

NOTICE OF MEETING

NORTH BROWARD HOSPITAL DISTRICT

BOARD OF COMMISSIONERS

A Governance Committee meeting will be held at 10:00 a.m., on Tuesday, November 12th, 2019, at the Broward Health Corporate Spectrum Location: 1700 Northwest 49 Street, Fort Lauderdale, Florida, 33309. The purpose of this committee meeting is to review and consider any matters within the committee's jurisdiction.

Persons with disabilities requiring special accommodations in order to participate should contact the District by calling 954-473-7481 at least 48 hours in advance of the meeting to request such accommodations.

Any person who decides to appeal any decision of the District's Board with respect to any matter considered at these meetings will need a record of the proceedings, and for such purpose, may need to ensure that a verbatim record of the proceedings is made which record includes testimony and evidence upon which the appeal is to be based.

GOVERNANCE COMMITTEE MEETING
Immediately following the Finance Committee Meeting
July 24, 2019

1. NOTICE

Notice of this meeting is attached to the official Minutes as EXHIBIT I. The official Agenda for this meeting, as presented for the consideration of the Committee, is attached to the official Minutes as EXHIBIT II.

2. CALL TO ORDER 1:26 p.m.

3. COMMITTEE MEMBERS

- ✓ Commissioner Ray T. Berry, Chair
- ✓ Commissioner Andrew M. Klein
- ✗ Commissioner Christopher T. Ure (not present)

ADDITIONALLY PRESENT Commissioner Nancy W. Gregoire, Commissioner Stacy L. Angier, Commissioner Marie C. Waugh (WebEx), Gino Santorio/President/Chief Executive Officer, Alan Goldsmith/Chief Administrative Officer, Alex Fernandez/Chief Financial Officer, Linda Epstein/Corporate General Counsel, Brett Bauman/Associate General Counsel, Nigel Crooks/Chief Internal Auditor

4. PUBLIC COMMENTS None

5. APPROVAL OF MINUTES

5.1 Approval of the Governance Committee meeting minutes, dated June 25, 2019.

MOTION It was *moved* by Commissioner Klein, *seconded* by Commissioner Berry, to:

APPROVE THE GOVERNANCE COMMITTEE MEETING MINUTES DATED JUNE 25, 2019.

Motion *carried* unanimously.

6. TOPIC OF DISCUSSION

6.1 Updates to Outside Legal Review of the Proposed Changes to the Board's Bylaws – Russell Marcus, Gray Robinson Law Firm.

MINUTES

North Broward Hospital District Board Of Commissioners
1700 Northwest 49th Street, Suite #150, Ft. Lauderdale, 33309

Mr. Russell Marcus, outside counsel for Broward Health, spoke to the status of the proposed bylaws and codified resolutions. Hardcopies were distributed containing revisions received earlier that day by Commissioner Klein.

Proposed bylaw revisions were individually discussed at length. Mr. Bauman and Mr. Marcus answered questions and walked the members through the reasoning behind the proposed changes for the remainder of the meeting. Members gave legal counsel direction, clarifying language and processes.

7. **ADJOURNMENT** 4:17 p.m.

MOTION It was *moved* by Commissioner Klein, *seconded* by Commissioner Berry, to:

ADJOURN THE GOVERNANCE COMMITTEE MEETING.

Motion *carried* unanimously.

Respectfully submitted,
Commissioner Stacy L. Angier, Secretary/Treasurer.

Resolution FY20-09

Resolution of the Board of Commissioners of North Broward Hospital District Pertaining to Travel Reimbursements of Commissioners

WHEREAS, Commissioners of the Board of Commissioners (the “Board”) of North Broward Hospital District (the “District”), from time to time, must travel both interstate and intrastate on behalf of the District to conduct District business;

WHEREAS, Florida Law and Broward Health’s Policies & Procedures regulates the reimbursement of travel expenses of all public officers, employees, and authorized persons in the District establishing standard travel reimbursement rates, procedures, and limitations;

WHEREAS, Commissioners of the District are public officers and, as such, are subject to the requirements of Florida Law and Broward Health’s Policies & Procedures pertaining to reimbursement of travel expenditures;

WHEREAS, the Board desires to establish a uniform policy pertaining to Commissioners incurring travel expenditures to be reimbursed by the District; and

WHEREAS, unless context otherwise requires, capitalized terms used but not defined herein have the meanings ascribed to such terms in the Amended and Restated Bylaws of the North Broward Hospital District, as amended from time to time (the “Bylaws”).

