



## MEMORANDUM

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**To:** Board of Directors

**Cc:** Bill Boyles, Esquire  
Aluino Ochoa, M.D.

**From:** George Mikitarian  
President/CEO

**Subject:** Board/Committee Meetings – March 3, 2025

**Date:** February 27, 2025

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**The Ad Hoc Credentials Review Committee will meet at 11:30 a.m. where the Committee will review credentialing and privileging files as they relate to medical staff appointment/reappointment.**

**The Quality Committee will convene at 12:00 p.m., which will be followed by the Planning Committee, the Finance Committee, the Executive Committee, and the Education Committee meetings.**

**The Board of Directors will meet in executive session no earlier than 2:00 p.m.** Following the Board of Directors Executive Session, the Board of Directors regularly scheduled meeting will be held, however no earlier than 2:00 p.m.

## **QUALITY COMMITTEE**

Dan Aton, Chairperson  
Robert L. Jordan, Jr., C.M. (ex-officio)  
Elizabeth Galfo, M.D.  
Billy Specht  
Billie Fitzgerald  
Herman A. Cole, Jr.  
Stan Retz, CPA  
Maureen Rupe  
Ashok Shah, M.D.  
Aluino Ochoa, M.D., President/Medical Staff, Vice Chairperson  
Alphonse Pecoraro, M.D., Designee  
Nimish Naik, M.D., Designee  
Christopher Manion, M.D., Designee  
George Mikitarian (non-voting)

**NORTH BREVARD COUNTY HOSPITAL DISTRICT  
OPERATING  
PARRISH MEDICAL CENTER  
QUALITY COMMITTEE  
MONDAY, MARCH 3, 2025, at 12:00 P.M.  
FIRST FLOOR, CONFERENCE ROOM 2/3/4/5**

### **CALL TO ORDER**

I. Election of Vice Chairperson

II. Approval of Minutes

*Motion to approve the minutes of the January 6, 2025 meeting.*

III. Vision Statement

IV. Dashboard

V. Readmissions – Ms. Cottrell

VI. Executive Session (if necessary)

### **ADJOURNMENT**

NOTE: IF A PERSON DECIDES TO APPEAL ANY DECISION MADE BY THE QUALITY COMMITTEE WITH RESPECT TO ANY MATTER CONSIDERED AT THIS MEETING, HE/SHE WILL NEED A RECORD OF PROCEEDINGS AND, FOR SUCH PURPOSES, MAY NEED TO ENSURE A VERBATIM RECORD OF THE PROCEEDINGS IS MADE AND THAT THE RECORD INCLUDES TESTIMONY AND EVIDENCE UPON WHICH THE APPEAL IS TO BE BASED.

PERSONS WITH A DISABILITY WHO NEED A SPECIAL ACCOMMODATION TO PARTICIPATE IN THIS PROCEEDING SHOULD CONTACT THE ADMINISTRATIVE OFFICES AT 951 NORTH WASHINGTON AVENUE, TITUSVILLE, FLORIDA 32796, AT LEAST FORTY-EIGHT (48) HOURS PRIOR TO THE MEETING. FOR INFORMATION CALL (321) 268-6110. THIS NOTICE WILL FURTHER SERVE TO INFORM THE PUBLIC THAT MEMBERS OF THE BOARD OF DIRECTORS OF NORTH BREVARD MEDICAL SUPPORT, INC. MAY BE IN ATTENDANCE AND MAY PARTICIPATE IN DISCUSSIONS OF MATTERS BEFORE THE NORTH BREVARD COUNTY HOSPITAL DISTRICT BOARD OF DIRECTORS EDUCATIONAL, GOVERNMENTAL AND COMMUNITY RELATIONS COMMITTEE. TO THE EXTENT OF SUCH DISCUSSION, A JOINT PUBLIC MEETING OF THE NORTH BREVARD COUNTY HOSPITAL DISTRICT, BOARD OF DIRECTORS EDUCATIONAL, GOVERNMENTAL AND COMMUNITY RELATIONS COMMITTEE AND NORTH BREVARD MEDICAL SUPPORT, INC. SHALL BE CONDUCTED.

**DRAFT  
NORTH BREVARD COUNTY HOSPITAL DISTRICT  
OPERATING  
PARRISH MEDICAL CENTER  
QUALITY COMMITTEE**

A regular meeting of the Quality Committee of the North Brevard County Hospital District operating Parrish Medical Center was held on January 6, 2025, in Conference Room 2/3/4/5, First Floor. The following members were present.

Elizabeth Galfo, M.D., Chairperson  
Robert L. Jordan, Jr., C.M.  
Stan Retz, CPA  
Herman A. Cole, Jr.  
Ashok Shah, M.D. (12:10 p.m.)  
Dan Aton  
Billie Fitzgerald  
Maureen Rupe  
Christopher Manion, M.D.  
Alphonse Pecoraro, M.D.  
Aluino Ochoa, M.D., President/Medical Staff (12:15 p.m.)  
George Mikitarian (non-voting)

Members absent:  
Billy Specht (excused)  
Nimish Naik, M.D. (excused)

**CALL TO ORDER**

Dr. Galfo called the meeting to order at 12:07 p.m.

**REVIEW AND APPROVAL OF MINUTES**

Discussion ensued and the following motion was made by Mr. Jordan, seconded by Mr. Cole, and approved (9 ayes, 0 nays, 0 abstentions). Dr. Shah and Dr. Ochoa were not present at the time the vote was taken.

***ACTION TAKEN: MOTION TO APPROVE THE NOVEMBER 4, 2024 MINUTES OF THE QUALITY COMMITTEE, AS PRESENTED.***

**VISION STATEMENT**

Ms. Cottrell shared the committee's vision statement, which is to ensure affordable access to safe, high quality patient care to the communities we serve.

### **QUALITY DASHBOARD REVIEW**

Ms. Cottrell reviewed the Quality Dashboard discussing each indicator score as it relates to clinical quality and cost. Ms. Cottrell answered questions and received comments from committee members concerning the dashboard and her earlier discussion. Copies of the Power Point slides presented by Ms. Cottrell are appended to the file copy of these minutes.

### **MATERNITY QUALITY OF CARE**

Ms. Cottrell reviewed the quality initiatives and awards recently received regarding maternity care. Ms. Cottrell answered questions and received comments from committee members. Copies of the Power Point slides presented by Ms. Cottrell are appended to the file copy of these minutes.

### **OTHER**

There was no other business brought before the committee.

### **ADJOURNMENT**

There being no further business, the Quality Committee meeting adjourned at 12:45 p.m.

Elizabeth Galfo, M.D.  
Chairperson





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# Quality Agenda

**March 3, 2025**

1. Approval of Minutes
2. Vision Statement
3. Dashboard
4. Readmissions

# Quality Committee

## Vision Statement

“Assure affordable access to safe, high quality patient care to the communities we serve.”



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# Dashboard



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# Performance dashboard

Description	Definition	QTR	Rolling YTD	Goal
Stroke	Stroke management compliance	85%	82%	Goal: = 100%
Readmission	All cause 30-day readmissions	14% 34/243	13.1% 131/999	Goal: ≤ 14.6%
Person Centered flow	Emergency department throughput	191	215	Goal: ≤ 175 minutes
Person Experience	Top box HCAHPs domain score for overall rating	60.6%	57.8%	Target: ≥ 72%
Social Determinants of Health	Percent of patients screened	98.1%	97.3%	Target: 93%
Social Determinants of Health	Percent who screened positive	9.3%	10.4%	

# Performance dashboard

Description	Definition	QTR	Rolling YTD	Rolling 3 YR	Goal
Heart Attack	30-day readmission rate	0.0% 0/9	6.3% 2/32	6.25% 6/96	Goal: < 14%
Heart Failure	30-day readmission rate	14.3% 3/21	27.0% 27/100	24.3% 58/239	Goal: < 20%
Pneumonia	30-day readmission rate	14.3% 2/14	18.3% 11/60	15.0% 29/193	Goal: < 16%
Hip/Knee	30-day readmission rate	0.0% 0/5	5.0% 1/20	4.5% 3/66	Goal: < 4.5%
Combined	30-day readmission rate	9.7% 6/62	16.5% 42/255	14.1% 97/689	Goal: < 14%

# Performance dashboard

Description	Definition	Rolling YTD	Days Since Last Infection	National Rate
CLABSI	Central Line Associated Bloodstream Infection	0.505	107 days	< 0.700
CAUTI	Catheter Associated Urinary Tract Infection	0.284	117 days	< 0.565
MRSA bacteremia	Hospital onset MRSA bacteremia	1.608	127 days	< 0.736
<i>C. difficile</i> infection	Hospital onset <i>C. difficile</i> infection	0.070	60 days	< 0.409
SSI	Combined Abdominal hysterectomy and colon procedures	0.000	369 days	< 0.876

# Readmissions



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# Readmission Reduction Strategy

## Benefits

- Improved Patient Outcomes
- Financial Savings
- Enhanced Reimbursement
- Increased Patient Satisfaction
- Stronger Hospital Image
- Operational Efficiency

# Health Services Advisory Group (HSAG)

## Key areas to reduce avoidable readmissions

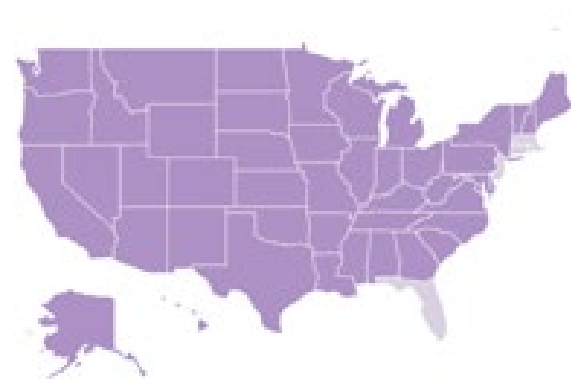
1. Comprehensive discharge planning
2. Medication management
3. Patient and family engagement
4. Transition care support
5. Transition communication

# State Average Readmission Rates

## High lighted States and their average ALL CAUSE readmission rate

- 15%-20% Readmission Rates
  - › Parrish: 13.8%

- 10%-15% Readmission Rates



# Hospital Disparity Method

## Disease specific

1. Patients who have both Medicare and are Medicaid
2. Eligible Patients living in areas with high levels of poverty

# Readmissions

## Top 10 Reasons

Root Cause	Actions to Address
Medication management	Medication documentation, reconciliation and access to post acute medications
Patient adherence to care plan	Assessing barriers and establishing person centered goals
Social barriers	Assessing social determinants of health
Skilled care vs Hospice	Early goals of care discussions and interdisciplinary care team discussions
Goals of Care	Early goals of care discussions
Post acute access to care	Ensuring timely access to care
Care transitions	Joint Commission Integrated Care Certification (ICC)
Patient education	Assessing health literacy and providing appropriate education
Post acute care facility acquired poor outcome	Integrated SNFist Program
Unavoidable readmissions	Managing complications or unrelated events

# Questions?



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**PLANNING COMMITTEE**

Robert L. Jordan, Jr., C.M. (ex-officio)

Maureen Rupe

Billy Specht

Dan Aton

Aluino Ochoa, M.D., President/Medical Staff

George Mikitarian, President/Chief Executive Officer (non-voting)

**AGENDA  
NORTH BREVARD COUNTY HOSPITAL DISTRICT  
OPERATING  
PARRISH MEDICAL CENTER  
PLANNING, PHYSICAL FACILITIES AND PROPERTIES COMMITTEE  
MONDAY, MARCH 3, 2025  
FIRST FLOOR CONFERENCE ROOM**

**CALL TO ORDER**

- I. Election of Chairperson & Vice Chairperson
- II. Other
- III. Executive Session (if necessary)

**ADJOURNMENT**

NOTE: IF A PERSON DECIDES TO APPEAL ANY DECISION MADE BY THE FINANCE COMMITTEE WITH RESPECT TO ANY MATTER CONSIDERED AT THIS MEETING, HE/SHE WILL NEED A RECORD OF PROCEEDINGS AND, FOR SUCH PURPOSES, MAY NEED TO ENSURE A VERBATIM RECORD OF THE PROCEEDINGS IS MADE AND THAT THE RECORD INCLUDES TESTIMONY AND EVIDENCE UPON WHICH THE APPEAL IS TO BE BASED.

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## FINANCE COMMITTEE

Herman A. Cole, Jr. Chairperson

Stan Retz, CPA, Vice Chairperson

Robert L. Jordan, Jr., C.M., (ex-officio)

Billie Fitzgerald

Maureen Rupe

Dan Aton

Christopher Manion, M.D.

Aluino Ochoa, M.D., President/Medical Staff

George Mikitarian, President/CEO (non-voting)

### **FINANCE COMMITTEE MEETING NORTH BREVARD COUNTY HOSPITAL DISTRICT OPERATING PARRISH MEDICAL CENTER MONDAY, MARCH 3, 2025 FIRST FLOOR CONFERENCE ROOMS 2/3/4/5**

#### **CALL TO ORDER**

I. Election of Vice Chairperson

II. Approval of minutes.

***Motion: To recommend approval of the January 6, 2025 meeting.***

III. Public Comments

IV. Financial Review – Mr. Moehring

V. Disposal

***Motion: To recommend to the Board of Directors to declare the equipment listed in the requests for Disposal of Obsolete or Surplus Property Forms as surplus and obsolete and dispose of same in accordance with FS274.05 and FS274.96.***

VI. Executive Session (if necessary)

#### **ADJOURNMENT**

NOTE: IF A PERSON DECIDES TO APPEAL ANY DECISION MADE BY THE FINANCE COMMITTEE WITH RESPECT TO ANY MATTER CONSIDERED AT THIS MEETING, HE/SHE WILL NEED A RECORD OF PROCEEDINGS AND, FOR SUCH PURPOSES, MAY NEED TO ENSURE A VERBATIM RECORD OF THE PROCEEDINGS IS MADE AND THAT THE RECORD INCLUDES TESTIMONY AND EVIDENCE UPON WHICH THE APPEAL IS TO BE BASED.

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**NORTH BREVARD COUNTY HOSPITAL DISTRICT  
OPERATING  
PARRISH MEDICAL CENTER  
FINANCE COMMITTEE**

A regular meeting of the Finance Committee of the North Brevard County Hospital District operating Parrish Medical Center was held on January 6, 2025, in Conference Room 2/3/4/5, First Floor. The following members, representing a quorum, were present:

Herman A. Cole, Jr., Chairperson  
Stan Retz, Vice Chairperson  
Robert Jordan, Jr., C.M.  
Dan Aton  
Maureen Rupe  
Billie Fitzgerald  
Christopher Manion, M.D.  
Aluino Ochoa, M.D.  
George Mikitarian (non-voting)

Member(s) Absent:  
None

A copy of the attendance roster of others present during the meeting is appended to the file copy of these minutes.

**CALL TO ORDER**

Mr. Cole called the meeting to order at 12:46 p.m.

**REVIEW AND APPROVAL OF MINUTES**

Discussion ensued and the following motion was made by Mr. Jordan seconded by Mr. Aton and approved (8 ayes, 0 nays, 0 abstentions.)

***ACTION TAKEN: MOTION APPROVING THE NOVEMBER 4, 2024, MEETING MINUTES OF THE FINANCE COMMITTEE OF THE BOARD OF DIRECTORS OF THE DISTRICT, AS PRESENTED.***

**PUBLIC COMMENTS**

There were no public comments.

**FINANCIAL REVIEW**

Mr. Moehring summarized the November financial statements of the North Brevard County Hospital District and the year-to-date financial performance of the Health System. Mr. Moehring answered questions and received comments from the members of the committee.

**PENSION COMMITTEE MEMBERSHIP RENEWAL FOR CHRIS MCALPINE**

Discussion ensued and the following motion was made by Mr. Jordan seconded by Dr. Manion and approved (8 ayes, 0 nays, 0 abstentions.)

***ACTION TAKEN:* MOTION TO RECOMMEND THE BOARD OF DIRECTORS TO APPROVE THE RENEWAL OF THE PENSION COMMITTEE MEMBERSHIP FOR CHRIS MCALPINE FOR A THREE-YEAR TERM FROM FEBRUARY 1, 2025 THROUGH JANUARY 31, 2028.**

**PENSION ADMINISTRATIVE COMMITTEE NAME CHANGE**

Discussion ensued and the following motion was made by Mr. Retz seconded by Mr. Aton and approved (8 ayes, 0 nays, 0 abstentions.)

***ACTION TAKEN:* MOTION TO RECOMMEND THE BOARD OF DIRECTORS TO APPROVE THE NAME CHANGE OF THE PENSION ADMINISTRATIVE COMMITTEE TO THE RETIREMENT PLANNING COMMITTEE.**

**ADJOURNMENT**

There being no further business to come before the committee, the Finance Committee meeting adjourned at 1:05 p.m.

Herman A. Cole, Jr.,  
Chairman

NORTH BREVARD COUNTY HOSPITAL DISTRICT  
OPERATING  
PARRISH MEDICAL CENTER  
TITUSVILLE, FLORIDA

### Request for Disposal of Obsolete or Surplus Property

The assets listed below are considered obsolete, inefficient, or have ceased to serve any useful function. Board approval for disposal is requested.

Asset Description	Asset Control KN #	Purchase Date	Purchase Amount	CE #	Reason for Disposal	Net Book Value (Provided by Finance)	Dept. #
Force Triad ESU	KN028828	3/26/2008	26,824.64	PMC01075	Unit is obsolete/Broken and no longer functional. Removed from service.	0	1.351

Requesting Department OR Department Director *David*  
Net Book Value (Finance) *Kathleen Greene 1/27/25* EMC Member *Lisa Dickerson 2/5/25*  
Sr. VP Finance/CFO *Michael Greene 2/7/25* President/CEO *JM*  
Board Approval: (Date) \_\_\_\_\_ CFO Signature \_\_\_\_\_  
Requestor Notified Finance \_\_\_\_\_  
Asset Disposed of or Donated \_\_\_\_\_  
Removed from Asset List (Finance) \_\_\_\_\_  
Requested Public Entity for Donation \_\_\_\_\_  
Entity Contact \_\_\_\_\_  
Telephone \_\_\_\_\_

DATE: 01/27/25 @ 1012		Parrish Medical Center FA *Live*		PAGE 1	
USER: GREENKD		CURRENT VALUES REPORT			
		CREATED BY USER: GREENKD			
FROM FACILITY: SYSTEM		FROM ASSET NUMBER: KN028828	FROM ASSET CLASS: BEGINNING	FROM DEPARTMENT: BEGINNING	
THRU FACILITY: SYSTEM		THRU ASSET NUMBER: KN028828	THRU ASSET CLASS: END	THRU DEPARTMENT: END	
FROM STATUS DATE: BEGINNING		FROM ACQUIRED DATE: BEGINNING	FROM RETIRE DATE: BEGINNING	FROM RETIRE TYPE DATE:	
THRU STATUS DATE: END		THRU ACQUIRED DATE: END	THRU RETIRE DATE: END	THRU RETIRE TYPE DATE:	
FACILITY: SYSTEM		1 0 R			
DEPARTMENT: 1.351					
NUMBER	DESCRIPTION	LIFE	STATUS	STS DATE	ACQ DATE RET DATE
					COST
					BOOK
CLASS: MEQ-HOSP	MOVEABLE EQUIP - HOSPITAL				
KN028828	VALLEYLAB FORCE TRIAD ELECTROSURGICAL UNIT (08	ACTIVE		04/07/08 03/26/08	
					26824.64
					0.00
					26824.64
					0.00
TOTAL FOR DEPARTMENT:				26824.64	0.00

NORTH BREVARD COUNTY HOSPITAL DISTRICT  
OPERATING  
PARRISH MEDICAL CENTER  
TITUSVILLE, FLORIDA

**Request for Disposal of Obsolete or Surplus Property**

The assets listed below are considered obsolete, inefficient, or have ceased to serve any useful function. Board approval for disposal is requested.

Asset Description	Asset Control KN #	Purchase Date	Purchase Amount	CE #	Reason for Disposal	Net Book Value (Provided by Finance)	Dept. #
Vital signs monitor	KN029500	11/4/11	2613.74	PMC00576	Unit is broken, obsolete and no longer supported. Removed from service.	0.00	1.314

Requesting Department Med floors Department Director *E. LaCorte*

Net Book Value (Finance) *Kaitlyn D. Newsome 1/27/25* EMC Member *R. Dickerson 2/5/25*

Sr. VP Finance/CFO *Richard Pooley 2/7/25* President/CEO *JM*

Board Approval: (Date) \_\_\_\_\_ CFO Signature \_\_\_\_\_

Requestor Notified Finance \_\_\_\_\_

Asset Disposed of or Donated \_\_\_\_\_

Removed from Asset List (Finance) \_\_\_\_\_

Requested Public Entity for Donation \_\_\_\_\_

Entity Contact \_\_\_\_\_

Telephone \_\_\_\_\_

DATE: 01/27/25 @ 1019		Parrish Medical Center FA *Live*				PAGE 1
USER: GREENKD		CURRENT VALUES REPORT				
		CREATED BY USER: GREENKD				
FROM FACILITY: SYSTEM		FROM ASSET NUMBER: KNO29500	FROM ASSET CLASS: BEGINNING	FROM DEPARTMENT: BEGINNING		
THRU FACILITY: SYSTEM		THRU ASSET NUMBER: KNO29500	THRU ASSET CLASS: END	THRU DEPARTMENT: END		
FROM STATUS DATE: BEGINNING		FROM ACQUIRED DATE: BEGINNING	FROM RETIRE DATE: BEGINNING	FROM RETIRE TYPE: BEGINNING	FROM RETIRE TYPE DATE:	
THRU STATUS DATE: END		THRU ACQUIRED DATE: END	THRU RETIRE DATE: END	THRU RETIRE TYPE: END	THRU RETIRE TYPE DATE:	
FACILITY: SYSTEM						
DEPARTMENT: 1.316		1 ORTHO/SURG/PEDS				
NUMBER	DESCRIPTION	LIFE	STATUS	STS DATE	ACQ DATE	RET DATE
CLASS: MEQ-HOSP	MOVEABLE EQUIP - HOSPITAL					
KNO29500	DINAWAP - PRO CARE WITH ROLLING STAND		ACTIVE	11/04/11	10/12/11	
					2613.74	0.00
					2613.74	0.00
TOTAL FOR DEPARTMENT:					2613.74	0.00



NORTH BREVARD COUNTY HOSPITAL DISTRICT  
OPERATING  
PARRISH MEDICAL CENTER  
TITUSVILLE, FLORIDA

**Request for Disposal of Obsolete or Surplus Property**

The assets listed below are considered obsolete, inefficient, or have ceased to serve any useful function. Board approval for disposal is requested.

Asset Description	Asset Control KN #	Purchase Date	Purchase Amount	CE #	Reason for Disposal	Net Book Value (Provided by Finance)	Dept. #
Cysto 1 OR lights	KN029747	12/13/2012	\$24,238.18	PMC01682	Cysto room 1 is being changed into storage. These Steris lights are no longer serviced. Unit is End of life.	4,712.92	1.351

Requesting Department: OR / Specials OR Department Director: C. Smith

Net Book Value (Finance): Kathleen Greene 1/27/25 EMC Member: Jesica Dickerson 2/5/25

Sr. VP Finance/CFO: Richard Miller 2/7/25 President/CEO: JM

Board Approval: (Date) \_\_\_\_\_ CFO Signature: \_\_\_\_\_

Requestor Notified Finance: \_\_\_\_\_

Asset Disposed of or Donated: \_\_\_\_\_

Removed from Asset List (Finance): \_\_\_\_\_

Requested Public Entity for Donation: \_\_\_\_\_

Entity Contact: \_\_\_\_\_

Telephone: \_\_\_\_\_

DATE: 01/27/25 @ 1021		Parrish Medical Center FA *Live*		PAGE 1	
USER: GREENKO		CURRENT VALUES REPORT			
CREATED BY USER: GREENKO					
FROM FACILITY: SYSTEM		FROM ASSET NUMBER: KN029747	FROM ASSET CLASS: BEGINNING	FROM DEPARTMENT: BEGINNING	
THRU FACILITY: SYSTEM		THRU ASSET NUMBER: KN029747	THRU ASSET CLASS: END	THRU DEPARTMENT: END	
FROM STATUS DATE: BEGINNING		FROM ACQUIRED DATE: BEGINNING	FROM RETIRE DATE: BEGINNING	FROM RETIRE TYPE: BEGINNING	FROM RETIRE TYPE DATE:
THRU STATUS DATE: END		THRU ACQUIRED DATE: END	THRU RETIRE DATE: END	THRU RETIRE TYPE: END	THRU RETIRE TYPE DATE:
FACILITY: SYSTEM		1 0 R			
DEPARTMENT: 1.351					
NUMBER	DESCRIPTION	LIFE	STATUS	STS DATE	ACQ DATE RET DATE
CLASS: MEQ-HOSP		MOVEABLE EQUIP - HOSPITAL			
KN029747	HARMONY DUAL V LED SURGICAL LIGHT - CYSTO RM 1	ACTIVE		01/04/13	12/31/12
				24238.18	4712.92
				-----	-----
				24238.18	4712.92
TOTAL FOR DEPARTMENT:				24238.18	4712.92




NORTH BREVARD COUNTY HOSPITAL DISTRICT  
OPERATING  
PARRISH MEDICAL CENTER  
TITUSVILLE, FLORIDA

**Request for Disposal of Obsolete or Surplus Property**

The assets listed below are considered obsolete, inefficient, or have ceased to serve any useful function. Board approval for disposal is requested.

Asset Description	Asset Control KN #	Purchase Date	Purchase Amount	CE #	Reason for Disposal	Net Book Value (Provided by Finance)	Dept. #
Analyzer, Platelet	KN021602	2/28/2001	\$14,000.00	PMC01930	Unit is obsolete, End of life.	0	1.406

Requesting Department Lab (Hematology) Department Director   
 Net Book Value (Finance) Kathryn Swene 1/27/25 EMC Member Nature 2/5/25  
 Sr. VP Finance/CFO Richard Floeding President/CEO \_\_\_\_\_  
 Board Approval: (Date) \_\_\_\_\_ CFO Signature \_\_\_\_\_  
 Requestor Notified Finance \_\_\_\_\_  
 Asset Disposed of or Donated \_\_\_\_\_  
 Removed from Asset List (Finance) \_\_\_\_\_  
 Requested Public Entity for Donation \_\_\_\_\_  
 Entity Contact \_\_\_\_\_  
 Telephone \_\_\_\_\_

DATE: 01/27/25 @ 1018		Parrish Medical Center FA *Live*		PAGE 1	
USER: GREENKO		CURRENT VALUES REPORT			
		CREATED BY USER: GREENKO			
FROM FACILITY: SYSTEM		FROM ASSET NUMBER: KN021602		FROM ASSET CLASS: BEGINNING	
THRU FACILITY: SYSTEM		THRU ASSET NUMBER: KN021602		THRU ASSET CLASS: END	
FROM STATUS DATE: BEGINNING		FROM ACQUIRED DATE: BEGINNING		FROM RETIRE DATE: BEGINNING	
THRU STATUS DATE: END		THRU ACQUIRED DATE: END		THRU RETIRE DATE: END	
FROM RETIRE TYPE: BEGINNING		FROM RETIRE TYPE: BEGINNING		FROM RETIRE TYPE: BEGINNING	
THRU RETIRE TYPE: END		THRU RETIRE TYPE: END		THRU RETIRE TYPE: END	
FACILITY: SYSTEM		1 LAB			
DEPARTMENT: 1.401					
NUMBER	DESCRIPTION	LIFE	STATUS	STS DATE	ACQ DATE RET DATE
CLASS: MEQ-HOSP	MOVEABLE EQUIP - HOSPITAL				
KN021602	PLATELET FUNCTION ANALYZER	ACTIVE		04/12/01	03/01/01
				14000.00	0.00
				14000.00	0.00
TOTAL FOR DEPARTMENT:				14000.00	0.00

NORTH BREVARD COUNTY HOSPITAL DISTRICT  
OPERATING  
PARRISH MEDICAL CENTER  
TITUSVILLE, FLORIDA

### Request for Disposal of Obsolete or Surplus Property

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Asset Description	Asset Control KN #	Purchase Date	Purchase Amount	CE #	Reason for Disposal	Net Book Value (Provided by Finance)	Dept. #
Sports Art Treadmill	KN030242	03/03/2015	3,186.12	PMC01788	Treadmill is not functional and cannot be repaired. Unit is End of life.	0.00	1.961

Requesting Department MP Titus landing DX Department Director Gregory Thompson DT September  
Net Book Value (Finance) Kathryn Greene 1/27/25 EMC Member Michael H. G. 3/5/25 12-20-24  
Sr. VP Finance/CFO Michael H. G. President/CEO \_\_\_\_\_  
Board Approval: (Date) \_\_\_\_\_ CFO Signature \_\_\_\_\_  
Requestor Notified Finance \_\_\_\_\_  
Asset Disposed of or Donated \_\_\_\_\_  
Removed from Asset List (Finance) \_\_\_\_\_  
Requested Public Entity for Donation \_\_\_\_\_  
Entity Contact \_\_\_\_\_  
Telephone \_\_\_\_\_

DATE: 01/27/25 @ 1017		Parrish Medical Center FA *Live*				PAGE 1	
USER: GREENKO		CURRENT VALUES REPORT					
CREATED BY USER: GREENKO							
FROM FACILITY: SYSTEM		FROM ASSET NUMBER: KN030242		FROM ASSET CLASS: BEGINNING		FROM DEPARTMENT: BEGINNING	
THRU FACILITY: SYSTEM		THRU ASSET NUMBER: KN030242		THRU ASSET CLASS: END		THRU DEPARTMENT: END	
FROM STATUS DATE: BEGINNING		FROM ACQUIRED DATE: BEGINNING		FROM RETIRE DATE: BEGINNING		FROM RETIRE TYPE DATE: BEGINNING	
THRU STATUS DATE: END		THRU ACQUIRED DATE: END		THRU RETIRE DATE: END		THRU RETIRE TYPE DATE: END	
FACILITY: SYSTEM		1 PMG TITUS LANDING DX					
DEPARTMENT: 1.961							
NUMBER	DESCRIPTION	LIFE	STATUS	STS DATE	ACQ DATE	RET DATE	BOOK
CLASS: MEQ-HOSP		MOVEABLE EQUIP - HOSPITAL					
KN030242	SPORTS ART T635 FOUNDATION SERIES TREADMILL	ACTIVE		03/03/15	02/03/15		0.00
					3186.12		0.00
				TOTAL FOR DEPARTMENT:		3186.12	0.00



*Healing Families – Healing Communities®*

[parrishmed.com](http://parrishmed.com)

# Finance Committee

## FYTD January 31, 2025 – Performance Dashboard

Indicator	FYTD 2025 Actual	FYTD 2025 Budget	FYTD 2024 Actual
ED Visits	10,262	10,430	10,344
IP Admissions	1,591	1,494	1,440
Surgical Cases	1,860	1,908	1,577
LOS	5.4	5.0	5.4
OP Volumes	29,441	29,673	27,799
Hospital Margin %	11.36%	10.72%	3.98%
Investment Income \$	\$1.1 Million	\$0.5 Million	\$3.1 Million





## MEMORANDUM

---

TO: Employee Care Partners  
FROM: Michael Moehring, Vice President/Chief Financial Officer  
SUBJECT: Cigna and Blue Cross Blue Shield Contract Terminations Announcement  
DATE: March 3, 2025

---

Effective immediately, Parrish Healthcare, citing overall financial losses from the reimbursement for medical services it receives from Cigna Health Care and Blue Cross Blue Shield (BCBS), today announces that it has ended its relationship with Cigna and BCBS.

