly, review and, as necessary, make recommendations, to the Fiscal Affairs, Purchasing and Budget Committee concerning the management and investment of all funds of the Trust and to monitor compliance with Board policies

regarding investments as set forth in Resolution No. PHT 11/96-181 as amended or modified from time to time.

c. Quality Improvement and Joint Conference Committee.

- (1) There shall be a Quality Improvement and Joint Conference Committee.

The voting members of this committee shall be as follows:

- (a) The Chairperson of the Board and such other Trustees appointed by the Chairperson, one (1) of whom shall be the committee chairperson;
 - (b) The President of the Medical Staff, the Chief Medical Officer and the Chief Nursing Officer.
- (2) The Quality Improvement and Joint Conference Committee shall:
 - (a) Be the committee of jurisdiction delegated by the Board to consider medical-administrative matters and be the official point of contact between the Board, the Trust administrative staff and the Medical Staff.
 - (b) Review and act on behalf of the Board, on recommendations for appointments, reappointments, termination of appointments, renewal, modification/ revision, or revocation of clinical privileges for the medical staff and health professional affiliate staff.
 - (c) Receive and review recommendations and other input from the Medical Staff Executive Committee

regarding the following, and shall forward same to the Board for action as may be necessary:

1. Adoption, amendment and repeal of the PHT Bylaws, Rules and Regulations of the Medical Staff, including provisions for the Medical Staff peer review process.
 2. Establishment of the Trust policies required in Article IV, Section 2(k)(6) of these Bylaws dealing with patients' rights to accept or refuse medical treatment and to formulate advance directives.
 3. Any other communications, requirements or recommendations from the Medical Staff.
- (d) Assure the competence of all persons within the Trust Facilities who provide patient care.
- (e) Review and forward recommendations to the Board regarding the Trust's various accreditation and regulatory compliance programs and review and evaluate activities relating to the accreditation of Jackson Memorial Hospital and other Trust Facilities.
- (f) Receive and forward recommended procedures for patient safety and the protection and care of Trust patients and others utilizing the facilities of the Trust including any event of disaster.
- (g) In closed sessions, if allowed by Florida law, receive, review and make any necessary

recommendations to the Board with respect to reports on the quality assessment and improvement activities within the Trust Facilities. These reports describe implementation, through the Trust's Quality Assessment and Improvement and Risk Management Programs, the various mechanisms used by the medical, administrative, and other staff for monitoring and evaluating the quality of patient care, for identifying and resolving problems and for identifying opportunities to improve care. Pursuant to Florida law, including Sections 395.0193, 395.0197 and 766.101, Florida Statutes, the proceedings and records of the Quality Improvement and Joint Conference Committee (as it relates to Quality Assessment and Improvement and Risk Management Programs) are not public records under Chapter 119, Florida Statutes and meetings held by the Committee in exercising its responsibilities as set forth above are not open to the public under Chapter 286, Florida Statutes.

(h) Review and make recommendations to the Board with respect to the Annual Quality Plan for Trust Facilities.

d. Strategic Planning and Program Planning Committee. There shall be a Strategic Planning and Program Planning Committee. The voting members of the Strategic Planning and Program Planning Committee shall include such Trustees as appointed by the

Chairperson, one (1) of whom shall be committee chairperson, the Voting Commissioner and the President of the Medical Staff. Additional nonvoting members may be appointed in accordance with these Bylaws. The Strategic Planning and Program Planning Committee shall:

- (1) Develop and recommend to the Board long range five (5) year plans for the delivery of health care services in the Trust Facilities as required by the Trust Ordinance and Article IV, Section 2(f) of these Bylaws.
- (2) Annually make recommendations to the Board regarding long-range strategic plans and compliance with plans approved by the Board. The President shall report quarterly to the committee regarding his or her recommendations and compliance with approved strategic plans.
- (3) Establish short term priority planning for specific services, prepare a statement of the problems of achieving short term and strategic programs and an estimate of the financial requirements, assess the financial ability of the community to support the Trust's programs of services, and make recommendations to the Fiscal Affairs, Purchasing and Budget Committee for said requirements at least annually.
- (4) Determine the facilities required to meet program needs and make appropriate recommendations to the Facilities Development Committee and the Fiscal Affairs, Purchasing and Budget Committee for provision of said facilities at least annually.

- (5) Pursuant to Section 395.3035, Florida Statutes, the proceedings and records of the Strategic Planing and Program Planning Committee are exempt and confidential as it relates to “strategic plans” of the Trust as defined in such statute, as amended from time to time.
 - (6) The committee chairperson shall annually appoint a Primary Care and Managed Care Subcommittee to:
 - (a) Serve as a mechanism for networking with other primary health care providers in concerning itself with the total community primary health care programs and making recommendations regarding such programs.
 - (b) Be responsible for reviewing the health care programs of the Trust to assure that they are consistent with the defined role of the Trust and its established goals and objectives and that they are appropriately licensed and accredited. In conjunction therewith, develop a long range plan for the delivery of health care services which includes the Trust's present and future role in meeting community health needs within available resources.
 - (c) Review primary health care policies and programs and make recommendations concerning said policies and programs.
- e. Facilities Development Committee. There shall be a Facilities Development Committee. The voting members of the Facilities Development Committee shall consist of such Trustees as determined by the Chairperson, one (1) of whom shall be

committee chairperson. The Facilities Development Committee shall:

- (1) Be responsible for all matters relating to the construction, alteration or repair of real and personal property owned and/or operated by the Trust. The committee shall develop and review plans for improvement or expansion of buildings and other permanent improvements including parking areas and streets, based on recommendations received from the Strategic Planning and Program Planning Committee and shall generally oversee construction work.
- (2) Be responsible for preparation of a facilities development budget and a master facilities plan for approval by the Fiscal Affairs, Purchasing and Budget Committee and the Board.
- (3) Be responsible for making recommendations to the Board and, through the Board, to the Commission for the expenditure of funds derived from the sale of bonds within the limits of the facilities development budget as approved by the Fiscal Affairs, Purchasing and Budget Committee and the Board.

f. Information System Committee.

There shall be an Information System Committee. The committee chairperson, in his or her discretion, may appoint up to five non-voting ex officio members of the committee, with the approval of the Chairperson of the Board. Such ex officio members shall be professionals in the community who have expertise regarding information technology and systems. The Information System Committee shall be responsible for

supervising and monitoring the creation, development and implementation of the Trust's Information and Technology Long Range System Plan.

Section 3. Officers Nominating Committee.

