

MEMORANDUM

Agenda Item No. 11(A)(5)

TO: Honorable Chairwoman Audrey M. Edmonson
and Members, Board of County Commissioners

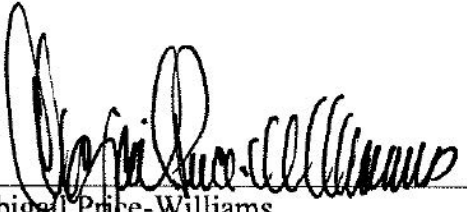
DATE: May 5, 2020

FROM: Abigail Price-Williams
County Attorney

SUBJECT: Resolution approving
amendments to the Bylaws of the
Public Health Trust of Miami-
Dade County as reflected in
Resolution No. PHT -1/2020-007
of the Board of Trustees and in
accordance with section 25A-3(f)
of the Code requiring
Commission approval

Resolution No. R-418-20

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



Abigail Price-Williams
County Attorney

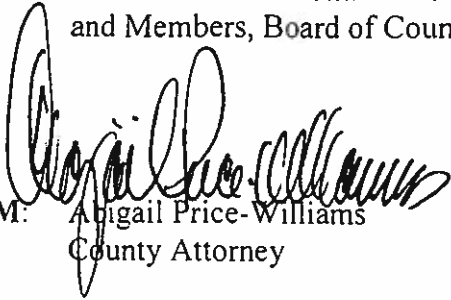
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MEMORANDUM
(Revised)

TO: Honorable Chairwoman Audrey M. Edmonson
and Members, Board of County Commissioners

DATE: May 5, 2020

FROM: 
Abigail Price-Williams
County Attorney

SUBJECT: Agenda Item No. 11(A)(5)

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
- Statement of social equity required
- Ordinance creating a new board requires detailed County Mayor's report for public hearing
- No committee review
- Applicable legislation requires more than a majority vote (i.e., 2/3's present ____, 2/3 membership ____, 3/5's ____, unanimous ____, CDMP 7 vote requirement per 2-116.1(3)(h) or (4)(c) ____, CDMP 2/3 vote requirement per 2-116.1(3)(h) or (4)(c) ____, or CDMP 9 vote requirement per 2-116.1(4)(c)(2) ____) 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. 11(A)(5)

5-5-20

RESOLUTION NO. _____ R-418-20

RESOLUTION APPROVING AMENDMENTS TO THE BYLAWS OF THE PUBLIC HEALTH TRUST OF MIAMI-DADE COUNTY AS REFLECTED IN RESOLUTION NO. PHT - 1/2020-007 OF THE BOARD OF TRUSTEES AND IN ACCORDANCE WITH SECTION 25A-3(F) OF THE CODE OF MIAMI-DADE COUNTY, FLORIDA REQUIRING COMMISSION APPROVAL

WHEREAS, section 25A-3(f)(4) of the Code of Miami-Dade County provides that amendments to the bylaws of the Board of Trustees of the Public Health Trust (“Board of Trustees”) shall not be valid until approved by the Board of County Commissioners; and

WHEREAS, on January 28, 2020, the Board of Trustees adopted Resolution No. PHT 01/2020-007, approving amendments to its bylaws as set forth therein, and a copy of which is attached hereto and incorporated by reference; and

WHEREAS, this Board desires to accomplish the purposes outlined in the memorandum, the Executive Summary of Substantial Amendments to the PHT Bylaws and the amended bylaws all of which are included as part of Resolution No. PHT 01/2020-007,

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF MIAMI-DADE COUNTY, FLORIDA, that this Board hereby approves the amended bylaws of the Board of Trustees of the Public Health Trust as reflected in Resolution No. PHT 01/2020-007 adopted by the Board of Trustees and as required by section 25A-3(f)(4) of the Code of Miami-Dade County, Florida.

The Prime Sponsor of the foregoing resolution is Chairwoman Audrey M. Edmonson. It was offered by Commissioner **Audrey M. Edmonson** , who moved its adoption. The motion was seconded by Commissioner **Rebeca Sosa** and upon being put to a vote, the vote was as follows:

	Audrey M. Edmonson, Chairwoman	aye
	Rebeca Sosa, Vice Chairwoman	aye
Esteban L. Bovo, Jr.	absent	Daniella Levine Cava aye
Jose "Pepe" Diaz	aye	Sally A. Heyman aye
Eileen Higgins	aye	Barbara J. Jordan aye
Joe A. Martinez	aye	Jean Monestime aye
Dennis C. Moss	aye	Sen. Javier D. Souto aye
Xavier L. Suarez	aye	

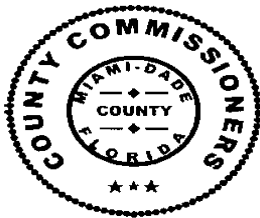
The Chairperson thereupon declared this resolution duly passed and adopted this 5th day of May, 2020. This resolution shall become effective upon the earlier of (1) 10 days after the date of its adoption unless vetoed by the County Mayor, and if vetoed, shall become effective only upon an override by this Board, or (2) approval by the County Mayor of this resolution and the filing of this approval with the Clerk of the Board.

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

HARVEY RUVIN, CLERK

Melissa Adames

By: _____
Deputy Clerk



Approved by County Attorney as to form and legal sufficiency.

ES/ck

Eugene Shy, Jr.
Christopher C. Kokoruda

RESOLUTION NO. PHT 01/2020 - 007

RESOLUTION APPROVING BY A TWO-THIRDS VOTE AMENDMENTS TO THE BYLAWS OF THE BOARD OF TRUSTEES OF THE PUBLIC HEALTH TRUST; DIRECTING THE CHIEF EXECUTIVE OFFICER OR CHIEF EXECUTIVE OFFICER'S DESIGNEE TO SEEK APPROVAL BY THE BOARD OF COUNTY COMMISSIONERS OF THE AMENDMENTS TO THE BYLAWS AND PARALLEL OR SUPPORTING AMENDMENTS TO CHAPTER 25A OF THE CODE OF MIAMI-DADE COUNTY

(Carlos A. Migoya, President and Chief Executive Officer CEO, Jackson Health System)

WHEREAS, Chapter 25A-3(f)(4) of the Code of Miami-Dade County empowers the Board of Trustees to make, adopt, and amend the Bylaws of the Board of Trustees of the Public Health Trust ("Bylaws"); and

WHEREAS, the Board of Trustees seeks to amend the Bylaws as set forth in the Executive Summary that is attached hereto and incorporated herein by reference; and

WHEREAS, the full text of the proposed amendments to the Bylaws also is attached hereto and incorporated herein by reference; and

WHEREAS, some of the proposed amendments require parallel or supporting amendments to Chapter 25A of the Code of Miami-Dade County; and

WHEREAS, Chapter 25A-3(f)(4) provides that amendments to the Bylaws shall not be valid until they have been approved by the Board of County Commissioners; and

WHEREAS, the Board of Trustees directs staff to pursue the required approval by the Board of County Commissioners.

