Memorandum

MIAMI-DADE COUNTY

Date:	January 14, 2010
To:	Honorable Chairman Dennis C. Moss and Members, Board of County Commissioners
From:	George M. Burgess County Manager
Subject:	Resolution Approving Amendments to Bylaws of the Public Health Trust as Required by Chapter 25A-3(f) of the Code of Miami-Dade County, Florida

HPSI

Agenda Item No. 3D

The attached item is being placed on the Board of County Commissioner's agenda at the request of Eneida O. Roldan, M.D., President/CEO of Jackson Health System.

Assistant County Manager

MEMORANDUM

(Revised)

TO: Honorable Chairman Dennis C. Moss and Members, Board of County Commissioners

DATE: February 2, 2010

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

SUBJECT: Agenda Item No.

Please note any items checked.

_____ "3-Day Rule" for committees applicable if raised

_____ 6 weeks required between first reading and public hearing

_____ 4 weeks notification to municipal officials required prior to public hearing

_____ Decreases revenues or increases expenditures without balancing budget

_____ Budget required

_____ Statement of fiscal impact required

_____ Ordinance creating a new board requires detailed County Manager's report for public hearing

_____ No committee review

_____ Applicable legislation requires more than a majority vote (i.e., 2/3's ____, 3/5's ____, unanimous _____) to approve

_____ Current information regarding funding source, index code and available balance, and available capacity (if debt is contemplated) required

Approved _____ Mayor

Veto _____

Override _____

Agenda Item No.

2-2-10

RESOLUTION NO. _____

RESOLUTION APPROVING AMENDMENTS TO BYLAWS OF THE PUBLIC HEALTH TRUST AS REQUIRED BY CHAPTER 25A-3(f) OF THE CODE OF MIAMI-DADE COUNTY, FLORIDA

WHEREAS, this Board desires to accomplish the purposes outlined in the accompanying memorandum, a copy of which is incorporated herein by reference,

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF MIAMI-DADE COUNTY, FLORIDA, that this Board hereby approves the amendments to the Bylaws of the Public Health Trust as required by Chapter 25A-3(f) of the Code of Miami-Dade County, Florida, as reflected in the accompanying memorandum.

The foregoing resolution was offered by Commissioner , who moved its adoption. The motion was seconded by Commissioner and upon being put to a vote, the vote was as follows:

Dennis C. Moss, Chairman
Jose "Pepe" Diaz, Vice-Chairman

Bruno A. Barreiro	Audrey M. Edmonson
Carlos A. Gimenez	Sally A. Heyman
Barbara J. Jordan	Joe A. Martinez
Dorrin D. Rolle	Natacha Seijas
Katy Sorenson	Rebeca Sosa
Sen. Javier D. Souto	

The Chairperson thereupon declared the resolution duly passed and adopted this 2nd day of February, 2010. This resolution shall become effective ten (10) days after the date of its adoption unless vetoed by the Mayor, and if vetoed, shall become effective only upon an override by this Board.

MIAMI-DADE COUNTY, FLORIDA
BY ITS BOARD OF
COUNTY COMMISSIONERS

HARVEY RUVIN, CLERK

By:_____
Deputy Clerk

Approved by County Attorney as
to form and legal sufficiency. ES

Eugene Shy, Jr.

Jackson HEALTH SYSTEM
PUBLIC HEALTH TRUST

Eneida O. Roldan, M.D., M.P.H., M.B.A
President & C.E.O.

Executive Office
1611 N.W. 12th Avenue
Miami, Florida 33136-1096
305-585-6754

DATE: December 28, 2009

TO: George M. Burgess
County Manager

FROM: Eneida O. Roldan, M.D.
President/CEO
Jackson Health System

RE: Resolution Approving Amendments to the Bylaws of the Public Health Trust as required by Chapter 25A-3(f) of the Code of Miami-Dade County, Florida

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On June 22, 2009, the Board of Trustees of the Public Health Trust approved Resolution No. PHT 06/09-054, proposing four (4) categories of amendments to its Bylaws. Subsequently, on November 23, 2009, the Board of Trustees adopted Resolution No. PHT 11/09-103 which delayed the submission of the amendment set forth in Resolution No. 06/09-054 regarding Trustees' telephonic participation at committee meetings and directing my submitting an item proceeding with the remaining three (3) amendments.