We cannot continue to operate at a loss with Cigna or BCBS. Not only is it a bad business practice, but operating at a deficit with these two insurance giants means we would have to make up the difference from other payers, which is not fair to others who use our hospital.

This decision was not made lightly. We have tried in good faith to reach an agreement with Cigna and BCBS; unfortunately, we could not arrive at an arrangement that was fair to the hospital and ultimately, to the people we serve.

Parrish Healthcare charges patients less than all other Brevard hospitals, according to information on the Florida Compare Care Web site based on results reported and certified by health care facilities to the Agency for Health Care Administration.

We are a mid-sized, public, not-for-profit community hospital, doing our best to keep health care affordable for the people we serve. Cigna and BCBS are enormous billion-dollar insurance companies.

While negotiations continue, they will not be fruitful if Cigna's and BCBS's positions remain firm. Other important points include:

- Parrish Medical Center and Parrish Medical Group are considered a non-par facility with Cigna and BCBS, meaning Cigna and BCBS patients using Parrish will be responsible for a larger portion of their bills.
- There is no impact on use of emergency services; those will continue to be covered as in the past.
- Parrish's association with Cigna and BCBS are separate and independent from non-Parrish Medical Group physicians' relationship with Cigna and BCBS.

For a list of insurers with which Parrish Healthcare (Parrish Medical Center and Parrish Medical Group) participate is available by visiting <https://www.parrishhealthcare.com/patients-visitors/financial-services/insurance-affiliate/>. Cigna and BCBS will be removed from the website as an affiliate by end of day today, March 3, 2025.



## **Blue Cross Blue Shield (BCBS)/Cigna Termination Q&A**

***1. What is Parrish Healthcare's timetable for ending its relationship with BCBS and Cigna? Do we plan to continue negotiating?***

We are an independent, public, not-for-profit community health care system. BCBS and Cigna are giant billion-dollar insurance companies. The decision to terminate our relationship was not made lightly. We wanted to arrive at an arrangement beneficial to everyone. What we cannot do, regardless of the size of BCBS and Cigna, is lose money in our dealings with these insurance giants. The effective date of termination is March 3, 2025. Our intent is, if BCBS and Cigna are willing to come to reasonable terms with us, we're willing to sign contracts at a reasonable rate for the services we are providing.

***2. Why take this action now?***

We cannot continue the financial loss being experienced with the current contracted rates being paid by BCBS and Cigna.

***3. What does this mean for BCBS and Cigna members?***

BCBS and Cigna members can continue to use Parrish Healthcare facilities for emergency services. However, at this time, we are considered a non-par facility for both BCBS and Cigna. For non-emergency services, we would fall under the respective plans' provisions for non-par health services.

***4. What about BCBS and Cigna members with long-term issues, like cancer, heart disease or other serious problems that might affect their ability to see their doctors?***

Only services provided by Parrish Healthcare are affected; it is the BCBS and Cigna contracts with the hospital and Parrish Medical Group that are being ended. Patients will need to contact BCBS or Cigna to make any necessary changes to their providers.

***5. Why hasn't an agreement been reached?***

BCBS's and Cigna's positions results in Parrish Healthcare accepting financial losses and accepting rates considerably less than what they are paying to other larger health care systems. That is neither possible nor acceptable. We continue to be lowest cost provider of health care in the area and have not increased our rates to keep health care affordable for the people we serve.



**6. *Will Parrish Healthcare still see BCBS and Cigna members? If so, how will it work from this point forward?***

BCBS and Cigna members are covered if they come to the hospital for emergency services. Non-emergency services will be handled on a non-par basis in accordance with the members' employer health plans.

**7. *Why doesn't Parrish Healthcare just accept what BCBS and Cigna are offering?***

No one, non-profit or not, can operate at a loss or accept rates grossly lower than what these insurance giants are paying others for the same services.

**8. *What about maternity care, if a BCBS or Cigna member is pregnant?***

Where insurance is concerned, under Florida law a woman who begins receiving pre-natal care at any point in her pregnancy must receive continued care and coverage until completion of postpartum care.

**9. *Can BCBS and Cigna members still use their physicians who practice at Parrish Healthcare even though Parrish Healthcare (Parrish Medical Center and Parrish Medical Group) does not have a contract with BCBS or Cigna?***

Yes, for services rendered in the physician's office as long as those physicians continue to have a contractual relationship with BCBS or Cigna. Parrish Healthcare's (including Parrish Medical Center and Parrish Medical Group), association with BCBS and Cigna are separate and independent from other physicians' relationships with BCBS or Cigna.

## **EXECUTIVE COMMITTEE**

Stan Retz, CPA, Chairman

Robert L. Jordan, Jr., C.M.

Herman A. Cole, Jr.

Elizabeth Galfo, M.D.

Maureen Rupe

George Mikitarian, President/CEO (non-voting)

**DRAFT AGENDA  
EXECUTIVE COMMITTEE  
NORTH BREVARD COUNTY HOSPITAL DISTRICT  
OPERATING  
PARRISH MEDICAL CENTER  
MONDAY, MARCH 3, 2025  
FIRST FLOOR, CONFERENCE ROOM 2/3/4/5  
IMMEDIATELY FOLLOWING FINANCE COMMITTEE**

### **CALL TO ORDER**

- I. Approval of Minutes

*Motion to approve the minutes of the January 6, 2025 meeting.*

- II. Reading of the Huddle

- III. District Bylaws Approval – Mr. Boyles

*Motion to approve the Resolution of the Board of Directors of the North Brevard County Hospital District Regarding the Amended and Restated Bylaws of the North Brevard County Hospital District.*

- IV. Attorney Report – Mr. Boyles

- V. Other

- VI. Executive Session (if needed)

### **ADJOURNMENT**

NOTE: IF A PERSON DECIDES TO APPEAL ANY DECISION MADE BY THE BOARD WITH RESPECT TO ANY MATTER CONSIDERED AT THIS MEETING, HE/SHE WILL NEED A RECORD OF PROCEEDINGS AND, FOR SUCH PURPOSES, MAY NEED TO ENSURE A VERBATIM RECORD OF THE PROCEEDINGS IS MADE AND THAT THE RECORD INCLUDES TESTIMONY AND EVIDENCE UPON WHICH THE APPEAL IS TO BE BASED.

PERSONS WITH A DISABILITY WHO NEED A SPECIAL ACCOMMODATION TO PARTICIPATE IN THIS PROCEEDING SHOULD CONTACT THE ADMINISTRATIVE OFFICES, AT 951 NORTH WASHINGTON AVENUE, TITUSVILLE, FLORIDA 32796, AT LEAST FORTY-EIGHT (48) HOURS PRIOR TO THE MEETING. FOR INFORMATION CALL (321) 268-6110.

THIS NOTICE WILL FURTHER SERVE TO INFORM THE PUBLIC THAT MEMBERS OF THE BOARD OF DIRECTORS OF NORTH BREVARD MEDICAL SUPPORT, INC. MAY BE IN ATTENDANCE AND MAY PARTICIPATE IN DISCUSSIONS OF MATTERS BEFORE THE NORTH BREVARD COUNTY HOSPITAL DISTRICT BOARD OF DIRECTORS EXECUTIVE COMMITTEE. TO THE EXTENT OF SUCH DISCUSSIONS, A JOINT PUBLIC MEETING OF THE NORTH BREVARD COUNTY HOSPITAL DISTRICT BOARD OF DIRECTORS EXECUTIVE COMMITTEE AND NORTH BREVARD MEDICAL SUPPORT, INC. SHALL BE CONDUCTED.

**NORTH BREVARD COUNTY HOSPITAL DISTRICT  
OPERATING  
PARRISH MEDICAL CENTER  
EXECUTIVE COMMITTEE**

A regular meeting of the Executive Committee of the North Brevard County Hospital District operating Parrish Medical Center was held on January 6, 2025, in Conference Room 2/3/4/5, First Floor. The following members were present:

Stan Retz, CPA, Chairman  
Robert L. Jordan, Jr., C.M., Vice Chairman  
Herman A. Cole, Jr.  
Elizabeth Galfo, M.D.  
Maureen Rupe  
George Mikitarian (non-voting)

Members Absent:  
None

A copy of the attendance roster of others present during the meeting is appended to the file copy of these minutes.

**CALL TO ORDER**

Mr. Retz called the meeting to order at 1:05 p.m.

**REVIEW AND APPROVAL OF MINUTES**

Discussion ensued and the following motion was made by Dr. Galfo, seconded by Mr. Cole, and approved (5 ayes, 0 nays, 0 abstentions).

***ACTION TAKEN: MOTION TO APPROVE THE NOVEMBER 6, 2024 MEETING MINUTES OF THE EXECUTIVE COMMITTEE OF THE BOARD, AS PRESENTED.***

**READING OF THE HUDDLE**

Dr. Galfo presented the Weekly Huddle.

**ATTORNEY REPORT**

Mr. Boyles notified the committee that next week he will send the amended bylaws via email for their review and feedback, noting that the bylaws will be brought to the February meeting for approval.

**OTHER**

There was no other business to come before the committee.

**ADJOURNMENT**

There being no further business to discuss, the committee adjourned at 1:11 p.m.

Stan Retz, CPA  
Chairman

**Resolution**  
*of the*  
**BOARD OF DIRECTORS**  
*of the*  
**NORTH BREVARD COUNTY HOSPITAL DISTRICT**  
  
**REGARDING AMENDMENT AND RESTATEMENT OF**  
**THE AMENDED AND RESTATED BYLAWS OF THE**  
**NORTH BREVARD COUNTY HOSPITAL DISTRICT DBA PARRISH**  
**MEDICAL CENTER(“RESOLUTION”)**

**RECITALS**

*Whereas*, the members of the Board of Directors (the “Board”) of the North Brevard County Hospital District (the “District”), d/b/a/ Parrish Medical Center (the “Hospital”), a special hospital district in Brevard County, Florida, have proposed amendments to the Amended and Restated Bylaws of the North Brevard County Hospital District including certain editorial revisions; and

*Whereas*, the Board wishes to give approval to the proposed amendments to the Amended and Restated Bylaws of the North Brevard County Hospital District; and

*Whereas*, these revisions were made and included in the latest version of such Amended and Restated Bylaws of the North Brevard County Hospital District; and

*Whereas*, pursuant to policy #9900-30, the Board finds that the amendment and restatement has been provided to the Medical Executive Committee (“MEC”) of the Parrish Medical Center Medical Staff; and

*Whereas*, the Board wishes to approve the current amendment and restatement of the Amended and Restated Bylaws of the North Brevard County Hospital District attached hereto as Exhibit “A” herein “Bylaws”.

**RESOLVED**

Resolved that the Board, pursuant to the terms of the District’s enabling legislation in Chapter 2003-362, *Laws of Florida*:

1. determines that the District would be best served by amending and restating the Bylaws to make certain editorial changes set forth therein.
2. hereby adopts the Bylaws attached hereto as Exhibit “A” and incorporated into this Resolution for the purpose of making certain editorial changes as set forth therein and as the Amended and Restated Bylaws of the North Brevard County Hospital District effective as of the date of this Resolution.

This Resolution shall take effect immediately upon its adoption.

PASSED, APPROVED AND ADOPTED this \_\_\_\_\_ day of March, 2025.

BOARD OF NORTH BREVARD COUNTY  
HOSPITAL DISTRICT

By: \_\_\_\_\_  
Robert L. Jordan, Jr. Chairman

ATTEST:

By: \_\_\_\_\_  
Elizabeth Galfo, MD, Secretary

PARRISH  
MEDICAL CENTER

TITUSVILLE, FLORIDA  
NORTH BREVARD COUNTY HOSPITAL  
DISTRICT

AMENDED AND RESTATED  
BYLAWS

Adopted by the Board of Directors  
~~March 6, 2023~~, 2025

BYLAWS  
OF  
NORTH BREVARD COUNTY HOSPITAL DISTRICT  
OPERATING  
PARRISH MEDICAL CENTER

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**BYLAWS**  
**OF**  
**NORTH BREVARD COUNTY HOSPITAL DISTRICT**  
**OPERATING**  
**PARRISH MEDICAL CENTER**

**PREAMBLE**

In accordance with Chapter 2003-362, Laws of Florida, as amended by the Florida Legislature from time to time, the Board of Directors of the North Brevard County Hospital District do hereby make and adopt the following Bylaws for the District and for the governing of the Medical Staff of such Hospital within the District.

**OBJECTIVES**

The objectives of the North Brevard County Hospital District shall be:

- To establish, construct, own, operate, equip, repair, lease and maintain a Hospital or Hospitals, and other health care facilities within the North Brevard County Hospital District service area, with permanent facilities that include inpatient beds, emergency services and outpatient medical services to provide diagnosis and treatment for the sick and injured and associated services such as may be developed.
- To carry on any educational activities and scientific research related to rendering care to the sick and injured, or to the promotion of health, that in the opinion of the Board of the North Brevard County Hospital District may be justified by the facilities, personnel, funds, and other requirements that are, or can be, made available.

- To do or perform any other act consistent with the Enabling Act, the purposes enumerated in these Bylaws and any other activity not otherwise prohibited by law.
- To participate, so far as circumstance may warrant, in any activity designed and~~7~~ carried on to promote the general health of the community.

## **DEFINITIONS**

1. **AUXILIARY** means the Parrish Medical Center Auxiliary which is a group of volunteers that serves as a part of the Hospital under the authority of the Board and management of the District to render service to the Hospital, its patients, and visitors.
2. **BOARD COMMITTEE** means standing and special committees established by the Board of Directors.
3. **BOARD OF DIRECTORS** or **BOARD** means the governing body of the Hospital.
4. **CHAIR** means an individual serving as a presiding member of a Board Committee as set forth in the Bylaws.
5. **CHAIRPERSON** means the individual elected by the Board to serve as its Chairperson and presiding officer of the Board.
6. **CHIEF EXECUTIVE OFFICER/PRESIDENT** means the individual appointed by the Board to act on its behalf in the overall administrative management of the Hospital.
7. **CLINICAL PRIVILEGES** mean the rights granted to a practitioner to render those diagnostic, therapeutic, medical, dental, podiatric, or surgical services, specifically delineated to him or her.
8. **EX-OFFICIO** means service as a member of a body by virtue of an office or position held and, unless expressly prohibited, means with voting rights.

9. HOSPITAL means the North Brevard County Hospital District as created under The Act, and doing business as Parrish Medical Center.
10. MEDICAL STAFF means all practitioners who are granted privileges by the Board to attend patients or to provide other diagnostic, therapeutic, teaching, or research services in the Hospital.
11. MEDICAL STAFF MEMBERSHIP STATUS means all matters relating to medical staff appointment and reappointment to clinical services and other clinical unit affiliations, and to staff category assignments.
12. MEDICO-ADMINISTRATIVE OFFICER means a practitioner, engaged by the Hospital either full or part-time in an administratively responsible capacity, whose activities also include clinical responsibilities such as direct patient care or supervision of these patient care activities of other practitioners under his direction.
13. PHYSICIAN means an individual with an M.D. or D.O. degree who is fully licensed by the State of Florida to practice medicine in all its phases.
14. PRACTITIONER means, unless otherwise expressly limited, any fully licensed physician, dentist, ~~or~~ podiatrist, [Advanced Practice Registered Nurse \(APRN\), Certified Registered Nurse Anesthetist \(CRNA\) Physician Assistants, and midwives \(both certified nurse midwives and licensed midwives\)](#) applying for or exercising clinical privileges in this Hospital.
15. THE ACT means the law designated as Chapter 2003-362, Laws of Florida, as amended by the Florida Legislature from time to time.

## **ARTICLE I. BOARD OF DIRECTORS**

### **1.1 LOCATION OF PRINCIPAL OFFICE**

The principal office and regular meeting place of the Board of the North Brevard County Hospital District shall be in the Parrish Medical Center, 951 North Washington Avenue, Titusville, Florida.

## 1.2 LOCATION OF MEETINGS

Regular and special meetings of the Board of the North Brevard County Hospital District shall be held in the Parrish Medical Center, 951 North Washington Avenue, Titusville, Florida. Any regular or special meetings may also be held in another facility within the North Brevard County Hospital District as determined by the Board and/or if necessary to accommodate public attendance in excess of the meeting facilities available at the Hospital.

## 1.3 ORDER OF BUSINESS AT REGULAR AND SPECIAL MEETINGS

At regular and special meetings of the Board, business shall be transacted in such order as the Board may from time to time determine. At any meeting called in conformity to the foregoing provisions, there shall be no required limitations upon the nature or number of matters which may be heard and acted upon unless otherwise prohibited by Florida Statutes.

## 1.4 QUORUM

A quorum at a regular or special meeting of the Board means a majority of members of the Board then holding office, but not less than five (5).

## 1.5 PARTICIPATING MANNER OF VOTING

Voting upon all matters coming before the Board shall be by voice vote, unless a vote by roll call shall be demanded by a member of the Board in which case the Secretary shall call the roll and the manner of voting of each member shall be noted in the minutes. The Chairperson and all members present shall vote on all matters coming before the Board. No member shall participate in any matter which inures to his or her special private gain or loss or the special private gain or loss of any principal by whom he or she is retained or to the parent organization or subsidiary of

a corporate principal by which he or she is retained or which he or she knows would inure to the special private gain or loss of a relative or business associate of the member, without first disclosing the nature of the interest in the matter. Such disclosure, indicating the nature of the conflict, shall be made in a written memorandum filed with the Secretary and shall be incorporated in the minutes; if the disclosure is initially made orally at a meeting attended by the member, the written memorandum disclosing the nature of the conflict shall be filed within fifteen (15) days with the Secretary and shall be incorporated in the minutes. Voting shall be in conformance with Section 112.3143, Florida Statutes. No member shall vote in an official capacity upon any measure which would inure to his or her special private gain or loss; which he or she knows would inure to the special private gain or loss of any principal by whom he or she is retained or to the parent organization or subsidiary of a corporate principal by which he or she is retained, other than an agency as defined in s. 112.312(2); or which he or she knows would inure to the special private gain or loss of a relative or business associate of the member. Such member shall, prior to the vote being taken, publicly state to the Board the nature of the member's interest in the matter from which he or she is abstaining from voting and, within 15 days after the vote occurs, disclose the nature of his or her interest as a public record in a memorandum filed with the Secretary, who shall incorporate the memorandum in the minutes.

#### 1.6 MEETING DATE

The Board shall annually at its regular January meeting prepare a schedule of the dates and time of its regular meetings and file the same with the Board of County Commissioners of Brevard County and the City of Titusville. Special meetings of the Board may be called at any time by the Chairperson, or in the Chairperson's absence by the Vice Chairperson, or any three members of the Board.

#### 1.7 MINUTES



Board and Board Committee minutes shall be in writing and shall reflect the action taken. In addition, the minutes shall reflect the motion, the names of the members who made motions, and those who made seconds thereto, the fact that discussion was had by the Board ( or Board Committee), and the recording of the vote taken, nay votes recorded by name. In addition to the foregoing, the minutes should include the following information:

- (a) The date of the meeting;
- (b) The members in attendance;
- (c) The members who were absent (with or without excuse);
- (d) Others present;
- (e) When the meeting was called to order and by whom;
- (f) Whether the meeting was a regular or special meeting;
- (g) That a quorum was present;
- (h) The approval of any previous minutes; and
- (i) The time of adjournment.

#### 1.8 ATTENDANCE AND REMOVAL

Members are expected to attend all special and regular meetings. Members must have seventy-five percent (75%) attendance unless excused by the Chairperson. Any Board member may be removed from office in the event a request for removal for proven violation of policies and procedures established by the Board is approved by two-thirds (2/3) of the membership of the Board and in the event the majority of the Governing Board responsible for appointing such member approves of such removal without the necessity of any requirement of advice and consent as provided herein for appointment.

#### 1.9 CODE OF ETHICS

1.9-1 In carrying out their responsibilities, the members of the Board, ex-officio and other committee members are obligated:

- (a) To acquaint themselves with laws, regulations, and policies relating to public hospitals and specifically to the Hospital, and to observe and enforce them.
- (b) To support the principle that the basic function of the members of the Board is policy making, not administrative.
- (c) To represent at all times the entire Hospital community.
- (d) To transact Hospital business only in Board meetings, realizing that individual members have no legal status to bind the Board outside of such meetings.
- (e) To give the Chief Executive Officer full administrative authority for properly discharging his or her professional duties, and to hold him or her responsible for acceptable results.
- (f) To recognize that the Chief Executive Officer has full responsibility to represent the full Board for the day to day operation of the Hospital.
- (g) To treat all information relating to Hospital employees, patients, and personnel as confidential, except for information deemed public under Florida law.
- (h) To accept and support Board decisions once they are made and to make a good faith effort to assist in carrying them out effectively.
- (i) To bring to the attention of the other members of the Board and to the Chief Executive Officer any possible conflict of interest, and to support and comply with the Policy regarding Restrictions on Anti-Competitive Activity and Competing Financial Interests of Board members attached to and incorporated herein by reference as Appendix 1.9-1(i).

## **ARTICLE II. OFFICERS**

## 2.1 OFFICERS

The officers of the Hospital shall be a Chairperson, a Vice-Chairperson, a Secretary, and a Treasurer and such other officers as the Board may elect or appoint, including without limitation additional Vice-Chairpersons, Assistant Secretaries, and Assistant Treasurers. The Board shall appoint a Chief Executive Officer to carry out the duties and responsibilities as outlined in Article IV. The Chief Executive Officer shall have such title as designated by the Board.

## 2.2 ELECTION AND TENURE

The Board shall, as their first order of business, on the first regular meeting in January every odd year, elect the officers described in Section 2.1 with the exception of the Chief Executive Officer. Officers elected shall serve a term of two (2) years. Members of the Board seeking appointment to an office shall submit their name and proposed office to the Secretary of the Board on or before December 30 preceding the January Board meeting. The Secretary of the Board shall prepare and present a ballot to the Board that contains the names and offices to which members of the Board seek election. Additional nominations for any office may be made from the floor at such meeting.

## 2.3 VACANCIES

Should a vacancy in Board membership occur, the vacancy on the Board shall be appointed in accordance with the Act and applicable Florida Statutes, as amended. Should any officer of the Board resign his or her office while at the same time retaining membership on the Board or should a vacancy in any office occur due to the discontinuance of Board membership on the part of the officer, the office shall be filled by election of the Board to be held at the next succeeding Board meeting after such vacancy or resignation occurs. As provided in Section 2.2, the Secretary or Chief Executive Officer shall submit any prospective officer's names to the Board. The Secretary shall prepare and present a ballot to the Board that contains the names of any

prospective officer. Additional nominations for the office may be made from the floor at such meeting. The Board shall vote upon the names submitted along with any other floor nominations from the Board for the vacant office. The newly elected officer shall serve for the remainder of the term of the resigning officer.

## 2.4 DUTIES OF OFFICERS

### 2.4-1 CHAIRPERSON

The Chairperson is the presiding officer of the Board and presides at all meetings of the Board. Except as otherwise specified, the Chairperson shall also serve as an ex-officio member of all Board Committees. The Chairperson may sign on behalf of the Hospital any documents or instruments which the Board has authorized to be executed, except where the signing and execution thereof is expressly delegated by the Board or by these bylaws to some other officer or agent, or required by law to be otherwise signed or executed. The Chairperson shall also perform all duties incident to the office of Chairperson and such other duties as may be prescribed by the Board from time to time. The Chairperson shall be responsible for establishing the agenda and order of business for each Board meeting and shall have full discretion regarding scheduling of pending business.

### 2.4-2 VICE CHAIRPERSON

The Vice-Chairperson shall perform such duties as may be assigned by the Board or the Chairperson. In the absence of the Chairperson or when, for any reason, the Chairperson is unable or refuses to perform his or her duties, the Vice-Chairperson shall perform those duties with full powers of, and subject to the restrictions on, the Chairperson. When there is more than one Vice-Chairperson, the Vice-Chairperson will assume the Chairperson's responsibilities and authority in the order of their designation or, if no designation, in the order of their election.

### 2.4-3 TREASURER

The Treasurer shall keep or cause to be kept correct and accurate accounts of the properties and financial transactions of the Hospital and in general perform all duties incident to the office and such other duties as may be assigned from time to time by the Chairperson or the Board. The Treasurer may delegate any of his or her duties to any duly elected or appointed Assistant Treasurers or to the Hospital's Vice President - Finance or Controller, if no Vice President - Finance is then serving. The Treasurer shall serve at all times as Chairperson of the Finance Committee.

#### 2.4-4 SECRETARY

The Secretary shall provide for the keeping of minutes of all meetings of the Board and Board Committees, and shall assure that such minutes are filed with the records of the Hospital. The Secretary shall give or cause to be given appropriate notices in accordance with these bylaws, or as required by law, and shall act as custodian of all Board records and reports and of the Board seal, assuring that it is affixed, when required by law, to documents executed on behalf of the Board. The Secretary shall also keep or cause to be kept a roster showing the names of the current members of the Board and their addresses. The Secretary shall perform all duties incident to the office and such other duties as may be assigned from time to time by the Board or Chairperson of the Board. The Secretary may delegate any of his or her duties to any duly elected or appointed Assistant Secretary or a Recording Secretary.

#### 2.5 LEGAL COUNSEL

The Board shall retain the services of a qualified licensed attorney to represent the Board, who shall serve at the pleasure of the Board.

### **ARTICLE III. BOARD COMMITTEES**

#### 3.1 GENERAL

##### 3.1-1 APPOINTMENT AND TERM

Except as specified in these Bylaws, all Board Committee members shall be appointed by the Chairperson of the Board at the annual meeting of the Board, or at the next meeting. All appointments shall be subject to the approval of the Board. Each Board Committee at its organizational meeting shall select a Chair and Vice Chair unless otherwise provided herein. In the event of the absence of the Chair, the Vice- Chair shall serve as Chair. The Chair and all other members of each standing committee shall hold office until the next annual meeting of the Board, or until their successors are appointed and approved. The Chair and all other members of any special committee shall hold office until the sooner occurrence that the assigned task of such special committee is completed or the next annual meeting of the Board. The Chairperson of the Board shall have the power to fill any vacancies that occur on Board Committees for the remaining term of any vacancy.

#### 3.1-2 REPORTS AND AUTHORITY OF BOARD COMMITTEES

All Board Committees shall maintain written minutes of their meetings available to the Board and shall report in writing to the Board, as necessary or requested. The functions and responsibilities of each standing committee of the Board shall be as provided in these Bylaws or as otherwise assigned by the Chairperson or specified by resolution of the Board. The functions and responsibilities of any special committee shall be limited to the scope and term of such assigned task as specified by resolution of the Board.

#### 3.1-3 MEETINGS

Each committee of the Board shall meet at such dates and times as necessary to accomplish its duties and as designated by the Board at its regular January meeting. Special meetings of any Board committee may be called at any time by its Chair or any three members of the committee.

#### 3.1-4 QUORUM

A majority of the voting members of a Board Committee constitutes a quorum for the transaction of business at any meeting of such committee. A majority vote of the members present shall be required for committee actions. In the absence of a quorum, a committee Chair may designate any Board member present at such meeting to serve as a voting alternate. If in attendance, the President of the Medical Staff shall serve as a voting alternate for any absent physician member of a committee. Any voting alternate so appointed shall participate during the continuation of such meeting until a quorum is later established by appearance of the regular committee member for whom such voting alternative has been appointed. Any regular committee member shall commence participation upon the conclusion of any discussion and/or vote of the matter under review by the committee at the time of such member's appearance at the meeting.

### 3.1-5 OTHER COMMITTEE MEMBERS

In order to assist the Board and its various committees in furtherance of the Hospital's mission and goals, the Chairperson of the Board may submit for Board approval additional voting members for each Board Committee who are not members of the Board or the Chief Executive Officer, and if two (2) are selected, consideration shall be given to having at least one (1) an active member of the Medical Staff. The Executive Committee, [Finance Committee](#), and the Joint Conference Committee shall be exempt from this provision. The prospective members shall be subject to the following:

- (a) The qualifications of any potential committee member must be credible and documented. Particular expertise, position in the community, demonstrated abilities, and resumes should be considered.
- (b) Any potential committee member must submit his or her application and statement of qualifications in writing, acknowledging that his or her membership on the Board Committee binds them to attend the requisite committee meetings

and appropriate Board meetings, he or she is able to vote on Board Committee matters without abstention because of conflict of interest and he or she is bound by all applicable provisions of each section of these Bylaws specifically including Sections 1.8 and 1.9, and the Policy regarding Restrictions on Anti-Competitive Activity and Competing Financial Interests of Board Members attached to and incorporated herein by reference as Appendix 1.9-1(i).

- (c) Any potential Board Committee member may not have or may not reasonably plan on having directly or indirectly a significant business or financial relationship with the Hospital. “Indirectly” shall mean, but not be limited to, a relationship through ownership of an artificial entity or by a closely-related family member. “Closely-Related” shall have the meaning set forth in Appendix 1.9-1(i), Section 6a.
- (d) Any additional voting member of any Board Committee who is not a member of the Board shall not serve as Chair of that Board Committee.

## 3.2 EXECUTIVE COMMITTEE

### 3.2-1 COMPOSITION

The Executive Committee shall be composed of the Chairperson of the Board, the Vice-Chairperson, who shall serve as Chair, the Secretary, the Treasurer and Board member-at-large elected by the Board. The Chief Executive Officer shall serve as a nonvoting member.

### 3.2-2 FUNCTIONS

The Executive Committee shall be charged with the following responsibilities:

- (a) The Executive Committee shall, during intervals between the meetings of the Board, have the authority to take such action as is necessary to meet emergencies arising between meetings of the Board, and in cases where delayed action might



be harmful to the institution. The action taken by the Executive Committee shall be confirmed by the Board at its next subsequent meeting. Minutes of the Executive Committee shall be distributed to all members of the Board.