There shall be named a special Officers Nominating Committee made up of voting Trustees appointed by the Chairperson which shall have the responsibility for recommending to the Board, candidates for each Board office for which an election is to be held. A special Officers Nominating Committee may also be appointed whenever the Board shall determine that the assistance of such a committee is needed for the purpose of making recommendations regarding the selection of an individual or individuals for any non-elected Trust position. Nothing contained herein shall be construed to preclude nominations in addition to those recommended by the Officers Nominating Committee.

Section 4. Committees Required By the Trust Ordinance.

a. Compensation and Evaluation Committee.

There shall be a special Trust Compensation and Evaluation Committee which shall consist of seven (7) voting members including the Chairperson of the Board, three (3) Trustees appointed by the Chairperson of the Board, the Mayor or a Commissioner designated by the Mayor and the Chairperson of the Commission 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 Commission.

The Board shall annually evaluate the performance of the President and refer such evaluation to the special Trust Compensation and Evaluation Committee. The Committee shall then, based upon the Board's

evaluation, make a compensation recommendation to the Board for approval.

b. Trust/U.M. Committee.

There shall be a Trust/University of Miami Annual Operating Agreement Negotiating Committee. The President and Chairperson shall have responsibility to negotiate the Annual Operating Agreement with the University of Miami and shall submit their recommendations regarding the Annual Operating Agreement to the Trust/U.M. Committee for its review and approval. The Trust/U.M. Committee shall make Recommendations regarding the Annual Operating Agreement to the Board. The Trust/U.M. Committee shall consist of seven (7) voting members including the Chairperson of the Board, the President, three (3) Trustees appointed by the Chairperson of the Board, the Mayor, and the Chairperson of the Commission.

c. Trust/County Committee.

There shall be a Trust/Miami-Dade County Annual Operating Agreement Committee. The President 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 Board, the President, three (3) Trustees appointed by the Chairperson of

the Board, the Mayor, and the Chairperson of the Commission.

ARTICLE IX

ADMINISTRATION OF THE TRUST

Section 1. Selection of Chief Executive Officer.

The Board shall appoint and employ a chief executive officer of the Trust to be known as the President. The President shall be a full time salaried employee at a salary fixed by the Board. The President shall be an administrative officer representing the Board in the management of the Trust and shall have the authority and responsibility necessary for the proper management and operation of the Trust Facilities, including all its activities, programs and departments.

Section 2. Powers and Duties of the President.

The President shall:

- a. Act as the official representative of the Trust in all matters where the Board has not otherwise provided and provide liaison among the Board, the Medical Staff, and Trust Departments.
- b. Carry out policies established by the Board.
- c. Develop, coordinate and supervise all operating policies and procedures for the Trust, organize administrative functions of the hospital, establish formal means of accountability on the part of subordinates, establish such Trust departments as are necessary, provide for and attend or be represented at departmental and interdepartmental meetings.

- d. Annually, develop and submit to the Board for review and approval at the regular meeting in January, policies and procedures regarding outside employment; travel by employees on official business of the Trust, including vendor-paid travel; gifts to employees; and honorariums. The latest policies presented to and adopted by the Board shall remain in force and effect unless the Board revises or amends those policies and procedures by resolution.
- e. Assist the Medical Staff with its organization, in fulfilling its responsibilities and in resolving medical- administrative problems.
- f. Annually, develop and submit to the Board for approval, a plan of organization of the personnel and others involved in the operation of the Trust Facilities.
- g. Annually, develop in conjunction with the Strategic Planning and Program Planning Committee, and submit to the Board for evaluation and approval, long range plans wherein the service objectives of the Trust are defined in terms of supporting facilities, equipment, personnel and required funding.
- h. Prepare a plan for the achievement of the Trust's specified objectives and make progress reports at least semi-annually.
- i. Prepare, in conjunction with the Fiscal Affairs, Purchasing and Budget Committee, annual operating and capital funding budgets with appropriate supporting detail as required by the Board; develop performance reports comparing actual operations with approved budgets, and not less frequently than once every three months, submit a variance analysis to the Fiscal Affairs, Purchasing and Budget Committee and the Board.

- j. Annually, recommend to the Fiscal Affairs, Purchasing and Budget Committee and the Board a schedule of rates and charges for Trust services and supplies.
- k. Submit to the Board monthly reports on the professional services and financial condition of the Trust and submit such special reports as may be requested by the Board.
- l. Make reports to the Board and to the Medical Staff regarding the overall activities of Trust Facilities and Federal, State, County and municipal developments as affect health care delivery.
- m. When directed and authorized by the Board, have charge and custody of and be responsible for all operating funds of the Trust.
- n. Select, employ, direct, control, pay and discharge employees to the extent such powers have been vested in the Trust, and develop and maintain personnel policies and practices for the Trust Facilities.
- o. Maintain the physical properties of the Trust in a good state of repair and operating condition.
- p. Supervise the business affairs of the Trust to assure that funds are collected and expended in accordance with sound business practices.
- q. Cooperate with the Medical Staff and with all those concerned with the rendering of professional services, in the provision of quality care to the patients, and periodically evaluate such care and submit recommendations for the improvement thereof to the Quality Improvement and Joint Conference Committee and the Board.
- r. Attend all meetings of the Board and attend or be represented at all meetings of Board committees.

- s. Designate an individual to act for the President in his or her absence.
- t. Execute with an officer of the Board all contracts of the Trust except as the Board shall otherwise provide.
- u. Perform such other duties as may be necessary for the best interests of the Trust or which may be assigned by the Board.

Section 3.

Office of Internal Audit.

The Office of Internal Audit shall (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 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 Board. The Office of Internal Audit through the President shall make monthly written reports to the Board at its regular meetings. The written reports shall also be disseminated to the Mayor, Commission, County Manager, the Office of Countywide Healthcare Planning, the Commission Auditor, and Miami-Dade Office of Inspector General. The President shall develop written policies and procedures for the organization and operation of the Office of Internal Audit and submit the same to the Board for approval.

ARTICLE X

MEDICAL STAFF

Section 1.

Organization, Bylaws.

- a. The Board, through the Medical Staff Executive Committee, shall provide for the organization and governance of practitioners granted clinical privileges in the Trust Facilities.
- b. The organized Medical Staff shall operate and be governed pursuant to bylaws, rules and regulations which shall be proposed and recommended by the Medical Staff to the Quality Improvement and Joint Conference Committee, but which shall not become effective until adopted by the Board. Nothing contained in this or any other article of these Bylaws or the PHT Bylaws, Rules and Regulations of the Medical Staff shall limit the authority of the Board to make any and all decisions and to prescribe any and all rules, regulations and bylaws necessary for the proper operation, maintenance control and governance of the Trust Facilities, provided, however, that the Trust may not unilaterally amend the PHT Bylaws, Rules and Regulations of the Medical Staff. The Medical Staff periodically shall review its Bylaws to assure consistency with Trust policies and with applicable legal or other requirements.
- c. The PHT Bylaws, Rules and Regulations of the Medical Staff shall:
 - (1) Define the duties and responsibilities of the Medical Staff with regard to patient care, teaching and research and set

forth procedures by which the Medical Staff shall exercise and account for its authority and responsibilities.