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NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF MIAMI-DADE COUNTY, FLORIDA, that:

Section 1. This Board hereby approves, by a two-thirds vote of the voting membership of the Board of Trustees presently in office, the amended Bylaws of the Board of Trustees of the Public Health Trust, as attached hereto and made a part hereof.

Section 2. This Board directs the Chief Executive Officer or his designee to seek approval of the amended Bylaws of the Board of Trustees of the Public Health Trust by the Board of County Commissioners as required by Chapter 25A-3(f)(4).

Section 3. This Board further directs the Chief Executive Officer or his designee to seek approval by the Board of County Commissioners of any parallel or supporting amendments to Chapter 25A of the Code of Miami-Dade County that are necessary or proper for approval of the amended Bylaws of the Board of Trustees of the Public Health Trust.

**Agenda Item 5 (g)
Public Health Trust Board of Trustees Meeting
January 28, 2020**

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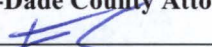
The foregoing resolution was offered by Irene Lipof and the motion was seconded by William J. Heffernan as follows:

Joe Arriola	Aye
Nicholas X. Duran	Absent
William J. Heffernan	Aye
Irene Lipof	Aye
Amadeo Lopez-Castro, III	Aye
Laurie Weiss Nuell	Aye
Walter T. Richardson	Aye

The Chairperson thereupon declared the resolution as duly passed and adopted this 28th day of January 2020.

PUBLIC HEALTH TRUST OF MIAMI-DADE COUNTY, FLORIDA

BY: 
Irene Lipof, Vice Chairwoman and Secretary

Approved by the Miami-Dade County Attorney's Office as to form
and legal sufficiency 



TO: Joe Arriola, Chairman
and Members, Public Health Trust Board of Trustees

FROM: Carlos A. Migoya
President and Chief Executive Officer

DATE: January 28, 2020

RE: Amendment to the Bylaws of the Board of Trustees of the Public Health Trust

Recommendation

Staff recommends that the Board of Trustees approve the amendments to the Bylaws of the Board of Trustees of the Public Health Trust (“Bylaws”) and direct the CEO or his designee to seek approval of the amendments from the Miami-Dade County Board of County Commissioners (“County Commission”). The proposed amendments to the Bylaws are set forth in detail in the edited version of the Bylaws and the executive summary, both attached hereto and incorporated by reference. Modifications to the Bylaws are required in order to be consistent with current practices.

Scope

Chapter 25A of the Code of Miami-Dade County empowers the Board of Trustees to make, adopt and amend the Bylaws subject to approval by the County Commission.

Fiscal Impact/Funding Source

If approved by the County Commission, the proposed amendments would have no fiscal impact.

Background

On or about June 3, 2013, the Board of Trustees approved comprehensive amendments to the Bylaws in PHT Resolution No. 06/13-005. The amendments were subsequently approved by the County Commission in Resolution No. R-487-13. The Bylaws should be reviewed periodically to make any modifications or updates to ensure compliance and conformance with current practices.

EXECUTIVE SUMMARY OF SUBSTANTIAL AMENDMENTS TO THE PHT BYLAWS

Preamble amended to add reference to Section 154.13, Florida Statutes, which is a new section within the statutory enabling legislation regarding public health trusts. Also, correcting the name of Jackson South and including Jackson West.

Article I¹ amended to remove reference to the term "President" in the definitions section and utilizing only the term "Chief Executive Officer" or "CEO". The term "President" is removed throughout the amended Bylaws. Also, correcting the name of Jackson South and including Jackson West in the definition for "Trust Facilities."

Article III, Section 8 amended to provide for the Board to designate a Trust employee to assist the Board rather than only Chairperson and to delete provisions regarding the employee's reporting only to Chairperson and for the Chairperson to appoint 2 additional employees.

Article IV, Section 1 amended to include language providing that the Chairperson of the Jackson Board shall serve no more than two consecutive years as the Chairperson; all other officers may serve until a new officer is elected by the Jackson Board or duly removed from his or her office, provided, however, that no officer may serve for a period longer than his or her Board tenure as set forth in the Trust Ordinance.

Article IV, Section 2e of the Chairperson's powers is modified to provide that the CEO and the Chairperson shall confer annually regarding performance and evaluation of the CEO.

Article V, Section 1, regarding Regular Meetings, has been modified to comport to Chapter 25A, except for provisions regarding minutes to be maintained by the Clerk of the Board rather than Office of Internal Audit and provision that minutes can be provided to County upon request.

Article V, Section 3b amended to provide for compliance with reasonable opportunity to be heard and prior language deleted in its entirety. Also, section c amended to state copies of minutes provide to the County upon request.

Article V, Section 5b, c amended to delete written requirement regarding committee review.

Article V, Section 6 amended to delete provision requiring in the alternative sending resolutions to the Strategy and Growth Committee during Board

¹ Unless otherwise stated references to provisions are presently existing section numbers or letters. The addition and deletion of provisions will result in the renumbering of provisions as set forth in the full text of the proposed amendments.

hiatus in July and/or December as an executive committee function.

Article V, Section 9 regarding Workforce Diversity modified to provide the CEO shall present an annual audit of the Trust workforce diversity employment practices, rather than the Chairperson appointing a member of the Board to do so.

Article VI, Section 2a(2)(a) amended to delete language regarding Purchasing and Facilities Subcommittee making recommendations to the Fiscal Committee regarding capital expenditures and contractual and purchased services; and deleting provision that the subcommittee has jurisdiction for the International Program.

Article VI, Section 2a(2)(b) deleted regarding preparation of supplemental budgets; deletion of subsection (4) regarding the study of rates and charges.