- (b) The Executive Committee shall review the Bylaws and Governing Board policies at least every two (2) years. Except as otherwise required, the Executive Committee shall meet in November of every even year and prepare a report to the Board, recommending revisions or amendments to the same. If no revisions or amendments are recommended, the report shall so state. All proposed amendments to the Bylaws shall be presented to the Board as provided in Article IX.
- (c) Upon the request of the Chief Executive Officer, the Executive Committee shall review the action of the Medical Executive Committee with regard to initial medical staff appointments, clinical privileges, and/or reappointments and make recommendations to the full Board prior to final Governing Board action, and any other circumstance felt necessary by the Chairperson.
- (d) Assess the general results and effectiveness of the Quality Assessment and Improvement Program, evaluate changes that have been made or should be made to improve the quality and efficiency of patient care within the Hospital and make recommendations as warranted by its findings.
- (e) Annually review the peer review procedures conducted by the Hospital.
- (f) The Executive Committee shall be responsible and oversee all compliance matters for the Hospital including, but not limited, to those compliance matters relating to Federal and State regulations. As such, the Executive Committee shall work with and coordinate with the Chief Corporate Compliance Officer of the Hospital

concerning such compliance matters and shall regularly (at least annually) receive reports from the Chief Corporate Compliance Officer concerning ongoing compliance matters and compliance efforts within the Hospital.

- (g) Perform such other related duties as may be assigned.

### 3.3 FINANCE COMMITTEE

#### 3.3-1 COMPOSITION

The Finance Committee shall consist of the Board Treasurer as Chair and at least three (3) other members of the Board. In addition, one representative of the Medical Staff, nominated by the President of the Medical Staff and appointed by the Chairperson of the Board shall serve on the Finance Committee as a voting member. The Chief Executive Officer shall serve as a nonvoting member.

#### 3.3-2 FUNCTIONS

The Finance Committee shall be charged with the responsibility to:

- (a) Review the financial feasibility of Hospital projects and undertakings referred to it by the Board or Chairperson of the Board, and make recommendations thereon to the Board.
- (b) Make recommendations to the Board concerning the general fiscal affairs of the Hospital.
- (c) Review and make recommendations to the Board concerning the Hospital's annual operating budget, the capital expenditure budget, and requirements for long-term financing.
- (d) Routinely review the financial statements and appraise the Hospital's operating performance.

- (e) Make recommendations to the Board concerning the financial condition and operation of the Hospital.
- (f) Review and make appropriate reports and recommendations to the Board concerning the financial implications of personnel policies of the Hospital; including compensation, employment practices, employee benefits, employee health and welfare services, retirement programs and staffing practices.
- (g) Make recommendations to the Board regarding the Hospital insurance program which is designed to protect the fiscal and financial resources of the Hospital.
- (h) Perform such other related duties as may be assigned to it.

### 3.4 PLANNING, PHYSICAL FACILITIES, AND PROPERTIES COMMITTEE

#### 3.4-1 COMPOSITION

The Planning, Physical Facilities, and Properties Committee shall consist of the Chairperson and at least three (3) other members of the Board. In addition, the President of the Medical Staff will serve as a voting member and the Chief Executive Officer will serve as a nonvoting member.

#### 3.4-2 FUNCTIONS

The Planning, Physical Facilities, and Properties Committee shall be charged with the responsibility to:

- (a) Review and make recommendations to the Board concerning short and long-range development plans for the Hospital to assure that a comprehensive program of services is attuned to meeting the healthcare needs of the community and the purposes of the Hospital, to the extent feasible within the Hospital's resources.
- (b) Oversee the maintenance of the physical plants, including the planning and maintenance of the grounds, and submit recommendations to the Board.

- (c) Develop and review plans for the improvement or expansion of buildings and other permanent improvements including parking areas and streets, and shall generally oversee any construction work from a policy standpoint.
- (d) Provide information to the Board on changes and trends in the healthcare field and the community which may influence the modification of Hospital services and facilities.
- (e) Perform such other related duties as may be assigned to it.

### 3.5 EDUCATIONAL, GOVERNMENTAL, AND COMMUNITY RELATIONS COMMITTEE

#### 3.5-1 COMPOSITION

The Educational, Governmental, and Community Relations Committee shall consist of the Chairperson and at least two (2) other members of the Board. In addition, one representative of the Medical Staff, nominated by the President of the Medical Staff and approved by the Board, will serve as a voting member. The Chief Executive Officer will serve as a nonvoting member.

#### 3.5-2 FUNCTIONS

The Educational, Governmental, and Community Relations Committee shall be charged with the responsibility to:

- ~~(a) Every six (6) months, review the educational programs to be conducted by the Hospital over the next six month period; review objectives for those educational programs to be offered; make suggestions to improve educational programs; receive and review reports of the educational activities for the previous six (6) months; review the line item budget(s) established for educational programming presented by the Hospital and recommend changes or acceptance of such budget(s) to the Board.~~

- (ba) Act as a liaison between the Jess Parrish Medical Foundation, Inc. (the “Foundation”), and the Board to review health related programs presented by the Foundation for the benefit of the Hospital and community, as well as any fund raising activity that benefits the Hospital.
- ~~(e) Recommend to the Board the development of community relationships with civic, governmental, educational and professional organizations based on the community’s current health care needs, issues, activities, goals and future plans of the Hospital.~~
- (db) Use all reasonable means to educate itself, the Board, the Foundation, the medical staff, Hospital employees, and the community concerning existing, pending and proposed changes to the healthcare system, the restructuring of healthcare financing and any and all issues and activities which may affect the quality of health care.
- ~~(e) Study and recommend programs to educate the public as to the essential needs of the Hospital, seek to promote a general understanding and awareness of the Hospital’s facilities/services through a planned program of public education and information, cooperating with national, state and local associations to stimulate support in the community for the Hospital’s facilities and programs.~~
- (fc) Develop and maintain a comprehensive orientation program for new members of the Board based on input from Board members, management, and the medical staff; be responsible for the annual review of existing orientation programs, gathering input from the Board for modifications, deletions, additions and changes to the program; develop and maintain a continuing educational program

based on present healthcare issues, future healthcare trends, and the identified informational needs of the Board.

- (gd) Distribute to the Board in October of every odd year a Board self-evaluation with results tabulated and reported at the November Board meeting for discussion.
- (he) Make periodic reports and recommendations to the Board as requested.
- (if) Perform such other related duties as may be assigned.

### 3.6 JOINT CONFERENCE COMMITTEE

#### 3.6-1 COMPOSITION

The Committee shall be composed of four (4) members from the Board, the Chief Executive Officer, and four (4) members of the Medical Staff who shall be the President, Vice President, and two (2) members of the Medical Executive Committee appointed by the President of the Medical Staff. Members of Hospital senior management shall attend as directed from time to time by the Chief Executive Officer. All recommendations shall require a two-thirds (2/3) vote of the total membership of the committee. The Chair of the Joint Conference Committee shall alternate with the Chairperson of the Board serving as Chair during even numbered years and the President of the Medical Staff during odd numbered years.

#### 3.6-2 FUNCTIONS

The Committee shall serve as an educational and liaison group to promote open communication between the Board, Administration and the Medical Staff regarding appropriate matters, including, but not limited to the following:

- (a) Communication
- (b) Bylaws
- (c) Reports of the Medical Staff
- (d) Credentials

- (e) Quality Improvement
- (f) The Joint Commission and its Standards

### 3.6-3 AGENDA

The agenda shall be prepared jointly by the Chairperson of the Board, the Chief Executive Officer and the President of the Medical Staff.

### 3.6-4 REPORTS

The Joint Conference Committee shall transmit written reports of its actions to the Board and the Medical Staff.

## 3.7 AUDIT COMMITTEE

### 3.7-1 COMPOSITION

The Audit Committee shall be comprised of a Chair and three (3) other members of the Board all appointed by the Chairperson of the Board.

### 3.7-2 FUNCTIONS

The Audit Committee shall be charged with the following responsibilities:

- (a) Make regular reports to the Board.
- (b) Review the annual audited financial statements with management, including major issues regarding accounting and auditing principles and practices as well as the adequacy of internal controls that could significantly affect the Hospital's financial statements.
- (c) Review an analysis prepared by management and the independent auditor of significant financial reporting issues and judgments made in connection with the preparation of the Hospital's financial statements.

- (d) Meet periodically with management to review the Hospital's major financial risk exposures and the steps management has taken to monitor and control such exposures.
- (e) Review major changes to the Hospital's auditing and accounting principles and practices suggested by the independent auditor or management.
- (f) Recommend to the Board the appointment of the independent auditor, which firm is ultimately accountable to the Committee and the Board.
- (g) Recommend the fees to be paid to the independent auditor for approval by the Board.
- (h) Receive periodic written reports from the independent auditor regarding the auditor's independence (including, without limitation, describing all relationships between the independent auditors and the Hospital) discuss such reports with the auditor, and if so determined by the Committee, recommend that the Board take "appropriate action to satisfy itself of the independence of the auditor."
- (i) Evaluate together with the Board the performance of the independent auditor and, if so determined by the Committee, recommend that the Board replace the independent auditor.
- (j) Meet with the independent auditor prior to the audit to review the planning and staffing of the audit.
- (k) Discuss with the independent auditor the matters required to be discussed pursuant to Public Company Accounting Oversight Board auditing standards for audits of financial statements for fiscal years ending on or after December 15, 2020 including those applicable to governmental entities and specifically AU Section 800 relating to the conduct of the audit.



- (l) After the audit, review with the independent auditor the result of the audits, any problems or difficulties the auditor may have encountered, and any management letter provided by the auditor and the Hospital's response to that letter. Such review should include any difficulties encountered in the course of the audit work, including any restrictions on the scope of activities or access to required information and any changes and recommendations made as a result of the audit including, without limitation, change in internal control and in accounting methods.
- (m) Advise the Board with respect to the Hospital's policies and procedures regarding compliance with the Hospital's Code of Conduct related to or disclosed by the audit.
- (n) Review with the Hospital's legal counsel legal matters that may have a material impact on the financial statements.
- (o) Meet at least annually with the Vice President - Finance/Chief Financial Officer and the independent auditor in separate sessions.
- (p) Conduct investigations (including but not limited to the engagement of outside experts as approved by management and the Executive Committee of the Board, so long as such experts' fee are less than ~~Ten~~Twelve Thousand Dollars (\$~~10,000~~12,000)) to resolve disagreements, if any, between the independent auditor and management, or to assure compliance with the Hospital's Code of Conduct.
- (q) Review quarterly financial statements with management and the independent auditor.

- (r) Operate in accordance with the principles and terms of the Audit Committee Charter attached as Appendix 3.7 to these Bylaws. While the Audit Committee has the responsibilities and powers set forth herein and in its Charter, it shall be the duty and responsibility of Hospital management to determine that the Hospital's financial statements are complete and accurate and are in accordance with the U.S. generally accepted accounting principles.

### 3.8 COMPENSATION COMMITTEES FOR THE PRESIDENT/CHIEF EXECUTIVE OFFICER AND FOR OTHER HOSPITAL SENIOR LEADERSHIP

#### 3.8-1 (a) COMPOSITION OF THE COMPENSATION COMMITTEE FOR THE PRESIDENT/CHIEF EXECUTIVE OFFICER

This Committee shall be composed of one member who shall be the Director serving in the position of Chairperson of the Board. This Committee shall be supported by the Hospital's legal counsel (or his/her representative) and/or such other selected individual(s) in the discretion of the Chairperson of the Board.

#### 3.8-1 (b) COMPOSITION OF THE COMPENSATION COMMITTEE FOR OTHER HOSPITAL SENIOR LEADERSHIP

This Committee shall be composed of two members who shall be those currently serving in the positions of Chairperson of the Board and President/Chief Executive Officer of the Hospital.

This Committee shall be supported by the Hospital's legal counsel (or his/her representative) and/or such other selected individual(s) in the discretion of this Committee's members.

#### 3.8-2 FUNCTIONS

##### (a) FUNCTIONS OF THE COMPENSATION COMMITTEE FOR THE PRESIDENT/CHIEF EXECUTIVE OFFICER

This Committee shall review the Hospital's corporate goals and objectives in the context of the compensation arrangements provided for the President/Chief Executive Officer. This

Committee shall develop and integrate a compensation program for the President/Chief Executive Officer into the Hospital's strategic planning process.

The principal functions of this Committee are:

- (i) Periodically (at least annually) review and analyze Hospital compensation arrangements with the President/Chief Executive Officer.
- (ii) Work with the Hospital's legal counsel or external consultants to evaluate and compare hospital senior management compensation trends on national, regional, and local levels to ensure that the President/Chief Executive Officer compensation is reasonable and appropriately established.
- (iii) Develop Hospital compensation arrangements and programs for the President/Chief Executive Officer, including the base salary, systems for incentive compensation, non- cash compensation, and other supplemental compensation programs for approval by the Board.
- (iv) Negotiate, on behalf of the Board, compensation arrangements regarding the President/Chief Executive Officer employment contract and/or severance and retirement packages.

(b) FUNCTIONS OF THE COMPENSATION COMMITTEE FOR OTHER  
HOSPITAL SENIOR LEADERSHIP

This Committee shall review the Hospital's corporate goals and objectives in the context of the compensation arrangements provided for the Hospital Senior Leadership consisting of those individuals whose title is commonly known as Vice Presidents, Senior Vice Presidents, Executive Vice President, CFO and similarly titled positions ( "Senior Leadership"). This Committee shall develop and integrate a Senior Leadership compensation program into the Hospital's strategic planning process.

The principal functions of the Committee are:

- (a) Periodically (at least annually) review and analyze Hospital compensation arrangements with Senior Staff.
- (b) Work with the Hospital's legal counsel or external consultants to evaluate and compare hospital Senior Leadership compensation trends on national, regional, and local levels to ensure that the Senior Leadership compensation is reasonable and appropriately established.
- (c) Develop Hospital compensation arrangements and programs for Senior Leadership, including the base salary, systems for incentive compensation, non-cash compensation, and other supplemental compensation programs for approval by the Board and the Chief Executive Officer.
- (d) Negotiate, on behalf of the Board, and with the authority of the CEO, the compensation packages and/or severance and retirement packages of Senior Leadership members.

### 3.9 QUALITY COMMITTEE

#### 3.9-1 COMPOSITION

The Quality Committee shall be comprised of a Chair and at least four (4) other members of the Board. In addition, the President of the Medical Staff and the chairs or their designees of the following Medical Staff committees: Medical Staff Bylaws Committee, Utilization Management/Medical Records Committee, and Credentials and Medical Ethics Committee, will serve as voting members, and the Chief Executive Officer will serve as a nonvoting member. The Quality Committee Chair shall be elected annually by a majority of Quality Committee members.

### 3.9-2 FUNCTIONS

The principle function of the Quality Committee shall be to fulfill the responsibilities outlined in Article VI of these Bylaws regarding Quality Assessment and Improvement. The Committee will provide the mechanism through which Hospital administration and the Medical Staff are held accountable for the activities delegated to them in Article VI. The Quality Committee will take a proactive approach as it advises the Board regarding policies to “improve the overall quality and efficiency of patient care in the Hospital” and in the community, for instance, by setting/recommending adoption of standards and guidelines for quality care. The Quality Committee is designed to work in collaboration with the Medical Staff and Administration to achieve the Board’s safety and quality goals. The Quality Committee shall act in collaboration with Medical Staff committees. In addition, non-standing committees of the Board that deal primarily with quality, clinical outcomes, etc. will report to the Quality Committee. The Committee’s responsibilities include, but are not limited to the following:

- (a) Receive periodic reports from the ~~Patient Care Improvement~~Quality Management Committee, and advise the Board regarding patient care improvement at the Hospital.
- (b) Receive periodic reports from the Medical Executive Committee and/or Medical Directors, as they relate to quality, and advise the Board regarding what action, if any, is to be taken regarding the reports.
- (c) Establish measures for clinical outcomes and identify appropriate comparative standards; monitor the hospital’s performance against these standards; report findings and recommended actions to the Board.
- (d) ~~Reviews~~Review and comment on the clinical findings of all licensure, accreditation, and certification surveys of the Hospital.

- (e) Review and comment on the Hospital's Physician Manpower Plan.
- (f) Review and comment on all proposed amendments to the Medical Staff bylaws relating to quality of care.
- (g) Review and comment on the results of all community services needs surveys or studies involving the Hospital's markets or service areas.
- (h) Review and comment on the reasonableness of all proposed physician services agreements with the Hospital or its affiliates.
- (i) Request and review, at its discretion, reports from any individual, group, or committee related to quality.

### 3.10 INVESTMENT COMMITTEE

#### 3.10-1 COMPOSITION

The Investment Committee shall be comprised of no more than five (5) members all of whom shall be members of the Finance Committee and all of whom shall be appointed by the Chairperson of the Board. The Vice President – Finance /Chief Financial Officer shall also be a member of the Investment Committee.

#### 3.10-2 FUNCTIONS

The Investment Committee shall be charged with the responsibility to:

- (a) Review investment and performance of the Operating Funds of the Hospital.
- (b) Oversee the actions of the ~~Pension Administration~~Retirement Planning

Committee ~~and Trustees for~~of the North Brevard County Hospital District ~~Pension Plan and its~~403(b) and 457(b) Plans and the implementation of the ~~Pension~~ Investment Guidelines of the Board of Directors (Policy Number 9500-5004).

- (c) Implement the provisions of the Operating Funds Investment Policy of the North Brevard County Hospital District (Policy Number 9500-5003).

- (d) Report, from time-to-time, to the Board concerning the performance of the Operating Funds and implementation of Policy Number 9500-5003.
- (e) Recommend institutions which will serve as depositories for operating funds and investments.
- (f) Perform such other actions as may be assigned from time-to-time by the Board.

### 3.11 RETIREMENT PLANNING COMMITTEE

The Retirement Planning Committee is a subcommittee of the Investment Committee that may be formed by the Chairperson of the Investment Committee to coordinate and review the types of retirement investment options and retirement plans that may be offered by the District. Its composition shall include at least one member of the Board of the Directors and such other Members as may be appointed by the Chairperson of the Investment Committee (subject to the approval of the Board of Directors) but shall not have less than three (3) members nor more than seven (7) members. The members shall hold office for three-year terms, except that the terms of the initial Members shall be staggered so that no more than two (2) members' terms will expire the same year. Any Member may resign at any time by notice in writing filed with the Chairperson of the Investment Committee with a copy to the Board of Directors. Vacancies shall be filled promptly by said Chairperson for the remainder of the term of the vacant Member. The Committee shall elect a Chairman and a Vice-Chairman from among its members and a Secretary, who need not be a member of the Committee. It may appoint such agents, who need not be members of the Committee, as it may deem necessary for the effective performance of its duties, whether ministerial or discretionary, as the Committee may deem expedient or appropriate. The compensation, if any of such agents shall be fixed by the Committee within limits set by the North Brevard County Hospital District Board.

The action of the Committee shall be determined by the vote or other affirmative expression of a majority of its members in attendance where a quorum is present. The Chairman or the Vice-Chairman, in his absence, may execute any certificate or other written direction on behalf of the Committee.

The Committee shall hold meetings upon written notice of at least 24 hours, at such place or places and at such time or times as it may from time to time determine. Meetings may be called by the Chairman or any two Members. A majority of the members of the Committee at the time in office shall constitute a quorum for the transaction of business.

Committee members may waive in writing the necessity of advance notice.

Members of the Committee shall serve without compensation for services as such, but the Hospital shall pay or reimburse the Committee for all expenses reasonably incurred by the Committee, including the compensation of its agents.

#### **ARTICLE IV. CHIEF EXECUTIVE OFFICER**

##### **4.1 APPOINTMENT**

The Board of Directors shall select and appoint a competent experienced Hospital administrator to serve as the Chief Executive Officer and to be the direct executive representative of the Board in the management of the Hospital. The Chief Executive Officer shall be given the necessary authority and be held responsible for the management of the Hospital in all its departments subject only to the policies enacted by the Board and to such orders as may be issued by the Board pertaining to the administration of the Hospital.

##### **4.2 AUTHORITY AND DUTIES**

The Chief Executive Officer, subject to the directions of the Board, shall have the following authority and duties:



- (a) Prepare and submit to the Board for approval a plan for the organization of the personnel concerned with the operation of the Hospital.
- (b) Select, employ, control and have authority to discharge any Hospital employee. Employment shall be subject to budget authorization granted by the Board.
- (c) Report to the Board at regular and special meetings all significant items of business of the Hospital and make recommendations concerning the disposition thereof.
- (d) Submit regularly, in cooperation with the appropriate committees of the Board, periodic reports showing the patient care and professional services rendered and the financial activities of the Hospital, and prepare and submit any budget data that may be required by the Board.
- (e) Attend all meetings of the Board when possible and attend meetings of the various committees of the Board when so required by the Committee Chairperson.
- (f) Serve as a liaison between the Board and the Medical Staff of the Hospital. The Chief Executive Officer will cooperate with the Medical Staff and will endeavor to secure like cooperation on the part of all concerned with rendering professional services to the end that the patients may receive the best possible care.
- (g) Make recommendations concerning the purchase of equipment, supplies, and services by the Hospital.
- (h) Keep informed of all new developments in the medical and administrative areas of Hospital administration.
- (i) Oversee the physical plant, Hospital building and grounds; and keep them in good state of repair, conferring with the appropriate committee of the Hospital Board

in major matters, but carrying out routine repairs and maintenance without such consultation.

- (j) Supervise all business affairs such as the records of financial transactions, collection of accounts and purchase and issuance of supplies, and be certain that all funds are collected and expended to the best possible advantage.
- (k) Supervise the preservation of the permanent medical records of the Hospital and act as designated custodian of all Hospital records.
- (l) Select, secure and keep in force, in companies duly authorized to do business in Florida, or in such other programs as approved by the Board, such insurance as is necessary including but not limited to physical property, liability, malpractice, vehicle, fire, extended coverage insurance, and such other insurance, and in such amounts as may be deemed proper.
- (m) Designate, in writing, other individuals by name or position who are, in order of succession, authorized to act during any period of absence of the Chief Executive Officer from the Hospital.
- (n) Perform such other duties as the Board shall from time to time direct.

## **ARTICLE V. MEDICAL STAFF**

### **5.1 ORGANIZATION**

The Board of the Hospital has the ultimate authority for the management of the Hospital.

Pursuant to this authority, the Board has created a Medical Staff organization to be known as the Medical Staff of Parrish Medical Center. Membership in this Medical Staff organization is a prerequisite to the exercise of clinical privileges in the Hospital, except as otherwise specifically provided in the Medical Staff Bylaws.

### **5.2 MEDICAL STAFF BYLAWS**

The Medical Staff shall collaborate with the Board in drafting the Medical Staff Bylaws, Rules and Regulations. Procedures for the review and consideration of all applications for appointment or reappointment to the Medical Staff or any action to suspend, terminate, modify or restrict the privileges of any member of the Medical Staff shall be established in the Medical Staff Bylaws. Neither the Medical Staff nor the Board may unilaterally amend or suspend the Medical Staff Bylaws, Rules and Regulations and when adopted by the Medical Staff and approved by the Board, they shall become binding jointly upon both bodies. Nothing contained in the Medical Staff Bylaws and Rules and Regulations shall be contrary to any State or Federal laws, the terms of the Act, or the provisions of these Bylaws. In the event there should exist any conflict or any inconsistency between these Bylaws and the Bylaws, Rules and Regulations of the Medical Staff, the inconsistency will be referred to the Joint Conference Committee for recommendation to and final determination by the Board.

### 5.3 MEMBERSHIP

Medical Staff membership status shall be granted by the Board in its sole discretion on such terms and conditions as the Board deems proper in order to provide the best available professional care to Hospital patients. All applications for membership to the Medical Staff and/or the granting of clinical privileges shall be presented in writing to and on forms prescribed and provided only by the Chief Executive Officer.

### 5.4 INSTITUTIONAL NEED

The needs and resources of the Hospital will be considered in making appointments to the Medical Staff and in granting clinical privileges to staff members. All appointments and grants of privileges must be consistent with the needs and resources of the Hospital which include:

- (a) Preservation of a relationship between the facilities available and the number of practitioners requiring access to these facilities which will allow the most

effective patient care. Such facilities include the number of hospital beds, operating rooms and special equipment and/or treatment areas.

- (b) Provision of both general and special medical services, particularly those not otherwise available either in the Hospital or in the primary service area.
- (c) Satisfactory participation by all members of the Medical Staff in the professional activities of that body and demonstrated support of the Hospital's mission and goals.
- (d) Satisfactory demonstration of the capability to work cooperatively and professionally with fellow members of the Medical Staff and with all categories of Hospital employees.
- (e) Preservation of the Hospital's Quality Assessment and Improvement Program to include assurances and findings that the quality of patient care will not be adversely affected by any practitioner's inability to maintain an appropriate level of proficiency because of an insufficient number of patients or applicable procedures, the Medical Staff's inability to assure necessary assistance or qualified supervision, or the Hospital's inability to provide sufficient facilities.
- (f) Satisfactory adoption and adaptation related to electronic medical records and other technology implemented by the Hospital.
- (g) Satisfactory performance related to quality measures adopted by the Hospital or its payors.

## 5.5 CONTRACT PHYSICIANS

A practitioner employed by the Hospital, either part-time or full-time, in a purely administrative capacity or with no patient admitting privileges is subject to the regular personnel policies of the

Hospital and to the terms of his or her contract or other conditions of employment and need not be a member of the Medical Staff.

## **ARTICLE VI. QUALITY ASSESSMENT AND IMPROVEMENT**

### **6.1 BOARD RESPONSIBILITY**

The Board shall establish, maintain, support and exercise oversight of an ongoing Quality Assessment and Improvement Program that includes specific and effective review, evaluation and monitoring mechanisms to assess, preserve and improve the overall quality and efficiency of patient care in the Hospital.

### **6.2 DELEGATION TO ADMINISTRATION AND TO THE MEDICAL STAFF**

#### **6.2-1 TO ADMINISTRATION**

The Board delegates to the administration and holds it accountable for providing the administrative assistance reasonably necessary to support and facilitate the implementation and ongoing operation of the Hospital's Quality Assessment and Improvement Program as it concerns non-medical professional personnel and technical staffs and patient care units, and for analyzing information and acting upon problems involving technical, administrative and support services and Hospital policy.

#### **6.2-2 TO THE MEDICAL STAFF**

The Board delegates to the Medical Staff and holds it accountable for conducting specific activities that contribute to the preservation and improvement of the quality of patient care provided by the Medical Staff members in the Hospital. These activities include:

- (a) Systematic evaluation of practitioner performance against explicit, pre-determined criteria.

- (b) Ongoing monitoring of critical aspects of care, including but not limited to antibiotic and drug usage, transfusion practices, surgical outcomes, infections, morbidities and mortalities, and monitoring of unexpected clinical occurrences.
- (c) Review of utilization of the Hospital's resources to provide for their proper and timely allocation to patients.
- (d) Review and recommend to the Board only those clinical privileges to practitioners that are consistent with the recognized needs and facilities of the Hospital as provided in Section 5.4 of these Bylaws.
- (e) Provision for continuing professional education, including needs identified through the review, evaluation and monitoring activities of the Quality Assessment and Improvement Program developments.
- (f) Definition of the clinical privileges which may be appropriately granted within the Hospital and within each service, delineation of clinical privileges for members of the Medical Staff commensurate with individual credentials and demonstrated ability and judgment, and participation in assigning patient care responsibilities to other health care professionals consistent with individual qualifications and demonstrated ability.
- (g) Management of clinical affairs, including enforcement of clinical policies and consultation requirements, initiation of disciplinary actions, surveillance of requirements for performance monitoring and for the exercise of newly- acquired clinical privileges, and like clinically-oriented activities.
- (h) Such other measures as the Board may deem necessary for the preservation and improvement of the quality and efficiency of patient care, after giving due

consideration to the advice of the Medical Staff, Hospital administration, or other professionals.

### 6.3 INDEMNIFICATION

The Hospital shall indemnify, each Board member, officer, employee and agent of the Hospital in the manner and to extent provided by the laws of the State of Florida, as amended from time to time. The indemnification shall apply to all matters whenever arising. The right of indemnification herein provided shall be in addition to any and all rights to which any director, officer, agent or employee might otherwise be entitled and the provision hereof shall neither impair nor adversely affect such rights. Such indemnification shall extend to each member of the Medical Staff serving as an officer of the Medical Staff or on any committee or department of the Hospital or Medical Staff, or otherwise participating in any Hospital or Medical Staff activity conducted pursuant to these or the Medical Staff bylaws, against any claims made against any Medical Staff member as a result of good faith actions taken on behalf of the Hospital, as long as there is no evidence of misconduct on the part of the staff member and the staff member follows all Hospital approved procedures in connection with any peer review, credentialing or other activities.

## ARTICLE VII. HOSPITAL ~~AUXILIARY~~VOLUNTEERS

### 7.1 NAME AND PURPOSE

The Board has authorized the creation of a volunteer group under the oversight and direction of the Board of Directors of the Hospital and management of the Hospital to provide ~~volunteers~~volunteer services at the Hospital ~~called "The Parrish Medical Center Auxiliary"~~. The purpose of this group of volunteers is to render volunteer services to the Hospital, its patients, and visitors subject to the direction and oversight of the administration of the Hospital. Any funds which may accumulate as a result of these activities will be used in such a manner as will benefit

the Hospital or the Jess Parrish Medical Foundation, Inc., as determined from time to time by the Administration of the Hospital. Such funds shall be the property of the Hospital.

## 7.2 ORGANIZATION AND GOVERNMENT

The ~~Auxiliary~~volunteers will be organized to be of service to the Hospital and is responsible to the Hospital Board through the Chief Executive Officer or his designee.

## 7.3 OTHER VOLUNTEER SERVICES

Other individuals or organized groups who wish to perform volunteer services in the Hospital, shall first obtain a letter of agreement delineating the authorized term and scope of services from the Chief Executive Officer or his designee.

# ARTICLE VIII. THE ACT

The exercise any of the authorities or duties of the Board by these Bylaws, shall be guided by the provisions contained in Chapter 2003-362, Laws of Florida, as amended from time to time by the Florida Legislature, creating the Hospital District, and defining the procedures, requirements and limitations, pertaining to such authorities or duties.

# ARTICLE IX. AMENDMENTS

Amendments to these Bylaws may be made by a majority vote of not less than five (5) members of the Board present at any regular or special meeting of the Board, provided that the proposed amendment shall have been presented either at a prior meeting or through the mail to each director not less than ten (10) days prior to the meeting and further provided such amendment has been reviewed in accordance with such additional policies or procedures as adopted by the Board.

# ARTICLE X. PROCEDURES



All meetings and affairs of the Board, the Hospital, the Medical Staff, and all committees thereof shall be conducted in accordance with Robert's Rules of Order, as revised from time to time, except as otherwise provided by law, or these bylaws, or unless a majority of those in attendance and entitled to vote at any such meeting shall elect not to do so. Provided, failure to comply with Robert's Rules of Order, as revised, from time to time shall not invalidate any action of the Board or any Committees of the Board.

APPROVED and adopted by the Governing Board this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_.