I would appreciate having this item placed on the appropriate Commission and Committee agenda as soon as possible.

Eneida O. Roldan, M.D.
President/CEO
Jackson Health System

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Jackson HEALTH SYSTEM
PUBLIC HEALTH TRUST

Eneida O. Roldan, M.D., M.P.H., M.B.A
President & C.E.O.

Executive Office
1611 N.W. 12th Avenue
Miami, Florida 33136-1096
305-585-6754

Date: December 28th, 2009

To: Honorable Chairman Dennis C. Moss
and Members, Board of County Commissioners

From: Eneida O. Roldan, M.D.
President/CEO
Jackson Health System

Subject: Resolution Approving Amendments to Bylaws of the Public Health Trust as Required by Chapter 25A-3(f) of the Code of Miami-Dade County, Florida

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RECOMMENDATION

It is recommended that the Board of County Commissioners approve amendments to the Bylaws of the Public Health Trust as proposed by the Board of Trustees of the Public Health Trust to: (i) allow for summer recess during either the month of July or August; (ii) create a new "Public Affairs Committee" and (iii) create a new "Human Resources Committee" and removing personnel and labor jurisdiction from the Executive Committee.

BACKGROUND

On June 22, 2009, the Board of Trustees of the Public Health Trust approved Resolution No. PHT 06/09-054, proposing four (4) categories of amendments to its Bylaws. *Subsequently, on November 23, 2009, the Board of Trustees adopted Resolution No. PHT 11/09-103 which delayed the submission of the amendment set forth in Resolution No. 06/09-054 regarding Trustees' telephonic participation at committee meetings and directing my submitting an item proceeding with the following three (3) amendments but removing that provision regarding telephonic participation.*

1. Board Meeting Recess (Typewritten Page 34 of the Bylaws). This proposed amendment to Article VII, Section 1, of the Bylaws clarifies what has been the practice of the Board of Trustees with respect to summer recess during either the month of July or August.

2. Creation of "Public Affairs Committee" (Typewritten Page 56 of the Bylaws). The Trust proposes to create a new standing committee at Article VIII, Section 2i, named the "Public

An Equal Opportunity Employer

Affairs Committee" to examine and recommend funding options to match community healthcare needs; oversee Trust local, state and federal lobbying efforts; and manage the balance between the mission and needed public support.

3. Creation of "Human Resources Committee" (Typewritten Page 56 of the Bylaws). A new standing committee for personnel and labor matters entitled the "Human Resources Committee" is proposed at Article VIII, Section 2j and the jurisdiction for personnel and labor matters is removed from the provisions of Article VIII, Section 2a, regarding the Executive Committee (see deletion at Typewritten Page 43 of the Bylaws).

Chapter 25A-3(f) of the Code of Miami-Dade County, Florida, provides that Bylaws amendments proposed by the Trust are not valid until approved by the Board of County Commissioners, thus this item is before the Commission.

Eneida O. Roldan, M.D.
President/CEO
Jackson Health System

Add-on Agenda Item (3)
Joint Meeting of the Executive Committee
Human Resources Subcommittee
November 23, 2009

RESOLUTION NO. PHT 11/09 - 103

RESOLUTION DELAYING SUBMISSION TO BOARD OF COUNTY COMMISSIONERS OF AMENDMENT TO PUBLIC HEALTH TRUST BYLAWS REGARDING TELEPHONIC PARTICIPATION BY TRUSTEES

(John H. Copeland, III, Chairperson, Public Health Trust Board of Trustees)

WHEREAS, on June 22, 2009, the Board of Trustees approved Resolution No. PHT 06/09-054 proposing amendments to the Public Health Trust Bylaws, specifically, : (i) clarifying the Board's summer and winter recess provision; (ii) removing Human Resources and legislative priorities jurisdiction from the Executive Committee; (iii) creating the Public Affairs Committee and Human Resources Committee as standing committees; and (iv) allowing for telephonic participation of Trustees at Committee meetings; and

WHEREAS, the Executive Committee recommends delaying submission of the amendment regarding telephonic participation but proceeding with the other proposed amendments.