Article VI, Section 2a(7) deleted concerning quarterly review and recommendations for management and investment of funds and investments. Modified to permit staff to make available to the Fiscal Committee Chairperson information regarding management and investment of Trust funds to optimize return on assets; investment activities may include interest bearing depository accounts, overnight purchases or other conservative options. Provision to be renumbered as Article VI, Section 2a(6).

Article VI, Section 2a(8)-(9) amended to provide that Chairperson of the Board rather than the Fiscal Committee Chairperson shall appoint an Audit and Compliance Subcommittee and an External Auditor Selection Subcommittee. Provisions to be renumbered Article VI, Section 2a(7) and (8), respectively.

Article VI, Section 2c(3) amended to delete provision regarding preparing statement of problems in achieving short term and strategic programs.

Article VI, Section 2c(6) amended to delete provision regarding Strategy and Growth Committee acting in emergencies.

Article VII, Section 2d deleted regarding the CEO preparing and submitting to the Board policies and procedures for outside employment.

Article VII, Section 2 amended to delete provisions regarding the CEO preparing and submitting progress reports at least semi-annually and recommendation of rates and charges to the Board of Trustees. Subsections renumbered.

Article VII, Section 3 amended to provide that the Internal Auditor shall report to the Chairperson of the Audit and Compliance Committee and

reports shall be provided to the County upon request.

Article VII amended to create new Section 4 for Office of Compliance, establish a reporting structure to the Chairperson of the Audit and Compliance Committee, set forth duties of the office, among other things.

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

P R E A M B L E

The Public Health Trust of Miami-Dade County, Florida, hereinafter referred to as the "Trust," having been duly established by the Board of County Commissioners of Miami-Dade County, Florida, by Ordinance No. 73-69, codified in Chapter 25A of the Code of Miami-Dade County, and under the authority of Florida Statutes, Sections 154.07 through 154.13 ~~[[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]]~~ >>Medical Center<<, Jackson North Medical Center, >> Jackson West 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 pursuant to applicable law.

ARTICLE 1
DEFINITIONS AND CONSTRUCTION

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

- A. Jackson Board or Board -- the Board of Trustees of the Public Health Trust of Miami-Dade County, Florida.
- B. Commission -- the Board of County Commissioners of Miami-Dade County, Florida.
- C. Allied Health Professional -- 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 of 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 Medical Staff Bylaws.
- D. Medical Staff -- licensed medical and osteopathic physicians, dentists, podiatrists, oral surgeons, psychologists and other health care professionals who are defined as medical staff members pursuant to the Public Health Trust Medical Staff Bylaws and who have clinical privileges in accordance with the 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. >>Chief Executive Officer or CEO<<[[President]] -- the Chief Executive Officer (CEO) of the Public Health Trust of Miami-Dade County, Florida.
- G. Trust -- the Public Health Trust of Miami-Dade County, Florida.
- H. Member -- a member of the Board of Trustees and/or the Jackson Board.
- I. Trust Facilities -- Jackson Memorial Hospital, Jackson South [[Community Hospital]]>>Medical Center<<, Jackson North Medical Center>>, Jackson West Medical Center<< and, where appropriate, all other health care facilities which have been or may in the future be designated by the Commission for governance, operation and maintenance by the Trust.

- J. 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.

ARTICLE II

POWERS AND DUTIES OF THE TRUST

During its existence, the Jackson Board shall have all of the powers and duties set forth in the Trust Ordinance. Without limiting the powers and duties generally set forth in the Trust Ordinance, the Jackson Board shall have the power to urge and recommend to the Commission the need for a Financial Recovery Board if any of the conditions set forth in Section 25A-9(a) occurs.

ARTICLE III
THE JACKSON BOARD

Section 1. Composition of the Jackson Board.

The governing body of the Trust shall be the Jackson Board, which shall have the structure set forth in the Trust Ordinance. Each Member shall serve a maximum of ~~e~~consecutive and complete terms as a Member as set forth in the Trust Ordinance.

Section 2. Conflict of Interest and Code of Ethics.

Members shall strictly comply ~~with the~~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. Members also shall comply with applicable sections of Chapter 112, Part III, Florida Statutes, the Code of Ethics for Public Officers and Employees.

Section 3. Heightened Conflict of Interest Standard.

Pursuant to Resolution No. R-1020-11 adopted by the Commission on November 15, 2011, the Commission mandated that any future appointees to the governing body of the Public Health Trust, except for appointees specifically designated by Section 25A-3(a), shall be subject to the following Ethics Requirement:

The governing board shall reflect and embrace a rigorous conflict of interest policy which includes a heightened standard, eliminating both the perception of as well as any actual conflict of interest for board members. Board members shall have no conflicts of interest for one year before or after serving, personally or as stakeholders, in the outcome of their decisions. The governing body's sole interest should be in the future of Jackson Health System.

The immediate family of a member of the board of Jackson Health System, and organizations in which the immediate family is employed, has control of, or has a material interest in, shall not be engaged to do business with or provide services to Jackson Health System. The immediate family of a member of the board shall not be employed in a management capacity as a directory or above at Jackson

Health System. Additionally, the immediate family of the member of the board shall not be employed as senior management, have control of, or have a material interest in an organization that competes with Jackson Health System. Immediate family member is defined to mean: the spouse, parents, step-parents, brothers and sisters, step-brothers and step-sisters, children and stepchildren, of a governing board member. The provisions of this subsection may be waived by a resolution requiring a two-thirds vote of the full Board of County Commissioners. A resolution that requests such a waiver shall be accompanied by a report or opinion from the Miami-Dade County Commission on Ethics and Public Trust, and the Clerk of the Board of County Commissioners shall place such report or opinion on the Commission agenda or as a supplement to the related agenda item.

The Jackson Board hereby empowers the Miami-Dade County Commission on Ethics and Public Trust to issue opinions concerning this Ethics Requirement and any questions arising therefrom.

Section 4. Automatic Suspension of Members Charged with Commission of a Felony.

In the event that a Member 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 Member, including, but not limited to, provisions regarding the automatic suspension of such Member and temporary appointment of a successor for the remainder of such Member's unexpired term. The Commission may remove a Member for cause, by a majority vote, as set forth in Section 25A-3(d) of the Code of Miami-Dade County, Florida, and all amendments thereto.

Section 5. Sunshine and Public Records Laws.

Members 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 6. Indemnification.