\_\_\_\_\_, Chairperson

\_\_\_\_\_, Secretary

Adopted: November 15, 1983

Implemented: January 1, 1984

Amended: July 19, 1988

Implemented: August 1, 1988

Amended: Article 1.5, September 20, 1988

Amended: Article 1.5, February 28, 1989

Amended: Article 2.2, September 26, 1989

Amended: Article 3.2-1(d), October 28, 1990

Amended: Article 3.5-2 (k) change to (l) December 18, 1990

Amended: Article 5.5-5 December 18, 1990

Amended: Definition #12 March 26, 1991

Amended and Restated: December 15, 1992

Amended: Article 3.5-2, September 8, 1993

Amended: Article 3.1-5, 3.2-1, February 7, 1994

Amended: Article 3.1-4, September 11, 1995

Amended: Article 1.1.1, June 2, 1997

(New Section: Article 1.1.2, June 2, 1997)

Amended: November 2, 1998

Amended: September 8, 1999

Amended: December 02, 2002

Amended: April 3, 2006

Amended: June 6, 2007

Amended: January 5, 2009

Amended: August 6, 2012

Amended: October 5, 2015

Amended: December 5, 2016

Amended: January 7, 2019

Amended: December 7, 2020

Amended: March 6, 2023

## **APPENDIX 1.9-1(i)**

### **NORTH BREVARD COUNTY HOSPITAL DISTRICT POLICY REGARDING RESTRICTIONS ON COMPETING FINANCIAL INTERESTS AND ANTI-COMPETITIVE ACTIVITY OF MEMBERS OF THE BOARD OF DIRECTORS**

#### **RECITALS**

*WHEREAS*, the North Brevard County Hospital District (“District”), d/b/a Parrish Medical Center (the “Hospital”), pursuant to its public mission, is committed to providing District residents with a broad range of cost-effective, quality patient care services;

*WHEREAS*, the Hospital Board of Directors (the “Board”), pursuant to the District’s enabling legislation and bylaws, has the duty and authority to establish appropriate policies and procedures for the governance, management, and operation of the Hospital including, but not limited to, a policy regarding competing financial interests and anti-competitive activity of Active Members (as defined in Section 1 of this Appendix 1.9-1(i)) to protect the integrity of Board decision-making and fiscal soundness of the Hospital;

*WHEREAS*, if individuals with competing financial interests are allowed to serve on the Board or committees of the Board, such individuals might use their relationship with the Hospital and information obtained from the Hospital to benefit themselves or their competing financial interests at the expense of the Hospital, thus undermining the ability of the Hospital to continue to serve its public purpose and provide a broad range of quality, cost effective services for District residents;

*WHEREAS*, if Active Members are allowed to engage in activities that promote the interests of Hospital competitors at the expense of the Hospital then such activities could also undermine the ability of the Hospital to continue to serve its public purpose;

*WHEREAS*, the Board has determined that it is in the best interest of the District to establish a policy prohibiting such Active Members from serving who have an incentive, directly or indirectly, by virtue of possessing competing financial interest or engaging in anti-competitive activity, to jeopardize the fiscal soundness of the Hospital;

*WHEREAS*, the State of Florida has enacted certain legal standards for public officials regarding conflicts of interest to which Active Members are subject and this Policy is meant to supplement, and not replace, this existing body of law; and

*WHEREAS*, the federal government also has an interest in preserving the public benefit of certain organizations, including the District, to whom it has granted an exemption from federal income taxation.

*NOW, THEREFORE*, it is resolved that the Board shall adopt the following policy regarding competing financial interests and anti-competitive activity of Active Members ("Policy"):

## **POLICY**

1. **Duty of Loyalty.** All members of the Board, together with ex-officio and other members of committees of the Board and the President of the Medical Staff (collectively referred to as "Active Members"), have a legal and ethical duty of undivided loyalty and to exercise the utmost good faith in their relationships with and for the Hospital, to act in the best interests of the Hospital, and to exercise their responsibilities with due care and loyalty to the Hospital's interests.

2. **Prohibition on Competing Financial Interests.** Individuals who have a Competing Financial Interest, as defined in this Policy, shall not serve as an Active Member, either on an appointed, elected, or ex-officio basis, unless such Competing Financial Interest violation under this Policy is waived by resolution of the Board under circumstances determined by the Board to be in the Hospital's best interest.

3. **Prohibition on Anti-Competitive Activity.** Active Members are prohibited from engaging in Anti-Competitive Activity, as defined in this Policy, unless such Anti-Competitive Activity violation under this Policy is waived by resolution of the Board under circumstances determined by the Board to be in the Hospital's best interest.

4. **Sanctions.** The Board, in accordance with the Act and its Bylaws, shall proceed to remove any Active Member who violates this Policy and who refuses to resign when requested by the Board.

5. **Board Appointment.** The Chief Executive Officer and Board shall actively encourage public officials and bodies with Active Member appointment power not to appoint to the Board any individual in violation of this Policy.

6. **Definitions.**

For purposes of this Policy:

a. The term "Competing Financial Interest" shall mean a financial interest held by an Active Member, a closely-related family member of an Active Member, or a trust, estate, business, company, partnership, or other organization or enterprise of an Active Member or closely-related family member of an Active Member, in a Hospital Competitor which appears to conflict with his or her decisions or actions as an Active Member. Examples of interests deemed to be Competing Financial Interests under this Policy are included on Exhibit A attached hereto. These examples are not exhaustive and the Board shall be free to determine on a case by case basis whether other circumstances qualify as a Competing Financial Interest.

For purposes of this definition, "closely-related" shall mean related by blood or marriage as father, mother, husband, wife, son, daughter, or any other direct lineal

ancestor or descendant, sister, brother, uncle, aunt, nephew, niece, first cousin, mother-in-law, father-in-law, brother-in-law, sister-in-law, son-in-law, or daughter-in-law.

b. The term “Anti-Competitive Activity” shall mean the support of, or engaging in, a policy, transaction or conduct that directly or indirectly provides a financial benefit to a Hospital Competitor to the detriment of the Hospital or District residents. Examples of Anti-Competitive Activities under this Policy are included on Exhibit B attached hereto. These examples are not exhaustive and the Board shall be free to determine on a case by case basis whether other circumstances qualify as an Anti-Competitive Activity.

c. The term “Hospital Competitor” shall mean a facility or business:

(1) with a level of competition against the Hospital that is substantial in relation to the total business of the Hospital; or

(2) within a 50 mile radius of the Hospital that is an acute care general hospital, a medical/surgical hospital, a specialty hospital, a rehabilitation center, an extended care facility or nursing home, an outpatient or inpatient surgery center, an emergency center, a home health service, a health maintenance organization or similar direct care provider, an ambulance service, a birthing center or an inhalation, respiratory or physical therapy center, a clinic with a primary mission to treat Acquired Immune Deficiency Syndrome or similar diseases, or an entity providing Ancillary Medical Care Services (as hereinafter defined).

For purposes of this definition, “Ancillary Medical Care Services” shall mean and include, (i) any form of testing for diagnostic or therapeutic purposes, (ii) provision or operation of a laboratory (including, without limitation, a pathology laboratory or a clinical laboratory), (iii) diagnostic imaging services (which include, without limitation, the following testing facilities: fluoroscopy, x-ray, plane film radiography, computerized tomography (CT), ultrasound, radiation therapy, mammography and breast diagnostics, nuclear medicine testing and magnetic resonance imaging), (iv) physical therapy services, or respiratory therapy service, and (v) the provision of any medical or related service to or for any person that is in addition to the examination and diagnosis of patients performed directly by a physician or by other health care professionals under the direct supervision of a physician, or a facility operated for the provision of any such service.

Notwithstanding the foregoing, Hospital Competitor shall not mean a physician medical office practice providing laboratory and diagnostic imaging to any such physician’s own patients, so long as such services are merely ancillary and incidental to such physician’s primary medical practice and do not constitute the physician’s primary medical practice or specialty nor the predominant services rendered by such physician to physician’s patients and so long as such patients for whom such laboratory or diagnostic imaging services are performed are not referred to such physician primarily for the purpose of obtaining such laboratory or diagnostic imaging services.

7. **Procedures for Addressing Policy Violations.** Whenever there is reason to believe that a violation of this Policy exists, the Board shall consider the matter during a public

meeting, unless an exemption is provided under law. A member of the Board subject to the inquiry shall be entitled to vote unless prohibited by law.

8. **Procedures for Investigating Violations of this Policy.** The Hospital shall be authorized to collect and maintain appropriate financial and other data to investigate and support decisions relating to this Policy. To this end, when reasonable suspicion exists that a violation of this Policy has occurred, the Hospital Chief Executive Officer (“CEO”) or his/her designee shall have the authority to demand and receive from each Board Member, for review by the Hospital’s senior administration or its legal counsel, financial information, records and such other information related to the potential violation under review. Any failure by a Board member to furnish information requested by the CEO pursuant to this Policy within thirty (30) days shall constitute a violation of this Policy.

9. **Disclosure of Competing Financial Interests and Anti-Competitive Activity.** Active Members shall annually complete a prescribed form (attached and incorporated into this Policy, as may be amended from time to time) to disclose Competing Financial Interests and to verify the absence of Anti-Competitive Activity on the part of the Active Member. Any failure by an Active Member to submit an attestation form as described in this Section 9 by January 30 of each year of the Active Member’s service and to update the form within thirty (30) days after acquisition of any Competing Financial Interest or participation in any Anti-Competitive Activity shall constitute a violation of this Policy.

10. **Application of this Policy.** This Policy is intended to supplement, but not replace, any Florida law governing ethical conduct and conflicts of interest applicable to public officials.

## EXHIBIT A

### Examples of Competing Financial Interests

Examples of Competing Financial Interests that may be considered as disqualifying for Active Members under this Policy include, but are not limited to, the following:

- a. Direct or indirect investment in, holding indebtedness of, or having a compensation arrangement with a Hospital Competitor;
- b. Employment by, or participation in, the administration, management, or governance of a Hospital Competitor. This description includes, but is not limited to, the following positions: Member of the Board of Directors, Medical Staff Officer, Medical Staff Executive Committee Member, Committee Chairperson or Vice Chairperson, Medical Director or a member of a Planning Committee;
- c. Employment by, or practice with, a medical group practice that is primarily or significantly affiliated with a Hospital Competitor; and
- d. Affiliation with a Hospital Competitor that may reasonably give rise to a concern that the individual may not be entirely impartial and disinterested in making decisions in the best interests of the Hospital.

The following are examples of financial interests that, without more, generally shall not be considered to be Competing Financial Interests under this Policy:

- a. Membership on the medical staff of a Hospital Competitor;
- b. Medical practice in the same specialty as employed physicians of the Hospital; and
- c. Passive investment(s) in publicly traded stocks of a Hospital Competitor.

## EXHIBIT B

### Examples of Anti-Competitive Activities

Examples of Anti-Competitive Activities that may be considered as disqualifying for Active Members under this Policy include, but are not limited to, the following:

- a. Public or private promotion of a Hospital Competitor at the expense of the Hospital;
- b. Diverting away from the Hospital, through referrals unrelated to patient preference or medical needs, or through other means, District residents to a Hospital Competitor;
- c. Public display of disruptive actions against the Hospital that harm the Hospital's image or reputation in the community; and
- d. Employment by, or participation in, the administration, management, or governance of a Hospital Competitor. This description includes, but is not limited to, the following positions: Member of the Board of Directors, Medical Staff Officer, Medical Staff Executive Committee Member, Committee Chairperson or Vice Chairperson, Medical Director or a member of a Planning Committee.

The following are examples activities that, without more, generally shall not be considered to be Anti-Competitive Activities under this Policy:

- e. Non-public efforts, within the Hospital channels, to suggest improvements or to make constructive changes, such as to improve health care quality, access to care, or customer service;
- f. Participation in health-related or other educational civic activities in the District;
- g. Reporting of legal, professional, or ethical problems of persons or entities, either internally within the Hospital, or to government officials;
- h. Membership on the medical staff of a Hospital Competitor;
- i. Medical practice in the same specialty as employed physicians of the Hospital;
- j. Lawful activities unrelated to the competitive business interests of the Hospital; and
- k. Affiliation with a Hospital Competitor that may reasonably give rise to a concern that the individual may not be entirely impartial and disinterested in making decisions in the best interests of the Hospital.



## ACTIVE MEMBER ATTESTATION STATEMENT

I have read and understand the North Brevard County Hospital District Policy Regarding Restrictions on Competing Financial Interests and Anti-Competitive Activity of Active Members.

In accordance with this Policy, while I am a member of the Board of Directors, the President of the Medical Staff, or a member of a Board of Directors committee, I shall not engage in any personal or business activity in violation of the Policy. Further, in accordance with this Policy, below I have set forth all my existing Competing Financial Interests and Anti-Competitive Activity as described in this Policy. I agree to either resign my position with the Board or a committee of the Board or to completely divest and disassociate with any activity or interest in violation of this Policy before accepting or continuing my Board position with the Hospital or on a committee of the Board. I further understand that, in accordance with this Policy, I am responsible for providing to the Chief Executive Officer of Parrish Medical (“CEO”) or his/her designee within thirty (30) days any information requested by the CEO in order to ensure my compliance with this Policy and any refusal or delay on my part in providing this information will be considered a violation of this Policy.

I understand that the purpose of this Policy is far reaching and it may cover situations not specifically addressed in this Policy. Accordingly, I understand that this Policy is meant to supplement, but not to replace, (i) any applicable laws governing conflicts of interest applicable to members of the governing body of public hospitals, and (ii) good judgment. Thus, I will respect this Policy’s spirit and purpose as well as its wording.

My existing Competing Financial Interests and Anti-Competitive Activity are reported in the following space:

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I attest that the following is true and correct. I agree to update this statement within thirty (30) days after I acquire any Competing Financial Interest or engage in any Anti-Competitive Activity not previously fully disclosed.

By: \_\_\_\_\_

Date: \_\_\_\_\_

### **APPENDIX 3.7**

#### **AUDIT COMMITTEE CHARTER**

The Audit Committee is appointed by the Chairperson of the Board of Directors (the “Board”) of the North Brevard County Hospital District (the “Hospital”) to assist the Board in monitoring (1) the integrity of the financial statements of the Hospital, and (2) the independence and performance of the Hospital’s external auditors.

There shall be four (4) members of the Audit Committee, including one (1) member appointed as Chair by the Chairperson of the Board. The committee will be composed solely of directors who are independent of the management of the Hospital and are free of any relationship that, in the opinion of the Board, may interfere with their exercise of independent judgment as a committee member.

All members must be or become financially literate and at least one (1) member must have accounting or related financial management experience (i.e., experience as a Chief Executive Officer, or Chief Financial Officer of a business, or as a Certified Public Accountant, or similar experience), in each case it shall be in the judgment of the Chairperson of the Board.

The committee shall meet at least four (4) times per year or more frequently as circumstances require. A majority of the members must be present to constitute a quorum. The committee may ask members of management or others to attend the meetings and provide pertinent information as necessary. Meetings must be conducted in accordance with Florida Statute §286 and Article I, Section 24 of the Florida Constitution, unless the subject matter of the meeting allows the

committee to meet in executive session. The committee is expected to maintain free and open communication with management and the independent auditors. The Audit Committee shall:

- (a) Make regular reports to the Board.
- (b) Review the annual audited financial statements with management, including major issues regarding accounting and auditing principles and practices as well as the adequacy of internal controls that could significantly affect the Hospital's financial statements.
- (c) Review an analysis prepared by management and the independent auditor of significant financial reporting issues and judgments made in connection with the preparation of the Hospital's financial statements.
- (d) Meet periodically with management to review the Hospital's major financial risk exposures and the steps management has taken to monitor and control such exposures.
- (e) Review major changes to the Hospital's auditing and accounting principles and practices as suggested by the independent auditor or management.
- (f) Recommend to the Board the appointment of the independent auditor, which firm is ultimately accountable to the Committee and the Board.
- (g) Recommend the fees to be paid to the independent auditor for approval by the Board.
- (h) Receive periodic written reports from the independent auditor regarding the auditor's independence (including, without limitation, describing all relationships between the independent auditors and the Hospital) discuss such reports with the

auditor, and if so determined by the Committee, recommend that the Board take appropriate action to satisfy itself of the independence of the auditor.

- (i) Evaluate together with the Board the performance of the independent auditor and, if so determined by the Committee, recommend that the Board replace the independent auditor.
- (j) Meet with the independent auditor prior to the audit to review the planning and staffing of the audit.
- (k) Discuss with the independent auditor the matters required to be discussed by Auditing Standard No. 16 relating to the conduct of the audit.
- (l) After the audit, review with the independent auditor the result of the audits, any problems or difficulties the auditor may have encountered and any management letter provided by the auditor and the Hospital's response to that letter. Such review should include any difficulties encountered in the course of the audit work, including any restrictions on the scope of activities or access to required information and any changes and recommendations made as a result of the audit including, without limitation, change in internal control and in accounting methods.
- (m) Advise the Board with respect to the Hospital's policies and procedures regarding compliance with the Hospital's Code of Ethics related to or disclosed by the Audit.
- (n) Review with the Hospital's legal counsel legal matters that may have a material impact on the financial statements.

- (o) Meet at least annually with the Vice President – Finance / Chief Financial Officer and the independent auditor in separate sessions.
- (p) Conduct investigations (including but not limited to the engagement of outside experts as approved by management and the Executive Committee of the Board of Directors, so long as such experts' fee is less than ~~Two~~Twelve Thousand Dollars (\$~~2,000~~12,000) to resolve disagreements, if any, between the independent auditor and management, or to assure compliance with the Hospital's Code of Ethics.
- (q) Review quarterly financial statements with management and the independent auditor. While the Audit Committee has the responsibilities and powers set forth in this Charter, it shall be the duty and responsibility of Hospital management to determine that the Hospital's financial statements are completed and accurate and are in accordance with the U.S. generally accepted accounting principles applicable to the North Brevard County Hospital District.

<b>Summary report:</b> <b>Litera Compare for Word 11.4.0.111 Document comparison done on</b> <b>2/26/2025 3:54:41 PM</b>	
<b>Style name:</b> Default Style	
<b>Intelligent Table Comparison:</b> Active	
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Format changes	0
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PARRISH  
MEDICAL CENTER

TITUSVILLE, FLORIDA  
NORTH BREVARD COUNTY HOSPITAL  
DISTRICT

AMENDED AND RESTATED  
BYLAWS

Adopted by the Board of Directors  
\_\_\_\_\_, 2025

BYLAWS  
OF  
NORTH BREVARD COUNTY HOSPITAL DISTRICT  
OPERATING  
PARRISH MEDICAL CENTER

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**BYLAWS**  
**OF**  
**NORTH BREVARD COUNTY HOSPITAL DISTRICT**  
**OPERATING**  
**PARRISH MEDICAL CENTER**

**PREAMBLE**

In accordance with Chapter 2003-362, Laws of Florida, as amended by the Florida Legislature from time to time, the Board of Directors of the North Brevard County Hospital District do hereby make and adopt the following Bylaws for the District and for the governing of the Medical Staff of such Hospital within the District.

**OBJECTIVES**

The objectives of the North Brevard County Hospital District shall be:

- To establish, construct, own, operate, equip, repair, lease and maintain a Hospital or Hospitals, and other health care facilities within the North Brevard County Hospital District service area, with permanent facilities that include inpatient beds, emergency services and outpatient medical services to provide diagnosis and treatment for the sick and injured and associated services such as may be developed.
- To carry on any educational activities and scientific research related to rendering care to the sick and injured, or to the promotion of health, that in the opinion of the Board of the North Brevard County Hospital District may be justified by the facilities, personnel, funds, and other requirements that are, or can be, made available.
- To do or perform any other act consistent with the Enabling Act, the purposes enumerated in these Bylaws and any other activity not otherwise prohibited by law.

- To participate, so far as circumstance may warrant, in any activity designed and carried on to promote the general health of the community.

## **DEFINITIONS**

1. **AUXILIARY** means the Parrish Medical Center Auxiliary which is a group of volunteers that serves as a part of the Hospital under the authority of the Board and management of the District to render service to the Hospital, its patients, and visitors.
2. **BOARD COMMITTEE** means standing and special committees established by the Board of Directors.
3. **BOARD OF DIRECTORS** or **BOARD** means the governing body of the Hospital.
4. **CHAIR** means an individual serving as a presiding member of a Board Committee as set forth in the Bylaws.
5. **CHAIRPERSON** means the individual elected by the Board to serve as its Chairperson and presiding officer of the Board.
6. **CHIEF EXECUTIVE OFFICER/PRESIDENT** means the individual appointed by the Board to act on its behalf in the overall administrative management of the Hospital.
7. **CLINICAL PRIVILEGES** mean the rights granted to a practitioner to render those diagnostic, therapeutic, medical, dental, podiatric, or surgical services, specifically delineated to him or her.
8. **EX-OFFICIO** means service as a member of a body by virtue of an office or position held and, unless expressly prohibited, means with voting rights.
9. **HOSPITAL** means the North Brevard County Hospital District as created under The Act, and doing business as Parrish Medical Center.

10. MEDICAL STAFF means all practitioners who are granted privileges by the Board to attend patients or to provide other diagnostic, therapeutic, teaching, or research services in the Hospital.
11. MEDICAL STAFF MEMBERSHIP STATUS means all matters relating to medical staff appointment and reappointment to clinical services and other clinical unit affiliations, and to staff category assignments.
12. MEDICO-ADMINISTRATIVE OFFICER means a practitioner, engaged by the Hospital either full or part-time in an administratively responsible capacity, whose activities also include clinical responsibilities such as direct patient care or supervision of these patient care activities of other practitioners under his direction.
13. PHYSICIAN means an individual with an M.D. or D.O. degree who is fully licensed by the State of Florida to practice medicine in all its phases.
14. PRACTITIONER means, unless otherwise expressly limited, any fully licensed physician, dentist, podiatrist, Advanced Practice Registered Nurse (APRN), Certified Registered Nurse Anesthetist (CRNA) Physician Assistants, and midwives (both certified nurse midwives and licensed midwives) applying for or exercising clinical privileges in this Hospital.
15. THE ACT means the law designated as Chapter 2003-362, Laws of Florida, as amended by the Florida Legislature from time to time.

## **ARTICLE I. BOARD OF DIRECTORS**

### **1.1 LOCATION OF PRINCIPAL OFFICE**

The principal office and regular meeting place of the Board of the North Brevard County Hospital District shall be in the Parrish Medical Center, 951 North Washington Avenue, Titusville, Florida.

## 1.2 LOCATION OF MEETINGS

Regular and special meetings of the Board of the North Brevard County Hospital District shall be held in the Parrish Medical Center, 951 North Washington Avenue, Titusville, Florida. Any regular or special meetings may also be held in another facility within the North Brevard County Hospital District as determined by the Board and/or if necessary to accommodate public attendance in excess of the meeting facilities available at the Hospital.

## 1.3 ORDER OF BUSINESS AT REGULAR AND SPECIAL MEETINGS

At regular and special meetings of the Board, business shall be transacted in such order as the Board may from time to time determine. At any meeting called in conformity to the foregoing provisions, there shall be no required limitations upon the nature or number of matters which may be heard and acted upon unless otherwise prohibited by Florida Statutes.

## 1.4 QUORUM

A quorum at a regular or special meeting of the Board means a majority of members of the Board then holding office, but not less than five (5).

## 1.5 PARTICIPATING MANNER OF VOTING

Voting upon all matters coming before the Board shall be by voice vote, unless a vote by roll call shall be demanded by a member of the Board in which case the Secretary shall call the roll and the manner of voting of each member shall be noted in the minutes. The Chairperson and all members present shall vote on all matters coming before the Board. No member shall participate in any matter which inures to his or her special private gain or loss or the special private gain or loss of any principal by whom he or she is retained or to the parent organization or subsidiary of a corporate principal by which he or she is retained or which he or she knows would inure to the special private gain or loss of a relative or business associate of the member, without first disclosing the nature of the interest in the matter. Such disclosure, indicating the nature of the conflict, shall be made in a written memorandum filed with the Secretary and shall be

incorporated in the minutes; if the disclosure is initially made orally at a meeting attended by the member, the written memorandum disclosing the nature of the conflict shall be filed within fifteen (15) days with the Secretary and shall be incorporated in the minutes. Voting shall be in conformance with Section 112.3143, Florida Statutes. No member shall vote in an official capacity upon any measure which would inure to his or her special private gain or loss; which he or she knows would inure to the special private gain or loss of any principal by whom he or she is retained or to the parent organization or subsidiary of a corporate principal by which he or she is retained, other than an agency as defined in s. 112.312(2); or which he or she knows would inure to the special private gain or loss of a relative or business associate of the member . Such member shall, prior to the vote being taken, publicly state to the Board the nature of the member's interest in the matter from which he or she is abstaining from voting and, within 15 days after the vote occurs, disclose the nature of his or her interest as a public record in a memorandum filed with the Secretary, who shall incorporate the memorandum in the minutes.

#### 1.6 MEETING DATE

The Board shall annually at its regular January meeting prepare a schedule of the dates and time of its regular meetings and file the same with the Board of County Commissioners of Brevard County and the City of Titusville. Special meetings of the Board may be called at any time by the Chairperson, or in the Chairperson's absence by the Vice Chairperson, or any three members of the Board.

#### 1.7 MINUTES

Board and Board Committee minutes shall be in writing and shall reflect the action taken. In addition, the minutes shall reflect the motion, the names of the members who made motions, and those who made seconds thereto, the fact that discussion was had by the Board ( or Board



Committee), and the recording of the vote taken, nay votes recorded by name. In addition to the foregoing, the minutes should include the following information:

- (a) The date of the meeting;
- (b) The members in attendance;
- (c) The members who were absent (with or without excuse);
- (d) Others present;
- (e) When the meeting was called to order and by whom;
- (f) Whether the meeting was a regular or special meeting;
- (g) That a quorum was present;
- (h) The approval of any previous minutes; and
- (i) The time of adjournment.

## 1.8 ATTENDANCE AND REMOVAL

Members are expected to attend all special and regular meetings. Members must have seventy-five percent (75%) attendance unless excused by the Chairperson. Any Board member may be removed from office in the event a request for removal for proven violation of policies and procedures established by the Board is approved by two-thirds (2/3) of the membership of the Board and in the event the majority of the Governing Board responsible for appointing such member approves of such removal without the necessity of any requirement of advice and consent as provided herein for appointment.

## 1.9 CODE OF ETHICS

1.9-1 In carrying out their responsibilities, the members of the Board, ex-officio and other committee members are obligated:

- (a) To acquaint themselves with laws, regulations, and policies relating to public hospitals and specifically to the Hospital, and to observe and enforce them.

- (b) To support the principle that the basic function of the members of the Board is policy making, not administrative.
- (c) To represent at all times the entire Hospital community.
- (d) To transact Hospital business only in Board meetings, realizing that individual members have no legal status to bind the Board outside of such meetings.
- (e) To give the Chief Executive Officer full administrative authority for properly discharging his or her professional duties, and to hold him or her responsible for acceptable results.
- (f) To recognize that the Chief Executive Officer has full responsibility to represent the full Board for the day to day operation of the Hospital.
- (g) To treat all information relating to Hospital employees, patients, and personnel as confidential, except for information deemed public under Florida law.
- (h) To accept and support Board decisions once they are made and to make a good faith effort to assist in carrying them out effectively.
- (i) To bring to the attention of the other members of the Board and to the Chief Executive Officer any possible conflict of interest, and to support and comply with the Policy regarding Restrictions on Anti-Competitive Activity and Competing Financial Interests of Board members attached to and incorporated herein by reference as Appendix 1.9-1(i).

## **ARTICLE II. OFFICERS**

### **2.1 OFFICERS**

The officers of the Hospital shall be a Chairperson, a Vice-Chairperson, a Secretary, and a Treasurer and such other officers as the Board may elect or appoint, including without limitation additional Vice-Chairpersons, Assistant Secretaries, and Assistant Treasurers. The Board shall

appoint a Chief Executive Officer to carry out the duties and responsibilities as outlined in Article IV. The Chief Executive Officer shall have such title as designated by the Board.

## 2.2 ELECTION AND TENURE

The Board shall, as their first order of business, on the first regular meeting in January every odd year, elect the officers described in Section 2.1 with the exception of the Chief Executive Officer. Officers elected shall serve a term of two (2) years. Members of the Board seeking appointment to an office shall submit their name and proposed office to the Secretary of the Board on or before December 30 preceding the January Board meeting. The Secretary of the Board shall prepare and present a ballot to the Board that contains the names and offices to which members of the Board seek election. Additional nominations for any office may be made from the floor at such meeting.

## 2.3 VACANCIES

Should a vacancy in Board membership occur, the vacancy on the Board shall be appointed in accordance with the Act and applicable Florida Statutes, as amended. Should any officer of the Board resign his or her office while at the same time retaining membership on the Board or should a vacancy in any office occur due to the discontinuance of Board membership on the part of the officer, the office shall be filled by election of the Board to be held at the next succeeding Board meeting after such vacancy or resignation occurs. As provided in Section 2.2, the Secretary or Chief Executive Officer shall submit any prospective officer's names to the Board. The Secretary shall prepare and present a ballot to the Board that contains the names of any prospective officer. Additional nominations for the office may be made from the floor at such meeting. The Board shall vote upon the names submitted along with any other floor nominations from the Board for the vacant office. The newly elected officer shall serve for the remainder of the term of the resigning officer.

## 2.4 DUTIES OF OFFICERS

### 2.4-1 CHAIRPERSON

The Chairperson is the presiding officer of the Board and presides at all meetings of the Board. Except as otherwise specified, the Chairperson shall also serve as an ex-officio member of all Board Committees. The Chairperson may sign on behalf of the Hospital any documents or instruments which the Board has authorized to be executed, except where the signing and execution thereof is expressly delegated by the Board or by these bylaws to some other officer or agent, or required by law to be otherwise signed or executed. The Chairperson shall also perform all duties incident to the office of Chairperson and such other duties as may be prescribed by the Board from time to time. The Chairperson shall be responsible for establishing the agenda and order of business for each Board meeting and shall have full discretion regarding scheduling of pending business.

### 2.4-2 VICE CHAIRPERSON

The Vice-Chairperson shall perform such duties as may be assigned by the Board or the Chairperson. In the absence of the Chairperson or when, for any reason, the Chairperson is unable or refuses to perform his or her duties, the Vice-Chairperson shall perform those duties with full powers of, and subject to the restrictions on, the Chairperson. When there is more than one Vice-Chairperson, the Vice-Chairperson will assume the Chairperson's responsibilities and authority in the order of their designation or, if no designation, in the order of their election.

### 2.4-3 TREASURER

The Treasurer shall keep or cause to be kept correct and accurate accounts of the properties and financial transactions of the Hospital and in general perform all duties incident to the office and such other duties as may be assigned from time to time by the Chairperson or the Board. The Treasurer may delegate any of his or her duties to any duly elected or appointed Assistant Treasurers or to the Hospital's Vice President - Finance or Controller, if no Vice President -

Finance is then serving. The Treasurer shall serve at all times as Chairperson of the Finance Committee.

