

PART I
SOUTH BROWARD HOSPITAL DISTRICT
BYLAWS

Amended:	1969	1993	2005
	1971	1994	2006
	1975	1995	2007
	1977	1996	2008
	1979	1997	2009
	1980	1998	2010
	1982	1999	2012
	1988	2000	2014
	1989	2001	2015
	1990	2002	2018
	1991	2003	2019
	1992	2004	

P R E A M B L E

PART I

Under authority granted by the Florida Legislature of 1947, Special Acts, Laws of Florida, Chapter 24415, as amended and codified by Ch. 2004-397, Laws of Fla. (hereinafter referred to as "the Charter"), creating a Hospital District, certain powers were vested in a Board of Commissioners. Section 32 of the Charter specifically provides for power to set up rules, regulations and bylaws for the operation of the Hospital District. Proceeding on this Authority, the Board of Commissioners of the South Broward Hospital District in a meeting held in Hollywood, Florida, adopted the Bylaws, rules and regulations herein contained. Some of these Bylaws, rules and regulations are specifically defined in the Charter, others are adopted as a matter of policy.

PART II

Recognizing that high level of patient care is the responsibility of the Medical Staffs of each of the District's hospitals, the Members of said Medical Staffs are organized in conformity with the following Board Bylaws, and in conformity with Medical Staff Bylaws, rules and regulations approved by the Board of Commissioners of South Broward Hospital District, applicable to each Hospital, to provide a concerted effort in this direction.

PART I

SOUTH BROWARD HOSPITAL DISTRICT

BYLAWS

ARTICLE I

GOVERNING BOARD

- Section 1. Name. The Governing Board shall be known as the Board of Commissioners of the South Broward Hospital District.
- Section 2. Membership. The Governing Board shall be composed of seven (7) members, elected or appointed according to the provisions as set forth in the Charter and amendments thereto. No member shall be disqualified by reason of being a member of the Medical Staff of any District hospital.
- Section 3. General Powers. The general and specific powers of the Board shall be those authorized under the provisions of the Charter. No portion of these Bylaws may be construed as superseding or exceeding such authorized powers. The Board of Commissioners is responsible for attaining the objectives specified in the Charter. These objectives include, without limitation, selecting and appointing a competent and experienced President and Chief Executive Officer, and Medical Staff Members; employing personnel; formulating or approving such Bylaws as may be desirable for the proper operation of the Hospital District's facilities; securing and controlling the use of all materials and supplies and maintaining and repairing of the property.

ARTICLE II

OFFICERS

Section 1. The Officers. The Officers of the Board shall be a Chairperson, Vice Chairperson, and Secretary-Treasurer. All members of the Board serve without pay and all Officers shall be appointed or elected by the Board of Commissioners at the annual meeting and shall hold office for a period of one year or until their successor shall have been elected. Vacancies may be filled by the Board at any regular meeting or special meeting called for that purpose.

The Chairperson, who shall be a member of the Board of Commissioners, shall call and preside at all meetings of the Board of Commissioners, shall be interested in all affairs of the Hospital District and shall be, ex-officio, a member of all committees.

The Vice Chairperson, who shall be a member of the Board of Commissioners, shall act as Chairperson in the absence of the Chairperson and when so acting shall have all the power and authority of the Chairperson.

The Secretary-Treasurer shall be responsible for assuring that the President and Chief Executive Officer or his designee issues notices of all regular and special meetings on orders from the Chairperson. The Treasurer shall have custody of all operating funds of the Hospital District, and shall be responsible for all duties specifically imposed on that office by the Charter or other applicable law. The implementation of receipt, disbursement and safeguarding of Hospital District funds may be assigned to qualified employees on the Hospital District staff under the general supervision of the

Treasurer. All disbursement of Hospital District funds shall be in strict accordance with the specific requirements of the Charter or other applicable law.

ARTICLE III

COMMITTEES

Section 1. Committees. Committees of the Board of Commissioners shall be standing and special.

All Committees of the Board of Commissioners shall be appointed by the Chairperson, except the Joint Conference Committee, which shall be comprised as specified elsewhere in these Bylaws. Standing Committees shall have power to act only as stated in these Bylaws or as conferred by the Board of Commissioners in specific matters. All Committees shall be chaired by the Board representative. A secretary, who need not be a member of the Committee, shall be appointed by the Chairperson.

Committee assignments may be revised when necessary or desirable. Members of the Medical Staffs, employees of the Hospital District or members of the community may serve on these Committees when desirable.

Standing Committees shall investigate and report on matters within their jurisdiction either at the request of the Board, the Chairperson, or on their own initiative, except for those matters which are referred to another Committee by the Chairperson of the Board.

Section 2. Quorum. At Committee meetings, a quorum shall be one-half the number of members of the Committee, which shall include a Board member.

Section 3. Standing Committees. The Standing Committees of the Board are listed below:

Sub-Section 3.1 Finance Committee. The Finance Committee reviews short, intermediate, and long range financial plans of the Hospital District. It reviews requests for financing for acquisitions, major new programs, or projects and other arrangements requiring large capital commitments. It reviews financial and accounting services provided through formal arrangements for banking services, investment banking services, collection services, and monitoring of investment management services for the General Operating Funds, Bond Funds, Self-Insurance Funds, Employee Pension Plans and other employee retirement plans, including, without limitation, those under Sections 403 (B) and 457 (B) of the Internal Revenue Code.