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 delaying submission of the amendment to the Bylaws regarding telephonic participation and directs the President to submit a substitute item to the Board of County Commissioners deleting that proposed amendment but to proceed with the remainder of the proposed amendments.

John H. Copeland, III
Chairperson
Public Health Trust Board of Trustees

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

Stanley H. Arkin	Aye
Jorge L. Arrizurieta	Aye
Gladys L. Ayala, Esq.	Aye
Rosy Cancela	Absent
John H. Copeland, III	Aye
Ernesto A. de la Fe	Aye
Joaquin del Cueto	Aye
Georgena D. Ford, RN	Aye
Abraham A. Galbut	Absent
Saif Y. Ishoof, Esq.	Absent
Marcos J. Lapciuc	Aye
Angel Medina, Jr.	Absent
Judy Rosenbaum, 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 23rd day of November 2009.

PUBLIC HEALTH TRUST OF MIAMI-DADE COUNTY, FLORIDA

BY: Georgena D. Ford RN
Georgena D. Ford, RN, Secretary

Approved by the County Attorney as to form
and legal sufficiency ES

Add-on Agenda Item (1)
Chairperson' Report
June 22, 2009

RESOLUTION NO. PHT 06/09 – 054

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

(John H. Copeland, III, Chairperson, Public Health Trust Board of Trustees)

WHEREAS, the Public Health Trust desires to amend it Bylaws as reflected in the attachments hereto, specifically, (i) clarifying the Board's summer and winter recess provision; (ii) removing Human Resources and legislative priorities jurisdiction from the Executive Committee; (iii) creating the Public Affairs Committee and Human Resources Committee as standing committees; and (iv) allowing for telephonic participation of Trustees at committee meetings; and

WHEREAS, Chapter 25A-3(f) of the Code of Miami-Dade County provides that amendments to the Trust's Bylaws shall not be valid until approved by the Commission; and

WHEREAS, the Executive Committee met on June 18, 2009 and recommends to the Board of Trustees that it approves the Amended Bylaws and directs the President to submit the Amended Bylaws to the Commission as required by Chapter 25A-3(f).

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF TRUSTEES OF MIAMI-DADE COUNTY, FLORIDA, that this Board hereby approves the Amended Bylaws and directs the President to submit the Amended Bylaws to the Commission for its approval as required by Chapter 25A-3(f) of the Code of Miami-Dade County.

John H. Copeland, III
Chairperson
Public Health Trust Board of Trustees

The foregoing resolution was offered by Mr. Arrizurieta motion was seconded by Mr. de la Fe 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, RN	Aye
Abraham A. Galbut	Aye
Saif Y. Ishoof, Esq.	Absent
Marcos J. Lapciuc	Aye
Angel Medina, Jr.	Aye
Diego L. Mella	Absent
Martin G. Zilber, Esq.	Aye
Commissioner Dorrin Rolle	Aye
Commissioner Javier Souto	Aye

The Chairperson thereupon declared the resolution duly passed and adopted this 22nd day of June 2009.

PUBLIC HEALTH TRUST OF MIAMI-DADE COUNTY, FLORIDA

BY: Georgena D. Ford
Georgena D. Ford, RN, Secretary

Approved by the County Attorney as to form
and legal sufficiency ES

PUBLIC AFFAIRS COMMITTEE

System Health Plan division's strategic plan which shall be developed and implemented to support overall strategic direction of the Trust. Oversight responsibility shall include review and approval of the division's strategic and financial plan, human resources plan (consistent with the Trust's collective bargaining agreements and pay plans), quality improvement program and compliance program.