#### 2.4-4 SECRETARY

The Secretary shall provide for the keeping of minutes of all meetings of the Board and Board Committees, and shall assure that such minutes are filed with the records of the Hospital. The Secretary shall give or cause to be given appropriate notices in accordance with these bylaws, or as required by law, and shall act as custodian of all Board records and reports and of the Board seal, assuring that it is affixed, when required by law, to documents executed on behalf of the Board. The Secretary shall also keep or cause to be kept a roster showing the names of the current members of the Board and their addresses. The Secretary shall perform all duties incident to the office and such other duties as may be assigned from time to time by the Board or Chairperson of the Board. The Secretary may delegate any of his or her duties to any duly elected or appointed Assistant Secretary or a Recording Secretary.

#### 2.5 LEGAL COUNSEL

The Board shall retain the services of a qualified licensed attorney to represent the Board, who shall serve at the pleasure of the Board.

### **ARTICLE III. BOARD COMMITTEES**

#### 3.1 GENERAL

##### 3.1-1 APPOINTMENT AND TERM

Except as specified in these Bylaws, all Board Committee members shall be appointed by the Chairperson of the Board at the annual meeting of the Board, or at the next meeting. All appointments shall be subject to the approval of the Board. Each Board Committee at its organizational meeting shall select a Chair and Vice Chair unless otherwise provided herein. In the event of the absence of the Chair, the Vice- Chair shall serve as Chair. The Chair and all

other members of each standing committee shall hold office until the next annual meeting of the Board, or until their successors are appointed and approved. The Chair and all other members of any special committee shall hold office until the sooner occurrence that the assigned task of such special committee is completed or the next annual meeting of the Board. The Chairperson of the Board shall have the power to fill any vacancies that occur on Board Committees for the remaining term of any vacancy.

### 3.1-2 REPORTS AND AUTHORITY OF BOARD COMMITTEES

All Board Committees shall maintain written minutes of their meetings available to the Board and shall report in writing to the Board, as necessary or requested. The functions and responsibilities of each standing committee of the Board shall be as provided in these Bylaws or as otherwise assigned by the Chairperson or specified by resolution of the Board. The functions and responsibilities of any special committee shall be limited to the scope and term of such assigned task as specified by resolution of the Board.

### 3.1-3 MEETINGS

Each committee of the Board shall meet at such dates and times as necessary to accomplish its duties and as designated by the Board at its regular January meeting. Special meetings of any Board committee may be called at any time by its Chair or any three members of the committee.

### 3.1-4 QUORUM

A majority of the voting members of a Board Committee constitutes a quorum for the transaction of business at any meeting of such committee. A majority vote of the members present shall be required for committee actions. In the absence of a quorum, a committee Chair may designate any Board member present at such meeting to serve as a voting alternate. If in attendance, the President of the Medical Staff shall serve as a voting alternate for any absent physician member of a committee. Any voting alternate so appointed shall participate during the continuation of

such meeting until a quorum is later established by appearance of the regular committee member for whom such voting alternative has been appointed. Any regular committee member shall commence participation upon the conclusion of any discussion and/or vote of the matter under review by the committee at the time of such member's appearance at the meeting.

### 3.1-5 OTHER COMMITTEE MEMBERS

In order to assist the Board and its various committees in furtherance of the Hospital's mission and goals, the Chairperson of the Board may submit for Board approval additional voting members for each Board Committee who are not members of the Board or the Chief Executive Officer, and if two (2) are selected, consideration shall be given to having at least one (1) an active member of the Medical Staff. The Executive Committee, Finance Committee, and the Joint Conference Committee shall be exempt from this provision. The prospective members shall be subject to the following:

- (a) The qualifications of any potential committee member must be credible and documented. Particular expertise, position in the community, demonstrated abilities, and resumes should be considered.
- (b) Any potential committee member must submit his or her application and statement of qualifications in writing, acknowledging that his or her membership on the Board Committee binds them to attend the requisite committee meetings and appropriate Board meetings, he or she is able to vote on Board Committee matters without abstention because of conflict of interest and he or she is bound by all applicable provisions of each section of these Bylaws specifically including Sections 1.8 and 1.9, and the Policy regarding Restrictions on Anti-Competitive Activity and Competing Financial Interests of Board Members attached to and incorporated herein by reference as Appendix 1.9-1(i).

- (c) Any potential Board Committee member may not have or may not reasonably plan on having directly or indirectly a significant business or financial relationship with the Hospital. “Indirectly” shall mean, but not be limited to, a relationship through ownership of an artificial entity or by a closely-related family member. “Closely-Related” shall have the meaning set forth in Appendix 1.9-1(i), Section 6a.
- (d) Any additional voting member of any Board Committee who is not a member of the Board shall not serve as Chair of that Board Committee.

## 3.2 EXECUTIVE COMMITTEE

### 3.2-1 COMPOSITION

The Executive Committee shall be composed of the Chairperson of the Board, the Vice-Chairperson, who shall serve as Chair, the Secretary, the Treasurer and Board member-at-large elected by the Board. The Chief Executive Officer shall serve as a nonvoting member.

### 3.2-2 FUNCTIONS

The Executive Committee shall be charged with the following responsibilities:

- (a) The Executive Committee shall, during intervals between the meetings of the Board, have the authority to take such action as is necessary to meet emergencies arising between meetings of the Board, and in cases where delayed action might be harmful to the institution. The action taken by the Executive Committee shall be confirmed by the Board at its next subsequent meeting. Minutes of the Executive Committee shall be distributed to all members of the Board.
- (b) The Executive Committee shall review the Bylaws and Governing Board policies at least every two (2) years. Except as otherwise required, the Executive Committee shall meet in November of every even year and prepare a report to the



Board, recommending revisions or amendments to the same. If no revisions or amendments are recommended, the report shall so state. All proposed amendments to the Bylaws shall be presented to the Board as provided in Article IX.

- (c) Upon the request of the Chief Executive Officer, the Executive Committee shall review the action of the Medical Executive Committee with regard to initial medical staff appointments, clinical privileges, and/or reappointments and make recommendations to the full Board prior to final Governing Board action, and any other circumstance felt necessary by the Chairperson.
- (d) Assess the general results and effectiveness of the Quality Assessment and Improvement Program, evaluate changes that have been made or should be made to improve the quality and efficiency of patient care within the Hospital and make recommendations as warranted by its findings.
- (e) Annually review the peer review procedures conducted by the Hospital.
- (f) The Executive Committee shall be responsible and oversee all compliance matters for the Hospital including, but not limited, to those compliance matters relating to Federal and State regulations. As such, the Executive Committee shall work with and coordinate with the Chief Corporate Compliance Officer of the Hospital concerning such compliance matters and shall regularly (at least annually) receive reports from the Chief Corporate Compliance Officer concerning ongoing compliance matters and compliance efforts within the Hospital.
- (g) Perform such other related duties as may be assigned.

### 3.3 FINANCE COMMITTEE

#### 3.3-1 COMPOSITION

The Finance Committee shall consist of the Board Treasurer as Chair and at least three (3) other members of the Board. In addition, one representative of the Medical Staff, nominated by the President of the Medical Staff and appointed by the Chairperson of the Board shall serve on the Finance Committee as a voting member. The Chief Executive Officer shall serve as a nonvoting member.

#### 3.3-2 FUNCTIONS

The Finance Committee shall be charged with the responsibility to:

- (a) Review the financial feasibility of Hospital projects and undertakings referred to it by the Board or Chairperson of the Board, and make recommendations thereon to the Board.
- (b) Make recommendations to the Board concerning the general fiscal affairs of the Hospital.
- (c) Review and make recommendations to the Board concerning the Hospital's annual operating budget, the capital expenditure budget, and requirements for long-term financing.
- (d) Routinely review the financial statements and appraise the Hospital's operating performance.
- (e) Make recommendations to the Board concerning the financial condition and operation of the Hospital.
- (f) Review and make appropriate reports and recommendations to the Board concerning the financial implications of personnel policies of the Hospital;

including compensation, employment practices, employee benefits, employee health and welfare services, retirement programs and staffing practices.

- (g) Make recommendations to the Board regarding the Hospital insurance program which is designed to protect the fiscal and financial resources of the Hospital.
- (h) Perform such other related duties as may be assigned to it.

### 3.4 PLANNING, PHYSICAL FACILITIES, AND PROPERTIES COMMITTEE

#### 3.4-1 COMPOSITION

The Planning, Physical Facilities, and Properties Committee shall consist of the Chairperson and at least three (3) other members of the Board. In addition, the President of the Medical Staff will serve as a voting member and the Chief Executive Officer will serve as a nonvoting member.

#### 3.4-2 FUNCTIONS

The Planning, Physical Facilities, and Properties Committee shall be charged with the responsibility to:

- (a) Review and make recommendations to the Board concerning short and long-range development plans for the Hospital to assure that a comprehensive program of services is attuned to meeting the healthcare needs of the community and the purposes of the Hospital, to the extent feasible within the Hospital's resources.
- (b) Oversee the maintenance of the physical plants, including the planning and maintenance of the grounds, and submit recommendations to the Board.
- (c) Develop and review plans for the improvement or expansion of buildings and other permanent improvements including parking areas and streets, and shall generally oversee any construction work from a policy standpoint.

- (d) Provide information to the Board on changes and trends in the healthcare field and the community which may influence the modification of Hospital services and facilities.
- (e) Perform such other related duties as may be assigned to it.

### 3.5 EDUCATIONAL, GOVERNMENTAL, AND COMMUNITY RELATIONS COMMITTEE

#### 3.5-1 COMPOSITION

The Educational, Governmental, and Community Relations Committee shall consist of the Chairperson and at least two (2) other members of the Board. In addition, one representative of the Medical Staff, nominated by the President of the Medical Staff and approved by the Board, will serve as a voting member. The Chief Executive Officer will serve as a nonvoting member.

#### 3.5-2 FUNCTIONS

The Educational, Governmental, and Community Relations Committee shall be charged with the responsibility to:

- (a) Act as a liaison between the Jess Parrish Medical Foundation, Inc. (the “Foundation”), and the Board to review health related programs presented by the Foundation for the benefit of the Hospital and community, as well as any fund raising activity that benefits the Hospital.
- (b) Use all reasonable means to educate itself, the Board, the Foundation, the medical staff, Hospital employees, and the community concerning existing, pending and proposed changes to the healthcare system, the restructuring of healthcare financing and any and all issues and activities which may affect the quality of health care.
- (c) Develop and maintain a comprehensive orientation program for new members of the Board based on input from Board members, management, and the medical

staff; be responsible for the annual review of existing orientation programs, gathering input from the Board for modifications, deletions, additions and changes to the program; develop and maintain a continuing educational program based on present healthcare issues, future healthcare trends, and the identified informational needs of the Board.

- (d) Distribute to the Board in October of every odd year a Board self-evaluation with results tabulated and reported at the November Board meeting for discussion.
- (e) Make periodic reports and recommendations to the Board as requested.
- (f) Perform such other related duties as may be assigned.

### 3.6 JOINT CONFERENCE COMMITTEE

#### 3.6-1 COMPOSITION

The Committee shall be composed of four (4) members from the Board, the Chief Executive Officer, and four (4) members of the Medical Staff who shall be the President, Vice President, and two (2) members of the Medical Executive Committee appointed by the President of the Medical Staff. Members of Hospital senior management shall attend as directed from time to time by the Chief Executive Officer. All recommendations shall require a two-thirds (2/3) vote of the total membership of the committee. The Chair of the Joint Conference Committee shall alternate with the Chairperson of the Board serving as Chair during even numbered years and the President of the Medical Staff during odd numbered years.

#### 3.6-2 FUNCTIONS

The Committee shall serve as an educational and liaison group to promote open communication between the Board, Administration and the Medical Staff regarding appropriate matters, including, but not limited to the following:

- (a) Communication

- (b) Bylaws
- (c) Reports of the Medical Staff
- (d) Credentials
- (e) Quality Improvement
- (f) The Joint Commission and its Standards

### 3.6-3 AGENDA

The agenda shall be prepared jointly by the Chairperson of the Board, the Chief Executive Officer and the President of the Medical Staff.

### 3.6-4 REPORTS

The Joint Conference Committee shall transmit written reports of its actions to the Board and the Medical Staff.

## 3.7 AUDIT COMMITTEE

### 3.7-1 COMPOSITION

The Audit Committee shall be comprised of a Chair and three (3) other members of the Board all appointed by the Chairperson of the Board.

### 3.7-2 FUNCTIONS

The Audit Committee shall be charged with the following responsibilities:

- (a) Make regular reports to the Board.
- (b) Review the annual audited financial statements with management, including major issues regarding accounting and auditing principles and practices as well as the adequacy of internal controls that could significantly affect the Hospital's financial statements.
- (c) Review an analysis prepared by management and the independent auditor of significant financial reporting issues and judgments made in connection with the preparation of the Hospital's financial statements.

- (d) Meet periodically with management to review the Hospital's major financial risk exposures and the steps management has taken to monitor and control such exposures.
- (e) Review major changes to the Hospital's auditing and accounting principles and practices suggested by the independent auditor or management.
- (f) Recommend to the Board the appointment of the independent auditor, which firm is ultimately accountable to the Committee and the Board.
- (g) Recommend the fees to be paid to the independent auditor for approval by the Board.
- (h) Receive periodic written reports from the independent auditor regarding the auditor's independence (including, without limitation, describing all relationships between the independent auditors and the Hospital) discuss such reports with the auditor, and if so determined by the Committee, recommend that the Board take "appropriate action to satisfy itself of the independence of the auditor."
- (i) Evaluate together with the Board the performance of the independent auditor and, if so determined by the Committee, recommend that the Board replace the independent auditor.
- (j) Meet with the independent auditor prior to the audit to review the planning and staffing of the audit.
- (k) Discuss with the independent auditor the matters required to be discussed pursuant to Public Company Accounting Oversight Board auditing standards for audits of financial statements for fiscal years ending on or after December 15, 2020 including those applicable to governmental entities and specifically AU Section 800 relating to the conduct of the audit.

- (l) After the audit, review with the independent auditor the result of the audits, any problems or difficulties the auditor may have encountered, and any management letter provided by the auditor and the Hospital's response to that letter. Such review should include any difficulties encountered in the course of the audit work, including any restrictions on the scope of activities or access to required information and any changes and recommendations made as a result of the audit including, without limitation, change in internal control and in accounting methods.
- (m) Advise the Board with respect to the Hospital's policies and procedures regarding compliance with the Hospital's Code of Conduct related to or disclosed by the audit.
- (n) Review with the Hospital's legal counsel legal matters that may have a material impact on the financial statements.
- (o) Meet at least annually with the Vice President - Finance/Chief Financial Officer and the independent auditor in separate sessions.
- (p) Conduct investigations (including but not limited to the engagement of outside experts as approved by management and the Executive Committee of the Board, so long as such experts' fee are less than Twelve Thousand Dollars (\$12,000)) to resolve disagreements, if any, between the independent auditor and management, or to assure compliance with the Hospital's Code of Conduct.
- (q) Review quarterly financial statements with management and the independent auditor.
- (r) Operate in accordance with the principles and terms of the Audit Committee Charter attached as Appendix 3.7 to these Bylaws. While the Audit Committee



has the responsibilities and powers set forth herein and in its Charter, it shall be the duty and responsibility of Hospital management to determine that the Hospital's financial statements are complete and accurate and are in accordance with the U.S. generally accepted accounting principles.

### 3.8 COMPENSATION COMMITTEES FOR THE PRESIDENT/CHIEF EXECUTIVE OFFICER AND FOR OTHER HOSPITAL SENIOR LEADERSHIP

#### 3.8-1 (a) COMPOSITION OF THE COMPENSATION COMMITTEE FOR THE PRESIDENT/CHIEF EXECUTIVE OFFICER

This Committee shall be composed of one member who shall be the Director serving in the position of Chairperson of the Board. This Committee shall be supported by the Hospital's legal counsel (or his/her representative) and/or such other selected individual(s) in the discretion of the Chairperson of the Board.

#### 3.8-1 (b) COMPOSITION OF THE COMPENSATION COMMITTEE FOR OTHER HOSPITAL SENIOR LEADERSHIP

This Committee shall be composed of two members who shall be those currently serving in the positions of Chairperson of the Board and President/Chief Executive Officer of the Hospital. This Committee shall be supported by the Hospital's legal counsel (or his/her representative) and/or such other selected individual(s) in the discretion of this Committee's members.

#### 3.8-2 FUNCTIONS

##### (a) FUNCTIONS OF THE COMPENSATION COMMITTEE FOR THE PRESIDENT/CHIEF EXECUTIVE OFFICER

This Committee shall review the Hospital's corporate goals and objectives in the context of the compensation arrangements provided for the President/Chief Executive Officer. This Committee shall develop and integrate a compensation program for the President/Chief Executive Officer into the Hospital's strategic planning process.

The principal functions of this Committee are:

- (i) Periodically (at least annually) review and analyze Hospital compensation arrangements with the President/Chief Executive Officer.
- (ii) Work with the Hospital's legal counsel or external consultants to evaluate and compare hospital senior management compensation trends on national, regional, and local levels to ensure that the President/Chief Executive Officer compensation is reasonable and appropriately established.
- (iii) Develop Hospital compensation arrangements and programs for the President/Chief Executive Officer, including the base salary, systems for incentive compensation, non- cash compensation, and other supplemental compensation programs for approval by the Board.
- (iv) Negotiate, on behalf of the Board, compensation arrangements regarding the President/Chief Executive Officer employment contract and/or severance and retirement packages.

(b) FUNCTIONS OF THE COMPENSATION COMMITTEE FOR OTHER  
HOSPITAL SENIOR LEADERSHIP

This Committee shall review the Hospital's corporate goals and objectives in the context of the compensation arrangements provided for the Hospital Senior Leadership consisting of those individuals whose title is commonly known as Vice Presidents, Senior Vice Presidents, Executive Vice President, CFO and similarly titled positions ( "Senior Leadership"). This Committee shall develop and integrate a Senior Leadership compensation program into the Hospital's strategic planning process.

The principal functions of the Committee are:

- (a) Periodically (at least annually) review and analyze Hospital compensation arrangements with Senior Staff.
- (b) Work with the Hospital's legal counsel or external consultants to evaluate and compare hospital Senior Leadership compensation trends on national, regional, and local levels to ensure that the Senior Leadership compensation is reasonable and appropriately established.
- (c) Develop Hospital compensation arrangements and programs for Senior Leadership, including the base salary, systems for incentive compensation, non-cash compensation, and other supplemental compensation programs for approval by the Board and the Chief Executive Officer.
- (d) Negotiate, on behalf of the Board, and with the authority of the CEO, the compensation packages and/or severance and retirement packages of Senior Leadership members.

### 3.9 QUALITY COMMITTEE

#### 3.9-1 COMPOSITION

The Quality Committee shall be comprised of a Chair and at least four (4) other members of the Board. In addition, the President of the Medical Staff and the chairs or their designees of the following Medical Staff committees: Medical Staff Bylaws Committee, Utilization Management/Medical Records Committee, and Credentials and Medical Ethics Committee, will serve as voting members, and the Chief Executive Officer will serve as a nonvoting member. The Quality Committee Chair shall be elected annually by a majority of Quality Committee members.

### 3.9-2 FUNCTIONS

The principle function of the Quality Committee shall be to fulfill the responsibilities outlined in Article VI of these Bylaws regarding Quality Assessment and Improvement. The Committee will provide the mechanism through which Hospital administration and the Medical Staff are held accountable for the activities delegated to them in Article VI. The Quality Committee will take a proactive approach as it advises the Board regarding policies to “improve the overall quality and efficiency of patient care in the Hospital” and in the community, for instance, by setting/recommending adoption of standards and guidelines for quality care. The Quality Committee is designed to work in collaboration with the Medical Staff and Administration to achieve the Board’s safety and quality goals. The Quality Committee shall act in collaboration with Medical Staff committees. In addition, non-standing committees of the Board that deal primarily with quality, clinical outcomes, etc. will report to the Quality Committee. The Committee’s responsibilities include, but are not limited to the following:

- (a) Receive periodic reports from the Quality Management Committee, and advise the Board regarding patient care improvement at the Hospital.
- (b) Receive periodic reports from the Medical Executive Committee and/or Medical Directors, as they relate to quality, and advise the Board regarding what action, if any, is to be taken regarding the reports.
- (c) Establish measures for clinical outcomes and identify appropriate comparative standards; monitor the hospital’s performance against these standards; report findings and recommended actions to the Board.
- (d) Review and comment on the clinical findings of all licensure, accreditation, and certification surveys of the Hospital.
- (e) Review and comment on the Hospital’s Physician Manpower Plan.

- (f) Review and comment on all proposed amendments to the Medical Staff bylaws relating to quality of care.
- (g) Review and comment on the results of all community services needs surveys or studies involving the Hospital's markets or service areas.
- (h) Review and comment on the reasonableness of all proposed physician services agreements with the Hospital or its affiliates.
- (i) Request and review, at its discretion, reports from any individual, group, or committee related to quality.

### 3.10 INVESTMENT COMMITTEE

#### 3.10-1 COMPOSITION

The Investment Committee shall be comprised of no more than five (5) members all of whom shall be members of the Finance Committee and all of whom shall be appointed by the Chairperson of the Board. The Vice President – Finance /Chief Financial Officer shall also be a member of the Investment Committee.

#### 3.10-2 FUNCTIONS

The Investment Committee shall be charged with the responsibility to:

- (a) Review investment and performance of the Operating Funds of the Hospital.
- (b) Oversee the actions of the Retirement Planning Committee of the North Brevard County Hospital District 403(b) and 457(b) Plans and the implementation of the Investment Guidelines of the Board of Directors (Policy Number 9500-5004).
- (c) Implement the provisions of the Operating Funds Investment Policy of the North Brevard County Hospital District (Policy Number 9500-5003).
- (d) Report, from time-to-time, to the Board concerning the performance of the Operating Funds and implementation of Policy Number 9500-5003.

(e) Recommend institutions which will serve as depositories for operating funds and investments.

(f) Perform such other actions as may be assigned from time-to-time by the Board.

### 3.11 RETIREMENT PLANNING COMMITTEE

The Retirement Planning Committee is a subcommittee of the Investment Committee that may be formed by the Chairperson of the Investment Committee to coordinate and review the types of retirement investment options and retirement plans that may be offered by the District. Its composition shall include at least one member of the Board of the Directors and such other Members as may be appointed by the Chairperson of the Investment Committee (subject to the approval of the Board of Directors) but shall not have less than three (3) members nor more than seven (7) members. The members shall hold office for three-year terms, except that the terms of the initial Members shall be staggered so that no more than two (2) members' terms will expire the same year. Any Member may resign at any time by notice in writing filed with the Chairperson of the Investment Committee with a copy to the Board of Directors. Vacancies shall be filled promptly by said Chairperson for the remainder of the term of the vacant Member. The Committee shall elect a Chairman and a Vice-Chairman from among its members and a Secretary, who need not be a member of the Committee. It may appoint such agents, who need not be members of the Committee, as it may deem necessary for the effective performance of its duties, whether ministerial or discretionary, as the Committee may deem expedient or appropriate. The compensation, if any of such agents shall be fixed by the Committee within limits set by the North Brevard County Hospital District Board.

The action of the Committee shall be determined by the vote or other affirmative expression of a majority of its members in attendance where a quorum is present. The Chairman

or the Vice-Chairman, in his absence, may execute any certificate or other written direction on behalf of the Committee.

The Committee shall hold meetings upon written notice of at least 24 hours, at such place or places and at such time or times as it may from time to time determine. Meetings may be called by the Chairman or any two Members. A majority of the members of the Committee at the time in office shall constitute a quorum for the transaction of business.

Committee members may waive in writing the necessity of advance notice.

Members of the Committee shall serve without compensation for services as such, but the Hospital shall pay or reimburse the Committee for all expenses reasonably incurred by the Committee, including the compensation of its agents.

#### **ARTICLE IV. CHIEF EXECUTIVE OFFICER**

##### **4.1 APPOINTMENT**

The Board of Directors shall select and appoint a competent experienced Hospital administrator to serve as the Chief Executive Officer and to be the direct executive representative of the Board in the management of the Hospital. The Chief Executive Officer shall be given the necessary authority and be held responsible for the management of the Hospital in all its departments subject only to the policies enacted by the Board and to such orders as may be issued by the Board pertaining to the administration of the Hospital.

##### **4.2 AUTHORITY AND DUTIES**

The Chief Executive Officer, subject to the directions of the Board, shall have the following authority and duties:

- (a) Prepare and submit to the Board for approval a plan for the organization of the personnel concerned with the operation of the Hospital.

- (b) Select, employ, control and have authority to discharge any Hospital employee. Employment shall be subject to budget authorization granted by the Board.
- (c) Report to the Board at regular and special meetings all significant items of business of the Hospital and make recommendations concerning the disposition thereof.
- (d) Submit regularly, in cooperation with the appropriate committees of the Board, periodic reports showing the patient care and professional services rendered and the financial activities of the Hospital, and prepare and submit any budget data that may be required by the Board.
- (e) Attend all meetings of the Board when possible and attend meetings of the various committees of the Board when so required by the Committee Chairperson.
- (f) Serve as a liaison between the Board and the Medical Staff of the Hospital. The Chief Executive Officer will cooperate with the Medical Staff and will endeavor to secure like cooperation on the part of all concerned with rendering professional services to the end that the patients may receive the best possible care.
- (g) Make recommendations concerning the purchase of equipment, supplies, and services by the Hospital.
- (h) Keep informed of all new developments in the medical and administrative areas of Hospital administration.
- (i) Oversee the physical plant, Hospital building and grounds; and keep them in good state of repair, conferring with the appropriate committee of the Hospital Board in major matters, but carrying out routine repairs and maintenance without such consultation.



- (j) Supervise all business affairs such as the records of financial transactions, collection of accounts and purchase and issuance of supplies, and be certain that all funds are collected and expended to the best possible advantage.
- (k) Supervise the preservation of the permanent medical records of the Hospital and act as designated custodian of all Hospital records.
- (l) Select, secure and keep in force, in companies duly authorized to do business in Florida, or in such other programs as approved by the Board, such insurance as is necessary including but not limited to physical property, liability, malpractice, vehicle, fire, extended coverage insurance, and such other insurance, and in such amounts as may be deemed proper.
- (m) Designate, in writing, other individuals by name or position who are, in order of succession, authorized to act during any period of absence of the Chief Executive Officer from the Hospital.
- (n) Perform such other duties as the Board shall from time to time direct.

## **ARTICLE V. MEDICAL STAFF**

### **5.1 ORGANIZATION**

The Board of the Hospital has the ultimate authority for the management of the Hospital.

Pursuant to this authority, the Board has created a Medical Staff organization to be known as the Medical Staff of Parrish Medical Center. Membership in this Medical Staff organization is a prerequisite to the exercise of clinical privileges in the Hospital, except as otherwise specifically provided in the Medical Staff Bylaws.

### **5.2 MEDICAL STAFF BYLAWS**

The Medical Staff shall collaborate with the Board in drafting the Medical Staff Bylaws, Rules and Regulations. Procedures for the review and consideration of all applications for appointment

or reappointment to the Medical Staff or any action to suspend, terminate, modify or restrict the privileges of any member of the Medical Staff shall be established in the Medical Staff Bylaws. Neither the Medical Staff nor the Board may unilaterally amend or suspend the Medical Staff Bylaws, Rules and Regulations and when adopted by the Medical Staff and approved by the Board, they shall become binding jointly upon both bodies. Nothing contained in the Medical Staff Bylaws and Rules and Regulations shall be contrary to any State or Federal laws, the terms of the Act, or the provisions of these Bylaws. In the event there should exist any conflict or any inconsistency between these Bylaws and the Bylaws, Rules and Regulations of the Medical Staff, the inconsistency will be referred to the Joint Conference Committee for recommendation to and final determination by the Board.

### 5.3 MEMBERSHIP

Medical Staff membership status shall be granted by the Board in its sole discretion on such terms and conditions as the Board deems proper in order to provide the best available professional care to Hospital patients. All applications for membership to the Medical Staff and/or the granting of clinical privileges shall be presented in writing to and on forms prescribed and provided only by the Chief Executive Officer.

### 5.4 INSTITUTIONAL NEED

The needs and resources of the Hospital will be considered in making appointments to the Medical Staff and in granting clinical privileges to staff members. All appointments and grants of privileges must be consistent with the needs and resources of the Hospital which include:

- (a) Preservation of a relationship between the facilities available and the number of practitioners requiring access to these facilities which will allow the most effective patient care. Such facilities include the number of hospital beds, operating rooms and special equipment and/or treatment areas.

- (b) Provision of both general and special medical services, particularly those not otherwise available either in the Hospital or in the primary service area.
- (c) Satisfactory participation by all members of the Medical Staff in the professional activities of that body and demonstrated support of the Hospital's mission and goals.
- (d) Satisfactory demonstration of the capability to work cooperatively and professionally with fellow members of the Medical Staff and with all categories of Hospital employees.
- (e) Preservation of the Hospital's Quality Assessment and Improvement Program to include assurances and findings that the quality of patient care will not be adversely affected by any practitioner's inability to maintain an appropriate level of proficiency because of an insufficient number of patients or applicable procedures, the Medical Staff's inability to assure necessary assistance or qualified supervision, or the Hospital's inability to provide sufficient facilities.
- (f) Satisfactory adoption and adaptation related to electronic medical records and other technology implemented by the Hospital.
- (g) Satisfactory performance related to quality measures adopted by the Hospital or its payors.

## 5.5 CONTRACT PHYSICIANS

A practitioner employed by the Hospital, either part-time or full-time, in a purely administrative capacity or with no patient admitting privileges is subject to the regular personnel policies of the Hospital and to the terms of his or her contract or other conditions of employment and need not be a member of the Medical Staff.

## **ARTICLE VI. QUALITY ASSESSMENT AND IMPROVEMENT**

### **6.1 BOARD RESPONSIBILITY**

The Board shall establish, maintain, support and exercise oversight of an ongoing Quality Assessment and Improvement Program that includes specific and effective review, evaluation and monitoring mechanisms to assess, preserve and improve the overall quality and efficiency of patient care in the Hospital.

### **6.2 DELEGATION TO ADMINISTRATION AND TO THE MEDICAL STAFF**

#### **6.2-1 TO ADMINISTRATION**

The Board delegates to the administration and holds it accountable for providing the administrative assistance reasonably necessary to support and facilitate the implementation and ongoing operation of the Hospital's Quality Assessment and Improvement Program as it concerns non-medical professional personnel and technical staffs and patient care units, and for analyzing information and acting upon problems involving technical, administrative and support services and Hospital policy.

#### **6.2-2 TO THE MEDICAL STAFF**

The Board delegates to the Medical Staff and holds it accountable for conducting specific activities that contribute to the preservation and improvement of the quality of patient care provided by the Medical Staff members in the Hospital. These activities include:

- (a) Systematic evaluation of practitioner performance against explicit, pre-determined criteria.
- (b) Ongoing monitoring of critical aspects of care, including but not limited to antibiotic and drug usage, transfusion practices, surgical outcomes, infections, morbidities and mortalities, and monitoring of unexpected clinical occurrences.
- (c) Review of utilization of the Hospital's resources to provide for their proper and timely allocation to patients.