Sub-Section 3.2 Strategic Planning Committee. The Strategic Planning Committee reviews short range programs, facilities planning matters, and serves as the long range planning vehicle of the Hospital District. The Committee reviews Certificate of Need matters and plans for major new construction and major renovations. Based upon its review, the Committee makes recommendations for the Board's review and approval. The Committee additionally serves as a liaison between the Hospital District and Legislative and Regulatory bodies. The Committee reviews proposed legislation and advises the Board as to the potential effects. It reviews major issues before regulatory agencies and advises the Board as to a recommended course of action. It promulgates

recommendations annually on legislative issues affecting the Hospital District.

Sub-Section 3.3 Community Relations Committee. The Community Relations Committee assists the Board in identifying the health care needs of the community and developing long term cooperative relationships with key organizations, groups, and leaders to collaboratively implement programs and services to address these needs with the overall goal of improving the health status of the community. The Community Relations Committee additionally oversees the District's community health initiatives, including, without limitation, the operation of the District's Community Health Services, Memorial Home Health Agency and Memorial Manor Nursing Home.

The Committee approves policies and reviews financial and operational statistics, practices and policies of the District's South Broward Community Health Services, Memorial Home Health Agency, Memorial Manor Nursing Home and other community based health operations, as necessary to keep the Board informed regarding their operations.

Sub-Section 3.4 Joint Conference Committee of District Hospitals. The Joint Conference Committee shall consist of the Chairperson of the Board of Commissioners, the officers of the Medical Staff of each District Hospital, the President and Chief Executive Officer, and the Administrator/Chief Executive Officer of each District Hospital. They shall meet as needed, when appropriate notice is given, to provide ongoing and regular dialogue between the Board, Administration, and the officers of the Medical Staffs.

The physician executives responsible for the medical affairs function of Hospital District ' s facilities shall be ex-officio members of the Committee.

Sub-Section 3.5 Personnel Committee. The Personnel Committee primarily meets regarding major personnel policy issues for the Hospital District such as proposed modifications in the pension plan, proposed major revisions in the benefits programs and strategic decisions with respect to wage and salary administration.

Sub-Section 3.6 Board Governance Committee. Its purpose is to review and recommend changes to the Bylaws when appropriate, and to reduce to formal written policies major decisions made by the Board that have a significant and on-going impact on the operations of the South Broward Hospital District; and to review those policies and Bylaws at least annually and bring proposed changes to the full Board for consideration.

Sub-Section 3.7 Contracts Committee. Its purpose is to review contracts for physician services, major employment contracts, and other major contractual commitments to be presented to the Board, in accord with Board Policy. The Committee meets as needed and serves as a recommending body to the Board.

Sub-Section 3.8 Building Committee. Its purpose is to review the status of major proposed construction and construction in progress and to review major change orders, cost overruns and delays, to be presented to the Board in accord with Board Policy.

Sub-Section 3.9 Performance Improvement/Risk Management Liaisons. The Board representatives to these two important functions act both as a Board liaison to the Hospital District's

Self-Insurance Liability Program, its Risk Management Program, and to the Hospital and Medical Staff Performance Improvement Program for each District hospital. The representatives attend scheduled Medical Staff Performance Improvement meetings, which shall not be less than quarterly, in which departmental performance plans are reviewed and where problems are identified and plans for resolutions are developed.

Sub-Section 3.10

Audit and Compliance Committee. This Committee shall be comprised of at least two Board Members, one of which shall be the Chairman. When possible, one of these Board Members shall be a “financial expert” as contemplated under the Sarbanes-Oxley Act of 2002. In addition, the following members of the Executive Staff shall be ad-hoc members of the Committee without voting rights: the President and Chief Executive Officer, the District General Counsel and the Chief Financial Officer. Any other person may be designated by the Chairman as an ad-hoc member without voting rights. The Committee meets quarterly to:

1. Review the design, operation, and effectiveness of the Corporate Compliance Program, which consists of compliance standards and procedures to be followed by South Broward Hospital District employees and agents; which standards and procedures are designed to ensure compliance by the District and its employees with all laws, rules and regulations relating to the health care industry.
2. Review the results of the efforts of the District 's Director of Compliance and Audit over the previous three months. A report of that meeting is distributed to the Board for review, including, without limitation, a report of any matter

reviewed by the Committee in which there was disagreement between participating Board members.

The Committee shall review the annual external audit report and shall report their findings and recommendations to the Board.

Section 4. Special Committees. Special Committees shall be appointed by the Board of Commissioners from time to time as occasion demands. These shall limit their activities to the purpose for which they are appointed and they shall have no power to act unless such is specifically conferred by action of the Board of Commissioners.

Section 5. Immunities. The acts or omissions of Commissioners serving on Committees shall be within the scope of their official duties for and on behalf of the District. Commissioners serving on Committees shall be entitled to all the privileges and immunities conferred by law, and to the insurance coverages and protections conferred by Board policies.

ARTICLE IV

MEETINGS

The Meetings of the Board shall be Annual, Regular and Special. Additionally, the Board shall conduct Workshop Meetings. Regular attendance shall be encouraged for Board Members. All meetings and/or portions thereof shall be open to the public unless otherwise provided by law.