NOW, THEREFORE, BE IT RESOLVED, by the Board, that:

1. All travel by Commissioners on behalf of the District and all reimbursements of travel, lodging, and subsistence expenses (collectively, “Expenses”) shall always be consistent with Florida Law including, but not limited to, § 112.061, Florida Statutes, as amended from time to time or any successor statute thereof, as well as Broward Health’s Policies & Procedures.
2. Any and all reimbursements of Expenses shall only be approved if travel was undertaken in order to conduct bona fide District business, which serves a direct and lawful public purpose with relation to the District by the Commissioner attending such meeting or conducting such business.
3. Any claim for reimbursement of Expenses shall contain a statement that the expenses were actually incurred by the Commissioner as necessary travel expenses in the performance of official duties and shall be verified by a written declaration that it is true and correct as to every material matter.
4. When a Commissioner’s travel will be or is within Broward, Miami-Dade, and Palm Beach Counties (“Tri-County Area”) and travel expenditures are expected to be or is at or below Two Hundred Dollars (\$200.00), reimbursement of Expenses may be paid if approved by the President/CEO or his or her designee (“Senior Management”).

5. When a Commissioner's travel will be outside of the Tri-County Area and/or travel expenditures are expected to be above Two Hundred Dollars (\$200.00), reimbursement of Expenses may only be paid if such Commissioner obtains approval by (1) Senior Management and (2) prior approval by the Board of Commissioners.
6. Notwithstanding, if a Commissioner's travel will be or is outside of the Tri-County Area and/or travel expenditures are expected to be or is above Two Hundred Dollars (\$200.00), reimbursement of Expenses may be made in the event of a bona fide emergency preventing prior approval by the Board of Commissioners; provided, however, such Commissioner's reimbursement of Expenses shall only be paid if ratified by the Board of Commissioners at a subsequent Board meeting.
7. This resolution hereby supersedes, amends, replaces and repeals any conflicting resolution or conflicting policy previously adopted by the Board.

DULY ADOPTED this ____ day of November, 2019.

Time Adopted _____ PM



Origination:	10/2019
Effective:	10/2019
Last Reviewed:	10/2019
Last Revised:	10/2019
Next Review:	10/2020
Sponsor:	<i>Diana Arteaga: VP, GOV RELATIONS & COMM AFFRS</i>
Section:	<i>GA- Community Sponsorship</i>
Manual:	<i>General Administrative</i>

GA-001-115 Community Sponsorship Guidelines

I. Purpose

In an effort to best serve the community, this policy shall be used to offer guidelines and parameters to evaluate requests for community sponsorships received by the North Broward Hospital District ("District").

II. Definitions

- A. Community sponsorship: A payment or donation by Broward Health to a nonprofit for an event, program or activity that provides a benefit to the residents of the District.

III. Policy

A. Participation Criteria

Programs, organizations, activities, and events must qualify under the following guidelines in order to be considered for District sponsorship:

1. The proposed sponsorship must support and promote the District's mission, vision, and strategic priorities; and
2. The requesting organization or entity must: (i) promote and support worthwhile community services to the residents of the District; or (ii) be a charity or fund-raising event that generates funds back to the District; or (iii) be another program, activity, or event that will provide benefit to the District through the promotion of health and prevention of illness and injury; or (iv) be an educational program, activity or event related to healthcare; and
3. The request must come from a 501C nonprofit organization.

B. Exclusion Criteria

The following programs, organizations, activities, and events shall not be considered for the District sponsorship:

1. Those which are political or for-profit in nature or purpose.
2. Those that have a personal, individual, or otherwise limited application, appeal or benefit.
3. Those outside of the District's powers under its Charter, and those for which Sponsorship by the District would be prohibited by the Florida Constitution or other applicable law, or those which would be considered private inurnment under applicable law.

C. Process

1. The Application and Evaluation Process for consideration of sponsorship Requests shall be established by the President/Chief Executive Officer, consistent with the above Guidelines.