- (2) Provide for the qualifications for admission to the Medical Staff and the procedure to be followed by practitioners requesting appointment or reappointment.
- (3) Establish a procedure regarding extension, renewal, modification/revision, or revocation of clinical privileges to members of the Medical Staff or Health Professional Affiliate staff.
- (4) Provide a process for review of decisions affecting in any way membership or clinical privileges of the Medical Staff or Health Professional Affiliate staff including the right to be heard at each step of the process, when requested by the practitioner. This process shall comply with the requirements of law as well as the Joint Commission on Accreditation of Health Care Organizations. This process shall be reviewed on an annual basis and recommendations with respect thereto shall be forwarded to the Board through the Quality Improvement and Joint Conference Committee.
- (5) Provide a method of election of officers of the Medical Staff and a method of selection of chiefs of clinical services, and shall prescribe powers and duties of such officers and chiefs.
- (6) Provide for Medical Staff committees and the method of appointment thereto.

- (7) Establish procedures for appointing members and granting privileges as required by law and any applicable accrediting body with respect to Medical Staff, Health Professional Affiliates and other patient care providers.
- (8) Provide for compliance with all applicable laws, regulations and applicable accreditation policies.

Section 2.

Medical Staff Membership and Clinical Privileges.

- a. Membership on the Medical Staff shall be a prerequisite to the exercise of clinical privileges within the Trust Facilities, except as otherwise provided in the PHT Bylaws, Rules and Regulations of the Medical Staff.
- b. Only members of the Medical Staff may admit patients to the Trust Facilities, except as otherwise provided in the Medical Staff Bylaws.
- c. Each member of the Medical Staff shall have appropriate authority and responsibility for the care of his or her patients subject to such limitations as are contained in these Bylaws and the Medical Staff Bylaws and subject further to any limitations to his or her appointment.
- d. In accordance with its Medical Staff Bylaws, the Medical Staff, through the Quality Improvement and Joint Conference Committee, shall make recommendations to the Board, and the Board shall take action with respect to appointments, reappointments, termination of appointments, renewal, modification/revision, or revocation of clinical privileges.
- e. The number of practitioners granted clinical privileges shall not be in excess of the needs of the Trust.

- f. All appointments to the Medical Staff and Health Professional Affiliate staff shall be as set forth in the PHT Bylaws, Rules and Regulations of the Medical Staff and not for a period longer than two (2) years and shall be reviewed by the Board in accordance with the reappointment procedure outlined in said Bylaws.
- g. No aspect of Medical Staff membership status nor specific clinical privileges shall be unreasonably limited or denied on the basis of gender, race, creed, disability, color or national origin.

Section 3.

Medical Staff Responsibilities.

- a. The Board shall hold the Medical Staff responsible for providing appropriate healthcare to Trust patients.
- b. The Medical Staff, in accordance with its Bylaws, applicable law and accrediting body standards, shall conduct continuing review and appraisal of the quality of healthcare in the Trust Facilities, and shall report the results thereof to the Board, through the Quality Improvement and Joint Conference Committee.
- c. The Medical Staff shall participate, along with appropriate administrative and professional staff, in the development of Trust policies regarding:
 - 1. Patients' rights and responsibilities, including the rights and responsibilities of the parents and/or guardians of neonate, child and adolescent patients; and
 - 2. A patient's right to accept or refuse medical treatment and formulate advance directives.

ARTICLE XI

AUXILIARY ORGANIZATIONS

The Board of Trustees may authorize the establishment of auxiliary organizations for the purpose of assisting the Trust in its objectives. The Bylaws of any such auxiliary organization shall be subject to the approval of the Board and the program of any such organization shall be subject to the approval of the President of the Trust. Each auxiliary organization shall submit annually to the Board of Trustees a report of its operations and financial affairs.

ARTICLE XII

ADOPTION AND AMENDMENTS

These Bylaws may be adopted, altered, amended or repealed and new Bylaws may be adopted by a vote of two-thirds (2/3) of the voting membership of the Board then in office at any duly constituted Board meeting provided that written notice of the proposed alterations, amendments, repeal or new enactments shall have been given to all Trustees not later than five (5) days in advance of such meeting. These Bylaws and any alterations, amendments and revocations thereof, or any new enactment of Bylaws shall not be effective until approved by the Commission. The Board shall provide for review of these Bylaws on a periodic basis.

RESOLUTION NO. PHT 05/08 - 032

**RESOLUTION AUTHORIZING AND APPROVING CHAIRPERSON'S
REPORT IN COMPLIANCE WITH SECTION 2-11.40 OF THE CODE
OF MIAMI-DADE COUNTY, ENTITLED "SUNSET REVIEW OF THE
BOARDS"**

WHEREAS, Section 2-11.40 of the Code of Miami-Dade County (the "Code") requires the Chairperson of the Public Health Trust to submit to the County Manager containing the information set forth in Section 2-11.40; and

WHEREAS, Section 2-11.40 of the Code further requires the Board of Trustees' approval of the Chairperson's report prior to its submission to the County Manager.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF TRUSTEES OF THE PUBLIC HEALTH TRUST OF MIAMI-DADE COUNTY, FLORIDA, that this Board hereby approves the Chairperson's report, a copy of which is attached hereto and incorporated herein by reference, and directs that the report be submitted to the County Manager in accordance with Section 2-11.40 of the Code of Miami-Dade County, Florida.



Ernesto A. de la Fe
Chairperson
Public Health Trust Board of Trustees

**Agenda Item 2 (e)
Chairperson's Report
May 27, 2008**

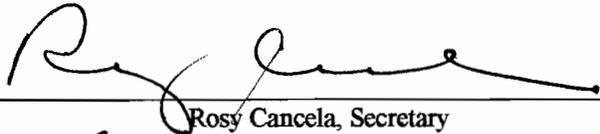
-Page 2-

The foregoing resolution was offered by Mr. Arrizurieta. The motion was seconded
by Mr. Galbut as follows:

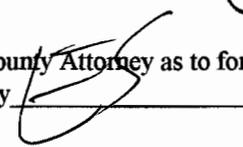
Stanley H. Arkin	Absent
Jorge L. Arrizurieta	Aye
Rosy Cancela	Aye
John H. Copeland, III	Aye
Ernesto A. de la Fe	Aye
Joaquin del Cueto	Aye
Georgena D. Ford, R.N.	Absent
Abraham A. Galbut	Aye
Armando Gutierrez, Jr.	Aye
Walter James Harvey, Esq.	Aye
Saif Yamani Ishoff	Aye
Marcos J. Lapciuc	Aye
Angel Medina, Jr.	Absent
Diego L. Mella	Absent
Kathie Sigler, Ed.D.	Aye
Martin G. Zilber, Esq.	Aye
Commissioner Dorrin Rolle	Absent
Commissioner Javier Souto	Aye

The Chairperson thereupon declared the resolution duly passed and adopted this 27th day of May 2008.