Section 1. Agenda

- A. Regular Meetings
 - 1. Call to order

2. Approval of Minutes
 3. Report to the Board; Reports from Board Officers and Standing Committees
 4. Report of Special Committees
 5. Announcements
 6. Unfinished Business
 7. Board Regular Business
 8. New Business
 9. Commissioners' Comments
 10. Adjournment
- B. Special Meetings and Workshop Meetings
1. Call to order
 2. Transaction of the business for which the meeting is called
 3. Adjournment

Section 2. Annual Meetings. Officers of the Board shall be elected at the last regular Board meeting in July. The newly elected Board officers shall take office immediately following the annual meeting.

Section 3. Regular Meetings. Regular meetings of the Board shall be conducted monthly. Notice of each meeting and the time and place of each meeting shall be made in writing seven (7) days prior to the meeting.

Section 4. Special Meetings. Special meetings may be called by the Chairperson acting alone. Upon the request of two members of the Board, the Chairperson will be required to call a special meeting. Any Commissioner requesting a special meeting shall do so at a publicly-noticed meeting or otherwise in accordance with Chapter 286, Florida Statutes. Unless otherwise agreed upon by the Board, the Chairperson must set a special meeting within 45 days of the date such special meeting was called. Notice of each meeting shall be given, stating the purpose of the meeting, and the time and place, as required by law. No business other than that stated in the notice may be transacted at such special meeting.

Section 5. Workshop Meetings. Workshop Meetings may be combined with other meetings of the Board or held separately. Notice of each meeting shall be given as required by law. No official business shall be transacted at the Workshop Meetings.

Section 6. Peer Review/Risk Management Meetings. Peer Review/Risk Management meetings of the Board shall be conducted quarterly. The Peer Review/Risk Management meetings are conducted solely to:

- A. To perform peer review pursuant to Section 395.0193, Fla. Stat., including, without limitation, to review professional practices at District Hospitals to reduce morbidity and mortality, and to improve patient care.
- B. To function as a medical review committee, as defined under Section 766.101, Fla. Stat.
- C. To achieve the objectives of Risk Management under Section 395, Fla. Stat.

The above listed functions of the Board are exempt from the public meeting requirements of Section 286, Fla. Stat., and the Open Public Records requirements of Section 119, Fla. Stat.

The exemptions from public meeting and public records requirements are found at Section 766.101(7)(c), Fla. Stat., Section 395.0193(7), and Section 395.0197(14) Fla. Stat.

To the extent the Hospital District participates in or becomes part of a Federally Certified Patient Safety Organization, the records of the Peer Review/Risk Management meetings shall also be considered, to the full extent provided by law, as confidential patient safety data under Section 766.101(6), Fla. Stat., and as patient safety work product under the Federal Patient Safety Act.

Section 7

Negotiations for Contracts. Under Section 395.3035, Fla. Stat., those portions of the Board meeting at which negotiations for contracts with non-governmental entities occur or are reported on, when such negotiations or reports concern services that are or may reasonably be expected by the Hospital's governing Board to be provided by competitors of the Hospital, are exempt from the public meeting provisions of Section 286.011, Fla. Stat., and Section 24(b), Art. I of the State Constitution. All Board meetings at which the Board is scheduled to vote to accept, reject, or amend contracts, except managed care contracts, shall be open to the public. All portions of the Board meeting which are closed to the public shall be recorded by a certified court reporter.

The reporter shall record the times of commencement and termination of the meeting, all discussion and proceedings, the names of all persons present at any time, and the names of all persons speaking. No portion of the meeting shall be off the record. The court reporter's notes shall be fully transcribed and maintained by the Hospital records custodian within a reasonable time after the meeting. The transcript shall become public one year after the termination or completion of the term of the contract to which such negotiations relate or, if no contract was executed, one year after termination of the negotiations. This Section does not restrict authority delegated to the President and Chief Executive Officer under Board Policy, nor does it require such contracts to be brought to the Board for approval.

Section 8.

Discussions of Strategic Plans. Under Section 395.3035, Fla. Stat., certain portions of a Board meeting at which the written strategic plans, including written plans for marketing its services, are discussed or reported on are exempt from the provisions of Section 286.011, Fla. Stat., and Section 24(b), Art. I of the State Constitution, commonly known as the Public Meeting Law and/or Sunshine Law. All portions of the Board meeting which are closed to the public shall be recorded by a certified court reporter. The reporter shall record the times of commencement and termination of the meeting, all discussion and proceedings, the names of all persons present at any time, and the names of all persons speaking. No portion of the meeting shall be off the record. The court reporter's notes shall be fully transcribed and maintained by the hospital records custodian within a reasonable time after the meeting. The transcript, or portions of the strategic plan, shall become public when required by law.

Section 9. Legal Requirements for Closed Meetings.

The Hospital District will comply with all disclosure, notice, and record keeping requirements, in accordance with applicable law, for any meetings closed to the public.

Section 10. Quorum and Procedure. A majority of said Commissioners shall constitute a quorum, and a vote of at least three of said Commissioners shall be necessary to transact any business of the District. The Commissioners shall cause true and accurate minutes and records to be kept of all business transacted by them, and shall keep full, true and complete books of account and minutes, which minutes, records, and books of account shall at all reasonable times be open and subject to the inspection of inhabitants of said District, except as provided by law; and any person desiring to do so, may make or procure copy of said minutes, records or books of account, or such portions thereof as he or she may desire, except as provided by law.