>>i. Public Affairs Committee.

There shall be a Public Affairs Committee. The voting members of the committee shall consist of at least three (3) Trustees, one of whom shall be the committee chairperson. The Public Affairs Committee shall:

(1) examine and recommend to the Board options for additional ongoing public support to match expanding community healthcare need; and

(2) oversee and facilitate Trust engagement of and communication with local, state and federal governments; and

(3) consider and advise the Board on matters regarding the Trust's mission vis-à-vis the public support necessary to accomplish the mission and oversee and manage the deficit in such public support.

j. Human Resources Committee.

There shall be a Human Resources Committee. The voting members of the Human Resources Committee shall consist of a minimum of three (3) Trustees, one (1) of whom shall be committee chairperson. The Human Resources Committee shall:

(1) 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 shall recommend same to the Board for approval; and

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TELEPHONIC PARTICIPATION

Commissioner's presence shall be counted for determining whether a quorum is present at any such meeting.

>>e. A Trustee who will be absent from a committee meeting may participate and speak at such meeting telephonically under the following circumstances:

1. a quorum of the committee must be physically present at the meeting room or place;
2. the standard for such absent Trustee to telephonically participate shall be based on a determination by the committee that the Trustee's absence is due to "extraordinary circumstances." The committee shall make such determination of "extraordinary circumstances" by majority vote;
3. upon the committee's determination that "extraordinary circumstances" exist, the absent Trustee may participate and speak at such committee meeting via speaker telephone, provided, however, the absent Trustee shall not be entitled to vote on any matter requiring action by the committee; and
4. notwithstanding the ability to participate and speak via speaker telephone, such Trustee shall be deemed to be absent for purposes of Article V, Section 9 of these Bylaws.

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BOARD MEETING BREAKS

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~~]] >>(i) either July or August, for the Board's summer break; and/or (ii) December for the Board's year-end holiday season break<<.

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~~(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.~~]]

[[~~(7)~~]]>>(6)<< Periodically review these Bylaws[[~~,~~]]>>.<< [[~~establish legislative priorities for the Trust and make recommendations to the Board.~~]]

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EXECUTIVE COMMITTEE

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) (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.~~

~~(b) Review and monitor all pension fund investments and activities and make recommendations to the Board.~~

~~(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.~~

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(2) review and monitor all pension fund investment and activities and make recommendations to the Board; and

(3) oversee the administration, financing, funding and compliance of all benefit plans (including the employee pension plan); and

(4) monitor the status of ongoing negotiations of labor agreement with organizations representing employees; and

(5) review the proposals of companies offering employee insurance and benefits programs; and

(6) develop and monitor an Affirmative Action 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

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BYLAWS OF THE PUBLIC HEALTH TRUST

OF

MIAMI-DADE COUNTY, FLORIDA

PREAMBLE

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, Jackson South Community Hospital, Jackson North Medical Center 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 or Board of Trustees -- 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 medical or osteopathic physician, dentist, podiatrist, oral surgeon or psychologist who provides direct patient care services in a Trust facility under a defined degree or supervision, exercises judgment within the areas of documented professional competence and consistent with applicable law and is granted clinical privileges to provide specified patient care activities through the credentialing process established in the Public Health Trust Bylaws of the Medical Staff.

D. Medical Staff -- licensed medical and osteopathic physicians, dentists, podiatrists, oral surgeons and psychologists who have clinical privileges in accordance with the Public Health Trust Medical Staff Bylaws and shall serve as the medical staff for and 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, Jackson South Community Hospital, Jackson North Medical Center 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 – a County Commissioner who serves as an ex officio member of the Board of Trustees with the right to vote in accordance with the provisions of the Trust Ordinance.

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.

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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 Trust Facilities; and

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(c) Fulfillment of the objectives set forth by the Commission in the Trust Ordinance.