PUBLIC HEALTH TRUST OF MIAMI-DADE COUNTY, FLORIDA

BY: 

Rosy Cancela, Secretary

Approved by the County Attorney as to form
and legal sufficiency 

PUBLIC HEALTH TRUST BOARD OF TRUSTEES

Public Health Trust Board of Trustees

Ernesto A. de la Fe, Chairperson
John H. Copeland, III, Vice Chairperson
Angel Medina, Jr., Treasurer
Rosy Cancela, Secretary
Stanley H. Arkin
Jorge L. Arrizurieta
Joaquin del Cueto
Georgena D. Ford, RN
Abraham A. Galbut
Armando Gutierrez, Jr.
Walter James Harvey, Esq.
Saif Y. Ishoof, Esq.
Marcos J. Lapciuc
Diego L. Mella
Martin G. Zilber, Esq.

Voting Commissioners

Commissioner Dorrin Rolle
Commissioner Javier Souto

Ex-officio Members

Carlos Alvarez, Mayor, Miami-Dade County
George Burgess, Manager, Miami-Dade County
Pascal F. Goldschmidt, M.D., F.A.C.C. Sr. Vice President for Medical Affairs and Dean and Chief Executive Officer, Miami Medicine, University of Miami Miller School of Medicine
D. Jane Mass, R.N., Sr. Vice President, Chief Nursing Officer
Janet Perkins, Executive Director, Office of Countywide Healthcare Planning
Marvin O'Quinn, President & C.E.O, Jackson Health System
Robert Schwartz, M.D., Professor, Family Medicine & Chairman, Executive Committee of the Medical Staff
Nilda Peragallo, Dr.Ph., R.N., FAAN, University of Miami School of Nursing & Health Studies

Date and Place

May 27, 2008
Diagnostic Treatment Center
Conference Room 259 - 3:00 p.m.

Present

Ernesto A. de la Fe
Rosy Cancela
Martin G. Zilber, Esq.
Joaquin del Cueto
Abraham A. Galbut
Walter James Harvey, Esq.
Marcos Lapciuc

John H. Copeland, III
Armando Gutierrez
Saif Y. Ishoof, Esq.
Commissioner Javier Souto

Excused

Angel Medina, Jr.
Stanley H. Arkin
Georgena Ford, RN
Diego L. Mella
Commissioner Dorrin Rolle

Attendance cont.

Ex-officio's

Marvin O'Quinn
Janet Perkins
Pascal J. Goldschmidt, M.D.
D. Jane Mass, RN

County Attorney's Office

Valda Christian
Eugene Shy, Jr.

Watchdog Reporter

Daniel A. Ricker

AFSCME

Robert Lozado

Jackson Memorial Foundation

Rolando Rodriguez
Joan Bender

Office of the Manager

Alina Hudak

SEIU

Martha Baker, RN
John Ratliff

CIR/SEIU

Mary Jane Barry

Jackson Health System

Trummell Valdera	Ted Lucas
Marilyn Moss	Christopher Bayer
Nida Winnett	Eugene Bassett
Maggie Perez	Rosa Costanzo
Robert Alonso	Sara Puga
Sandy Sears	Mark Multach, M.D.
Gerard A. Kaiser, M.D.	Lisa Velasco
Sandra Johnson	Richard Morgan
Frank Barrett	Melida Akiti
Laura Hunter	Barbara Ana Perez
Jeanette Nunez	Kevin Lynch
Priscilla Gill	Dennis Proul
Linda Gonzalez	Mirta Vazquez
Eneida O. Roldan, M.D.	
Tom Blaine	
Andrew Gordon	
David Morris	
Yolangel Hernandez-Suarez, M.D.	

CALL TO ORDER

With a quorum being present, the meeting of the Public Health Trust Board of Trustees was called to order by Ernesto A. de la Fe, Chairperson, at 3:00 p.m.

1. PLEDEGE OF ALLEGIANCE

Mr. de la Fe requested that everyone join in the Pledge of Allegiance.

2. CHAIRPERSON'S REPORT

(b) Presentations

The following individual and team were honored as recipients of the Employee Achiever Award for the month of May 2008.

- *Mirta Vazquez*, Health Services Associate in OBGYN at the Penalver Clinic, was honored for her "Compassion" toward others.
- The *Mental Health Court Services Team at JMH Mental Health Hospital* was honored for their "Teamwork and Communication."

• Decon Team Recognition

Abdul Memon, Medical Director, Emergency Preparedness, recognized members of the Decontamination Team for their dedication, hard work and service to the hospital and community. Since the September 11 tragedy the Team has been developing ways to improve its response to weapons of mass destruction. The Team is made up of individuals that were recruited and trained for a chemical terrorist scenario. For immediate response, the Team is available 24-hours a day, seven days a week.

(a) Agenda Items to be added

Eugene Shy, Jr., Assistant Miami-Dade County Attorney, read the following add-on items into the record:

- (1) Resolution reaffirming Resolution No. PHT 1/08-006 authorizing the President or his designee to take necessary action to secure the approval of the Board of County Commissioners to demolish the Memorial Hall Building in order to clear the land for expansion of the Ambulatory Care Center West in accordance with the approved Jackson Memorial Hospital Facilities Master Plan. The Total Project Budget is \$671,165.

Mr. Shy requested that the item be disregarded as an add-on item to the agenda. The item is numbered in the agenda as 12 (b) (3).