All meetings shall be conducted in accordance with rules of order as determined by Board pursuant to policy, unless otherwise in conflict with Florida law or specific provisions of these Bylaws. Voting shall be by voice unless a member shall demand a roll call, in which case the Chairperson shall call the roll and the vote of each member entered in the minutes. An agenda shall be prepared for each meeting and shall, except as provided by law, provide a period during which the public and the press may be heard. Suggestions for agenda items may be provided to the CEO prior to any meeting and the Chairperson shall set meeting agendas in

collaboration with the CEO.

Section 11.

Meetings Conducted by Communications Media Technology. Any Commissioner of the Board may attend any meeting provided for herein by use of telephone conference or other interactive electronic technology, provided that the Commissioners physically in attendance at such meeting shall constitute a quorum as set forth herein, and the participation of the absent member or members is due to extraordinary circumstances, as determined in the good judgment of the Board. All communications by the absent member or members via media technology must be fully audible or visible, as applicable, to the public at the advertised meeting place where the quorum is physically present.

The physical presence of a quorum of the Board is not required, however, where Electronic Media Technology (“the electronic transmission of audio, video, or printed matter”) is used to allow public access and participation at Workshop Meetings where no formal action will be taken.

The Board, at the discretion of the Chairperson, or at the request of three members of the Board, may conduct a Workshop Meeting of the Board without a quorum physically present by using Communications Media Technology.

Prior to the Board conducting a Workshop Meeting by Communications Media Technology, notice of the meeting shall be given as required for a Workshop Meeting,

except that the notice shall plainly state that the meeting is to be conducted by means of or in conjunction with communication media technology and identify the specific type of communications media technology to be used. The notice shall also describe how interested persons may attend and shall contain the address or addresses of all designated places or sites where a person interested in attending the meeting may go for purposes of attending the meeting. The places or sites so designated in the notice shall be open to the public during the meeting.

If, during the course of a Workshop Meeting held by Communications Media Technology, technical problems develop with the communications network that prevent interested persons from attending the meeting, the meeting shall be terminated until such problems have been corrected. If technical problems arise under circumstances affecting one or more Commissioners attending the meeting by Communications Media Technology, the meeting shall continue without the participation of the Commissioner(s) so attending. The use of Communications Media Technology does not satisfy the quorum requirements for official action to be taken.

ARTICLE V

PRESIDENT AND CHIEF EXECUTIVE OFFICER

The Board of Commissioners shall select and appoint a competent President and Chief Executive Officer, who shall be its executive representative in the management of the Hospital District. The President and Chief Executive Officer shall be given the necessary authority and responsibility to operate the facilities of the Hospital District in all its activities and departments, subject only to such policies as may be adopted and

such orders as may be issued by the Board or by any of its committees to which it has delegated power for such action. The President and Chief Executive Officer shall act as the authorized representative of the Board in all matters in which the Board has not formally designated some other person to act. The President and Chief Executive Officer shall have the authority to appoint Administrator/Chief Executive Officers for all District hospitals and facilities, and may appoint other administrative officers with delegated authority as determined by the President and Chief Executive Officer. Nothing in these Bylaws precludes or prohibits the President and Chief Executive Officer from being the Administrator/Chief Executive Officer of any District hospital or facility. More specifically, the authority and duties of the President and Chief Executive Officer shall be:

Section 1. To prepare and submit to the Board of Commissioners for review and approval a plan of organization of the personnel and others concerned with the operation of the Hospital District's facilities.

Section 2. Preparation of an annual budget, which may include the advice and assistance of the Finance Committee and Workshop presentations, showing expected revenues and expenditures, including millage requirements, to be submitted to the Board for approval.

Section 3. To select, employ, control and discharge all employees authorized by the Budget. No Board member may issue orders to or direct any employee except through the President and Chief Executive Officer.

Section 4. To see that the buildings and grounds are kept in a good state of repair, in conjunction

with the Board Building Committee when applicable and per Board Policy.

- Section 5. To supervise all business affairs such as the records of financial transactions, collections of accounts and purchases and issues of supplies and to be certain that all funds are collected and expended to the best possible advantage.
- Section 6. To cooperate with the Medical Staffs of the various District hospitals and to secure like cooperation on the part of all those concerned with rendering professional service to the end that the patients may receive quality care.
- Section 7. To submit regularly to the Board of Commissioners or its authorized committees, period reports showing the professional service and financial activities of the Hospital District and to prepare and submit any special reports that may be required.
- Section 8. To attend all meetings of the Board of Commissioners and its committees.
- Section 9. To perform any other duty that may be necessary in the best interest of the Hospital District.

ARTICLE VI

MEDICAL STAFF

- Section 1. The Board of Commissioners of the South Broward Hospital District is authorized to appoint a Medical, Dental, Podiatry and Psychology Staff for each District hospital composed of physicians, dentists, podiatrists, and psychologists, and shall make certain that these staffs are organized into a responsible, administrative unit under

Bylaws, Rules and Regulations for each Staff. The Medical, Dental, Podiatry, and Psychology Staffs of the various District hospitals shall collectively be referred herein as "The Medical Staffs."

The Governing Body shall only appoint a practitioner to the Medical Staffs after receiving recommendations by the Medical Staffs.

The Board of Commissioners is hereby authorized and empowered to establish rules, regulations and Bylaws to govern and control said Medical Staffs and members thereof, so that the welfare and health of the patients and the best interests of the Hospitals may at all times be served.

Section 2.

The Board of Commissioners is hereby authorized and empowered to grant or refuse, revoke or suspend, membership in said Medical Staffs, and to grant or refuse, revoke or suspend, any privileges attendant to such membership so that the welfare and health of the patients and the best interests of the Hospitals may at all times be best served.