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 5.03 (D) of the Charter of Miami-Dade County, Florida, and for such purpose, the term "Board" as used in Section 5.03 (D) shall be construed to be "Board of Trustees" and the term "Manager" shall be construed to be "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. 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 the Trust Ordinance.

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

In addition, in order to attract private funding for construction projects that are not in kind and that the Trust would either not otherwise undertake or would have to postpone, the Trust may accept from a not-for-profit organization whose primary purpose is to support the activities of the Trust gifts of construction projects, including the building, renovation, 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 requirement 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 effective date of Ordinance No. 07-166. The not-for-profit organization shall file a report with the Public Health Trust and Board of County Commissioners every six (6) months documenting its activities pursuant to this paragraph.

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

(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, with recommendations from the Joint Conference Committee for Quality, Risk and Patient Safety and the Medical Executive Committee, shall appoint the Medical Staff and Health Professional Affiliate Staff which practice in the Trust Facilities. The Board shall act on all Medical Staff and Health Professional Affiliate Staff appointments, reappointments, modifications, resignations, suspensions, terminations and leaves of absence and shall also act to grant, renew, modify, reduce, or revoke clinical privileges.

2. Approval of Bylaws. The Trust shall require that the Bylaws and Rules and Regulations of the Medical Staff be submitted to the Board for approval. Such Bylaws and 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, with recommendations from the Joint Conference Committee for Quality, Risk and Patient Safety and the

Medical Executive Committee shall, on an annual basis, or as otherwise required by Section 395.0193, Florida Statutes, review the Medical Staff peer review process set forth in the Bylaws and Rules and Regulations of the Medical Staff as well as Trust Policies and Procedures.

4. Competence of Patient Care Providers. The Board shall assure the competence of the following persons through the establishment of a process equivalent to the credentialing process of the Bylaws of the Medical Staff:

   a. all individuals who provide patient care services, but who are not subject to the Medical Staff clinical 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 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 designated 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 nonvoting, 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; 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 Commission committee of jurisdiction for the Trust, 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. Prior to September 1 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 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 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 Voting Commissioners shall be coterminous with the term of the Commission Chairperson who made the appointments and until the successor Commission Chairperson replaces the Voting Commissioners.

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. Automatic Suspension of Trustee Charged with Commission of a Felony.

In the event that a Trustee is charged with committing a felony under the laws of the State of Florida or the United States by indictment or information, the provisions of Section 2-11.3 of the Code of Miami-Dade County, Florida, and all amendments thereto, shall be applicable to the Trustee, including, but not limited to, provisions regarding the automatic suspension of such Trustee and temporary appointment of a successor Trustee for the remainder of such Trustee's unexpired term by the Commission.

Section 7. 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 8. 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 9. 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 subsection shall not apply to Voting Commissioners, ex-officio members of the Board or to the Chairperson of the Board with respect to the Chairperson's 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 10. 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 11. 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.

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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. Voting Commissioners shall not be eligible to serve as officers of the Board of Trustees, but shall be voting members 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 two-thirds (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~~]] >>(i) either July or August, for the Board's summer break; and/or (ii) December for the Board's year-end holiday season break<<.

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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. Subject to the provisions of paragraph d of this Section 4, 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. Subject to the provisions of paragraph d of this Section 4, 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 the presence of a quorum for committee meetings. Except as provided herein, the President shall be a nonvoting, ex-officio member of all committees.

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. Subject to the provisions of paragraph d of this Section 4, the presence of three (3) voting members or 50% of the voting 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.

d. Except for those committees required by the Trust Ordinance, for purposes of calculating the quorum requirement for Board or committee meetings, Voting Commissioners shall not be counted in such calculation, provided, however, that a Voting

Commissioner's presence shall be counted for determining whether a quorum is present at any such meeting.