2. All requests for community sponsorships shall be submitted to the office of Community Affairs.
3. All requests for donated graphic services must go through the sponsorship review process.
4. No District or Hospital employee shall commit the organization (or any District department, division, or facility) to any community sponsorship without receiving approval from the President/CEO or VP Government Relations and Community Affairs.
5. The President/CEO or VP Government Relations and Community Affairs will be the final determinant for adherence to sponsorship criteria, scope and amount or level of sponsorship.
6. The President/CEO may appoint a committee chaired by the VP Government Relations and Community Affairs to assist with the review process of sponsorships.

Attachments:

Approval Signatures

Step Description	Approver	Date
	Jennifer Mosley: EXEC SECRETARY	10/2019
	Gino Santorio: PRESIDENT/CEO	10/2019



Sponsorship Standard Operating Procedures

Purpose

To establish a standard operating procedure for Broward Health's community sponsorships.

Definitions

- Community sponsorship – A payment or donation by Broward Health to a nonprofit for an event, program or activity that provides a benefit to the residents of the District.

Procedure

1. An organization seeking sponsorship must complete the vendor registration process through Broward Health's Vendor Registration System (VRS) and submit the online sponsorship request form.
2. Once the VRS profile is complete, the Community Affairs department will send the profile to Compliance for Focus Arrangement/Covered Persons (FA/CP) determination.
3. The Community Affairs department will complete the Compliance checklist while reviewing the submitted application.
4. The sponsorship packet will be reviewed to determine the appropriate sponsorship level that best aligns with the strategic priorities and plan for the hospital district.
5. Once the review of the application and Compliance has made an FA/CP determination, the Community Affairs department will bring the completed sponsorship packet with recommendations to the Vice President, Government Relations/Community Affairs for approval or denial.
6. Sponsorship levels will be reviewed and considered based on historical spend, size of the organization, visibility, impact and reach in the community. See Community Sponsorship Guidelines
7. Upon approval, the completed packet will go for final review and approval by the CEO or their designee.
8. Sponsorship applications and supporting documentation shall be maintained in accordance with applicable law.

Resolution FY20-10

Prohibition of Current and Former Commissioners from Lobbying and Conducting Business with the District

WHEREAS, the Board of Commissioners (the “Board”) of the North Broward Hospital District (the “District”), pursuant to the District’s Charter, has established and adopted a code of conduct and ethics that governs the Board (the “Code of Conduct and Ethics”);

WHEREAS, the Code of Conduct and Ethics is codified in Section 2.7 of the Codified Resolutions of the Board of Commissioners of the North Broward Hospital District (the “Codified Resolutions”);

WHEREAS, the Board’s Commissioners are subject to Part III of chapter 112, Florida Statutes;

WHEREAS, section 112.313(13), Florida Statutes, permits the Board to pass a resolution governing lobbying by former officers of the District;

WHEREAS, section 112.326, Florida Statutes, permits the Board to impose additional or more stringent rules on the District’s officers so long as they do not conflict with Part III of chapter 112, Florida Statutes;

WHEREAS, the Board, pursuant to its authority under Florida Law, wishes to set a policy regarding lobbying by former Commissioners of the Board; and

WHEREAS, unless context otherwise requires, capitalized terms used but not defined herein have the meanings ascribed to such terms in the Amended and Restated Bylaws of the North Broward Hospital District, as amended from time to time (the “Bylaws”).

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners of the North Broward Hospital District, that:

1. The Board hereby establishes the following rules governing Commissioners pursuant to its authority under section 112.313(13), Florida Statutes.
2. No current Commissioner, and no former Commissioner for a period of two (2) years following vacation of office as a Commissioner of the Board, may personally solicit or personally represent another person or entity for compensation before the District or any of its Subsidiaries except for the purposes of collective bargaining; provided, however, the Board may waive such a prohibition for good cause in the Board’s discretion so long as such waiver does not violate Florida Law.
3. No current Commissioner, and no former Commissioner for a period of two (2) years following vacation of office as a Commissioner of the Board, may personally or on behalf of another person or entity solicit business from or conduct business with the District or any of its Subsidiaries; provided, however, the Board may waive such a prohibition for good cause in the Board’s discretion so long as such waiver does not violate Florida Law.
4. The two above rules shall be codified within the Board’s Code of Conduct and Ethics section of the Codified Resolutions.
5. This resolution hereby supersedes, amends, replaces and repeals any conflicting resolution or conflicting policy previously adopted by the Board.

DULY ADOPTED this ___ day of November, 2019.

Time Adopted _____ PM