- A. All applicants shall meet such criteria as is required by the Medical Staff Bylaws of the applicable District hospital.
- B. The Board of Commissioners is hereby authorized and empowered to establish such additional standards of good moral character, professional ethics, professional competency and professional conduct to be prerequisites for membership in the said Medical Staffs as the Board, in its discretion, shall

determine to be necessary for the protection of the health and welfare of the patients of the Hospitals, but the failure of the Board of Commissioners to establish such additional standards by rules and regulations shall not destroy the power of the Board to determine membership in the Medical Staffs according to the authority, requirements and standards otherwise prescribed by these Bylaws. The Board of Commissioners is further authorized and empowered to require members of the Medical Staffs to abide by all rules and regulations and Bylaws established by the Board of Commissioners, and to require the performance of those professional duties and responsibilities prescribed by said rules, regulations and Bylaws, and to enforce such requirements by the revocation, suspension, or curtailing of Medical Staff membership and medical privileges, or by requiring counseling, reprimand, or education.

- C. The Board of Commissioners shall establish such rules and procedures for hearing as are necessary to insure an orderly, fair, and impartial proceeding in which all facts relevant to alleged deviations from medical staff requirements may be heard by the examining authority.

- D. District Medical Advisory Committee.
 - (i) The South Broward Hospital District shall have a Medical Advisory Committee to assist the Board of Commissioners with issues relating to medical staff credentialing, and physician coverage for all District

facilities.

- (ii) The District Medical Advisory Committee will consist of: (1) the Chiefs of Staff of District Hospitals; (2) the Chairmen of the Credential Committees of District Hospitals; (3) the Administrator/Chief Executive Officers of District Hospitals (or their designees); (4) the President and Chief Executive Officer of the Hospital District, or his designee; and (5) the Chief Medical Officer and the Directors of Medical Affairs (ex-officio without vote).
- (iii) The duties of the Medical Advisory Committee shall be as follows:
 - (a) To review discordant credentials and privileges for consistency at all District facilities prior to being presented to the Board for approval;
 - (b) To review all adverse recommendations of District Hospital's Medical Executive Committees for consistency at all District facilities prior to Board final action;
 - (c) To make recommendations regarding specific physician coverage needs at any District Hospital, including, without limitation, emergency call;
 - (d) To deal with conflicting Medical Staff issues at all District facilities.
- (iv) The District Medical Advisory Committee shall meet as needed, or as required by the Bylaws of the Medical Staffs. A permanent record of

the proceedings and reports shall be maintained.

- (v) Recommendations and reports of the District Medical Advisory Committee will be forwarded to the Board within 30 days or as otherwise required by the Medical Staff Bylaws.

- E. All proceedings incident to the refusal, revocation, or suspension of membership in the Medical Staffs, or of medical privileges attendant thereof, shall be conducted in the manner required by law, and shall be conducted only by those persons directly concerned with the outcome of the proceeding, or by those persons as might be necessary to its proper function and conduct, and the attorneys for each person.

Section 3.

Allied Health Practitioner Staff. The Board of Commissioners of the South Broward Hospital District is authorized to appoint an Allied Health Practitioner Staff for each District hospital composed of the following licensed and supervised healthcare workers who are granted clinical privileges and who are employed by the Memorial Healthcare System, or who are employed by a contract group, or who provide services at the request of a staff physician, including, without limitation:

Advance Registered Nurse Practitioners
Certified Registered Nurse Anesthetists
Certified Nurse Midwives
Clinical Perfusionists
Intraoperative Electrophysiologists
Orthotists/Prosthetists
Physician Assistants
Post-op Anesthesia Coordinators
Registered Nurse - First Assist
Registered Nurse - Reinfusion of Peripheral Blood Stem Cell

The Board of Commissioners shall make certain that these staffs are organized under the Medical Staff By-Laws.

- A. Although organized under the Medical Staff By-Laws Allied Health Practitioners are not members of the Medical Staffs.
- B. The Board of Commissioners shall only appoint a practitioner to the Allied Health Practitioner Staffs after receiving recommendations by the Medical Staffs.

The Board of Commissioners is hereby authorized and empowered to establish rules and regulations to govern and control said Allied Health Practitioners and members thereof, so that the welfare and health of the patients and the best interests of the Hospitals may at all times be served.

- C. The Board of Commissioners is hereby authorized and empowered to grant or refuse, revoke or suspend, membership in said Allied Health Practitioner Staffs, and to grant or refuse, revoke or suspend, any privileges attendant to such membership so that the welfare and health of the patients and the best interests of the Hospitals may at all times be served.
- D. All applicants shall meet such criteria as is required by the Allied Health Practitioner Staff Rules and Regulations of the applicable District hospital.
- E. The Board of Commissioners is hereby authorized and empowered to establish such additional standards of good moral character, professional ethics,

professional competency and professional conduct to be prerequisites for membership in the said Allied Health Practitioner Staffs as the Board, in its discretion, shall determine to be necessary for the protection of the health and welfare of the patients of the Hospitals, but the failure of the Board of Commissioners to establish such additional standards by rules and regulations shall not destroy the power of the Board to determine membership in the Allied Health Practitioner Staffs according to the authority, requirements and standards otherwise prescribed by these Bylaws. The Board of Commissioners is further authorized and empowered to require members of the Allied Health Practitioner Staffs to abide by all rules and regulations established by the Board of Commissioners, and to require the performance of those professional duties and responsibilities prescribed by said rules and regulations, and to enforce such requirements by the revocation, suspension, or curtailment of Allied Health Practitioner Staff membership and medical privileges, or by requiring counseling, reprimand, or education.