- (d) Review and recommend to the Board only those clinical privileges to practitioners that are consistent with the recognized needs and facilities of the Hospital as provided in Section 5.4 of these Bylaws.
- (e) Provision for continuing professional education, including needs identified through the review, evaluation and monitoring activities of the Quality Assessment and Improvement Program developments.
- (f) Definition of the clinical privileges which may be appropriately granted within the Hospital and within each service, delineation of clinical privileges for members of the Medical Staff commensurate with individual credentials and demonstrated ability and judgment, and participation in assigning patient care responsibilities to other health care professionals consistent with individual qualifications and demonstrated ability.
- (g) Management of clinical affairs, including enforcement of clinical policies and consultation requirements, initiation of disciplinary actions, surveillance of requirements for performance monitoring and for the exercise of newly- acquired clinical privileges, and like clinically-oriented activities.
- (h) Such other measures as the Board may deem necessary for the preservation and improvement of the quality and efficiency of patient care, after giving due consideration to the advice of the Medical Staff, Hospital administration, or other professionals.

### 6.3 INDEMNIFICATION

The Hospital shall indemnify, each Board member, officer, employee and agent of the Hospital in the manner and to extent provided by the laws of the State of Florida, as amended from time to time. The indemnification shall apply to all matters whenever arising. The right of

indemnification herein provided shall be in addition to any and all rights to which any director, officer, agent or employee might otherwise be entitled and the provision hereof shall neither impair nor adversely affect such rights. Such indemnification shall extend to each member of the Medical Staff serving as an officer of the Medical Staff or on any committee or department of the Hospital or Medical Staff, or otherwise participating in any Hospital or Medical Staff activity conducted pursuant to these or the Medical Staff bylaws, against any claims made against any Medical Staff member as a result of good faith actions taken on behalf of the Hospital, as long as there is no evidence of misconduct on the part of the staff member and the staff member follows all Hospital approved procedures in connection with any peer review, credentialing or other activities.

## **ARTICLE VII. HOSPITAL VOLUNTEERS**

### **7.1 NAME AND PURPOSE**

The Board has authorized the creation of a volunteer group under the oversight and direction of the Board of Directors of the Hospital and management of the Hospital to provide volunteer services at the Hospital. The purpose of this group of volunteers is to render volunteer services to the Hospital, its patients, and visitors subject to the direction and oversight of the administration of the Hospital. Any funds which may accumulate as a result of these activities will be used in such a manner as will benefit the Hospital or the Jess Parrish Medical Foundation, Inc., as determined from time to time by the Administration of the Hospital. Such funds shall be the property of the Hospital.

### **7.2 ORGANIZATION AND GOVERNMENT**

The volunteers will be organized to be of service to the Hospital and is responsible to the Hospital Board through the Chief Executive Officer or his designee.

### 7.3 OTHER VOLUNTEER SERVICES

Other individuals or organized groups who wish to perform volunteer services in the Hospital, shall first obtain a letter of agreement delineating the authorized term and scope of services from the Chief Executive Officer or his designee.

## **ARTICLE VIII. THE ACT**

The exercise any of the authorities or duties of the Board by these Bylaws, shall be guided by the provisions contained in Chapter 2003-362, Laws of Florida, as amended from time to time by the Florida Legislature, creating the Hospital District, and defining the procedures, requirements and limitations, pertaining to such authorities or duties.

## **ARTICLE IX. AMENDMENTS**

Amendments to these Bylaws may be made by a majority vote of not less than five (5) members of the Board present at any regular or special meeting of the Board, provided that the proposed amendment shall have been presented either at a prior meeting or through the mail to each director not less than ten (10) days prior to the meeting and further provided such amendment has been reviewed in accordance with such additional policies or procedures as adopted by the Board.

## **ARTICLE X. PROCEDURES**

All meetings and affairs of the Board, the Hospital, the Medical Staff, and all committees thereof shall be conducted in accordance with Robert's Rules of Order, as revised from time to time, except as otherwise provided by law, or these bylaws, or unless a majority of those in attendance and entitled to vote at any such meeting shall elect not to do so. Provided, failure to comply with Robert's Rules of Order, as revised, from time to time shall not invalidate any action of the Board or any Committees of the Board.

APPROVED and adopted by the Governing Board this \_\_\_\_\_ day of \_\_\_\_\_,  
20\_\_\_\_.

\_\_\_\_\_  
\_\_\_\_\_, Chairperson

\_\_\_\_\_  
\_\_\_\_\_, Secretary

Adopted: November 15, 1983  
Implemented: January 1, 1984  
Amended: July 19, 1988  
Implemented: August 1, 1988  
Amended: Article 1.5, September 20, 1988  
Amended: Article 1.5, February 28, 1989  
Amended: Article 2.2, September 26, 1989  
Amended: Article 3.2-1(d), October 28, 1990  
Amended: Article 3.5-2 (k) change to (l) December 18, 1990  
Amended: Article 5.5-5 December 18, 1990  
Amended: Definition #12 March 26, 1991  
Amended and Restated: December 15, 1992  
Amended: Article 3.5-2, September 8, 1993  
Amended: Article 3.1-5, 3.2-1, February 7, 1994  
Amended: Article 3.1-4, September 11, 1995  
Amended: Article 1.1.1, June 2, 1997  
(New Section: Article 1.1.2, June 2, 1997)  
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Amended: August 6, 2012  
Amended: October 5, 2015  
Amended: December 5, 2016  
Amended: January 7, 2019  
Amended: December 7, 2020  
Amended: March 6, 2023



## **APPENDIX 1.9-1(i)**

### **NORTH BREVARD COUNTY HOSPITAL DISTRICT POLICY REGARDING RESTRICTIONS ON COMPETING FINANCIAL INTERESTS AND ANTI-COMPETITIVE ACTIVITY OF MEMBERS OF THE BOARD OF DIRECTORS**

#### **RECITALS**

*WHEREAS*, the North Brevard County Hospital District (“District”), d/b/a Parrish Medical Center (the “Hospital”), pursuant to its public mission, is committed to providing District residents with a broad range of cost-effective, quality patient care services;

*WHEREAS*, the Hospital Board of Directors (the “Board”), pursuant to the District’s enabling legislation and bylaws, has the duty and authority to establish appropriate policies and procedures for the governance, management, and operation of the Hospital including, but not limited to, a policy regarding competing financial interests and anti-competitive activity of Active Members (as defined in Section 1 of this Appendix 1.9-1(i)) to protect the integrity of Board decision-making and fiscal soundness of the Hospital;

*WHEREAS*, if individuals with competing financial interests are allowed to serve on the Board or committees of the Board, such individuals might use their relationship with the Hospital and information obtained from the Hospital to benefit themselves or their competing financial interests at the expense of the Hospital, thus undermining the ability of the Hospital to continue to serve its public purpose and provide a broad range of quality, cost effective services for District residents;

*WHEREAS*, if Active Members are allowed to engage in activities that promote the interests of Hospital competitors at the expense of the Hospital then such activities could also undermine the ability of the Hospital to continue to serve its public purpose;

*WHEREAS*, the Board has determined that it is in the best interest of the District to establish a policy prohibiting such Active Members from serving who have an incentive, directly or indirectly, by virtue of possessing competing financial interest or engaging in anti-competitive activity, to jeopardize the fiscal soundness of the Hospital;

*WHEREAS*, the State of Florida has enacted certain legal standards for public officials regarding conflicts of interest to which Active Members are subject and this Policy is meant to supplement, and not replace, this existing body of law; and

*WHEREAS*, the federal government also has an interest in preserving the public benefit of certain organizations, including the District, to whom it has granted an exemption from federal income taxation.

*NOW, THEREFORE*, it is resolved that the Board shall adopt the following policy regarding competing financial interests and anti-competitive activity of Active Members (“Policy”):

## POLICY

1. **Duty of Loyalty.** All members of the Board, together with ex-officio and other members of committees of the Board and the President of the Medical Staff (collectively referred to as "Active Members"), have a legal and ethical duty of undivided loyalty and to exercise the utmost good faith in their relationships with and for the Hospital, to act in the best interests of the Hospital, and to exercise their responsibilities with due care and loyalty to the Hospital's interests.

2. **Prohibition on Competing Financial Interests.** Individuals who have a Competing Financial Interest, as defined in this Policy, shall not serve as an Active Member, either on an appointed, elected, or ex-officio basis, unless such Competing Financial Interest violation under this Policy is waived by resolution of the Board under circumstances determined by the Board to be in the Hospital's best interest.

3. **Prohibition on Anti-Competitive Activity.** Active Members are prohibited from engaging in Anti-Competitive Activity, as defined in this Policy, unless such Anti-Competitive Activity violation under this Policy is waived by resolution of the Board under circumstances determined by the Board to be in the Hospital's best interest.

4. **Sanctions.** The Board, in accordance with the Act and its Bylaws, shall proceed to remove any Active Member who violates this Policy and who refuses to resign when requested by the Board.

5. **Board Appointment.** The Chief Executive Officer and Board shall actively encourage public officials and bodies with Active Member appointment power not to appoint to the Board any individual in violation of this Policy.

6. **Definitions.**

For purposes of this Policy:

a. The term "Competing Financial Interest" shall mean a financial interest held by an Active Member, a closely-related family member of an Active Member, or a trust, estate, business, company, partnership, or other organization or enterprise of an Active Member or closely-related family member of an Active Member, in a Hospital Competitor which appears to conflict with his or her decisions or actions as an Active Member. Examples of interests deemed to be Competing Financial Interests under this Policy are included on Exhibit A attached hereto. These examples are not exhaustive and the Board shall be free to determine on a case by case basis whether other circumstances qualify as a Competing Financial Interest.

For purposes of this definition, "closely-related" shall mean related by blood or marriage as father, mother, husband, wife, son, daughter, or any other direct lineal ancestor or descendant, sister, brother, uncle, aunt, nephew, niece, first cousin, mother-in-law, father-in-law, brother-in-law, sister-in-law, son-in-law, or daughter-in-law.

b. The term "Anti-Competitive Activity" shall mean the support of, or engaging in, a policy, transaction or conduct that directly or indirectly provides a financial benefit to a Hospital Competitor to the detriment of the Hospital or District residents. Examples of Anti-

Competitive Activities under this Policy are included on Exhibit B attached hereto. These examples are not exhaustive and the Board shall be free to determine on a case by case basis whether other circumstances qualify as an Anti-Competitive Activity.

c. The term “Hospital Competitor” shall mean a facility or business:

(1) with a level of competition against the Hospital that is substantial in relation to the total business of the Hospital; or

(2) within a 50 mile radius of the Hospital that is an acute care general hospital, a medical/surgical hospital, a specialty hospital, a rehabilitation center, an extended care facility or nursing home, an outpatient or inpatient surgery center, an emergency center, a home health service, a health maintenance organization or similar direct care provider, an ambulance service, a birthing center or an inhalation, respiratory or physical therapy center, a clinic with a primary mission to treat Acquired Immune Deficiency Syndrome or similar diseases, or an entity providing Ancillary Medical Care Services (as hereinafter defined).

For purposes of this definition, “Ancillary Medical Care Services” shall mean and include, (i) any form of testing for diagnostic or therapeutic purposes, (ii) provision or operation of a laboratory (including, without limitation, a pathology laboratory or a clinical laboratory), (iii) diagnostic imaging services (which include, without limitation, the following testing facilities: fluoroscopy, x-ray, plane film radiography, computerized tomography (CT), ultrasound, radiation therapy, mammography and breast diagnostics, nuclear medicine testing and magnetic resonance imaging), (iv) physical therapy services, or respiratory therapy service, and (v) the provision of any medical or related service to or for any person that is in addition to the examination and diagnosis of patients performed directly by a physician or by other health care professionals under the direct supervision of a physician, or a facility operated for the provision of any such service.

Notwithstanding the foregoing, Hospital Competitor shall not mean a physician medical office practice providing laboratory and diagnostic imaging to any such physician’s own patients, so long as such services are merely ancillary and incidental to such physician’s primary medical practice and do not constitute the physician’s primary medical practice or specialty nor the predominant services rendered by such physician to physician’s patients and so long as such patients for whom such laboratory or diagnostic imaging services are performed are not referred to such physician primarily for the purpose of obtaining such laboratory or diagnostic imaging services.

7. **Procedures for Addressing Policy Violations.** Whenever there is reason to believe that a violation of this Policy exists, the Board shall consider the matter during a public meeting, unless an exemption is provided under law. A member of the Board subject to the inquiry shall be entitled to vote unless prohibited by law.

8. **Procedures for Investigating Violations of this Policy.** The Hospital shall be authorized to collect and maintain appropriate financial and other data to investigate and support decisions relating to this Policy. To this end, when reasonable suspicion exists that a violation of this Policy has occurred, the Hospital Chief Executive Officer (“CEO”) or his/her designee shall have the authority to demand and receive from each Board Member, for review by the Hospital’s senior administration or its legal counsel, financial information, records and such other information

related to the potential violation under review. Any failure by a Board member to furnish information requested by the CEO pursuant to this Policy within thirty (30) days shall constitute a violation of this Policy.

9. **Disclosure of Competing Financial Interests and Anti-Competitive Activity.** Active Members shall annually complete a prescribed form (attached and incorporated into this Policy, as may be amended from time to time) to disclose Competing Financial Interests and to verify the absence of Anti-Competitive Activity on the part of the Active Member. Any failure by an Active Member to submit an attestation form as described in this Section 9 by January 30 of each year of the Active Member's service and to update the form within thirty (30) days after acquisition of any Competing Financial Interest or participation in any Anti-Competitive Activity shall constitute a violation of this Policy.

10. **Application of this Policy.** This Policy is intended to supplement, but not replace, any Florida law governing ethical conduct and conflicts of interest applicable to public officials.

## **EXHIBIT A**

### **Examples of Competing Financial Interests**

Examples of Competing Financial Interests that may be considered as disqualifying for Active Members under this Policy include, but are not limited to, the following:

- a. Direct or indirect investment in, holding indebtedness of, or having a compensation arrangement with a Hospital Competitor;
- b. Employment by, or participation in, the administration, management, or governance of a Hospital Competitor. This description includes, but is not limited to, the following positions: Member of the Board of Directors, Medical Staff Officer, Medical Staff Executive Committee Member, Committee Chairperson or Vice Chairperson, Medical Director or a member of a Planning Committee;
- c. Employment by, or practice with, a medical group practice that is primarily or significantly affiliated with a Hospital Competitor; and
- d. Affiliation with a Hospital Competitor that may reasonably give rise to a concern that the individual may not be entirely impartial and disinterested in making decisions in the best interests of the Hospital.

The following are examples of financial interests that, without more, generally shall not be considered to be Competing Financial Interests under this Policy:

- a. Membership on the medical staff of a Hospital Competitor;
- b. Medical practice in the same specialty as employed physicians of the Hospital; and
- c. Passive investment(s) in publicly traded stocks of a Hospital Competitor.

## **EXHIBIT B**

### **Examples of Anti-Competitive Activities**

Examples of Anti-Competitive Activities that may be considered as disqualifying for Active Members under this Policy include, but are not limited to, the following:

- a. Public or private promotion of a Hospital Competitor at the expense of the Hospital;
- b. Diverting away from the Hospital, through referrals unrelated to patient preference or medical needs, or through other means, District residents to a Hospital Competitor;
- c. Public display of disruptive actions against the Hospital that harm the Hospital's image or reputation in the community; and
- d. Employment by, or participation in, the administration, management, or governance of a Hospital Competitor. This description includes, but is not limited to, the following positions: Member of the Board of Directors, Medical Staff Officer, Medical Staff Executive Committee Member, Committee Chairperson or Vice Chairperson, Medical Director or a member of a Planning Committee.

The following are examples activities that, without more, generally shall not be considered to be Anti-Competitive Activities under this Policy:

- e. Non-public efforts, within the Hospital channels, to suggest improvements or to make constructive changes, such as to improve health care quality, access to care, or customer service;
- f. Participation in health-related or other educational civic activities in the District;
- g. Reporting of legal, professional, or ethical problems of persons or entities, either internally within the Hospital, or to government officials;
- h. Membership on the medical staff of a Hospital Competitor;
- i. Medical practice in the same specialty as employed physicians of the Hospital;
- j. Lawful activities unrelated to the competitive business interests of the Hospital; and
- k. Affiliation with a Hospital Competitor that may reasonably give rise to a concern that the individual may not be entirely impartial and disinterested in making decisions in the best interests of the Hospital.

## ACTIVE MEMBER ATTESTATION STATEMENT

I have read and understand the North Brevard County Hospital District Policy Regarding Restrictions on Competing Financial Interests and Anti-Competitive Activity of Active Members.

In accordance with this Policy, while I am a member of the Board of Directors, the President of the Medical Staff, or a member of a Board of Directors committee, I shall not engage in any personal or business activity in violation of the Policy. Further, in accordance with this Policy, below I have set forth all my existing Competing Financial Interests and Anti-Competitive Activity as described in this Policy. I agree to either resign my position with the Board or a committee of the Board or to completely divest and disassociate with any activity or interest in violation of this Policy before accepting or continuing my Board position with the Hospital or on a committee of the Board. I further understand that, in accordance with this Policy, I am responsible for providing to the Chief Executive Officer of Parrish Medical ("CEO") or his/her designee within thirty (30) days any information requested by the CEO in order to ensure my compliance with this Policy and any refusal or delay on my part in providing this information will be considered a violation of this Policy.

I understand that the purpose of this Policy is far reaching and it may cover situations not specifically addressed in this Policy. Accordingly, I understand that this Policy is meant to supplement, but not to replace, (i) any applicable laws governing conflicts of interest applicable to members of the governing body of public hospitals, and (ii) good judgment. Thus, I will respect this Policy's spirit and purpose as well as its wording.

My existing Competing Financial Interests and Anti-Competitive Activity are reported in the following space:

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I attest that the following is true and correct. I agree to update this statement within thirty (30) days after I acquire any Competing Financial Interest or engage in any Anti-Competitive Activity not previously fully disclosed.

By: \_\_\_\_\_

Date: \_\_\_\_\_

## **APPENDIX 3.7**

### **AUDIT COMMITTEE CHARTER**

The Audit Committee is appointed by the Chairperson of the Board of Directors (the “Board”) of the North Brevard County Hospital District (the “Hospital”) to assist the Board in monitoring (1) the integrity of the financial statements of the Hospital, and (2) the independence and performance of the Hospital’s external auditors.

There shall be four (4) members of the Audit Committee, including one (1) member appointed as Chair by the Chairperson of the Board. The committee will be composed solely of directors who are independent of the management of the Hospital and are free of any relationship that, in the opinion of the Board, may interfere with their exercise of independent judgment as a committee member.

All members must be or become financially literate and at least one (1) member must have accounting or related financial management experience (i.e., experience as a Chief Executive Officer, or Chief Financial Officer of a business, or as a Certified Public Accountant, or similar experience), in each case it shall be in the judgment of the Chairperson of the Board.

The committee shall meet at least four (4) times per year or more frequently as circumstances require. A majority of the members must be present to constitute a quorum. The committee may ask members of management or others to attend the meetings and provide pertinent information as necessary. Meetings must be conducted in accordance with Florida Statute §286 and Article I, Section 24 of the Florida Constitution, unless the subject matter of the meeting allows the committee to meet in executive session. The committee is expected to maintain free and open communication with management and the independent auditors. The Audit Committee shall:



- (a) Make regular reports to the Board.
- (b) Review the annual audited financial statements with management, including major issues regarding accounting and auditing principles and practices as well as the adequacy of internal controls that could significantly affect the Hospital's financial statements.
- (c) Review an analysis prepared by management and the independent auditor of significant financial reporting issues and judgments made in connection with the preparation of the Hospital's financial statements.
- (d) Meet periodically with management to review the Hospital's major financial risk exposures and the steps management has taken to monitor and control such exposures.
- (e) Review major changes to the Hospital's auditing and accounting principles and practices as suggested by the independent auditor or management.
- (f) Recommend to the Board the appointment of the independent auditor, which firm is ultimately accountable to the Committee and the Board.
- (g) Recommend the fees to be paid to the independent auditor for approval by the Board.
- (h) Receive periodic written reports from the independent auditor regarding the auditor's independence (including, without limitation, describing all relationships between the independent auditors and the Hospital) discuss such reports with the auditor, and if so determined by the Committee, recommend that the Board take appropriate action to satisfy itself of the independence of the auditor.

- (i) Evaluate together with the Board the performance of the independent auditor and, if so determined by the Committee, recommend that the Board replace the independent auditor.
- (j) Meet with the independent auditor prior to the audit to review the planning and staffing of the audit.
- (k) Discuss with the independent auditor the matters required to be discussed by Auditing Standard No. 16 relating to the conduct of the audit.
- (l) After the audit, review with the independent auditor the result of the audits, any problems or difficulties the auditor may have encountered and any management letter provided by the auditor and the Hospital's response to that letter. Such review should include any difficulties encountered in the course of the audit work, including any restrictions on the scope of activities or access to required information and any changes and recommendations made as a result of the audit including, without limitation, change in internal control and in accounting methods.
- (m) Advise the Board with respect to the Hospital's policies and procedures regarding compliance with the Hospital's Code of Ethics related to or disclosed by the Audit.
- (n) Review with the Hospital's legal counsel legal matters that may have a material impact on the financial statements.
- (o) Meet at least annually with the Vice President – Finance / Chief Financial Officer and the independent auditor in separate sessions.

- (p) Conduct investigations (including but not limited to the engagement of outside experts as approved by management and the Executive Committee of the Board of Directors, so long as such experts' fee is less than Twelve Thousand Dollars (\$12,000) to resolve disagreements, if any, between the independent auditor and management, or to assure compliance with the Hospital's Code of Ethics.
- (q) Review quarterly financial statements with management and the independent auditor. While the Audit Committee has the responsibilities and powers set forth in this Charter, it shall be the duty and responsibility of Hospital management to determine that the Hospital's financial statements are completed and accurate and are in accordance with the U.S. generally accepted accounting principles applicable to the North Brevard County Hospital District.

## MEMORANDUM

**TO:** Board of Directors, Parrish Medical Center  
**FROM:** GrayRobinson, P.A.  
**DATE:** February 26, 2025  
**SUBJECT:** 2025 State of Florida Legislative Bills

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This memorandum outlines bills that have been introduced in the 2025 legislative session that may be of interest to PMC.

### **Government Liability & Immunity/New Causes of Action Against Government**

#### HB 495/SB 352-Adverse Personnel Actions

Prohibits governmental agencies from retaliation against employees who file written complaints or otherwise disclose violations of ethics rules for public officers. Provides for administrative remedies under the Florida Commission of Human Relations, and right to bring a civil action after exhausting such remedies. Provides for general employment relief (reinstatement, backpay, etc.) Creates a retaliation claim in the specific context of ethics complaints.

#### HB 301-Sovereign Immunity

Increasing the statutory limits of liability for claims accruing after October 1, 2025, to \$1 million for a claim/judgment by any one person and \$3 million for multiple claims/judgments arising out of the same occurrence. For those claims occurring after October 1, 2030, \$1.1 million for individual claims and \$3.2 million for multiple claims arising from the same occurrence. Changes the statute of limitations for negligence actions against the state to two years and provides other limitations periods for specific categories.

#### HB 83-Protections for Public Employees who use Medical Marijuana as Qualified Patients

Prohibits public employers from firing or refusing to hire an employee/applicant based on their use of medical marijuana if they are a qualified patient (medical marijuana card issued to them based on physician's orders). Provides exceptions and procedures that public employers must follow for positive drug tests. Provides a cause of action and remedies for public employees who are fired/not hired in violation of the statute.

### **Taxes**

### SB 132-Legal Tender

Coins, bars, and ingots having gold/silver content and bullion and electronic currency may be used to pay debts, taxes, and fees levied by state or local governments, or any political subdivision of the state or local government. It does not require local governments to accept such currency.

### HB 503-Local Business Taxes

Prohibits municipalities from increasing or modifying tax rate structures when the municipality has adopted a business tax ordinance under Section 205.0315, Fla. Stat. before July 1, 2025. Prohibiting the revenue obtained through local business taxes from exceeding a municipality's total revenue. Requiring a municipality to adjust the rate structure when the local business tax exceeds the total revenue, and requiring a municipality to refund local businesses when the tax exceeds the total revenue.

## **Public Records**

### HB 231-Medical Examiners

Amends 119.071 to provide an exemption from public records disclosure for home addresses, dates of birth, telephone numbers, and photographs of current and former medical examiners; and for the names, home addresses, dates of birth, telephone numbers, places of employment, and photographs of spouses and children of medical examiners; and for the names and locations of the schools attended by children of medical examiners.

### SB 268-Public Officers

Amending 119.071 to provide an exemption from public records disclosure for partial home addresses (defined as means the dwelling location at which an individual resides and includes the physical address, mailing address, street address, parcel identification number, plot identification number, legal property description, neighborhood name and lot number, GPS coordinates, and any other descriptive property information that may reveal the partial home address, except for the city and zip code) of current public employees (defined as Governor, Lieutenant Governor, Chief Financial Officer, Attorney General, Agriculture Commissioner, State Representative, State Senator, Property Appraiser, Supervisor of Elections, School Superintendent, School Board Member, Mayor, City Commissioner, or County Commissioner) and their spouses; and for the telephone numbers of spouses of public employees; and for names, home addresses, telephone numbers, dates of birth, and locations of the schools attended by minor children of public employees; and for partial addresses and telephone numbers of adult children of public employees.

## **Miscellaneous**

### Chapters 2025-1 and 2025-2, Laws of Florida – Immigration *[signed into law]*

Undocumented immigrants in Florida will no longer be eligible for in-state tuition benefits at public colleges and universities. Undocumented immigrants convicted of a capital felony will face the death penalty. A new State Board of Immigration Enforcement will be created, and more than \$298 million will be allocated to law enforcement for immigration-targeted hiring and training, including bonuses to officers who cooperate in federal enforcement activities. The allocation includes funding for the hiring of fifty new law enforcement officers, a \$1,000.00 bonus incentive program for immigration enforcement officers, and training grants. The new law provides that it is a first-degree misdemeanor for undocumented immigrants who are eighteen years of age or older to “knowingly” enter or attempt to enter Florida. Undocumented immigrants who vote or aid noncitizens in voting can be charged with a third-degree felony.

#### SB 100/HB 75-Display of Flags by Governmental Entities

Prohibits a governmental entity from erecting or displaying flags that represent specific political viewpoints (racial, sexual orientation and gender, or other ideology). Requires governmental entities to remain neutral. This does not affect a governmental entities' ability to fly city, state, or national flags. Requires the US flag to be in a superior position to other flags. Allows current or former military members to use reasonable force to stop the harming or removal of the US flag.

#### HB 15-Storage of Handguns in Private Conveyances and Vessels

Prohibits storing handguns in unoccupied, unsecured vehicles. Requires law enforcement agencies to engage in campaigns to educate the public and handgun owners of the same. Requires counties to enact ordinances subjecting parents/guardians to sanctions if their child has stolen a handgun from a vehicle.

#### SB 188: Possession or Use of a Firearm in a Sensitive Location

Prohibits the possession or use of firearms in any "sensitive location." Designates various places as sensitive locations (e.g., schools, churches, public parks and facilities, health care facilities and government buildings). Under the proposed law, a health care facility includes any part of the facility that is licensed by Florida, including, but not limited to, a hospital, a nursing home or other similar residential facility, or a provider of services for the care, support, or treatment of individuals. Provides exceptions for police and military and for criminal penalties.

**EDUCATION COMMITTEE**

Billie Fitzgerald, Chairperson  
Maureen Rupe, Vice Chairperson  
Robert L. Jordan, Jr., C.M. (ex-officio)  
Elizabeth Galfo, M.D., Chairperson  
Billy Specht  
Herman A. Cole, Jr.  
Dan Aton  
Stan Retz, CPA  
Ashok Shah, M.D.  
Aluino Ochoa, M.D.  
George Mikitarian, President/CEO (Non-voting)

**NORTH BREVARD COUNTY HOSPITAL DISTRICT  
OPERATING  
PARRISH MEDICAL CENTER  
EDUCATIONAL, GOVERNMENTAL AND COMMUNITY RELATIONS COMMITTEE  
MONDAY, MARCH 3, 2025  
IMMEDIATELY FOLLOWING EXECUTIVE SESSION  
FIRST FLOOR CONFERENCE ROOM 2/3/4/5**

**CALL TO ORDER**

- I. Election of Chairperson & Vice Chairperson
- II. Review and Approval of Minutes

***Motion to approve the minutes of the January 6, 2025 meeting.***

- III. Semi-Annual Update to City Council – Ms. Sellers
- IV. Executive Session (if necessary)

**ADJOURNMENT**

**NOTE: IF A PERSON DECIDES TO APPEAL ANY DECISION MADE BY THE EDUCATION COMMITTEE WITH RESPECT TO ANY MATTER CONSIDERED AT THIS MEETING, HE/SHE WILL NEED A RECORD OF PROCEEDINGS AND, FOR SUCH PURPOSES, MAY NEED TO ENSURE A VERBATIM RECORD OF THE PROCEEDINGS IS MADE AND THAT THE RECORD INCLUDES TESTIMONY AND EVIDENCE UPON WHICH THE APPEAL IS TO BE BASED.**

**PERSONS WITH A DISABILITY WHO NEED A SPECIAL ACCOMMODATION TO PARTICIPATE IN THIS PROCEEDING SHOULD CONTACT THE ADMINISTRATIVE OFFICES AT 951 NORTH WASHINGTON AVENUE, TITUSVILLE, FLORIDA 32796, AT LEAST FORTY-EIGHT (48) HOURS PRIOR TO THE MEETING. FOR INFORMATION CALL (321) 268-6110.**

**THIS NOTICE WILL FURTHER SERVE TO INFORM THE PUBLIC THAT MEMBERS OF THE BOARD OF DIRECTORS OF NORTH BREVARD MEDICAL SUPPORT, INC. MAY BE IN ATTENDANCE AND MAY PARTICIPATE IN DISCUSSIONS OF MATTERS BEFORE THE NORTH BREVARD COUNTY HOSPITAL DISTRICT BOARD OF DIRECTORS EDUCATIONAL, GOVERNMENTAL AND COMMUNITY RELATIONS COMMITTEE. TO THE EXTENT OF SUCH DISCUSSION, A JOINT PUBLIC MEETING OF THE NORTH BREVARD COUNTY HOSPITAL DISTRICT, BOARD OF DIRECTORS EDUCATIONAL, GOVERNMENTAL AND COMMUNITY RELATIONS COMMITTEE AND NORTH BREVARD MEDICAL SUPPORT, INC. SHALL BE CONDUCTED.**

**NORTH BREVARD COUNTY HOSPITAL DISTRICT  
OPERATING  
PARRISH MEDICAL CENTER  
EDUCATIONAL, GOVERNMENTAL AND COMMUNITY RELATIONS  
COMMITTEE**

A regular meeting of the Educational, Governmental and Community Relations Committee of the North Brevard County Hospital District operating Parrish Medical Center was held on January 6, 2025, at 1:15 p.m. in Conference Room 2/3/4/5, First Floor. The following members were present:

Billie Fitzgerald, Chairperson  
Maureen Rupe, Vice Chairperson  
Robert L. Jordan, Jr., C.M.  
Dan Aton  
Ashok, Shah, M.D.  
Stan Retz, CPA  
Herman A. Cole, Jr.  
Elizabeth Galfo, M.D.  
Aluino Ochoa, M.D.  
Billy Specht  
George Mikitarian (non-voting)

Member(s) Absent:  
None

**CALL TO ORDER**

Ms. Fitzgerald called the meeting to order at 1:15 p.m.