- (2) Resolution approving base annual salary for Marvin O'Quinn, President and CEO of the Public Health Trust, in the amount of \$795,161.41 per year retroactive to January 1, 2008, as recommended by the Special Trust Compensation and Evaluation Committee (*Ernesto A. de la Fe, Chairperson, Public Health Trust Board of Trustees*)
- (3) Resolution approving amendments to Bylaws of the Public Health Trust and directing the President to submit the amended Bylaws to the Board of County Commissioners for its approval (*Marvin O'Quinn, President and Chief Executive Officer, Jackson Health System*)
- (4) Resolution approving in principal the concept to develop the International Hotel and Conference Center Project presented to the Strategic Planning & Program Planning Committee on May 21, 2008 (*Ernesto A. de la Fe, Chairperson, Public Health Trust Board of Trustees*)
- (5) Resolution authorizing the President or his designee to negotiate relocation of an easement in favor of Florida Power & Light Company for the provision of electrical services to Jackson South Community Hospital and to negotiate such other easements necessary or required for the provision of utility services to Jackson South; and authorizing the President to seek Board of County Commissioners' approval of such easements and execution thereof (*Richard Morgan, Vice President, Support Services*)

Mr. de la Fe requested a motion to add items 2, 3, and 5 to agenda.

Mr. Zilber moved approval;
seconded by Mr. Arrizurieta,
and carried without dissent.

Mr. de la Fe requested a motion to add item 4 to the agenda.

Mr. Zilber moved approval;
seconded by Mr. Ishoof,
and carried without dissent.

To avoid a conflict, Mr. Gutierrez excused himself from the room and did not vote to add the item to the agenda.

(c) University of Miami School of Nursing and Health Studies Update

No report.

(d) **Approval of Meeting Minutes**

- April 28, 2008

Mr. de la Fe requested a motion approving the meeting minutes of April 28, 2008.

Mr. Lapciuc moved approval,
seconded by Mr. Galbut, and
carried without dissent.

(e) **Resolution for approval:**

- (1) PHT 05/08 - 032 Resolution authorizing and approving Chairperson's Report in compliance with Section 2-11.40 of the Code of Miami-Dade County, entitled "Sunset Review of the Boards" (*Ernesto A. de la Fe, Chairperson, Public Health Trust Board of Trustees*)

Mr. de la Fe requested a motion for the item.

Mr. Arrizurieta moved approval;
seconded by Mr. Galbut, and
carried without dissent.

3. **MIAMI-DADE COUNTY MANAGER'S REPORT**

Alina Hudak, Assistant Miami-Dade County Manager, reported that the PHT Nominating Committee process continues. She encouraged those members who are incumbent and are interested in re-applying to do so. Applications are available in the Miami-Dade County Clerks Office.

4. **PRESIDENT'S REPORT**

Marvin O'Quinn, President and Chief Executive Officer, began his report with a series of events showing the most recent medical related events and services within Jackson Health System. Other reporting included the following:

Overview of the unannounced Joint Commission Survey ("Survey")

The Survey was a 5-day long process, beginning on May 19th. Upon completion of the Survey, the hospital remained fully accredited. Many observations were made and will be moved into compliance over the next several months. The hospital will be working closely with Joint Commission to address those issues that were identified as non-compliant. Several of the issues identified were already being worked on. Over the next several months detailed discussion regarding the results of the Survey and developing a plan of action will be held in the Quality Improvement and Joint Conference Committee and reported back to the full Board.

CMS Moratorium

Last year Congress enacted a moratorium on the CMS Rule which would have eliminated \$129 million in funding from Jackson Memorial Hospital. The Senate passed its domestic spending amendment to the supplemental appropriations bill funding the wars in Iraq and Afghanistan. The amendment included a moratorium, through April 1, 2009, on implementation of seven Medicaid rules. The vote was 75 to 22 in favor of overriding a presidential veto. Both Florida Senators voted in favor of extending the moratorium.

Committee's Dashboards

The Trustees were presented with dashboards for each of the following committees:

- Information Systems Committee
- Facilities Development Committee
- Purchasing Subcommittee
- Fiscal Affairs, Purchasing & Budget Committee
- Strategic Planning & Program Planning Committee
- Executive Committee

The dashboard showed the tracking process, goals and objectives for each committee for the year. Also included were the corporate dashboards for Jackson Health System. The dashboards will be presented on a quarterly basis and discussed with each Trustee at their convenience.

5. REPORT OF VICE PRESIDENT FOR MEDICAL AFFAIRS

Pascal J. Goldschmidt, M.D., F.A.C.C., Sr. Vice President, Medical Affairs and Dean, University of Miami Miller School of Medicine ("Miller School of Medicine"), reported that in a joint effort the Miller School of Medicine and Jackson Memorial Hospital are engaged in addressing the non-compliant issues identified during Joint Commission Survey. The search process to fill the positions of various department chairs continues to move forward. The process to complete the Annual Operating Agreement (AOA) between the Miller School of Medicine and the Public Health Trust is progressing well. It is anticipated that the AOA will be completed in the next couple of weeks. The new residents are scheduled to arrive at Jackson Memorial Hospital in the next couple of weeks.

6. STRATEGIC PLANNING & PROGRAM PLANNING COMMITTEE

(a) Chairperson's Report – John H. Copeland, Chairperson

(1) Meeting Minutes of April 16, 2008

The Strategic Planning & Program Planning Committee met on April 16, 2008. The meeting minutes in the agenda packet reflect the discussion.

(b) Resolution to be approved:

Add-on Agenda Item (4) PHT 05/08 - 033

Resolution approving in principal the concept to develop the International Hotel and Conference Center Project presented to the Strategic Planning & Program Planning Committee on May 21, 2008 (Ernesto A. de la Fe, Chairperson, Public Health Trust Board of Trustees)

Mr. de la Fe requested a motion for the item.

Mr. Zilber moved approval;
seconded by Ms. Cancela,
and carried with one abstention.

Mr. Gutierrez abstained from vote.

Mr. Gutierrez indicated that he has requested an opinion and verification to determine if he has a potential conflict on owning a piece of property near the proposed international hotel site.

Mr. Galbut announced that the Strategic Planning and Program Planning conducted a workshop May 21, 2008 regarding the proposed development of an International Hotel and Conference Center. The purpose of the workshop was to address creating a planning process to develop a hotel. All Trustees were encouraged to attend the workshop.

7. **TRUST/UM AOA COMMITTEE**

(a) Chairperson's Report - Ernesto A. de la Fe, Chairperson

(1) Meeting Minutes of May 17, 2008

The Trust/UM AOA Committee met on May 17, 2008. The meeting minutes in the agenda packet reflect the discussion.

8. **EXECUTIVE COMMITTEE**

(a) Chairperson's Report - John H. Copeland, Chairperson

(1) Meeting Minutes of April 22, 2008 and May 5, 2008

The Executive Committee met on April 22, 2008 and May 5, 2008. The meeting minutes in the agenda packet reflect the discussion.

(b) Resolutions to be approved:

Add-on Agenda item (2) PHT 05/08 - 034

Resolution approving base annual salary for Marvin O'Quinn, President and CEO of the Public Health Trust, in the amount of \$795,161.41 per year retroactive to January 1, 2008, as recommended by the Special Trust Compensation and Evaluation Committee (*Ernesto A. de la Fe, Chairperson, Public Health Trust board of Trustees*)

Mr. de la Fe requested a motion for the item.