- F. The Board of Commissioners shall establish such rules and procedures for hearing as are necessary to insure an orderly, fair, and impartial proceeding in which all facts relevant to alleged deviations from Allied Health Practitioner staff requirements may be heard by the examining authority.
- G. All proceedings incident to the refusal, revocation, or suspension of membership in the Allied Health Practitioner Staffs, or of allied health practitioner privileges attendant thereof, shall be conducted in the manner

required by law, and shall be conducted only by those persons directly concerned with the outcome of the proceeding, or by those persons as might be necessary to its proper function and conduct, and the attorneys for each person.

ARTICLE VII

AMENDMENTS

These Bylaws may be amended by affirmative vote of two-thirds majority of the members of the Board at any regular or special meeting, provided notice shall have been given as specified in Article IV, and written copies of proposed amendments transmitted to each Board member with the notice.

ARTICLE VIII

RULES AND REGULATIONS

Section 1. Official actions of the Board are set forth in the minutes and are available for public inspection and distribution, to the extent required by applicable law. Financial statements and transactions are likewise available to the public. Individual medical and financial patient records, being confidential in nature, are available only to authorized personnel or under strict regulations approved by the Board, or prescribed by law.

Section 2. All committee reports shall be in writing.

Section 3. The President and Chief Executive Officer shall have power to initiate rules and regulations and these rules shall apply until the next regular meeting of the Board of Commissioners.

Section 4. No individual Board member may set forth policies without full approval of the Board

of Commissioners.

ARTICLE IX

PERFORMANCE IMPROVEMENT AND UTILIZATION REVIEW PLANS

- Section 1. In keeping with its responsibility to promote quality patient care within the facilities operated by the South Broward Hospital District, and recognizing the existence of health care industry standards designed to assure quality care and appropriate utilization of resources, the Performance Improvement Plans, and Utilization Review Plans shall be subject to the review and approval of the Board of Commissioners.
- Section 2. The President and Chief Executive Officer and the Chiefs of Medical Staffs shall develop a plan consistent with the requirements of such standards and submit the same to the Board of Commissioners for approval.
- Section 3. Each year the President and Chief Executive Officer and the Chiefs of the Medical Staffs shall review the Performance Improvement Plan and make any recommended revisions of that plan to the Board of Commissioners for its review and approval.

ARTICLE X

REPRESENTATION AND REIMBURSEMENT OF COMMISSIONERS, APPOINTEES AND EMPLOYEES IN DEFENSE OF LITIGATION, CLAIMS, PROCEEDINGS OR ACTIONS

- Section 1. Definitions. As used in this Article, the following terms mean as indicated:

- A. “Commissioner” shall mean all persons who are commissioners of the governing body of the South Broward Hospital District in accordance with the Chapter 2004-397, Laws of Florida, as amended from time-to-time.
- B. “Appointee” shall mean any person appointed to any Committee of the Board of Commissioners or members of Hospital District’s Medical Staffs who are serving as officers, medical directors and/or as members of Medical Review and Medical Staff Committees including, without limitation, credentialing, peer and other review, audit and disciplinary committees.
- C. “Employee” shall mean any person employed full-time or part-time by the Hospital District.
- D. “Legal Expenses” shall mean reasonable attorney’s fees and reasonable costs incurred in defending a Commissioner, Employee or Appointee in accordance with this Article.
- E. “Outside Counsel” shall mean an attorney (other than an attorney employed by the Office of the General Counsel) retained by the Office of General Counsel to represent a Commissioner, Employee, or Appointee for the purpose of providing a defense in accordance with this Article.
- F. “Proceeding” includes any threatened, pending or completed action, suit, or other type of proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal.

Section 2. Defense of the Commissioners, Employees, and Appointees in Civil Litigation, Claims,

Proceedings or Actions. Upon the initiation of any Proceeding or upon the written request of a Commissioner, Employee, or Appointee and in accordance with applicable law, Hospital District shall provide for the legal defense of such person in any Proceeding, or action brought against such person that asserts liability resulting from actions or omissions such person took in the course and scope of such person's service to Hospital District. To the extent permitted by law and in accordance with this Article, Hospital District shall advance all Legal Expenses incurred by or on behalf of a Commissioner, Employee or Appointee in connection with any Proceeding. If it is subsequently determined that a person was not entitled to the benefits of this Article, Hospital District retains all rights to recoup and recover all Legal Expenses and payments made under this Article. The protection guaranteed in this Section shall exist during and after the term of membership on the Board, employment or appointment to any Committee for claims based upon alleged actions or omissions that occurred during the term of membership, employment or appointment. This Section shall not apply to any matter brought or initiated by Hospital District against a Commissioner, Employee, or Appointee.

- A. Such legal defense is contingent upon the reservation of rights and other terms provided herein, including but not limited to Section 7 below.
- B. The legal defense, as determined by Office of the General Counsel after an investigation of the allegations, shall be provided:
 - (i) By the Office of the General Counsel if, upon investigation, there is no apparent conflict of interest; or

- (ii) Such Outside Counsel as selected and retained by the Office of General Counsel, or
- (iii) If the investigation reveals an apparent conflict of interest or, if at any subsequent time the Office of the General Counsel determines there is an apparent conflict of interest, by advancing the Legal Expenses charged by Outside Counsel retained by the Commissioner, Employee, or Appointee, who charges reasonable rates and agrees to adhere to the Office of General Counsel's standard policies and procedures for Legal Expenses.