**REVIEW AND APPROVAL OF MINUTES**

The following motion was made by Dr. Galfo seconded by Mr. Specht, and approved (10 ayes, 0 nays, 0 abstentions).

***ACTION TAKEN: MOTION APPROVING THE MINUTES OF THE NOVEMBER 6, 2024, EDUCATION COMMITTEE MEETING, AS PRESENTED.***

**ETHICS AND SUNSHINE LAW**

Ms. Ramos presented a training and PowerPoint presentation for the Board concerning Ethics and the Sunshine Law. Ms. Ramos summarized the ethics rules; described prohibited acts with examples; described voting conflicts with examples; described competing financial interests pointing the Members to examples set forth in the District Bylaws; addressed the propriety of receiving gifts and the disclosure of any gifts received; described financial disclosure required of Members of the Board, including what, where and when to disclose; provided an overview of the Sunshine Law and rules most likely applicable to Members of the Board. Copies of the PowerPoint slides are appended to the file copy of these minutes.



**OTHER**

No other items were presented for consideration by the committee.

**ADJOURNMENT**

There being no further business to come before the committee, the Educational, Governmental and Community Relations Committee meeting adjourned at 1:35 p.m.

Billie Fitzgerald  
Chairperson



# SEMI ANNUAL REPORT

North Brevard County Hospital District dba  
Parrish Medical Center  
February 2025



*Healing Families - Healing Communities®*  
[parrishhealthcare.com](http://parrishhealthcare.com)

# 30<sup>th</sup> Year ZERO Taxes

- We are an Independent Special Taxing District of the State of Florida and have not levied taxes on citizens for 30 straight years!
- Focused on fulfilling our public, not-for-profit mission

# Named Large Business of the Year

## By Titusville Area Chamber of Commerce

*“Through various initiatives, whether local job creation, charitable contributions or sustainable practices, Parrish Healthcare shows us that true success is measured not just by profit margins, but by the positive impact they have on the work around us.”*

-Erin Akins, President/CEO  
Titusville Chamber of Commerce



# Parrish Medical Center Designated Maternity Care Access Hospital

*“Being named a Maternity Care Access Hospital is special recognition of hospitals across the U.S. which serve communities that depend on them for access to vital maternity care services. While an increasing number of maternity care deserts in parts of the country have left millions of people without local access to maternity care, these hospitals persist in providing this vital service to under-resourced communities.”*

*- Jennifer Winston, PhD, Health Data Scientist at U.S. News*



# Parrish Medical Center Designated as Best Hospital for Maternity Care

**Highest award a hospital can earn from U.S. News' annual study**

*"With a record-breaking number of hospitals evaluated, U.S. News' 2025 Best Hospitals for Maternity Care ratings represent the most comprehensive resource yet for expectant parents. These high-performing hospitals showcase exceptional care for expectant parents, demonstrating significantly lower C-section rates and severe unexpected newborn complications compared to hospitals not recognized by U.S. News."*

*- Jennifer Winston, PhD, Health Data Scientist at U.S. News*



# Blue Distinction® Center+ Maternity Care

## Blue Cross Blue Shield Recognition for Safe, High Quality, Cost-Effective Care

The Blue Distinction® Center for Maternity Care program plays a key role in the BCBS Associations' National Health Equity Strategy to reduce racial health disparities and improving patient outcomes for all Americans.



Healing Families - Healing Communities®

[parrishhealthcare.com](http://parrishhealthcare.com)



# Board Certification Earned

## Congratulations!

Dr. Jigisha Chaudhari,  
Pathologist, earns subspecialty  
Board Certification in  
CytoPathology





# Board Certification Earned

## Congratulations!

Dr. Rahul Chaudhari,  
Gastroenterology, earns Board  
Certification from the American  
Board of Gastroenterology



# Strategic Partnership with Burrell College Osteopathic Medicine

Together we're training future physicians



# WELCOME NEW PROVIDERS



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<b>Samuel Del Rio, MD</b>	<b>9/7/2024</b>	<b>OB/GYN</b>
<b>Bryan Z. Hamade, MD</b>	<b>9/9/2024</b>	<b>Interventional Radiology</b>
<b>Jennifer Neff, APRN</b>	<b>10/15/2024</b>	<b>Hematology/Oncology</b>
<b>Luc L. Bouquet, APRN</b>	<b>11/4/2024</b>	<b>Hospitalist</b>
<b>Peter M. Motolenich, MD</b>	<b>11/4/2024</b>	<b>Anesthesia</b>
<b>Tenisha Bryan Morris, APRN, DNP</b>	<b>11/4/2024</b>	<b>Hospitalist</b>
<b>Magdalena Showronska, APRN</b>	<b>12/2/2024</b>	<b>Hospitalist</b>
<b>Rahul Lohana, MD</b>	<b>12/2/2024</b>	<b>OB/GYN</b>
<b>Boyan D. Apostolov, MD</b>	<b>12/2/2024</b>	<b>Anesthesia</b>

# OUTREACH



*Healing Families - Healing Communities®*

[parrishhealthcare.com](http://parrishhealthcare.com)



# Point in Time Count

## Addressing Homelessness in our Community



# Donations

## Happy Holidays: Toys for Tots Drive





# Donations

## Happy Holidays: Hams and Turkeys for 600+ Families





# Sponsorships

## Presenting Sponsor: Martin Luther King Jr. Celebration



# Sponsorships

## Marine Resource Council



# LAST BUT NOT LEAST



*Healing Families - Healing Communities®*

[parrishhealthcare.com](http://parrishhealthcare.com)



# Pink-Out Shout Out

## Thank you TFD. 10 Years. \$20,000.



Pink-Out Campaign raised \$1,600 in 2024 and \$20,000 over the last 10 years.  
*Benefiting Parrish Oncology Programs & Services in the fight against cancer!*

# The End. QUESTIONS?



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**DRAFT AGENDA  
BOARD OF DIRECTORS MEETING - REGULAR MEETING  
NORTH BREVARD COUNTY HOSPITAL DISTRICT  
OPERATING  
PARRISH MEDICAL CENTER  
MARCH 3, 2025  
NO EARLIER THAN 2:00 P.M.,  
FOLLOWING THE LAST COMMITTEE MEETING  
FIRST FLOOR, CONFERENCE ROOM 2/3/4/5**

**CALL TO ORDER**

- I. Pledge of Allegiance
- II. PMC's Vision – *Healing Families – Healing Communities*
- III. Approval of Agenda
- IV. Recognitions(s)
  - A. JPMF – Mr. Morak
  - B. New Providers (memo included)
- V. Review and Approval of Minutes (January 6, 2025 Regular Meeting)
- VI. Open Forum for PMC Physicians
- VII. Public Input and Comments\*\*\*<sup>1</sup>
- VIII. Unfinished Business\*\*\*
- IX. New Business\*\*\*
  - A. **North Brevard Medical Support, Inc, Liaison Report –Mr. Retz**
- X. Medical Staff Report Recommendations/Announcements
  - A. Recommend the Board of Directors approve the amended Medical Staff Bylaws, as presented.  
  
**Motion to approve the amended Medical Staff Bylaws as presented.**
- XI. Public Comments (as needed for revised Consent Agenda)
- XII. Consent Agenda\*\*\*

A. Finance

1. **Motion to recommend to the Board of Directors to declare the equipment listed in the requests for Disposal of Obsolete or Surplus Property Forms as surplus and obsolete and dispose of same in accordance with FS274.05 and FS274.96.**

B. Executive Committee

1. **Motion to recommend to the Board of Directors to approve the Resolution of the Board of Directors of the North Brevard County Hospital District Regarding the Amended and Restated Bylaws of the North Brevard County Hospital District.**

. \*\*\*1 Pursuant to PMC Policy 9500-154:

- non-agenda items – 3 minutes per citizen
- agenda items for board action -- 3 minutes per citizen, permitted prior to board discussion for regular agenda action items and prior to board action on consent agenda
- 10 minute total per citizen
- must be related to the responsibility and authority of the board or directly to an agenda item [see items marked \*\*\*]

XIII. Committee Reports

- A. Quality Committee
- B. Finance Committee
- C. Executive Committee
- D. Educational, Governmental and Community Relations Committee
- E. Planning, Physical Facilities & Properties Committee

XIV. Process and Quality Report – Mr. Mikitarian

- A. Other Related Management Issues/Information
- B. Hospital Attorney - Mr. Boyles

XVI. Other

- A. Monthly Media Report (memo included)

XVII. Closing Remarks – Chairman

XVIII. Executive Session (if necessary)

# BOARD OF DIRECTORS MEETING

MARCH 3, 2024

PAGE 3

## ADJOURNMENT

NOTE: IF A PERSON DECIDES TO APPEAL ANY DECISION MADE BY THE BOARD WITH RESPECT TO ANY MATTER CONSIDERED AT THIS MEETING, HE/SHE WILL NEED A RECORD OF PROCEEDINGS AND, FOR SUCH PURPOSES, MAY NEED TO ENSURE A VERBATIM RECORD OF THE PROCEEDINGS IS MADE AND THAT THE RECORD INCLUDES TESTIMONY AND EVIDENCE UPON WHICH THE APPEAL IS TO BE BASED.

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THIS NOTICE WILL FURTHER SERVE TO INFORM THE PUBLIC THAT MEMBERS OF THE BOARD OF DIRECTORS OF NORTH BREVARD MEDICAL SUPPORT, INC. MAY BE IN ATTENDANCE AND MAY PARTICIPATE IN DISCUSSIONS OF MATTERS BEFORE THE NORTH BREVARD COUNTY HOSPITAL DISTRICT BOARD OF DIRECTORS.

ANY MEMBER OF THE PUBLIC THAT WILLFULLY INTERRUPTS OR DISTURBS A MEETING OF THE BOARD OF DIRECTORS IS SUBJECT TO REMOVAL FROM THE MEETING BY AN OFFICER AND SUCH OTHER ACTIONS AS MAY BE DEEMED APPROPRIATE AS PROVIDED IN SECTION 871.01 OF THE FLORIDA STATUTES.



# Healthcare Hero Project

## How We Can Honor Healthcare Hero's

Every year, hospitals and communities across the country recognize and celebrate these frontline healthcare heroes over the course of several weeks: National Nurses Week, National Hospital Week and numerous others. However, we rarely find an opportunity to honor their legacy of service to our community in a perpetual way.

The Jess Parrish Medical Foundation would like to make this concept a reality for North Brevard and beyond! With the support of Hulbert Homes and generous local support, not only can a permanent space be created for honoring these heroes but this partnership would help to create *generational* impact for the next era of healthcare heroes.



Healing Families – Healing Communities®

[parrishhealthcare.com](http://parrishhealthcare.com)

# Healthcare Hero Project

## The Background

- Fossum/Hursey Family
- The Dream Phase
- Our Partner Search Begins
- Hulbert Homes (Mark Hulbert)

# What Would It Look Like?























*Healing Families – Healing Communities®*  
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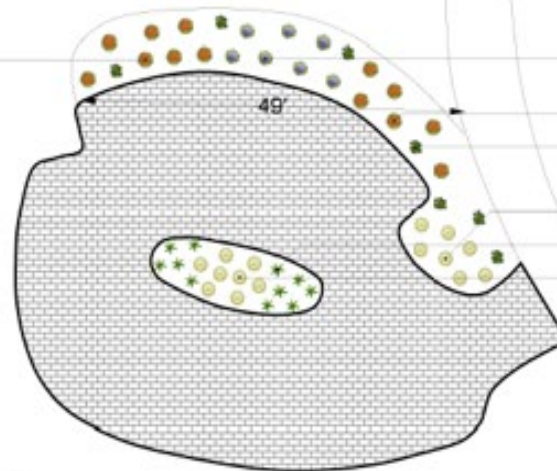
	13	Firebush	Hamelia patens	3 gal. / 18"x16"		7	Saw Palmetto	Serenoa repens	3 gal.							
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## LANDSCAPE NOTES

1. The landscape contractor shall be responsible for all material and work as called for on the landscape plan.
2. All proposed materials shall be Florida #1 or better in quality based on the grades and standards for nursery plants by the Florida Department of Agriculture, unless otherwise noted.
3. All plant beds shall be top dressed with 2-3" of mulch, unless otherwise noted.
4. The landscape contractor shall be responsible for all stability and plumb conditions of every tree and shrub.
5. Plant list quantities are to be used as a guide only. The plan is to take precedence.
6. All plant material should be planted level with grade or slightly higher.
7. All work performed on site is to be completed in a professional manner. The landscape contractor is responsible for keeping the site clean of debris and materials within their scope of work at the end of each day.
8. Plant material as depicted on plan is subject to availability and may be substituted at the sole discretion of the landscape contractor with a similar plant or tree.
9. No Warranty on materials whose viability is out of the contractor's control (Wildlife, Environmental, or Cold Damage)

SOD IS ST. AUGUSTINE 'FLORATAM'  
GROUNDCOVER TO BE PINE BARK NUGGETS (3" MIN.)  
IRRIGATION TO PROVIDE FULL COVERAGE

(7) Firebush



(7) Plumbago

(6) Firebush  
(7) Saw Palmetto

(7) Thyallis  
(11) Coontie Fern  
(8) Thyallis

# Healthcare Hero Project

## Campaign Overview

1. Construct Healthcare Hero Garden on Parrish Healthcare campus
  - Incorporating space into the existing design, landscaping and aesthetics
  - Recognition can be built into area design
2. Candlelight vigil to launch tribute campaign
  - Exclusive event invitations co-branded with investing partners
3. Marketing outreach around tribute opportunities
  - Including direct mail, electronic communications along with print and digital advertising co-branded with investing partners
4. Annual event to honor our healthcare heroes and award scholarships to the next generation of Care Partners



# Healthcare Hero Project

## How Does This Create Generational Impact?

This would be made possible through tribute opportunities within the gardens for those wishing to honor a “healthcare” hero. These funds would be used to create an endowment to provide scholarships for those seeking a career in a medical or healthcare field related to human health.

- Sign panels affixed at viewing angle
- Each sign panel to hold 24 engraved plaque spaces
- Plaques to cost \$250 or \$500 donation depending on option (hard cost is \$50)
- Total raised to be placed in Scholarship endowment: Between \$85,000 and \$190,000
- Hold disbursements for 5 years, estimated value after: +38%

# Healthcare Hero Project

## What is a Healthcare Hero?

Maya Angelou famously said, “I think a hero is any person really intent on making this a better place for all people.”

When we think of everyday heroes, we think of:

- Technicians, nurses, physicians and other clinical care partners
- Environmental service
- Food and nutrition
- Parrish Healthcare Board of Directors and volunteers
- Service partners like EMS Coastal Health Systems
- Patients and families

# Healthcare Hero Project

## How Will These Donors Be Recognized?

- Hulbert Homes recognition incorporated into area design (iron gate; 'Hulbert's Healthcare Hero's')
- Fossum family recognition item (dedicated bench)
- Membership in Circle of Life Society - lifetime membership & listing on recognition walls
- (1) Membership on Scholarship Award Committee (Fossum)
- Branded inclusion on collateral materials of tribute campaign
- Speaking opportunity at candlelight vigil
- Hulbert to be honorary 'host' of annual awards event

# Healthcare Hero Project

## Is There Interest For This In North Brevard?

- American Space Museum and Walk of Fame
- Astronaut Memorial Foundation
- American Police Hall of Fame & Museum
- Brevard Zoo
- Humane Society



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# Jeffrey M. Zurosky, MD

## Emergency Medicine

**Medical School:** University of  
Florida College of Medicine,  
Gainesville, FL

**Residency:** General Surgery  
University of Alabama Hospital,  
Birmingham, AL

**Residency:** Family Medicine  
Florida Hospital – Orlando, FL



**DRAFT**  
**NORTH BREVARD COUNTY HOSPITAL DISTRICT**  
**OPERATING**  
**PARRISH MEDICAL CENTER**  
**BOARD OF DIRECTORS – REGULAR MEETING**

A regular meeting of the Board of Directors of the North Brevard County Hospital District operating Parrish Medical Center (the District) was held at 2:02 p.m. on January 6, 2025 in Conference Room 2/3/4/5, First Floor. The following members were present:

Robert L. Jordan, Jr., C.M., Chairperson  
Stan Retz, Vice Chairperson  
Herman A. Cole, Jr.  
Elizabeth Galfo, M.D.  
Ashok Shah, M.D.  
Dan Aton  
Maureen Rupe  
Billie Fitzgerald  
Billy Specht

Member(s) Absent:  
None

A copy of the attendance roster of others present during the meeting is appended to the file copy of these minutes.

**CALL TO ORDER**

Mr. Jordan called the meeting to order at 2:02 p.m. and determined a quorum was present per Article 1.1.4 of the District Bylaws.

**PLEDGE OF ALLEGIANCE**

Mr. Jordan led the Board of Directors, staff and public in reciting the Pledge of Allegiance.

**PMC'S VISION – *Healing Families – Healing Communities®***

Mr. Jordan led the Board of Directors, staff and public in reciting PMC's Vision – *Healing Families – Healing Communities®*.

**APPROVAL OF MEETING AGENDA**

Mr. Jordan requested approval of the meeting agenda in the packet as revised. Discussion ensued and the following motion was made by Dr. Galfo, seconded by Ms. Fitzgerald, and approved (9 ayes, 0 nays, 0 abstentions).

***ACTION TAKEN: MOTION APPROVING THE REVISED MEETING AGENDA OF THE BOARD OF DIRECTORS OF THE DISTRICT AS PRESENTED.***

**RECOGNITIONS**

The Board recognized the reappointments of Mr. Jordan, Mr. Retz, and Dr. Shah for 4-year terms.

**SECRETARY'S REPORT & ELECTION OF OFFICERS**

Dr. Galfo, Secretary of the North Brevard County Hospital District Board of Directors reviewed the process for the election of officers.

Immediately after nominations are closed for each office, the election for that officer will be held. Ballots will then be distributed, dated and signed by each Board Member. The tellers will count the ballots and provide the results to the Chairperson. The ballots are public records and will continue to be available.

**Election of Chairperson**

Dr. Galfo indicated that Mr. Jordan had been nominated as Chairperson and no other names were presented. Mr. Cole moved to close the nominations, seconded by Dr. Galfo and the Board approved the motion (9 ayes-0 nays-0 abstentions). Mr. Jordan was elected Chairperson. Mr. Jordan as Chairperson continued with the conduct of the meeting.

**Election of Vice-Chairperson**

Mr. Jordan indicated that Mr. Retz had been nominated as Vice Chairperson and no other names were presented. Mr. Cole moved to close the nominations, seconded by Dr. Galfo and the Board approved the motion (9 ayes-0 nays-0 abstentions). Mr. Retz was elected Vice Chairperson.

**Election of Treasurer**

Mr. Jordan indicated that Mr. Cole had been nominated as Treasurer with no other names presented. Dr. Galfo moved to close the nominations, seconded by Mr. Specht and the Board approved the motion (9 ayes-0 nays-0 abstentions). Mr. Cole was elected Treasurer.

**Election of Secretary**

Mr. Jordan indicated there were currently no nominees for the position of Secretary of the Board of Directors. Dr. Shah nominated Dr. Galfo to serve as Secretary and moved to close the nominations, seconded by Mr. Cole and the Board approved the motion (9 ayes-0 nays-0 abstentions). Dr. Galfo was elected Secretary.

**Election of Member-at-Large**

Mr. Jordan indicated that Ms. Rupe had been nominated as Member-at-Large and no other names were presented. Dr. Shah moved to close the nominations, seconded by Mr. Cole and the Board approved the motion (9 ayes-0 nays-0 abstentions). Ms. Rupe was elected Member-at-Large.

**REVIEW AND APPROVAL OF MINUTES**

Discussion ensued and the following motion was made by Mr. Cole, seconded by Mr. Aton, and approved (9 ayes, 0 nays, 0 abstentions).

***ACTION TAKEN: MOTION APPROVING THE MINUTES OF THE NOVEMBER 6, 2024, REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE NORTH BREVARD COUNTY HOSPITAL DISTRICT DBA PARRISH MEDICAL CENTER, AS PRESENTED.***

**OPEN FORUM FOR PMC PHYSICIANS**

There were no physician comments.

**PUBLIC COMMENTS**

There were no public comments.

**UNFINISHED BUSINESS**

There was no unfinished business.

**NEW BUSINESS**

**North Brevard Medical Support Liaison Report**

Mr. Retz presented the North Brevard Medical Support Liaison report from its November 26, 2024 meeting.

**Resolution Concerning 490 North Washington Avenue and Vacant Lot**

Discussion ensued and the following motion was made by Mr. Cole, seconded by Dr. Galfo, and approved (9 ayes, 0 nays, 0 abstentions).

***ACTION TAKEN: MOTION APPROVING THE RESOLUTION OF THE BOARD OF DIRECTORS OF THE NORTH BREVARD COUNTY HOSPITAL DISTRICT DIRECTING MANAGEMENT TO NEGOTIATE THE PROVISION OF RADIATION ONCOLOGY SERVICES AND TO PREPARE THE SALE AND LEASEBACK AGREEMENTS FOR THE PROPERTY OWNED BY THE DISTRICT AND LOCATED AT 490 NORTH WASHINGTON AVENUE TITUSVILLE,***

**FLORIDA AND THE VACANT LOT LOCATED ON NORTH DELEON AVENUE  
TITUSVILLE, FLORIDA.**

**MEDICAL STAFF REPORT RECOMMENDATIONS/ANNOUNCEMENTS**

There were no recommendations or announcements.

**CONSENT AGENDA**

Discussion ensued regarding the consent agenda, and the following motion was made by Mr. Cole, seconded by Dr. Galfo, and approved (9 ayes, 0 nays, 0 abstentions).

***ACTION TAKEN: MOTION TO APPROVE THE FOLLOWING REVISED  
CONSENT AGENDA ITEMS:***

Consent Agenda

**A. Finance**

- 1. Motion to recommend to the Board of Directors approve the renewal of the Pension Committee Membership for Chris McAlpine for a three-year term from February 1, 2025 through January 31, 2028.**
- 2. Motion to recommend the Board of Directors approve the name change of the Pension Administrative Committee to the Retirement Planning Committee.**

**COMMITTEE REPORTS**

**Quality Committee**

Dr. Galfo reported all items were covered during the Quality Committee meeting.

**Finance Committee**

Mr. Cole reported all items were covered during the Finance Committee meeting.

**Executive Committee**

Mr. Retz reported all items were covered during the Executive Committee meeting.

**Educational, Governmental and Community Relations Committee**

Ms. Fitzgerald reported that all items were covered during the Educational, Governmental and Community Relations Committee meeting.

**Planning, Physical Facilities and Properties Committee**

Mr. Jordan reported the Planning, Physical Facilities and Properties Committee did not meet.

**Process And Quality Report**

Mr. Mikitarian presented a legal update regarding Craig Deligdish and Omni.

**Hospital Attorney**

Legal counsel had no further report.

**OTHER**

There was no other business to come before the Board.

**CLOSING REMARKS**

Mr. Jordan thanked Dr. Ochoa for agreeing to serve as Medical Staff President for an additional year.

**ADJOURNMENT**

There being no further business to discuss, the Parrish Medical Center Board of Directors meeting adjourned at 2:44 p.m.

Robert L. Jordan, Jr., C.M.  
Chairman

**NORTH BREVARD COUNTY HOSPITAL DISTRICT  
OPERATING PARRISH MEDICAL CENTER  
MEDICAL EXECUTIVE COMMITTEE MEETING – REGULAR SESSION MINUTES  
February 18, 2025**

**Present:** A. Ochoa, MD, M. Navas, MD, G. Mikitarian, K. Patel, MD, C. Manion, MD, L. Stuart, MD, C. Fernandez, MD, P. Carmona, MD, R. Patel, MD

**Absent:** C. Rajan, DO, C. Jacobs, MD, M. Musto, DO, C. McAlpine, H. Cole

A meeting of the Medical Executive Committee of the North Brevard County Hospital District operating Parrish Medical Center was called to order on February 18, 2025 at 5:30pm in the Conference Center. A quorum was determined to be present.

**CALL TO ORDER.**

Dr. Ochoa called the meeting to order at 5:34 pm.

**I. REVIEW AND APPROVAL OF MINUTES**

Motion to approve the Regular Session minutes of January 21, 2025, as written and distributed *was made by K. Patel, MD, seconded by M. Navas, MD and unanimously approved.*

**2. Old Business:** None

**3. New Business:**

**a. CONSENT AGENDA - STANDING ORDERS**

- Neurosurgery Preoperative (E3476ab) - Added Type and Screen order and order for Vancomycin.
- Pain Management Preoperative (E3751ab) - Added Type and Screen order.
- Impella Heparin Drip (E3397) -  
Weight-Based Heparin Drip  
Sliding Scale (E107) - Heparin  
Drip aPTT Monitoring (E1001ac) -

We have made protocol adjustments to the heparin drip on each order set per request from ICU leadership. We have also updated all instances of "rate" to "dose" on each order set.

In addition to the Consent Agenda noted, the **BIPAP DISCONTINUATION PROTOCOL** was reviewed.

**MOTION TO APPROVE THE CONSENT AGENDA (INCLUDING THE ADDITION OF THE BIPAP DISCONTINUATION PROTOCOL) AS**

**WRITTEN AND DISTRIBUTED WAS MADE BY L. STUART, MD,  
SECONDED BY M. NAVAS, MD AND UNANIMOUSLY APPROVED.**

**4. Report from Administration:**

Dr. R. Patel asked about the date at which Health First will evacuate the Cancer Center on N. Washington Ave, in Titusville, and when Parrish Medical Group Cancer Center will move to the new facility. Mr. Mikitarian noted that the evacuation date was pulled into April 5, 2025. This prompted discussion of expanded services at the new facility, and the support of Cleveland Clinic in recruiting another Medical Oncologist.

**5. Report from the Board: None**

**6. Reports & Committees:**

- Quality Committee - Board of Directors Minutes, December 2, 2024
- Regular Session – Board of Directors Minutes, December 2, 2024
- Regular Session – CMEC – February 10, 2025

**MOTION TO ENTER THE ABOVE INTO THE MINUTES AS  
WRITTEN AND DISTRIBUTED WAS MADE BY DR. P.  
CARMONA, SECONDED BY M. NAVAS, MD AND  
UNANIMOUSLY APPROVED.**

**7. Open Forum:** Dr. Manion noted \$47,400 in Medical Staff dues having been collected this year. He further stated that as previously agreed, we would cater the General Medical Staff meeting on Tuesday, March 4, 2025 as a means by which to draw a bigger crowd. Mr. Mikitarian noted that so few new providers take advantage of the invitation to meet the Board as contained within their appointment letters, it would be a great opportunity for the Board to meet-n-mingle with our providers 30 minutes prior to the start of the General Medical Staff meeting.

Mr. Mikitarian further offered to contribute 50% of the funds to cater, Dr. Manion adding that the expenditure would not exceed \$1,000 in total.

Dr. Cassandra Fernandez noted the passing of Christopher Murray, DO (Radiology Partners) who passed suddenly this past week.

**Adjournment: There being no further business the meeting adjourned at  
5:54pm. Next meeting, March 18, 2025.**

---

**Aluino Ochoa, MD**  
**President, Medical Staff**

---

**Christopher Manion, MD**  
**Secretary/Treasurer, Medical Staff**





# MEDICAL STAFF BYLAWS

~~2023~~

~~Amended: August 7, 2023~~

Amended by the Medical Staff and  
Approved by the Board of Directors \_\_\_\_\_ 2025.