>>e. A Trustee who will be absent from a committee meeting may participate at such meeting telephonically under the following circumstances:

1. a quorum of the committee must be physically present at the meeting room or place;
2. the standard for such absent Trustee to telephonically participate shall be based on a determination by the committee that the Trustee's absence is due to "extraordinary circumstances." The committee shall make such determination of extraordinary circumstances" by majority vote;
3. upon the committee's determination that "extraordinary Circumstances" exist, the absent Trustee may participate and speak at such committee meeting via speaker telephone; and
4. notwithstanding the ability to participate and speak via speaker telephone, such Trustee shall be deemed to be absent for purposes of Article V, Section 9 of these Bylaws.

The provisions of this Article VII, Section 4e, shall not be applicable to any regular, special or other meetings of the Board of Trustees.<<

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 makes a decision to refrain from voting or otherwise participating in the proceedings related to that matter 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, the Voting Commissioners, 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) (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.~~

~~(b) Review and monitor all pension fund investments and activities and make recommendations to the Board.~~

~~(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.~~]]

[[~~(7)~~]]>>(6)<< Periodically review these Bylaws[[~~,~~]]>>.<< [[~~establish legislative priorities for the Trust and make recommendations to the Board.~~]]

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 a 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.

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(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) At least quarterly, review and, as necessary, make recommendations, to the Board 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.

(8) The committee chairperson shall annually appoint an Audit and Compliance Subcommittee which shall meet no less than twice per year. The subcommittee shall be responsible for the oversight, guidance and completion of the Trust's external audit by its external auditor, and oversight of

internal audit and internal control functions and regulatory compliance programs.

(9) 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 Audit and Compliance 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)(10) of these Bylaws limiting the number of years that an external auditor may serve.

(10) 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.

c. Joint Conference Committee for Quality, Risk and Patient Safety.

(1) There shall be a Joint Conference Committee for Quality, Risk and Patient Safety.

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 Joint Conference Committee for Quality, Risk and Patient Safety 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 make recommendations to the Board regarding Medical Staff and Health Professional Affiliate Staff appointments, reappointments, modifications, resignations, suspensions, terminations, and leaves of absence as well as review and make recommendations regarding the granting, renewal, modification, reduction or revocation of clinical privileges.

(c) Receive and review recommendations and other input from the Medical Executive Committee of the Medical Staff regarding the following, and shall forward same to the Board for action as may be necessary:

1. Adoption, amendment and repeal of the Bylaws, and 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 federal and Florida law, including, but not limited to, Sections 395.0193, 395.0197 and 766.101, Florida Statutes, the proceedings and records of the Joint Conference Committee for Quality, Risk and Patient Safety (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, a 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 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 voting members of the committee shall consist of at least three (3) Trustees, one (1) of whom shall be committee chairperson. In his or her discretion, the committee chairperson may appoint that number of persons from the community the committee chairperson deems appropriate as 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.

g. Children's Hospital Committee. There shall be a Children's Hospital Committee. The voting members of the committee shall consist of at least three (3) Trustees, one (1) of whom shall be committee chairperson. In his or her discretion, the committee chairperson may appoint that number of persons from the community the committee chairperson deems appropriate as 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 pediatric hospitals and are knowledgeable of National Association of Children's Hospitals and Related Institutions (NACHRI) standards. The Children's Hospital Committee shall be responsible for oversight and guidance of the Holtz Children's Hospital.

h. Jackson Health System Health Plans Committee.

There shall be a Jackson Health System Health Plans Committee. The voting members of the committee shall consist of at least three (3) Trustees, one (1) of whom shall be committee chairperson. In his or her discretion, the committee chairperson may appoint that number of persons from the community the committee chairperson deems appropriate as 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 managed care systems, including strategic and financial planning, quality improvement and compliance programs for managed care systems. The Jackson Health System Health Plans Committee, consistent with the its accrediting body requirements, shall be responsible for the oversight of the Jackson Health

System Health Plan division's strategic plan which shall be developed and implemented to support overall strategic direction of the Trust. Oversight responsibility shall include review and approval of the division's strategic and financial plan, human resources plan (consistent with the Trust's collective bargaining agreements and pay plans), quality improvement program and compliance program.