C. Hospital District's obligation to provide a legal defense shall cease upon the earlier of the conclusion of the litigation or the Office of the General Counsel determining that there is a substantial likelihood that the defense of the Commissioners, Employee, or Appointee will be found personally liable, such that under applicable law indemnification is not appropriate for such individual or is in conflict with the defense of the Hospital District.

Section 3. Representation of Commissioners, Employees, and Appointees in Certain Matters Pending Before the Florida Commission on Ethics. Upon the written request of a Commissioner, Employee, or Appointee, Hospital District shall provide for the legal defense of such person in matters pending before the Florida Commission on Ethics that arose directly from such person's service to Hospital District.

- A. This legal defense may be provided by the Office of the General Counsel only if:
 - (i) The Commissioner, Employee, or Appointee requests such representation by the Office of the General Counsel;

- (ii) Both the person requesting the legal defense and Hospital District, through the Office of the General Counsel, give informed consent, confirmed in writing, to the representation; and
 - (iii) The Office of the General Counsel can readily determine that the allegations in the ethics complaint are frivolous and unfounded.
- B. Representation by the Office of the General Counsel shall cease at the earlier of a dismissal of the ethics complaint based on legal insufficiency or a probable cause determination.
- C. If any factor in subsection 3(A) above is absent:
 - (i) Hospital District shall pay the Legal Expenses charged by Outside Counsel until the complaint is dismissed for legal insufficiency or a probable cause determination is made, whichever occurs first;
 - (ii) Hospital District shall continue to pay the Legal Expenses charged by Outside Counsel for the legal defense provided subsequent to a probable cause determination if, in the determination of the Office of the General Counsel, the underlying conduct upon which the ethics complaint was based arose out of or in connection with the performance of official duties and served a public purpose; and
 - (iii.) If Hospital District does not provide payment for Legal Expenses subsequent to a probable cause determination, Hospital District shall reimburse such Legal Expenses when the complaint is ultimately dismissed or there is a finding of no violation, provided, consistent with the requirements of law,

there is a finding that the underlying conduct upon which the ethics complaint was based arose out of or in connection with the performance of official duties and served a public purpose.

- (iv) In all instances payment to Outside Counsel shall only be for reasonable rates and pursuant to the Office of General Counsel's standard policies and procedures for Legal Expenses for any Outside Counsel. The Outside Counsel must agree to be bound to such standard policies and procedures at the onset of such representation.

Section 4. Payment of Certain Judgments or Settlements. To the full extent allowed under applicable law, Hospital District:

A. Shall pay (or reimburse a Commissioner, Employee, or Appointee for) any final judgment, including for damages, penalties, fines, costs, and attorney's fees, entered against a Commissioner, Employee, or Appointee arising from any act or omission in the course and scope of such person's service to Hospital District except for acts of intentional or other misconduct, prohibited by law to be indemnified; and

B. Shall pay (or reimburse a Commissioner, Employee, or Appointee for) any settlement, including for damages, penalties, fines, costs, and attorney's fees, arising from any act or omission in the course and scope of a Commissioner's, Employee's, or Appointee's service to Hospital District except for acts of intentional or other misconduct prohibited by law to be indemnified.

C. Shall pay (or reimburse a Commissioner, Employee, or Appointee for) any claims of contribution, including for damages, penalties, fines, costs, and attorney's fees, brought by any other person arising from any act or omission in the course and scope of a

Commissioner's, Employee's, or Appointee's service to Hospital District, except for acts of intentional or other misconduct prohibited by law to be indemnified.

Section 5. Duties of Indemnitees. Each Commissioner, Employee, or Appointee protected hereby shall promptly and fully cooperate in his or her own defense, and shall:

A. Attend hearings, trials and depositions and furnish evidence requested by the Office of the General Counsel or its designee, Outside Counsel.

B. Grant Hospital District full rights of subrogation and the right to recover under any claims, offsets or counterclaims of the protected Commissioner, Employee, or Appointee arising in connection with the controversy involved in this Article; provided, that if the protected party shall recover any sum, then Hospital District shall deduct all disbursements, costs and expenses of litigation, including attorney's fees, and any award against Hospital District, and the remainder shall belong to the protected Commissioner, Employee, or Appointee. Any Commissioner, Employee or Appointee who seeks or obtains the benefits of this Article shall execute all papers required and take all action necessary to secure Hospital District's rights of subrogation and to enable Hospital District to bring suit to enforce such rights.

Section 6. Preservation of Immunities. Nothing in this Article shall be construed, or shall in any way operate, as a waiver by Hospital District or by a Commissioner, Employee, or Appointee of any immunity, including but not limited to sovereign immunity, that is or may be applicable to any action, claim, demand, or circumstance. Further, nothing contained herein shall impede or otherwise affect Hospital District's right to indemnification for professional or general liability costs from any party that has contractually agreed to such indemnification.

Any rights under this Article shall not be applicable or available, to the extent necessary to

ensure Hospital District has all immunities and insurance coverages available under law.