The Members 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 Members 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 Jackson Board shall be empowered to obtain such additional liability insurance and the expense of such insurance shall be an expense of the Trust.

Section 7. Restrictions on Jackson Board Members.

- a. Neither the Jackson Board nor any of its Members shall direct or request the appointment of any person to, or the removal from, office by the ~~[[President-]]~~>>CEO <<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 shall constitute cause for his or her removal from office.
- b. The Jackson Board and its Members shall deal with the administrative service solely through the~~[[President]]~~>>CEO<<.

Section 8. 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 >>Board<<[[Chairperson]] shall have ~~[[the discretion to appoint]]~~ a >>designated <<Trust employee to assist >>them <<[[him or her]] in performing their ~~[[Chairperson's]]~~ duties and any other responsibilities related thereto.~~[[This employee shall report directly to the Chairperson. In addition, the Chairperson shall have the discretion to appoint two (2) additional. Trust employees to assist the Jackson Board (including the Chairperson) in the performance of the duties and responsibilities of the Members of the Jackson Board. These two (2) employees shall report directly to the Jackson Board.]]~~

ARTICLE IV
OFFICERS OF THE JACKSON BOARD

Section 1. Officers: Election, Term, Removal.

The officers of the Jackson Board shall be the Chairperson, Vice-Chairperson, Treasurer, Secretary and such other officers as the Jackson Board may determine to be necessary. Each officer shall be elected by majority vote of the Members attending a duly constituted meeting of the Jackson Board. The -Chairperson of the Jackson Board shall serve no more than two consecutive years as the Chairperson; all other officers may serve until a new officer is elected by the Jackson Board or duly removed from his or her office, provided, however, that no officer may serve for a period longer than his or her Board tenure as set forth in the Trust Ordinance. An officer may be removed from his or her office by the Jackson Board upon the affirmative vote of two-thirds (2/3) of the Members attending a duly constituted meeting of the Jackson 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 Jackson 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 Jackson Board shall be absent, or temporarily unable to carry out the duties of such office, the Jackson Board may temporarily assign the powers and duties of such officer to any other properly qualified Member until that officer is able to resume his or her duties or until replaced.

Section 2. Chairperson.

In addition to other powers and duties set forth in the Trust Ordinance and in these Bylaws, the Chairperson of the Jackson Board shall have the following powers and duties:

- a. Preside at all meetings of the Jackson Board;
- b. Subject to the approval of the Jackson Board, appoint the chairpersons and members of all committees and subcommittees, except as provided to the contrary in the Trust Ordinance or these Bylaws;
- c. Officially represent the Trust whenever necessary or proper;

- d. Enforce all regulations and policies of the Jackson 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 Jackson Board; and
- e. ~~>>C<<[[In his or her discretion, e]]~~ confer with the ~~[[President-]]>>CEO<<~~ at least ~~>>annually<<[[quarterly]]~~ concerning the ~~[[President]]>>CEO<<~~'s performance and evaluation. The Chairperson shall report to the Jackson Board the occurrence of any conferences held at the next regular meeting of the Board.

Section 3. Vice-Chairperson.

The Vice-Chairperson of the Jackson Board shall have the following powers and duties:

- a. Act as Chairperson of the Jackson Board in the absence of the Chairperson and when so acting shall have the responsibilities and powers of the Chairperson; and
- b. Perform such other duties as shall from time to time be imposed upon him or her by the Jackson Board and which are usual to his or her office.

Section 4. Treasurer.

The Treasurer of the Jackson Board shall have the following powers and duties:

- a. Serve as Chairperson of the Fiscal Committee;
- b. Have those duties required by law and assigned by the Chairperson; and
- c. Participate along with the Chairperson and the ~~>>CEO<<[[President]]~~ in the presentation of accountings required by the Trust Ordinance.

Section 5. Secretary.

The Secretary of the Jackson Board 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. Notwithstanding the foregoing, the Secretary shall have no ~~>>authority<<[[minority]]~~ to execute any contract for the expenditure of Trust funds in an amount requiring Jackson Board approval pursuant to the Trust Procurement Policy/Regulation unless there has been final action and is otherwise in compliance with Article V, Section 6 of these Bylaws.

ARTICLE V
MEETINGS OF THE JACKSON BOARD
AND ITS COMMITTEES

Section 1. Regular Meetings.

The Jackson Board shall hold regular meetings at such time and place as shall be determined by the Jackson Board or by the Trust Ordinance. The Jackson Board shall hold and televise regular meetings of the Jackson Board >>at the main campus of Jackson Memorial Hospital or<< in ~~[[the]]~~ Commission chamber >>s<<. The regular meetings shall not conflict with the meeting schedule for the Commission or its committees. At the discretion of the Jackson Board, other meetings may be held and televised in the Commission chamber. The Trust shall request use of the Commission chamber for regular or other meetings of the Jackson Board through the Chairperson of the Commission. The Chairperson of the Commission shall have final authority to approve the scheduling of such regular or other meetings of the Jackson Board in the Commission chamber. _ Except as provided by law, all >>regular and special<< meetings of the Jackson Board shall be public and audio recorded and written minutes of the proceedings thereof shall be maintained >>by the clerk of the Jackson Board.<<[[by the Office of Internal Audit, as such term is defined herein.]] All action taken at the meetings of the Jackson Board shall be promptly and properly recorded. _ >>Upon request,<< [[€]]>>c<<opies of [[all]] minutes >>or<<[[and]] resolutions of the Jackson Board shall be >>provided<<[[forwarded]] to the >>County Mayor, Commissioners or the<< Clerk of the Commission[[no later than ten (10) days subsequent to any meeting of the Jackson Board]]. In the discretion of the Chairperson, the Jackson Board may omit meetings during the months of July and/or Decembe>>r<<[[+]].

Section 2. Special Meetings.