Ms. Cancela moved approval;
seconded by Mr. Galbut, and
carried without dissent.

Add-on Agenda item (3) PHT 05/08 - 035

Resolution approving amendments to Bylaws of the Public Health Trust an directing the President to submit the amended Bylaws to the Board of County Commissioners for its approval (*Marvin O'Quinn, President and Chief Executive Officer, Jackson Health System*)

Mr. de la Fe requested a motion for the item.

Mr. Harvey moved approval;
seconded by Ms. Cancela, and
carried without dissent.

Add-on Agenda item (5) PHT 05/08 - 036

Resolution authorizing the President or his designee to negotiate relocation of an easement in favor of Florida Power & Light Company for the provision of electrical services to Jackson South Community Hospital and to negotiate such other easements necessary or required for the provision of utility services to Jackson South; and authorizing the President to seek Board of County Commissioners' approval of such easements and execution thereof (*Richard Morgan, Vice President, Support Services*)

Mr. de la Fe requested a motion for the item.

Ms. Cancela moved approval;
seconded by Mr. Arrizurieta,
and carried without dissent.

9. **QUALITY IMPROVEMENT & JOINT CONFERENCE COMMITTEE**

(a) Chairperson's Report - Walter James Harvey, Esq., Chairperson

(1) Meeting Minutes of April 24, 2008

The Quality Improvement & Joint Conference Committee met on April 24, 2008. The meeting minutes in the agenda packet reflect the discussion.

(b) Resolution to be approved:

- (1) PHT 05/08 - 037 Resolution approving the Staff and Health Professional Affiliate Staff Membership and Clinical Privileges; approving Initial Appointments, Reappointments and Clinical Privileges and Activities; approving Modifications to Medical Staff Membership Category and Clinical Privileges; accepting Resignations and Leaves of Absence - May 2008 (*Mark Multach, M.D., Associate Chief Medical Officer and Interim Vice President for Care Management, Quality and Patient Safety*)

Mr. de la Fe requested a motion for the item.

Mr. Arkin moved approval;
seconded by Mr. Zilber, and
carried without dissent.

10. **SPECIAL COMPENSATION & EVALUATION COMMITTEE**

(a) Chairperson's Report - Ernesto A. de la Fe, Chairperson

(1) Meeting Minutes of May 5, 2008

The Special Compensation & Evaluation Committee met on May 5, 2008. The meeting minutes in the agenda packet reflect the items discussed.

11. **FACILITIES DEVELOPMENT COMMITTEE**

(a) Chairperson's Report - Rosy Cancela, Chairperson

(1) Meeting Minutes of May 7, 2008

The Facilities Development Committee met on May 7, 2008. The meeting minutes in the agenda packet reflect the items discussed and the action items recommended to the Fiscal Affairs, Purchasing & Budget Committee and Board of Trustees for approval.

Ms. Cancela announced that following the June 4, 2008 Facilities Development Committee meeting all of the Trustees are invited to participate in a tour of the newly renovated Family Lounge located on the 12th Floor of the West Wing Building.

Commissioner Souto stated that he is in the process of developing a resolution to be considered for approval by the Board of County Commissioners regarding creating a CRA that would benefit the hospital particularly the facilities and other construction renewal and refurbishing of the entire Medical Center Campus.

Mr. de la Fe recommended that this matter be addressed at a future Executive Committee meeting. He stated that Commissioner Souto would be invited to attend the meeting.

Mr. Harvey moved a motion directing staff to draft a resolution in support of creating a CRA for the Medical Center Campus and surrounding areas and the necessary support from sponsors; seconded by Ms. Cancela, and carried without dissent.

Mr. Gutierrez excused himself from the room and did not vote on the item.

12. FISCAL AFFAIRS, PURCHASING & BUDGET COMMITTEE

(a) Report – Martin Zilber, Esq., Vice Chairperson

(1) Meeting Minutes of May 13, 2008

The Fiscal Affairs, Purchasing & Budget Committee met on May 13, 2008. The meeting minutes in the agenda packet reflect the items discussed and the action items recommended to the Board of Trustees for approval.

Mr. Zilber reported that budget workshops will be scheduled in the near future. All Trustees will be invited to attend. The purpose of the workshops is to work through some of the large financial issues for the fiscal year. He further reported that a joint meeting of the Fiscal Affairs, Purchasing & budget Committee and the Capital Allocation Strategy Ad Hoc Subcommittee was held on May 13, 2008. The purpose of the joint meeting was to review the cash days-on-hand and potential savings for the institution.

(2) Financial Statements – March 2008

Frank Barrett, Executive Vice President and Chief Financial Officer, presented a summary of the consolidation schedules of Jackson Health System and its subsidiaries and the key performance indicators for the month of March 2008. (See attached summary.) A complete copy of the March 31, 2008 financial statements was included in the agenda.

Mr. Barrett spoke about some of the major challenges regarding cash collections that the institution is currently faced with. Some of those challenges include revenue from Medical Records backlog, and emergency State funded Medicaid reimbursements. With the development of an action plan and assistance by Deloitte Consultants, it is anticipated that future reporting will be positive.

(b) Resolutions to be approved:

- (1) PHT 05/08 - 038 Resolution authorizing and approving award of Bids and Proposals, Waiver of Bids, and other Purchasing Actions as recommended from the Fiscal Affairs, Purchasing and Budget Committee for May 2008, based on the new Procurement Policy, Resolution No. PHT 12/05-231 (*Ted Lucas, Vice President and Chief Procurement Officer, Strategic Sourcing Division*)
- (2) PHT 05/08 - 039 Resolution authorizing and directing the President to negotiate and execute the 2007-2008 Annual Operating Agreement with the University of Miami Miller School of Medicine in an amount not to exceed \$139,876,920 representing a proposed increase not exceeding \$6,475,645 from the 2006-2007 level of funding (*Eneida O. Roldan, M.D., MPH, MBA, Sr. Vice President, Associate Chief Medical Officer and Chief Administrative Officer*)
- (3) PHT 05/08 - 040 Resolution reaffirming Resolution No. PHT 1/08-006 authorizing the President or his designee to take necessary action to secure the approval of the Board of County Commissioners to demolish the Memorial Hall Building in order to clear the land for expansion of the Ambulatory Care Center West in accordance with the approved Jackson Memorial Hospital Facilities Master Plan. The Total Project Budget is \$671,165 (Funding: Funding from capital contributions) (*Richard Morgan, Vice President, Support Services*)
- (4) PHT 05/08 - 041 Resolution amending Resolution No. PHT 11/07-101 authorizing the President or his designee to take necessary action to secure the approval of the Board of County Commissioners to demolish the Urgent Care Center building in order to clear the land for construction of a new bed tower in accordance with the approved Jackson Memorial Hospital Master Plan (Funding: REVISED funding source REVENUE BOND) (*Richard Morgan, Vice President, Support Services*)