>>i. Public Affairs Committee.

There shall be a Public Affairs Committee. The voting members of the committee shall consist of at least three (3) Trustees, one of whom shall be the committee chairperson. The Public Affairs Committee shall:

(1) examine and recommend to the Board options for additional ongoing public support to match expanding community healthcare need; and

(2) oversee and facilitate Trust engagement of and communication with local, state and federal governments; and

(3) consider and advise the Board on matters regarding the Trust's mission vis-à-vis the public support necessary to accomplish the mission and oversee and manage the deficit in such public support.

j. Human Resources Committee.

There shall be a Human Resources Committee. The voting members of the Human Resources Committee shall consist of a minimum of three (3) Trustees, one (1) of whom shall be committee chairperson. The Human Resources Committee shall:

(1) 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 shall recommend same to the Board for approval; and

(2) review and monitor all pension fund investment and activities and make recommendations to the Board; and

(3) oversee the administration, financing, funding and compliance of all benefit plans (including the employee pension plan); and

(4) monitor the status of ongoing negotiations of labor agreement with organizations representing employees; and

(5) review the proposals of companies offering employee insurance and benefits programs; and

(6) develop and monitor an Affirmative Action 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 Joint Conference Committee for Quality, Risk and Patient Safety 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 Executive Committee of the Medical Staff, shall provide for the organization and governance of practitioners granted medical staff membership, health professional affiliate membership and clinical privileges in the Trust Facilities.

b. The organized Medical Staff shall operate and be governed pursuant to bylaws and rules and regulations which shall be proposed and recommended by the Medical Staff to the Joint Conference Committee for Quality, Risk and Patient Safety, but which shall not become effective until adopted by the Board. Nothing contained in this or any other article of these Bylaws or the Bylaws and 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 Bylaws and Rules and Regulations of the Medical Staff. The Medical Staff periodically shall review its Bylaws and Rules and Regulations to assure consistency with Trust policies and with applicable legal, accreditation or other requirements.

c. The Bylaws and 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 appointment and reappointment to the Medical Staff, and Health Professional Affiliate Staff and the procedures to be followed by practitioners requesting such appointment or reappointment as required by law and applicable accreditation standards.

(3) Establish a procedure for the granting, renewal, modification, or revocation of clinical privileges to members of the Medical Staff or Health Professional Affiliate staff as required by law and applicable accreditation standards.

(4) Provide a process for review of adverse decisions affecting membership or clinical privileges of the Medical Staff or Health Professional Affiliate staff including the right to be heard throughout 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 Joint Conference Committee for Quality, Risk and Patient Safety.

(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) Provide for compliance with all applicable laws, regulations and applicable accreditation standards.

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 Bylaws and 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 Bylaws and Rules and Regulations of the Medical Staff.

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, the Bylaws and Rules and Regulations of the Medical Staff, Trust Policies and

Procedures and any limitations to the medical staff member's membership or clinical privileges.

d. In accordance with the Bylaws of the Medical Staff, the Medical Staff shall make recommendations to the Board, through the Joint Conference Committee for Quality, Risk and Patient Safety and the Board shall take action regarding Medical Staff and Health Professional Affiliate Staff appointments, reappointments, modifications, resignations, suspensions, termination and leaves of absence as well as take action regarding the granting, renewal, modification, reduction or revocation of clinical privileges.

e. The number of practitioners granted Medical Staff membership, Health Professional Affiliates Staff membership and 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 Bylaws and 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 the Bylaws of the Medical Staff.

g. No aspect of Medical Staff membership status, Health Professional Affiliate Staff status or specific clinical privileges shall be unreasonably limited or denied on the basis of gender, race, creed, disability, age, familial status, sexual orientation, 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 accreditation 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 Joint Conference Committee for Quality, Risk and Patient Safety.

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.