Special meetings of the Jackson Board may be called by the Chairperson of the Jackson Board or shall be called -upon the written request of three (3) Members of the Jackson 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 Jackson Board and its committees shall be public >>and<< 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 Jackson Board or any of its committees shall notify the Chairperson of the Jackson Board or Chairperson of the committee or the President in writing not less than four (4) calendar days prior to the meeting and shall state therein the subject matter they wish to address. However, the Chairperson of the Jackson Board, the chairperson of the committee of jurisdiction or those presiding in their absence may waive the written requirement. Public presentations shall be limited to a maximum of five (5) minutes per speaker; however, the presiding officer of the Jackson Board or of the committee may in his or her discretion and for time management purposes: (i) lengthen or shorten time allotted for presentations; (ii) impose other reasonable time limits on presentations; and/or (iii) limit the number of speakers on any issue. Upon approval of the Jackson Board, a standing committee chairperson may hold public hearings to solicit comments regarding issues under the jurisdiction of the specific committee. No Trust employee shall be permitted to address the Jackson Board on matters concerning his or her employment status.]]~~ >>Notwithstanding and prevailing over any provisions of these Bylaws to the contrary, members of the public shall be given a reasonable opportunity to be heard on any proposition that is before the Jackson Board or a committee thereof pursuant to section 286.0114, Florida Statutes, as may be amended from time to time. The provisions of this subsection may be carried out in accordance with a duly enacted policy of the Jackson Board. <<
- c. Written minutes of the proceedings of the Jackson Board shall be maintained >>by the clerk of the Jackson Board<<; and shall be promptly and properly recorded>>. << >>Upon request, copies of minutes shall be

~~provided~~<< ~~[[and forwarded]]~~ to the >>County Mayor, Commissioners or the<< Clerk of the Commission ~~[[not later than ten (10) days subsequent to any such meeting of the Jackson Board]]~~. Minutes shall, where reasonably possible, be delivered to Jackson Board Members in advance of the next scheduled Jackson Board meeting. The names of Jackson 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 copy of each agenda item for regular meetings of the Jackson Board shall be furnished to the Members of the Jackson Board not later than four (4) working days before a vote may be called on the item. The provisions of this four (4) day requirement shall be deemed waived unless asserted by a Member of the Jackson Board before the Jackson Board takes action on the resolution, motion or other item in question.
- 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, that committee proceedings shall not be limited to matters set forth in said agenda.
- g. All Members shall receive notification of each committee meeting.

Section 4. Quorum, Voting.

- a. The presence of a majority of the Members of the Jackson Board then in office shall be necessary and sufficient to constitute a quorum for the transaction of business at all meetings of the Jackson Board. Except as otherwise provided herein or as provided by the rules of procedure, the Jackson Board shall not act except by resolution of at least a majority of

those Members present and voting at a duly constituted meeting of the Jackson Board.

- b. The presence of a majority of the members of a committee of the Jackson Board shall be necessary and sufficient to constitute a quorum for the transaction of business at all meetings of a committee of the Jackson Board.

Section 5. Committee Deliberations.

- a. Unless otherwise provided in these Bylaws, no item shall be placed on an agenda of a regular meeting of the Jackson Board or considered by the Jackson Board until the item has been considered first by a committee of the Jackson Board and forwarded after such consideration to the full~~l~~ Jackson Board as hereinafter provided. A committee of the Jackson Board may take one of the following actions with respect to each matter before the committee for action:

- (1) Recommend favorably;
- (2) Recommend favorably with committee amendment(s);
- (3) Forward without recommendation, upon the unanimous vote of the members of the committee who are present;
- (4) Receive a report;
- (5) Lay the matter on the table resulting in the matter not being placed on an agenda of the Jackson Board; or
- (6) Defer or take no action on an item for a maximum of two consecutive committee meetings. Deferral of or failure to act on a matter beyond two consecutive meetings shall cause the matter to be laid on the table, as set forth in the preceding subparagraph. Notwithstanding any other provision of this section, whenever action cannot be taken because the vote of the committee members on an item has resulted in a tie, and no other available motion on an item is made and approved before the next item is called for consideration or before a recess or adjournment is called, whichever occurs first, the item shall be deemed to be laid on the

table, as set forth in the preceding subparagraph. Such item shall be reintroduced only in accordance with the renewal provisions of subparagraph (e) of this section.

- b. An item that has not been considered by a committee may be placed on the agenda of the Jackson Board if the chairperson of the committee to which the item has been referred requests a waiver ~~[[in writing]]~~ and the Chairperson of the Jackson Board concurs.
- c. A matter that has not been considered by a committee may be placed on the agenda of the Jackson Board to meet a public emergency of the Trust as determined ~~[[in writing]]~~ by the Chairperson of the Jackson Board. Time sensitive matters with little or no financial impact may be placed on an agenda of the Board by the Chairperson of the Jackson Board without having been considered by a committee.
- d. Any committee action taken pursuant to subparagraph a(1) through a(6) of this section may be reconsidered only at the same meeting at which the action was taken. A motion to reconsider an item resulting in a tie vote is out of order and no such motion may be reconsidered.
- e. Once an item is laid on the table in a committee, the proposed item may not be brought before that committee again during the three (3) month period following the date the item is laid on the table (subject to the provisions of subparagraph (d) hereof), unless an application for renewal made by two-thirds (2/3) of the committee members is first submitted to the chairperson of the committee.
- f. The following matters may be heard directly by the Jackson Board: special or citizen's presentations; resolutions recommending to the Commission the naming or renaming of Trust designated facilities; settlements; resolutions related to contract lobbyist conflict waiver requests; and resolutions expressing intent.

Section 6. Final Action.

No resolution or action of the Trust shall be final until it is passed and adopted by the Jackson Board at its monthly televised regular meeting. In the event that the

Jackson Board shall not hold a televised regular meeting because it is on hiatus for the months of July and/or December, then the Chairperson, in his or her discretion, may call a special meeting of the Board as provided in these Bylaws for final action~~[[, or, alternatively, may place such resolutions on an agenda of the Strategy and Growth Committee, which shall meet for the Jackson Board in accordance with Article VI, Section 2c(6) of these Bylaws]].~~

In addition, the ~~[[President]]~~>>CEO<< or any officer of the Jackson Board shall have no authority to execute any contract for the expenditure of Trust funds in an amount requiring Jackson Board approval pursuant to the Trust Procurement Policy/Regulations unless there has been final action of the Board as evidenced by resolution of the Jackson Board. The ~~[[President]]~~>>CEO<< shall ensure that each contract in an amount requiring Jackson Board approval shall contain a standard contractual provision that at a minimum (i) sets forth the resolution number of the resolution evidencing the Jackson Board's final action and (ii) puts parties contracting with the Trust on notice of the mandates and requirements of this provision. Further, the ~~[[President]]~~>>CEO<< shall incorporate the mandates and requirements hereof into Trust policies and place and maintain on the website of Jackson Health System a notice of the mandates and requirements hereof; provided, further, that any contract failing to comply herewith shall be an unauthorized contract and not valid or binding on the Trust.

