

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, 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 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 -- the Chief Executive Officer of the Public Health Trust of Miami-Dade County, Florida.
- G. Trust -- the Public Health Trust of Miami-Dade County, Florida.
- H. Member -- a member of the Board of Trustees and/or the Jackson Board.
- I. Trust Facilities -- Jackson Memorial Hospital, Jackson South 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 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 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 director 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 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 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 shall have a designated Trust employee to assist them in performing their duties and any other responsibilities related thereto.

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. Confer with the CEO at least annually concerning the 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:

- b. Have those duties required by law and assigned by the Chairperson; and
- c. Participate along with the Chairperson and the CEO 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 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 Commission chambers. 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. All action taken at the meetings of the Jackson Board shall be promptly and properly recorded. Upon request, copies of minutes or resolutions of the Jackson Board shall be provided to the County Mayor, Commissioners or the Clerk of the Commission. In the discretion of the Chairperson, the Jackson Board may omit meetings during the months of July and/or December.

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. 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 to the County Mayor, Commissioners or the Clerk of the Commission 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 shall be recorded in the minutes.
- d. Written minutes of the proceedings of the committee(s) 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 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 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 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 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. In addition, the 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 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 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, 11<sup>th</sup> 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 shall present an annual audit of the Trust's workforce diversity employment practices and to have such audit submitted to the Jackson Board.

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 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 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. Committee of the Whole.

There shall be a Committee of the Whole, which shall be comprised of all Trustees then in office. The Chairperson and Vice-Chairperson of the Jackson Board shall serve as the Chairperson and Vice-Chairperson, respectively, of the Committee of the Whole. Unless already provided for in these Bylaws, the Chairperson is empowered, in his or her discretion, to assign to the Committee of the Whole 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 all other such areas of Trust business. Notwithstanding anything herein to the contrary, there shall be subcommittees of the Committee of the Whole having jurisdiction to make recommendations to the Committee of the Whole relating to:

- (1) The Public Health Trust pension. Such pension subcommittee shall operate in accordance with applicable law and the Public Health Trust's investment policy statement, as amended from time to time.
- (2) Audit and Regulatory Compliance. Such audit and compliance 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.

In addition, the Committee of the Whole 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.

- (3) Prepare 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.
- (4) Develop 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.
- (5) Prepare for the Jackson Board of the financial reports and accountings, by staff of the Trust.
- (6) Make recommendations for the issuance of new bonds and the borrowing of money to the Jackson Board and, through the Jackson Board, to the Commission.
- (7) Approve the facilities development budget.
- (8) 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.
- (9) 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 Committee of the Whole 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.
- (10) Subject to applicable requirements of law and the Trust Ordinance, shall develop, and present to the Jackson Board for approval, procedures for purchasing supplies, equipment and services, and for managing materials, and supervise the implementation of such procedures.

- (11) Trust staff shall make available to the Chairperson of the Committee of the Whole 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.
- (12) Recommend an external auditor of the Trust. A two-thirds (2/3) vote of the members present at a meeting of the Committee of the Whole 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. 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.
- (13) Consider medical-administrative matters and be the official point of contact between the Jackson Board, the Trust administrative staff and the Medical Staff. In furtherance of this duty, the Committee of the Whole shall:
  - (a) 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.
  - (b) 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 all 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 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 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 Committee of the Whole 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.
- (14) 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.
  - (15) Make recommendations to the Jackson Board annually regarding long-range strategic plans and compliance with plans approved by the Jackson Board. The CEO shall report at least annually to the Committee of the Whole regarding his or her recommendations and compliance with approved strategic plans.
  - (16) Establish shorter term priority planning for specific services, as appropriate.
  - (17) Determine the facilities required to meet program needs and make appropriate recommendations for provision of said facilities at least annually.

- (18) Pursuant to Section 395.3035, Florida Statutes, the proceedings and records of the 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.
- (19) If the Trust Ordinance requires involvement or action by any Executive Committee of the Jackson Board, the Committee of the Whole 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 CEO. The CEO shall be a full time salaried employee at a salary fixed by the Jackson Board in accordance with the Trust Ordinance. The 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 CEO

The 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<<[[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.
- >>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 to the Jackson Board for evaluation and approval.

- >>g<<[[i]]. Prepare annual operating and capital funding budgets with appropriate supporting detail as required by the Jackson Board; develop performance reports comparing actual operations with approved budgets.
- >>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 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 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 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 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 and shall be responsible for the administration of the Office of Internal Audit. The 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 CEO shall make quarterly written reports to the Jackson Board at its regular meetings. Upon request, the written reports shall also be disseminated to the Mayor, Commission, the Commission Auditor, and Miami-Dade Office of Inspector General. The 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, in consultation with the Senior Vice President of Compliance and Audit, shall hire a Chief Compliance Officer (CCO) with the concurrence of the Jackson Board who shall report directly to the Chairperson of the Audit and Compliance Subcommittee and shall be responsible for the administration of the Office of Compliance and Ethics (OCE). The CEO, in consultation with the Senior Vice President of Compliance and Audit, 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 shall report quarterly at an Audit and Compliance Subcommittee meeting regarding compliance matters and shall be authorized to report to the Jackson Board at any time.

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 Committee of the Whole, 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 Healthcare Organizations. This process shall be reviewed on an annual basis and recommendations with respect thereto shall be forwarded to the Jackson Board through the Committee of the Whole.
  - (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 Committee of the Whole, 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 three years 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 Committee of the Whole.
- 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.

ARTICLEIX

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 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.