Section 7. Reservation of Rights. The provision of any legal defense, any obligation to pay or reimburse Legal Expenses, or any indemnity hereunder shall be contingent upon the person receiving the defense or defense continuously recognizing and honoring the following reservation of rights:

A. Any obligation to pay or reimburse Legal Expenses is limited to the fees and costs defined in this Article X. The person requesting the legal defense shall be solely responsible for paying any fees and costs in excess of such described fees and expenses.

B. Hospital District has the right, at any time, to stop providing, paying for, or reimbursing any legal defense if the Office of the General Counsel determines granting or continuing such defense, payment, or reimbursement would be inconsistent with the purposes of this Article, would void or limit any applicable insurance policy, would impair any immunity, would violate applicable law, or if the person receiving the defense fails to fully cooperate in the defense.

C. In accordance with Section 111.07, Florida Statutes, if the person requesting the defense is ultimately found to be personally liable by:

- (i) Acting outside the scope of his or her employment or service;
- (ii) Acting in bad faith, with malicious purpose, or in a manner exhibiting wanton and willful disregard of human rights, safety, or property; or
- (iii) In the context of a civil rights action, by being determined in the final judgment to have caused the harm intentionally, Hospital District has the right to seek to recover from such person any and all Legal Expenses or indemnity

paid or reimbursed in defense of such person.

D. With regard to matters pending before the Florida Ethics Commission, the person requesting such legal defense shall be obligated to reimburse Hospital District for any Legal Expenses paid by the Hospital District to Outside Counsel in connection with such defense if the Florida Ethics Commission ultimately determines the ethics provision was violated and such determination is affirmed in any subsequent appeal, or if it is determined by a judicial or administrative tribunal that the underlying conduct upon which the ethics complaint was based did not arise out of or in connection with the performance of official duties, or that the conduct did not serve a public purpose; and

E. In accordance with applicable law, including Subsection 112.317(7), Florida Statutes, and Section 34-5.0291 of the Florida Administrative Code, Hospital District has the right to seek recovery of Legal Expenses incurred by Hospital District from the complaining party, as subrogee of the Commissioner, Employee, or Appointee.

F. Hospital District retains the right to control the defense of such claims, the selection of lawyers to conduct said defense and expressly reserves the right to compromise or settle any claim or suit without the consent of the individual sued.

G. Each Commissioner, Employee or Appointee agrees to promptly notify in writing the Office of General Counsel of Hospital District on being served with or otherwise receiving any summons, citation, subpoena, complaint, indictment, information or other document relating to any Proceeding or matter subject to the provisions of this Article. The failure to so notify Hospital District shall not relieve Hospital District of its obligations under this Article

unless and only to the extent that such failure or delay actually causes a material adverse impact to Hospital District.

Section 8. Non-Liability of Hospital District. The duties to defend and indemnify Commissioners, Employees, or Appointees shall extend solely to such individuals, their heirs, survivors and estates, but not to or for the benefit of any third parties whether claiming to be beneficiaries of such duties or not, nor shall said duties to defend or indemnify Commissioners, Employees, or Appointees constitute or be construed as any waiver of the immunity granted to or enjoyed by any such individual by virtue of any applicable law.

Section 9. Reimbursement of Legal Expenses. Where a Commissioner, Employee, or Appointee fails to avail himself/herself of the provisions of this Article, and no legal defense is provided at the expense of Hospital District, nothing herein shall prohibit such Commissioner, Employee, or Appointee from seeking reimbursement from Hospital District for Legal Expenses incurred in the successful defense of an ethics complaint or civil litigation matter, to the extent such reimbursement may otherwise be available under applicable law. Additionally, to the extent permitted by applicable law, in the event a Commissioner, Appointee or Employee is charged with a criminal violation arising from actions or omissions such person took in the course and scope of such person's service to Hospital District and such person is subsequently acquitted, such Commissioner, Employee, or Appointee may seek reimbursement from Hospital District for his or her Legal Expenses.

Section 10. Expenses of a Witness. To the extent a Commissioner, Employee or Appointee is a witness in any Proceeding to which such person is not a party, he or she shall be reimbursed all expenses reasonably incurred by him or her in connection with being a witness.

- Section 11. Authorization. The President and Chief Executive Officer is hereby authorized to expend Hospital District funds in accordance with this Article. The expenditure of Hospital District funds in accordance with this Section shall be contingent upon the Office of the General Counsel reviewing and approving the bills for Legal Expenses submitted by Outside Counsel. Hospital District may, at its sole discretion, choose to partially or wholly fund its obligations specified in this Article by purchasing commercial insurance, or through its self-insurance program.
- Section 12. Limitation. No legal defense or indemnity shall be provided under this Article if, and to the extent, a legal defense or indemnity is available under any policy of insurance. Hospital District shall not be liable to make payment of amounts identified hereunder, if and to the extent a Commissioner, Employee or Appointee has otherwise actually received such payment under any insurance policy, contract, agreement, collateral source or otherwise.
- Section 13. Non-Exclusivity. The rights of the parties under this Article are not exclusive to any other rights to which the parties may at any time be entitled under applicable law, other provisions of these bylaws or subsequent resolution of the Board of Commissioners. No right or remedy conferred is intended to be exclusive of any other right or remedy, and every other right and remedy shall be cumulative and in addition to any other right or remedy given pursuant to this Article and otherwise available at law, in equity or otherwise.
- Section 14. Board Oversight. Nothing contained herein shall limit the Board of Commissioners in varying the indemnification, legal defense and other rights hereunder by resolution for any particular Proceeding.