Section 7. Decorum.

Any person making impertinent or slanderous remarks or who becomes boisterous while addressing the Jackson Board shall be barred from further appearance before the Jackson Board by the presiding officer, unless permission to continue or again address the Board is granted by the majority vote of the Jackson Board Members present.

No clapping, applauding, heckling or verbal outbursts in support or opposition to a speaker or his or her remarks shall be permitted. No signs or placards shall be allowed in the Commission chamber or other Jackson Board meeting room. Persons exiting the Commission chamber or Jackson Board meeting room shall do so quietly.

The use of cell phones in the Commission chamber or Jackson Board meeting room is not permitted. Ringers must be set to silent mode to avoid disruption of proceedings. Individuals, including those on the dais, must exit the room to answer incoming cell phone calls.

Section 8. Rules of Procedure.

The applicable rules of procedure for all meetings of the Jackson Board and any committees thereof shall be those contained in Robert's Rules of Order, Newly Revised, 11th 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 Jackson 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 Jackson Board meeting 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 Jackson Board meeting to order immediately. In the absence of all of the above, a temporary chairperson shall be elected or designated 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 Jackson Board.
- d. Quorum; Conflict of Interest.
Any Member of the Jackson 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.

Section 9. Workforce Diversity.

It is the policy of the Jackson Board that workforce diversity exist at the Public Health Trust and throughout the Jackson Health System in its employment and succession planning practices. The intent of this policy is to ensure that (i) there will be diversification at all levels of employment at the Trust, including executive and management levels; and (ii) workforce diversity practices at the Trust take into consideration ethnicity, race, national origin, disabilities, veteran status, sexual orientation, religious belief and other such factors. As a major employer in the Miami-Dade County community, this policy is one having as its goal and vision a workforce which is representative of the Miami-Dade County community to the greatest extent possible. In an effort to monitor workforce diversity, the ~~>>CEO<<[[Chairperson of the Jackson Board shall appoint a Member to oversee an]]~~>>shall present an<< annual audit of the Trust's workforce diversity employment practices and to have such audit submitted to the Jackson Board through the Strategy and Growth Committee.

ARTICLE VI

COMMITTEES OF THE JACKSON BOARD

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 Jackson Board subject to the approval of the Jackson Board. A committee chairperson or committee member may be removed only by action of the Jackson Board.
- b. With the exception of committees created pursuant to the Trust Ordinance, the Chairperson of the Jackson Board shall serve as an ex-officio voting member of all committees unless already a member of such committee; provided, further, that in the event the Chairperson is not in attendance at a committee meeting, the Vice Chairperson of the Jackson Board may serve as an ex officio voting member of any such committee unless already a member of such committee. The members of subcommittees are not required to be a Member of the Board.
- 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.
- d. Committees shall hold meetings as determined necessary by the committee chairperson), unless otherwise directed by the Chairperson of the Jackson Board.
- e. Ad hoc committees or subcommittees may be appointed by the Chairperson of the Jackson Board and shall be discharged by the Chairperson of the Jackson Board upon completion~~ion~~ of the assigned tasks.
- f. A committee chairperson may appoint an ad hoc committee(s) within the jurisdiction of his or her committee, subject to approval by the Chairperson of the Jackson Board.

- g. The ~~[[President]]>>CEO<<~~ shall assign appropriate staff to each committee.
- h. All Trust committees, including but not limited to subcommittees and ad hoc committees and the chairpersons and members thereof, shall be approved by the Jackson Board.

Section 2. Standing Committees.

There shall be three (3) standing committees as follows: the Fiscal Committee, Strategy and Growth Committee and Joint Conference and Efficiencies Committee. Unless already provided for in these Bylaws, the Chairperson is empowered, in his or her discretion, to assign to standing committees the jurisdiction over matters involving, but not limited to, philanthropy, human resources, pension or other retirement programs, health plans, international program, and other business units and service lines of the Trust and other such areas of Trust business.

- a. Fiscal Committee. There shall be a Fiscal Committee. The Treasurer of the Board shall serve as committee chairperson. The Fiscal 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 Jackson 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 Fiscal Committee shall include but not be limited to the following:
 - (a) The preparation of an annual Trust budget request for the Jackson Board which, subject to approval of the Jackson Board, shall be submitted to the Commission preceding each fiscal year of the Trust. ~~[[In its preparation of the annual Trust budget request, (i) the Purchasing and Facilities Subcommittee shall make recommendations to the Fiscal Committee regarding capital expenditures and~~

~~expenditures in the category of contractual and purchased services; and (ii) the committee of jurisdiction for the Trust's International Program shall make recommendations to the Fiscal Committee regarding such program. The Fiscal Committee shall consider the recommendations of the Purchasing and Facilities Subcommittee and the committee of jurisdiction for the International Program in the preparation of the budget.]]~~

~~[[(b) The preparation of supplemental budget requests for the Jackson Board which shall be forwarded to the Commission subject to Jackson Board approval.]]~~

~~(>>b<<[[e]]) The development of accounting, budgeting, and financial management systems, in conjunction with County budget staff, which will enable Miami-Dade County to provide the Trust with funding in accordance with applicable law and contractual arrangements.~~

~~(>>c<<[[d]]) The preparation for the Jackson Board of the financial reports and accountings, by staff of the Trust.~~

~~(>>d<<[[e]]) The making of recommendations for the issuance of new bonds and the borrowing of money to the Jackson Board and, through the Jackson Board, to the Commission.~~

~~(>>e<<[[f]]) The approval of and recommendation of the facilities development budget submitted by the Purchasing and Facilities Subcommittee to the Jackson Board.~~

(3) Supervise the preparation of, examine and forward to the Jackson 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 Jackson Board at least annually with regards thereto.]]~~

(~~>>4<<[[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 medically indigent status and health care delivery policies in the designated facilities of the Trust. The Fiscal Committee shall also make studies and recommendations to the Jackson Board regarding the establishment of policies for serving medically indigent persons, extending credit and collecting patient accounts payable.

(~~>>5<<[[6]]~~) Subject to applicable ~~r~~ requirements of law and the Trust Ordinance, shall develop, and present to the Jackson Board for approval, procedures for purchasing supplies, equipment ~~and~~ ~~and~~ services, and for managing materials, and through the Purchasing and Facilities Subcommittee shall supervise the implementation of such procedures.