- (5) PHT 05/08 - 042 Resolution authorizing the President or his designee to negotiate and execute a new addendum to the lease agreement extending the term, between HEALTHCARE REALTY SERVICES, INC., an Alabama Corporation ("HRS") ("AGENT"), as Agent for HEALTHCARE REALTY TRUST INCORPORATED, a Maryland Corporation, as lessor and the Public Health Trust of Miami-Dade County, as lessee, for approximately 831 rentable sq. ft. of space located at Deering Medical Plaza, 9380 S.W. 150 Street, Suite 240, Miami, Florida, 33128. The space will be used by Jackson South for Physician Services Office. The term will be approximately from April 16, 2008 to April 15, 2013. The base rate for the first year is \$30.31 per sq. ft. with increases of 3% per year, plus proportionate share of operating expenses. (Funding: \$25,187.61 for the first year with increases of 3% per year, plus proportionate share of operating expenses. It will be paid from Cost Code #838.43) (Richard Morgan, Vice President, Support Services)
- (6) PHT 05/08 - 043 Resolution authorizing the President or his designee to negotiate and execute a new five-year lease agreement between HEALTHCARE REALTY TRUST SERVICES, INC., an Alabama Corporation ("HRS") ("Agent"), as agent for HEALTHCARE REALTY TRUST INC., a Maryland Corp., as lessor, and the Public Health Trust of Miami-Dade County ("The Trust"), as Lessee, for approximately 2,650 rentable sq. ft. of space located at Deering Medical Plaza, 9380 S.W. 150 Street, Suite 250, Miami, Florida 33128, which will be used by the Jackson South Breast Health Center. The lease will be approximately from June 1, 2008 to May 31, 2013. The base rent for the first year will be \$30.00 per sq. ft. with increases of 3% per year, plus proportionate share of operating expenses. (FUNDING: \$79,500 for the first lease with increases of 3% per year, plus proportionate share of operating expenses. It will be paid from Cost Code #837.35) (Richard Morgan, Vice President, Support Services)

Mr. de la Fe requested a motion for items 12 (b) (1) through (6).

Mr. Galbut move approval;
seconded by Mr. Arrizurieta,
and carried without dissent.

13. MIAMI-DADE COUNTY ATTORNEY REPORT

No report.

OTHER DISCUSSIONS

• Office of Countywide Healthcare Planning

Janet Perkins, Executive director, Office of Countywide Healthcare Planning reported that the Office of Countywide Healthcare Planning has made significant progress in a collaborative effort between Miami-Dade County, the leadership of the Mayor's Office and Commissioner Joe A. Martinez to develop together with their partners Blue Cross Blue Shield of Florida, to develop a low cost comprehensive health insurance product. Currently, in the process of finalizing the negotiations that will determine the exact premiums that will be available in individual and group markets. It is anticipated that in the near future a contract will be completed. Information regarding the plan is available through the Board of County Commission Office. The Trustees will be kept informed as the process continues.

• Concerns for Jackson Memorial Hospital Rehabilitation Center

Manny Gomez, a law enforcement officer, had a catastrophic injury when he fell from a horse while on duty. His injuries left temporarily paralyzed. He attributes his ability to walk again and have some use of his hands to the Miller School of Medicine physicians and Jackson Memorial Hospital Trauma Team. Although, Mr. Gomez thanked the institutions for the care he received he wanted to express to the Trustees his concerns regarding the Jackson Memorial Hospital Rehabilitation Center. Some of the his concerns related to poor maintenance and proper up keep of the facility, limited space for waiting patients with appointments to receive care, limited amount of space for patient registration, inadequate appointment scheduling system, unsafe patient waiting areas, not enough exit areas for patients and employees, lack of updated equipment, and lack of security. Mr. Gomez has expressed that he would like to participate in future plans to improve the Rehabilitation Center.

Following the discussion, Mr. de la Fe stated that the Trustees were in agreement with the issues and challenges regarding facilities. He explained that the Trustees are aware of the need to rededicate additional resources to facilities realizing that there are very limited resources. He recommended that Mr. Gomez meet with Rolando Rodriguez, President and Chief Executive Officer, Jackson Memorial Foundation for purposes of assisting with fund raising initiatives for the Rehabilitation Center. He suggested that Mr. Gomez attend the Quality Improvement and Joint Conference Committee meeting to further discuss his concerns regarding the Rehabilitation Center.

ADJOURNMENT

The meeting of the Public Health Trust Board of Trustees adjourned at 4:31 p.m.


Recorded by Ivenette Cobb

**Jackson Health System
Chief Financial Officer Report
Financial Statements
March 31, 2008**

The attached reports present the unaudited consolidated financial statements and the unaudited consolidating schedules of Jackson Health System and its subsidiaries for the month of March.

The following are highlights for the month ended March 31, 2008:

Balance Sheet

- Cash and investments decreased by \$12.7 million from the previous month to \$123.7 million. Operating and non operating receipts of \$129.2 million were offset by expenditures of \$141.9 million during the month of March. Receipts include patient cash collection of \$95.6 million, sales tax receipts of \$14.2 million, Disproportionate Share and Low Income Pool net receipts of \$14.9 million and non-patient revenue of \$4.2 million. These increases were offset by \$81.5 million in salaries and fringe benefits, \$22.4 million in purchased services, \$20.4 million in supplies and capital expenditures of \$8.2 million. The most notable causes for the decline in the operating cash balance were decreases in sales tax receipts and non-patient revenue and an increase in capital expenditures. Within the next 60 days, Management expects to receive roughly \$18.5 million in County reimbursements for funds spent on Facility projects. This money will be deposited into the operating cash account and thus increase days cash on hand by 4.5 days.
- Third Party receivables increased by \$9 million from the previous month to \$53.5 million primarily due to increases in DSH/LIP current month revenue accrual of \$36.3 million offset by \$27.8 million in DSH/LIP receipts.
- Due from Miami Dade County increased by \$5.8 million to \$55.4 million. This is due to sales tax revenue of \$16.1 million and County Capital assistance program of \$3.8 million. This was offset by collections related to sales tax of \$14.2 million.
- Accrued salaries and benefits of \$114.5 million increased by \$11 million from the previous month. This was due mainly to accruing three more pay days during the month of March versus February totaling \$7.8 million and an increase of \$2.6 million to personal leave banks.
- Due to other third party liability of \$90 million increased by \$9.8 million from the previous month. This was due to an increase in DSH/LIP expense accrual of \$27.4 million and an increase of \$8.6 million to prospective interim payment accounts. This was offset by \$14.6 million amortized into income to reflect the earned portion of funds advanced by the County for the maintenance of effort program and \$12.9 million in DSH/LIP payments.
- Due to Miami-Dade County of \$27.2 million increased by \$1.8 million from the previous month. The increase was due mainly to property insurance cost of \$700 thousand and a reclass from accounts payable of approximately \$600 thousand.
- Other current liability of \$15.5 million decreased by \$9.5 million from the previous month. The decrease is due to a Public Medical Assistance Trust Fund payment of \$2.0 million and a \$7.5 million capitation payment made to the Health Plan in February as an advance, which was amortized into income in March.

**Jackson Health System
Chief Financial Officer Report
Financial Statements
March 31, 2008**

Statement of Revenue and Expense

Combined Statement of Revenue, Expenses & Changes in Fund Net Assets

- Net patient revenue (excluding DSH) of \$98.3 million reflects an unfavorable variance from budget of \$470 thousand. During the month, approximately \$1.8 million in revenue was recorded to recognize revenue for payment delays from AHCA for Medicaid manual claims and coding issues. Medicaid manual claims consist of accounts billed and submitted to AHCA but PHT has yet to receive the cash from these transactions. PHT normally receives payment within 60 days so Management has based the accrual estimate on amounts that are past due 60 days or more. Additionally, when compared to February 2008 net patient revenue, the month ended on March 31, 2008 was \$10.2 million higher. Furthermore, March net patient revenue was \$14.2 million higher than the six month trailing average.
- Division of Managed Care revenue of \$14.5 million reflects a favorable variance from budget of \$2.1 million. Actual plan membership for the month was higher than budget. The plan had 3,088 members more than budgeted which totaled \$1.1 million revenues. Also, the Provider Service Network a unit of the Plan recognized \$500 thousand in revenue for shared savings from the PSN program. The shared savings are computed once the State completes a reconciliation of the cost of the program. These reconciliation occur periodically but not monthly.
- Salaries and employee benefits of \$85.6 million reflect an unfavorable variance from budget of \$600 thousand. FTE's were 11,973 which reflect a decrease of 68 from budget. However, salary per FTE was \$254 higher than budgeted salary per FTE. Furthermore, when compared to February (adjusted for the number of days in the month), March was \$1.4 million higher. This was caused by an increase in FTE's of 94 totaling \$531 thousand and an increase in personal leave of \$861 thousand because in March there were no holidays.
- Contractual and purchased services of \$42.7 million reflect an unfavorable variance from budget of \$1 million. This was caused primarily by an increase in JM Health Plan claim expense of \$1.3 million. The increase in claim expense is attributed to new programs established by the Health Plan.
- Supplies of \$23.2 million reflect an unfavorable variance from budget of \$700 thousand. This was caused mainly by an increase of \$1.1 million in JMH medical/surgical supplies.
- Unrestricted health care surtax of \$16.3 million is equal to budget. Management decided to base the estimate on the budget projection in order to be conservative. Typically estimates are based on prior year same month activity, however, due to recent the economic slowdown and State sales tax projections, Management felt that using the budget figure which reflects a softening of the economy would provide a more accurate estimate
- Miami Dade County Capital Contribution of \$3.7 million reflects no variance from budget. Beginning in October, a \$3.7 million monthly revenue accrual will be recorded to reflect the capital contribution funding from Miami Dade County. The Trust expects to actually receive the funding as some point latter in the fiscal year. The total funding for fiscal 2008 is \$45 million.

**Jackson Health System
Chief Financial Officer Report
Financial Statements
March 31, 2008**

Utilization Statistics

Jackson Health System

Hospital Inpatient census days are 3.1% below budget for March 2008, and 2.2% below budget year-to-date. Compared to last year actual, it is 1.5% above for the month. (Comparison to last year YTD is not provided due to the partial operation of Jackson North Medical Center).

Hospital Inpatient admissions are 4.2% below budget for March 2008, and 1.3% below budget year-to-date. Compared to last year actual, it is 4.2 % above for the month. (Comparison to last year YTD is not provided due to the partial operation of Jackson North Medical Center).

Jackson Memorial Hospital

Hospital Inpatient census days are 0.3% below budget for March 2008, and 1.1% below budget year-to-date. Compared to last year actual, it is 2.3% above for the month, and it is the same for year-to-date.

Hospital Inpatient admissions are 1.0% below budget for March 2008, and 1.0% below budget year-to-date. Compared to last year actual, it is 4.5% above for the month, and 1.3% above year-to-date.

Jackson South Community Hospital

JSCH Inpatient census days are 10.6% below budget for March 2008, and 4.4% below budget year-to-date. Compared to last year actual, it is 3.6 below for the month, and 3.4% above for year-to-date.

JSCH Inpatient admissions are 9.8% below budget for March 2008, and 0.3% above budget year-to-date. Compared to last year actual, it is 1.5% below for the month, and 4.7% above for year-to-date

Jackson North Medical Center

JNMC Inpatient census days are 12.2% below budget for March 2008, and 6.6% below budget for the year-to-date. Compared to last year actual it is 0.7% above for the month. (Comparison to last year YTD is not provided due to the partial operation of the facility).

JNMC Inpatient admissions are 10.4% below budget for March 2008, and 3.6% below budget for the year-to-date. Compared to last year actual it is 8.5% above for the month. (Comparison to last year YTD is not provided due to the partial operation of the facility).

**Jackson Health System
Chief Financial Officer Report
Financial Statements
March 31, 2008**

Other Jackson Health System Statistics

Obstetrical Deliveries are 1.2% below budget for March 2008, and 3.0% below budget year-to-date. Compared to last year actual it is 23.0% above for the month. (Comparison to last year YTD is not provided due to the partial operation of Jackson North Medical Center).

Managed Care Member Months are 11.9% above budget for March 2008, and 0.7% above budget year-to-date. Compared to last year actual, it is 20.3% above for the month and 8.0% above for year-to-date.

Skilled Nursing Facilities Patient Days are 0.3% above budget for March 2008, and 1.2% above budget year-to-date. Compared to last year actual, it is 1.0% above for the month and 0.3% above for year-to-date.

Primary Care Clinics Visits are 11.0% below budget for March 2008, and 9.3% below budget year-to-date. Compared to last year actual, it is 15.9% below for the month, and 6.2% below for year-to-date.