(~~>>6<<[[7]]~~) >>Trust staff shall make available to the Fiscal Committee Chairperson information regarding management and investment of Trust funds to optimize return on assets. Investment activities may include interest bearing depository accounts, overnight purchases or other conservative options.<< ~~At least quarterly, review and, as necessary, make recommendations to the Jackson Board concerning the management and investment of all funds of the Trust and to monitor compliance with Jackson Board policies regarding investments as set forth in Resolution No. PHT 11/96-181 as amended or modified from time to time.]]~~

(~~>>67<<[[8]]~~) The ~~[[Fiscal Committee]]~~ Chairperson >> of the Jackson Board<< shall appoint an Audit and Compliance Subcommittee which 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.

(~~8~~) The ~~Fiscal Committee~~ Chairperson of the Jackson Board shall appoint an External Auditor Selection Subcommittee for the purpose of recommending to the Fiscal Committee an external auditor of the Trust. The External Auditor Selection Subcommittee shall consist of a minimum of three (3) Members, which shall include the chairperson of the Audit and Compliance Subcommittee. A two-thirds (2/3) vote of the members present at a Fiscal Committee meeting is required for a recommendation to the Trust waiving the provisions of Article VI, Section (2)(a)(~~8~~) of these Bylaws limiting the number of years that an external auditor may serve.

(~~9~~) An external auditor hired by the Trust to provide an audit of the Trust's consolidated operations and a management letter shall serve a maximum of five (5) consecutive years unless the Jackson Board waives this requirement by a two-thirds (2/3) vote of the members present. If the Jackson 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.

b. Joint Conference and Efficiencies Committee.

- (1) There shall be a Joint Conference and Efficiencies Committee.
- (2) The Joint Conference and Efficiencies Committee shall:
 - (a) Be the committee of jurisdiction delegated by the Jackson Board to consider medical-administrative matters and be the official point of contact between the Jackson Board, the Trust administrative staff and the Medical Staff.
 - (b) Review and make recommendations to the Jackson 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 Jackson 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 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 Jackson 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 in the event of disaster.
- (g) In closed sessions, if allowed by Florida law, receive, review and make any necessary recommendations to the Jackson Board with respect to reports on the quality assessment and improvement activities within the Trust Facilities. These reports describe implementation of 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, and shall be made through the Trust's Quality Improvement and Risk Management Programs. 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 and Efficiencies Committee (as it relates to Quality Improvement and Risk Management Programs) are not public records under Chapter 119, Florida Statutes and meetings held by the Joint Conference and Efficiencies 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 Jackson Board with respect to the Quality and Patient Safety Plan for Trust Facilities.
- (i) The President—of the Medical Staff shall have the opportunity to address the Jackson Board through the Joint Conference and Efficiencies Committee and to make presentations to the committee on matters of concern to the Medical Staff or to the Trust in general concerning the delivery of medical services in the Trust Facilities.

c. Strategy and Growth Committee. There shall be a Strategy and Growth Committee. The Strategy and Growth Committee shall:

- (1) Develop and recommend to the Jackson Board long range five (5) year plans for the delivery of health care services in the Trust Facilities as required by the Trust Ordinance.
- (2) Make recommendations to the Jackson Board annually regarding long-range strategic plans and compliance with plans approved by the Jackson Board. The ~~[[President]]~~ >>CEO<< shall report >>at least annually<<[[quarterly]] to the Strategy and Growth

Committee regarding his or her recommendations and compliance with approved strategic plans.

- (3) Establish shorter term priority planning for specific services, as appropriate. ~~[[For those 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 Committee for said requirements.]]~~
- (4) Determine the facilities required to meet program needs and make appropriate recommendations to the Purchasing and Facilities Subcommittee and the Fiscal Committee for provision of said facilities at least annually.
- (5) Pursuant to Section 395.3035, Florida Statutes, the proceedings and records of the Strategy and Growth 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 Strategy and Growth Committee shall act for the Jackson Board and be empowered to take final action (subject to subsequent ratification by the Jackson Board) upon the determination of the Chairperson whenever emergency action of the Jackson Board is required or time sensitive matters must be addressed. If such action is taken, the resolution or other action shall be submitted for ratification to the Jackson Board at its next succeeding televised regular meeting. In addition, i]]>>I<<f the Trust Ordinance requires involvement or action by any Executive Committee of the Jackson Board, the Strategy and Growth Committee shall be deemed to be and perform the duties and responsibilities of an Executive Committee.]]~~

Section 3. Committees Required By the Trust Ordinance.

The Jackson Board shall have such other committees with the composition that are set forth in the Trust Ordinance.

ARTICLE VII
ADMINISTRATION OF THE TRUST

Section 1. Selection of Chief Executive Officer.

The Jackson Board shall appoint and employ a chief executive officer of the Trust to be known as the [[President]]>>CEO<<. The [[President]]>>CEO<< shall be a full ~~time~~ salaried employee at a salary fixed by the Jackson Board in accordance with the Trust Ordinance. The [[President]]>>CEO<< shall be an administrative officer representing the Jackson 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]]>>CEO<<.

The [[President]]>>CEO<< shall:

- a. Act as the official representative of the Trust in all matters where the Jackson Board has not otherwise provided for an official representative. Provide liaison services among the Jackson Board, the Medical Staff; and Trust Departments.
- b. Carry out policies established by the Jackson 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. Develop and submit to the Jackson 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 Jackson Board shall remain in force and effect unless the Jackson Board revises or amends those policies and procedures by resolution.]]~~

~~>>d<<[[e]].~~ Assist the Medical Staff with its organization, in fulfilling its responsibilities and in resolving medical- administrative problems.

~~>>e<<[[f]].~~ Develop and submit a plan of organization of the personnel and others involved in the operation of the Trust Facilities to the Jackson Board for ~~>>review.<<[[approval annually.]]~~

~~>>f<<[[g]].~~ Develop and submit long range plans wherein the service objectives of the Trust are defined in terms of supporting facilities, equipment, personnel and required funding, in conjunction with the Strategy and Growth Committee, to the Jackson Board for evaluation and approval.

~~[[h. — Prepare a plan for the achievement of the Trust's specified objectives and make progress reports at least semi-annually.~~

~~>>g<<[[i]].~~ Prepare annual operating and capital funding budgets with appropriate supporting detail, in conjunction with the Fiscal Committee, as required by the Jackson Board; develop performance reports comparing actual operations with approved budgets~~>>.<<[[., and submit a variance analysis to the Fiscal Committee and the Jackson Board not less frequently than quarterly.]]~~

~~[[j. — Recommend a schedule of rates and charges for Trust services and supplies to the Fiscal Committee and the Jackson Board.]]~~

~~>>h<<[[k]].~~ Submit monthly reports on the professional services and financial condition of the Trust to the Jackson Board, and submit such special reports as may be requested by the Jackson Board.

~~>>i<<[[l]].~~ Make reports regarding the overall activities of Trust Facilities and Federal, State, County and municipal developments as it affects health care delivery to the Jackson Board and to the Medical Staff.

~~>>j<<[[m]].~~ Have charge and custody of and be responsible for all operating funds of the Trust when directed and authorized by the Jackson Board.

>>k<<[[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.

>>l<<[[o]]. Maintain the physical properties of the Trust in a good state of repair and operating condition.

>>m<<[[p]]. Supervise the business affairs of the Trust to assure that funds are collected and expended in accordance with sound business practices.

>>n<<[[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 and Efficiencies Committee and the Jackson Board.

>>o<<[[r]]. Attend all meetings of the Jackson Board and attend or be represented at all meetings of Jackson Board committees.

>>p<<[[s]]. Designate an individual to act for the [[President]]>>CEO<< in his or her absence.

>>q<<[[t]]. Execute all contracts of the Trust with an officer of the Jackson Board except as the Jackson Board shall otherwise provide. Notwithstanding the foregoing, the [[President]]>>CEO<< shall have no authority to execute any contract for the expenditure of Trust funds in an amount requiring Jackson Board approval pursuant to the Trust Procurement Policy/Regulations unless there has been final action and is otherwise in compliance with Article V, Section 6 of these Bylaws.

>>r<<[[u]]. Perform such other duties as may be necessary for the best interests of the Trust or which may be assigned by the Jackson Board.

Section 3. Office of Internal Audit.

The [[President]]>>CEO<< shall hire an Internal Auditor with the concurrence of the Jackson Board who shall report directly to the Chairperson>> of the Audit and Compliance SubCommittee<<[[~~-of the Jackson Board~~]] and shall be responsible for the administration of the Office of Internal Audit. The [[President]]>>CEO<< is authorized to remove the Internal Auditor, but only after the Chairperson >>of

the Audit and Compliance Subcommittee<< concurs in the removal of the Internal Auditor.

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 Jackson Board. The Office of Internal Audit through the [[President]]>>CEO<< shall make >>quarterly<<[[~~monthly~~]] written reports to the Jackson Board at its regular meetings. >>Upon request,<< >>t<<[[F]]he 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]]>>CEO<< shall develop written policies and procedures for the organization and operation of the Office of Internal Audit and submit the same to the Jackson Board for approval.

>>Section 4. Office of Compliance and Ethics .

The CEO shall hire a Chief Compliance Officer (CCO) with the concurrence of the Jackson Board who shall report directly to the Chairperson of the ~~the~~ Audit and Compliance Subc€ommittee Jackson Board and shall be responsible for the administration of the Office of Compliance and Ethics (OCE). The CEO is authorized to remove the Chief Compliance Officer , but only after the Chairperson of the Audit and Compliance Subcommittee concurs in the removal.

The Office of Compliance shall be responsible for (i) developing or revising compliance policies and procedures;; (ii) developing and providing compliance training; (iii) reporting and monitoring; (iv) specialty compliance (e.g., EMTALA compliance); (5) privacy compliance; and (6) policy administration.

The CCO ~~Office of Compliance~~ shall report at each Audit and Compliance Subcommittee meeting regarding compliance matters and shall be authorized to report to the Jackson Board, including the Audit and Compliance Subcommittee, at any time ~~directly to the Chairperson of the Jackson Board.~~ The Office of

Compliance through the CEO shall make quarterly written reports to the Jackson Board at its regular meetings. <<

ARTICLE VIII
MEDICAL STAFF

Section 1. Organization: Bylaws.

- a. The Jackson 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 and Efficiencies Committee, but which shall not become effective until adopted by the Jackson 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 Jackson 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 Allied Health Professional 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 Allied Health Professional 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 Allied Health Professional 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~~ Healthcare ~~Care~~ Organizations. This process shall be reviewed on an annual basis and recommendations with respect thereto shall be forwarded to the Jackson Board through the Joint Conference and Efficiencies Committee.
- (5) Provide a method of election of officers of the Medical Staff and a method of selection of chiefs of clinical services, and shall prescribe powers and duties of such officers and chiefs.
- (6) Provide for Medical Staff committees and the method of appointment thereto.
- (7) 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 Jackson Board through the Joint Conference and Efficiencies Committee, and the Jackson Board shall take action regarding Medical Staff and Allied Health Professional 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, Allied Health Professional Staff membership and clinical privileges shall not be in excess of the needs of the Trust.
- f. All appointments to the Medical Staff and Allied Health Professional 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~~^{1'S} and shall be reviewed by the Jackson Board in accordance with the reappointment procedure outlined in the Bylaws of the Medical Staff.
- g. No aspect of Medical Staff membership status, Allied Health Professional 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 Jackson 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 Jackson Board, through the Joint Conference and Efficiencies Committee.

- c. The Medical Staff shall participate, along with appropriate administrative and professional staff, in the development of Trust policies regarding:
 - 1. Patients' rights and responsibilities, including the rights and responsibilities of the parents and/or guardians of neonate, child and adolescent patients; and
 - 2. A patient's right to accept or refuse medical treatment and formulate advance directives.

ARTICLEJX

AUXILIARY ORGANIZATIONS

The Jackson Board 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 Jackson Board and the program of any such organization shall be subject to the approval of the ~~[[President]]~~>>CEO<< of the Trust. Each auxiliary organization shall submit a report of its operations and financial affairs annually to the Jackson Board.

ARTICLE X

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 Jackson Board then in office at any duly constituted Jackson Board meeting, provided that written notice of the proposed alterations, amendments, repeal or new enactments shall have been given to all Members not later than five (5) days in advance of such meeting. At the direction of the Chairperson, the Jackson Board shall provide for review of these Bylaws on a periodic basis.