**BYLAWS OF THE  
MEDICAL STAFF  
OF  
PARRISH MEDICAL CENTER  
TITUSVILLE, FLORIDA**

**December 1986  
Amended July 1987  
Amended March 1988  
Amended September 1988  
Amended December 1988  
Amended December 1990  
Amended September 1991  
Amended October 1992  
Amended April 1994  
Amended September 1994  
Amended January 1996  
Amended September 1996  
Amended April 1997  
Amended December 1997  
Amended June 1998  
Amended November 1998  
Amended November 1999  
Amended January 2000  
Amended April 2001  
Amended July 2001  
Amended November 2001  
Amended December 2001  
Amended March 2002  
Amended January 2003  
Amended April 2005  
Amended March 2006  
Amended April 2007  
Amended September 2007  
Amended October 2007  
Amended January 2008  
Amended June 2008  
Amended February 2011  
Amended March 2011  
Amended January 2012  
Amended August 2012  
Amended September 2013  
Amended January 2014  
Amended September 2014  
Amended January 2015  
Amended April 2017**

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## **PREAMBLE**

**WHEREAS**, NORTH BREVARD COUNTY HOSPITAL DISTRICT operating as PARRISH MEDICAL CENTER, was created by Special Act of the Florida legislature; and

**WHEREAS**, it is recognized that the medical staff is responsible for the quality of medical care in the Hospital and must accept and assume this responsibility accountable to the PARRISH MEDICAL CENTER Board of Directors, and

**WHEREAS**, it is recognized that the cooperative efforts of the medical staff, administration and Board are necessary to fulfill the Hospital's aims and goals in providing quality care to its patients,

**THEREFORE**, the practitioners in this Hospital shall carry out their functions in conformity with these Bylaws.

## DEFINITIONS

1. **ALLIED HEALTH PROFESSIONAL or AHP** means an individual, other than a practitioner who exercises independent judgment within the areas of his professional competence and who is qualified to render direct or indirect medical, dental, or podiatric or surgical care under the supervision of a practitioner who has been accorded privileges to provide such care in the Hospital. All reference to he, his or him shall be construed as referring to either gender.
2. **BOARD ELIGIBLE** means the practitioner has successfully completed formal residency/specialty training in a program approved by the appropriate Board as stated in Section 3.2 (E) - (H).
3. **BOARD CERTIFIED** means the practitioner has obtained certification by the Board appropriate to his specialty as stated in Section 3.2 E - H. ~~Recertification is not a requirement for continuing staff/department membership or clinical privileges unless otherwise specified. Once Board certification has been obtained, it shall be considered to remain in effect indefinitely for the purposes of Medical Staff qualification and credentialing. Board Eligibility for the purposes of these Bylaws starts at the date of completion of formal residency.~~
4. **BOARD OF DIRECTORS or BOARD** means the Governing Body of Parrish Medical Center.
5. **CHIEF EXECUTIVE OFFICER** means the individual appointed by the Board to act in its behalf in the overall administrative management of the Hospital.
6. **CLINICAL PRIVILEGES or PRIVILEGES** means the permission granted to a practitioner to render specific diagnostic, therapeutic, medical, dental, podiatric, or surgical services; this includes the right to the unrestricted use of Hospital facilities, equipment and services.
7. **DISASTER PRIVILEGES** means privileges granted when the Medical Center's emergency operations plan has been activated and organization is unable to handle the immediate patient needs.
8. **FPPE** – Focused professional practice evaluation is a process whereby the medical staff evaluates the competency and professional performance of a practitioner. FPPE will be carried out as delineated in Policy 9950-28

9. **MEDICAL DISASTER** means when the destructive effects of natural or man-made forces overwhelm the ability of the Medical Center to meet the demand for health care services.
10. **HOSPITAL** means PARRISH MEDICAL CENTER of Titusville, Florida, or any facility operated or maintained by or on behalf of PARRISH MEDICAL CENTER.
11. **HOSPITALIST** means physicians whose primary professional focus is the care of hospitalized patient.
12. **MEDICO-ADMINISTRATIVE OFFICER** means a practitioner, employed by or otherwise serving the Hospital on a full or part-time basis, whose duties include certain responsibilities, which are administrative or administrative and clinical in nature. Clinical responsibilities are defined as those involving professional capability as a practitioner, such as to require the exercise of clinical judgment with respect to patient care, including the supervision of professional activities.
13. **MEDICAL EXECUTIVE COMMITTEE or MEC** means the Executive Committee of the Medical Staff.
14. **MEDICAL STAFF or STAFF** means the formal organization of all licensed physicians, dentists and podiatrists who are privileged to attend patients in the Hospital.
15. **MEDICAL STAFF YEAR** means the period from January 1 to December 31.
16. **OPPE** – Ongoing professional practice evaluation is a program that allows the medical staff to identify professional practice trends that impact on quality of care and patient safety on an ongoing basis. OPPE will be carried out as delineated in Policy 9950-27.
17. **PHYSICIAN** means an individual, with an M. D. or D. O. degree who is fully licensed to practice medicine in all its phases. All reference to he, his or him shall be construed as referring to either gender.
18. **PRACTITIONER** means, unless otherwise expressly limited, any physician, dentist or podiatrist who is permitted by law and by the hospital to provide patient care services independently in the hospital applying for or exercising clinical privileges in the Hospital (both physicians and these others are referred to as practitioners). All references to he, his or him shall be construed as referring to either gender.
19. **PREROGATIVE** means a participatory right granted, by virtue of staff category or otherwise, to a staff member or other allied health professional and exercisable subject to the conditions imposed in these bylaws and in other hospital and medical staff policies.
20. **SPECIAL NOTICE** means the communication of information in a manner, which guarantees the proof, and date of receipt by the intended recipient. This may be

accomplished either by a certified letter, return receipt requested, or by a hand carried notice, with the addressee or delivering party verifying the date and the receipt in writing.

## **ARTICLE I NAME**

The name of this organization shall be the Medical Staff of Parrish Medical Center.

## **ARTICLE II PURPOSES AND RESPONSIBILITIES**

### **2.1 PURPOSES**

- A. To be the formal organizational structure through which (1) benefits of membership on the staff may be obtained and (2) the obligations of staff membership may be fulfilled.
- B. To serve as the primary means for accountability to the Board for the appropriateness of the professional performance and ethical conduct of its members and the allied health professionals and to strive toward the continual upgrading of the quality and efficiency of patient care delivered in the Hospital consistent with the state of the healing arts and the resources locally available.
- C. To provide a means through which the medical staff can participate in the Hospital's policy making and planning processes.

### **2.2 RESPONSIBILITIES OF THE MEDICAL STAFF**

- (A) Implement and conduct the following specific activities in order to supervise the quality and efficiency of patient care provided by all practitioners and allied health professionals, authorized to practice in the Hospital.
  - (1) Review and evaluate the quality of patient care.
  - (2) Monitor selected patient care practices through defined mechanisms and staff organizational components.
  - (3) Evaluate credentials, including the mechanisms for appointment and reappointment.
  - (4) Recommend privileges based on credentials, and on proven performance.
  - (5) Review utilization in order to allocate medical and health services based upon patients' needs.
  - (6) Implement and maintain such Department policies, rules and regulations as are appropriate and necessary to maintain compliance with applicable COBRA regulations.

- (B) Recommend to the Board, in regards to allied health professionals, appointments, staff category departmental assignments, clinical privileges, specified services and corrective actions.
- (C) Recommend to the Board, programs for the establishment, maintenance, continuing improvement, and enforcement of professional standards in the delivery of health care within the Hospital.
- (D) Account to the Board for the quality and efficiency of patient care through regular reports and recommendations concerning the implementation, operation and results of the quality review, evaluation and monitoring activities.
- (E) Initiate and pursue corrective actions with respect to practitioners, when warranted.
- (F) Develop, administer, recommend amendments to, and seek compliance with, these bylaws, the rules and regulations of the staff, and hospital policies.
- (G) Assist in identifying community health needs, in setting appropriate institutional goals, and in implementing programs to meet those needs.
- (H) Exercise the authority granted by these bylaws as necessary to adequately fulfill the foregoing responsibilities.

### **ARTICLE III MEDICAL STAFF MEMBERSHIP**

#### **3.1 NATURE OF MEDICAL STAFF MEMBERSHIP**

Membership on the medical staff or the exercise of temporary privileges shall be extended only to professionally competent practitioners who continuously meet the qualifications, standards and requirements set forth in these bylaws. Appointments to, and membership on, the staff shall confer on the appointee or member only such clinical privileges and prerogatives as have been granted in accordance with the procedures set forth in Article VII.

#### **3.2 QUALIFICATIONS FOR MEDICAL STAFF MEMBERSHIP**

- (A) Florida licensure.
- (B) Documented experience, training, professional competence, professional ethics, and ability to work with others.
- (C) Willingness to participate in the discharge of staff responsibilities.
- (D) Statement of good health confirmed by program director or chief of service at current hospital.

(E) Graduation from a school of medicine approved by the Accreditation Council for Graduate Medical Education or certification by the National Committee on Foreign Medical graduates, and

Successful completion of an internship and residency program approved by the Accreditation Council for Graduate Medical Education or by the Committee on post-doctoral training of the American Osteopathic Association, and

Certification or eligibility for certification by a Specialty Board approved by the American Board of Medical Specialties or by the Committee on Post-Doctoral Training of the American Osteopathic Association, ~~Members of the Medical Staff appointed prior to September 1980 and contract emergency room physicians are exempt except as otherwise provided herein, or~~ Contract emergency room physicians may be also certified by the American Board of Physician Specialties (ABPS).

(F) Graduation from a school approved by the Commission on Dental Accreditation of the American Dental Society, or

(G) Certification or eligibility for certification by the American Board of Oral and Maxillofacial Surgery, or

(H) Graduation from a school approved by the American Board of Podiatric Surgery, and

Certification or eligibility for certification by the American Board of Podiatric Surgery.

(I) Only physicians and dentists licensed to practice in the State of Florida who qualify under the rules and regulations of the clinical department to which they will be assigned and who can document their background, experience, training and demonstrated competence, their physical and/or mental health status, evidence of professional liability insurance coverage as required herein, their adherence to the ethics of their profession, their good reputation, and their ability to work with others, with sufficient adequacy to assure the medical staff and the governing body that any patient treated by them in the hospital will be given a high quality of medical care in an economically efficient manner, taking into account patient needs, the available hospital facilities and resources, and utilization standards in effect at the hospital, shall be qualified for membership on the medical staff.

(J) No physician or dentist shall be entitled to membership on the medical staff or to the exercise of particular clinical privileges in the hospital merely by virtue of the fact that he is duly licensed to practice medicine or dentistry in this or in any other state, or that he is a member of any professional organization, or that he had in the past, or presently has, such privileges at another hospital.

### 3.2-1 LACK OF BOARD CERTIFICATION

(A) Physicians applying for initial medical staff appointment after January 1, 1998:

1. Physicians who are not yet board certified, but otherwise eligible, must become board certified within five (5) years of becoming board eligible or will forfeit staff membership and all clinical privileges without right of appeal. Board eligibility starts at the date of completion of formal residency.

2. Physicians who have completed their formal training more than five (5) years prior to the date of application must be board certified in the specialty in which they seek appointment and privileges, or may not apply.

3. ~~These physicians are not subject to the CME requirement in Section 3.2-1 (C) 2 below.~~

~~(B) — Physicians who became members of the Active or Associate Medical Staff prior to September 1980 are not required to achieve board eligibility or board certification.~~

~~(C)~~ (B) Physicians who became Active or Associate Medical Staff after September 1980 and prior to January 1, 1998:

~~1.~~ Physicians were required to be Board eligible at the time of application, and will be considered to remain so as long as they maintain their Medical Staff membership. ~~or until they become board certified.~~

~~2. — Physicians who fail/have failed to obtain board certification, after two attempts made at the shortest time interval permitted by their specialty board; will be required to obtain 120 Category 1 CME credit hours per annum. The courses must have prior approval by the practitioner's department chair. This requirement will continue until board certification is obtained. Credits must be obtained within the preceding 12 months and submitted to the Medical Staff Services office by October 31<sup>st</sup> annually.~~



~~(D)~~ **Emergency Department**

~~1. Physicians assigned to the ED prior to September 1, 2005 are exempt from board eligibility or certification requirement as long as they work exclusively as Emergency Department physicians.~~

~~2. Effective September 1, 2005, new applicants for medical staff assignment to the Emergency Department shall be board eligible or board certified in Emergency Medicine, or board certified in Family Practice, Internal Medicine, or Surgery with a minimum of 5 years' experience in Emergency Medicine. If not yet certified at the time of appointment they must become certified within 5 years of becoming board eligible or will forfeit staff membership and all clinical privileges without right of appeal (in accordance with Section 3.2-1 A).~~

~~(E)~~ (C) **Emergency Department**

New applicants for medical staff assignment to the Emergency Department shall be board eligible or Board certified by ABEM or ABPS, or Board certified in Family Practice, Internal Medicine or Surgery with a minimum of 5 years experience in Emergency Medicine. Board eligible applicants must follow Section 3.2-1 (A) requirements.

~~(D)~~ Recertification is not required. Once a physician has obtained board certification it shall be considered in effect indefinitely for the purposes Medical Staff qualification and credentialing.

**3.2-2 EFFECT OF OTHER AFFILIATIONS**

No practitioner shall be automatically entitled to membership on the medical staff or to the exercise of particular clinical privileges merely because he is licensed to practice in this or in any other state, or because he is a member of any professional organization, or because he is certified by any clinical board.

**3.2-3 NONDISCRIMINATION**

No aspect of medical staff membership or particular clinical privileges shall be denied on the basis of gender, sexual preference, race, age, creed, religion, national origin, physical handicap, or on the basis of any other criteria unrelated to the delivery of quality patient care in the Hospital.

**3.2-4 CONTRACTED MEDICO-ADMINISTRATIVE POSITIONS**

A practitioner desiring to contract with the Hospital for specific clinical and administrative responsibilities must be a member of the medical staff, achieving this status by the procedure provided in Article VI. His clinical privileges must be delineated in accordance with Article VII. The medical staff membership and clinical privileges of any contracted clinical and administrative position shall not be contingent on the continued occupation of that position, except to the extent expressly provided in any written employment or other agreement and then only applicable to the clinical privileges related to the services covered by the contractual relationship.

**3.3 RESPONSIBILITIES OF EACH INDIVIDUAL STAFF MEMBER**

- A) Provide his patients with care at the generally recognized professional level of quality and efficiency.
- (B) Abide by the medical staff bylaws and by all other lawful standards, policies and rules of the Hospital. Acceptance of membership on the medical staff shall constitute the staff member's agreement that he will: (1) abide by the bylaws and the rules and regulations of the medical staff, (2) abide by the rules and regulations of the clinical department and section to which he is assigned, (3) provide continuous care and supervision to his patients, (4) abide by either the Principles of Medical Ethics of the American Medical Association or the Code of Ethics of the American Dental Association or the Code of Ethics of the American Osteopathic Association, whichever is applicable.
- (C) Discharge such staff, department, committee and hospital functions for which he is responsible by staff category assignment, appointment, election or otherwise.
- (D)
  - 1. Complete and document a medical history and physical examination for each patient within no more than 30 days before or 24 hours after admission or registration, but prior to surgery or a procedure requiring anesthesia services. In an emergency when there is no time to record a complete history and physical, a progress or admission note describing a brief history and appropriate physical finding and the operative diagnosis is recorded in the medical record before surgery. If all or part of the history and physical is dictated then a brief note shall be written in the record on the progress notes upon admission to provide pertinent information until the history and physical is transcribed. Complete and document an updated examination of the patient, including any changes in the patient's condition within 24 hours after admission or registration, but prior to surgery or a procedure requiring anesthesia, when the history and physical examination are completed within 30 days before admission or registration. The Medical Staff Rules and Regulations will be followed with regards to the content and timing of the History and Physical Examination.
  - 2. Prepare and complete in timely fashion the medical and other required records for all patients he admits or in any way provides care to in the Hospital.
- (E) Abide by the ethical principles of his profession.
- (F) Maintain the confidentiality of all patient records and peer review proceedings.

### **3.4 DURATION OF APPOINTMENTS**

- (A) Initial appointments and reappointments to the medical staff shall be made by the Governing Body of the Hospital after recommendation of the Medical Executive Committee and in the case of reappointments shall be for a period of two years from the beginning of the calendar year or in the case of initial appointments shall be until the time specified for reappointment in the applicable medical staff policy on reappointments.
- (B) Implementation of the reappointment of existing staff members shall be accomplished in the manner specified in the applicable medical staff policy on reappointments.
- (C) In no case shall the Governing Body take action on an application, refuse to renew an application, or cancel an application previously made without conference with the Medical Executive Committee; however, the final responsibility of appointment or cancellation of any appointment rests with the Governing Body of the Hospital.

(D) Appointment to the medical staff shall confer on the appointee only such privileges as may hereinafter be provided.

### **3.5 LEAVE OF ABSENCE**

#### **3.5-1 LEAVE STATUS**

- (A) A staff member may obtain a voluntary leave of absence from the medical staff by submitting written notice to the Medical Executive Committee (MEC) and the Chief Executive Officer stating the approximate period of time of the leave, which may not exceed one (1) year. An exception will be made for members serving continuous active military duty. They must provide documentation of service in accordance with current medical staff policy. During the period of the leave, the staff member's clinical privileges, prerogatives and responsibilities shall be suspended and eligibility for reinstatement shall be subject to any intervening changes in membership requirements.
- (B) If a staff member is temporarily unable to carry out his medical staff duties for reasons of health, he shall request a voluntary leave of absence for the duration of the incapacity following the process delineated in 3.5 -1 (A).

#### **3.5-2 TERMINATION OF LEAVE**

- (A) At least 30 days prior to the termination of the leave, or at any earlier time, the staff member may request reinstatement of his privileges and prerogatives by submitting a written notice to that effect to the Chief Executive Officer for transmittal to the MEC.
- (B) The staff member shall submit a written summary of his relevant activities during the leave, if the MEC or the Board (or appropriate committee thereof) so requests.
- (C) The MEC shall make a recommendation to the Board concerning the reinstatement of the member's privileges and prerogatives. Thereafter, the procedure provided in Section 6.3-6 shall be followed.
- (D) Failure, without good cause, to request reinstatement or to provide a requested summary of activities as above provided shall be deemed a voluntary resignation from the staff and shall result in automatic termination of staff membership, privileges, and prerogatives. A practitioner whose membership is so terminated shall be entitled to the procedural rights provided in Article IX and for the sole purpose of determining the issue of good cause.
- (E) A request for staff membership subsequently received from a staff member so terminated shall be submitted and processed in the manner specified for applications for initial appointments.

(F) If the Leave was health related, the medical staff member must first obtain a clearance to report to work from their treating provider.

### **3.6 PROVISIONAL REQUIREMENTS**

#### **3.6-1 FOR INITIAL APPOINTMENTS**

All initial appointments to any category of the staff shall be subjected to a provisional period. Each initial appointee shall be assigned to a department where his performance shall be observed by the chief of the department, or such chief's designee, to determine his eligibility for continued staff membership in the staff category to which he was initially appointed and for exercising the clinical privileges initially granted in that department. His exercise of clinical privileges in any other department shall also be provisional. During the provisional period shall be evaluated and monitored in accordance with Policy 9950-28, Focused Professional Practice Evaluation (FPPE). An initial appointee shall remain on provisional status until he has furnished to the Medical Executive Committee and to the Chief Executive Officer:

- (A) A statement, signed by the chief of the department, to which he is assigned, and one other Active Staff member, that he meets all of the qualifications, has discharged all of the responsibilities, demonstrates current competence, and has not exceeded or abused the prerogatives of the staff category to which he was appointed; and
- (B) A statement signed by the chiefs of the departments in which the appointee will exercise clinical privileges that he has satisfactorily demonstrated his ability to exercise the clinical privileges initially granted to him.
- (C) Electronic signatures are acceptable.

In the best interest of patient safety and quality of care, during the provisional period, a physician is not eligible to serve as an officer or as a chief of a department and cannot vote on the election of officers or chiefs of the department or amendments to these bylaws. Provisional active staff members may not sponsor associate staff members. However, the physician is eligible to serve on committees and vote on committee matters.

An exception to a member of the active staff serving as the chief of a department during his provisional period, may be made with joint approval of the Medical Executive Committee and the Hospital Governing Board.

#### **3.6-2 FOR MODIFICATION OF MEMBERSHIP STATUS OR PRIVILEGES**

The Medical Executive Committee may recommend to the Board that a change be made in staff category or in the departmental assignment of a current staff member or may recommend additional privileges to a current staff member pursuant to Section 6.5. He

may also be subject to a provisional period of focused professional practice evaluation (FPPE) in accordance with procedures similar to those outlined in Section 3.6-1 for initial appointments.

### **3.6-3 TERM OF PROVISIONAL PERIOD**

A provisional period, for initial appointment, or for a change in staff category or in department assignment, shall extend for twelve (12) months. If an initial appointee fails within that period to furnish the certifications required in Section 3.6-1, his membership or particular privileges, as applicable, shall automatically terminate unless, for good cause, he is granted an extended provisional period for an additional twelve (12) months. If a staff member requesting modification fails to furnish the required certifications within that period, the change in staff category or departmental assignment or the additional privileges, as applicable, shall automatically terminate. The initial appointee or staff member so affected shall be given special notice of such termination and shall be entitled to the procedural rights provided in Article IX.

## **ARTICLE IV CATEGORIES OF THE MEDICAL STAFF**

### **4.1 CATEGORIES**

The medical staff shall include active, honorary, associate, affiliate, consulting, and associate professional categories.

### **4.2 VOTING, HOLDING OFFICE AND SERVICE ON COMMITTEES**

The right of members of the medical staff to vote, hold office, and serve on medical staff committees of the medical staff are defined and established as follows:

- a. **Active Staff.** Members of the active staff category, who are not serving the provisional period, shall be eligible to vote on matters regarding the election of officers, election of chiefs of the departments and amendments to these bylaws. Members of the active medical staff category shall be eligible to hold office, serve as peer reviewer, and/or serve as a chief of a department, other than as specified in Section 3.6-1. All active staff members must also accept any staff committee assignments to which they may be elected or appointed, unless excused by the Medical Executive Committee upon the showing of good cause.
- b. **Honorary Medical Staff.** Honorary staff members shall not be eligible to admit patients, to vote, to obtain or hold clinical privileges, to hold office, or to serve on standing medical staff committees.

c. **Associate Medical Staff.**

Members of the associate medical staff category, who are not serving the provisional period, and have been appointed after July 21, 1987 shall not be eligible to vote on matters regarding the election of officers, election of chiefs of the departments and amendments to these bylaws. Associate members of this medical staff category shall not be eligible to hold office, serve as peer reviewer, and/or serve as a chief of a department. All associate staff members must also accept any staff committee assignments to which they may be elected or appointed unless excused by the Medical Executive Committee upon the showing of good cause.

d. **Associate Professional Staff.** Associate Professional Staff shall not be eligible to vote or to hold office, or serve on medical staff committees.

e. **Active Affiliate Medical Staff.** Members of the Refer and Follow subcategory of the Affiliate Medical Staff shall have the right to vote on matters regarding the election of officers, the election of chiefs of departments, and amendments to the Medical Staff Bylaws. They shall not have the right to hold office, serve as peer reviewer, or serve as chief or vice chief of a department, and shall have the right to serve only on medical staff committees directly related to and connected with the specialty area in which they practice.

Affiliate Medical Staff members shall not have the right to vote unless such right is granted by the MEC at the time of initial appointment or reappointment.

f. **Consulting Medical Staff.** Consulting Medical Staff members may not vote on medical staff matters or hold office or serve on medical staff committees.

#### 4.3 ACTIVE STAFF

The active staff category shall consist of physicians whose primary office, full time active practice, residence and legal domicile is within the geographical boundaries of North Brevard County extending to the Volusia County line to the north, Volusia and Orange County line to the west, State Road 528 to the south, and the Atlantic Ocean to the east, and who have been selected to transact all business of the medical staff and to attend service patients in the Hospital and to whom all such service patients shall be assigned. The geographical limits for residence/domicile will not apply to physicians who do not provide primary patient care or have private patients, such as hospital based physicians (Anesthesia, Emergency, Pathology, Radiology). However to ensure adequate response time for the care of acutely and critically ill patients, all physicians on call must comply with reasonable response time guidelines which shall be maintained in the Medical Staff Rules and Regulations. These guidelines shall be established and modified when necessary by the Medical Staff Departments according to specialty and subspecialty, when applicable with

final approval by the Medical Executive Committee. Failure to comply may subject the physician to disciplinary action in accordance with these bylaws.

#### **4.4 HONORARY MEDICAL STAFF**

The honorary medical staff category shall consist of practitioners who are not active in the Hospital and who are honored by emeritus positions. These may be physicians who have retired from active hospital practice or who are of outstanding reputation, not necessarily residing in the community. Honorary staff members shall not be eligible to admit patients, to vote, to obtain or hold clinical privileges, to hold office or to serve on standing medical staff committees.

#### **4.5 ASSOCIATE MEDICAL STAFF**

(A) The Associate Medical Staff shall consist of physicians who wish to consult on or attend to patients in the Hospital, but do not meet the residence/domicile requirement in Sec 4.3 to be Active Staff. To assure adequate response time for appropriate patient care, all physicians on call must comply with reasonable response time guidelines as defined for Active Staff in Sec 4.3.

(B) The Associate Staff shall be appointed in the same manner as other members of the medical staff and shall have privileges granted in conformity with Article VII of these Bylaws, Rules and Regulations.

(C) Members may serve on committees, but shall not be eligible to vote or hold office. They shall be required to pay regular dues and assessments as determined by the Medical Executive Committee.

~~(D) Associate Staff members appointed before July 21, 1987 may continue to be reappointed, not subject to provisions 4.5 (E, F) below.~~

~~(E)~~(D) Associate Staff Members appointed after July 21, 1987 must maintain an association with a member of the active staff, in the same specialty and subspecialty, if applicable. "Association" shall mean a formal medical/legal arrangement, by way of partnership, professional association, or employer-employee relationship. Hospitalists are not subject to this requirement, and may be assigned to this staff category without such an association with an Active Staff member.

~~(F) Members applying for Associate Staff after October 1, 1999 are subject to these additional requirements:~~

1. The Association they join must maintain a ratio of not more than two
- (2) Associate Staff members per Active Staff member.
2. Associate Staff membership shall automatically terminate if:

a. The “association” of that member with an active staff member is terminated, or

b. The sole active member in the “association” loses or relinquishes Active staff membership, or

c. The “association” fails to maintain enough active staff members to comply with the maximum 2:1 ratio and fails to include the member on a “protected” list provided in advance to the Medical Executive Committee. In the event of a sudden or unexpected decrease in the number of Active staff members, the “association” shall have until the upcoming staff renewal period, or not less than six (6) months to provide said list or comply with the ratio.

3. Associate staff applicants must sign an agreement at the time of application and/or renewal acknowledging acceptance of provisions F 1, 2 and waiving any related due process otherwise provided in these bylaws.

4. In the best interest of patient safety and quality of care, provisional active staff members may not sponsor associate staff members.

~~(G) (E) — An Associate medical staff member should take call if (1) the response time can be met as provided in the Medical Staff Bylaws, (2) the associate medical staff member performs more than 35 admissions/procedures per annum at Parrish Medical Center, (3) a formal agreement is in place with an active medical staff member (in the same specialty/subspecialty as applicable) under which the associate medical staff member has a formal medical/legal relationship with the active medical staff member or his/her practice, and (4) a majority of the associate medical staff member’s practice is performed in the geographic boundaries of North Brevard County Hospital District (MS Bylaws).~~

An Associate medical staff member should take call if all of the following conditions are met:

1. Call response time requirements per Bylaws are expected to be met
2. Associate medical staff member has at least 35 patient encounters (admission/surgery) per annum.
3. Associate member has a formal medical/legal relationship with an Active medical staff member or his practice.
4. A majority of the Associate medical staff member’s practice is performed in the geographic boundaries of North Brevard Medical District (MS Bylaws)

#### 4.6 ASSOCIATE PROFESSIONAL STAFF



The associate professional category shall consist of those dentists, podiatrists, and doctoral scientists who have made application and have been approved for medical staff membership in the same manner as any applicant of the medical staff. They shall be appointed in the same manner as other members of the medical staff and shall have privileges as may be determined by the Medical Executive Committee in conformity with Article VII of these bylaws.

They shall be required to pay regular staff dues and special staff assessments as determined by the Medical Executive Committee. Members of the associate professional staff category may have the privilege of admitting patients to the Hospital, but a member of the active medical staff must be named by the admitting practitioner, and it shall be the responsibility of this physician to prepare and sign the patient history & physical examination and the preoperative examination, if applicable. Furthermore, the designated member of the active medical staff shall be responsible for the care of any medical problems that may arise or be present during the hospitalization of the patient.

#### **4.7 ACTIVE AFFILIATE MEDICAL STAFF**

##### **(A) Affiliate**

The active affiliate staff category shall consist of practitioners who are employed by Parrish Medical Center and/or North Brevard Medical Support who do not have privileges to admit, attend or consult on private patients in the Hospital but are interested in referring patients for admission by PMC staff members with admitting privileges and occasionally attending general medical staff and committee meetings. Affiliate staff members are required to pay regular staff dues. Physicians not employed by Parrish Medical Center and/or North Brevard Medical Support who apply for this membership staff category shall be considered by the Medical Executive Committee. Appointment to the affiliate medical staff should be requested in writing from the Medical Executive Committee. The Medical Executive Committee may request to review the applicant's credentials, if he has been a former member, in good standing, of Parrish Medical Center (*This category shall include all prior members of the Courtesy Staff as of July 26, 2001*).

##### **(B) Refer and Follow**

Refer and Follow subcategory shall consist of those physicians employed by Parrish Medical Center and/or North Brevard Medical Support who desire medical staff membership to enable them to access Hospital services for their patients by referral for admission and care as well as participate in the active medical staff community for the sake of their patients, members of the active staff who use other members of the active medical staff such as hospitalists or others for the care and treatment of their patients needing inpatient services may be eligible to be Refer and Follow members. Refer and Follow staff members will be required to pay regular staff dues.

In order to be eligible for Refer and Follow Medical Staff Privileges, an otherwise eligible physician must conduct at least 50% of his or her medical practice within the geographic borders contained in Section 4.3 of these Medical Staff Bylaws, "Active Staff".

Prerogatives and Responsibilities Refer and Follow subcategory:

1. May consult with hospitalists or attending physicians on their patients, perform outpatient and pre-admission History and Physical examinations, visit their hospitalized patients, submit office information as it applied for historical charting only, and access their patients' Hospital records both remotely and at the Hospital.
2. Other than in an emergency (see Section 7.6), may not exercise any inpatient clinical privileges, admit patients, attend patients, give consultations, write or give orders, write progress notes, make notations in the inpatient medical record, or actively participate in the provision or management of or to inpatients at the Hospital.

#### **4.8 CONSULTING MEDICAL STAFF**

- (A) The consulting medical staff will consist of those physicians who do not meet the geographic requirements for active staff status, and who are not in a specialty, or subspecialty, already represented on the active medical staff, and, therefore, are ineligible for the associate medical staff.
- (B) Consulting medical staff may also be temporarily appointed in a specialty/subspecialty represented by two (2) or fewer active and associate members at the recommendation of the Medical Executive Committee in order to allow for coverage only when active/associate staff members in the same specialty or subspecialty, if applicable, are unavailable. Unavailable shall mean a period of absence has been previously reported to the Medical Staff Services Office by the involved active or associate staff member.
- (C) Credentialing requirements will be the same as for the active medical staff.
- (D) Attendance at medical staff meetings is permitted, but not required.
- (E) Will not have to be on the ED schedule.
- (H) Consulting medical staff members are required to pay regular staff dues.
- (1) In recognition of their past service, consulting staff members appointed before January 1, 2014 may continue to be reappointed, even if their specialty or subspecialty is represented on the active medical staff.

### **ARTICLE V ALLIED HEALTH PROFESSIONALS**

#### **5.1 DEFINITION**

Allied health professionals or AHP'S are as described under "definitions" at the beginning of these Bylaws. AHP's are not considered to be members of the Medical Staff nor are they able to be present at Medical Staff or MEC meetings unless invited for a specific purpose.

## **5.2 CATEGORIES**

- (A) AHPs employed and directly responsible to a physician member of the PMC medical staff (for example, physician assistants, certified nurse midwife, CRNAs, nurse practitioners in different clinical areas, RNs if also hired, employed and directly responsible to a physician member of PMC).
- (B) AHPs employed by PMC and not directly responsible to a medical staff physician.
- (C) AHPs neither hired or employed by PMC nor by medical staff physicians and directly responsible to outsiders who are under contract or have agreed to provide certain services, (for example, Echocardiography Technicians, Ostomy Technicians, Audiologists, Orthoptists, Speech Pathologists, Visiting Nurses, Hospice Workers, and technical sales representatives for pacemakers, orthopedic, urological and other surgical prostheses or instruments).

## **5.3 QUALIFICATIONS**

Only Allied Health Professionals holding a license, certificate or other legal credential as required by state law who:

- (A) Can document their experience, background training, demonstrated ability, and physical and mental health status with sufficient adequacy to demonstrate that any patient treated or service given by them will be of the generally recognized professional level of quality and efficiency, and
- (B) Are determined to be qualified to provide a needed service within the hospital, and
- (C) Are determined, on the basis of documented references, to adhere strictly to generally recognized standards of professional ethics, and
- (D) Who have demonstrated, through documented references, the capability to work cooperatively with others shall be eligible to provide specified services in the hospital. Where appropriate, the CEO and the Chief of the service under which the AHP is assigned may establish particular qualifications required of members of a specific category of AHPs to be later approved by the MEC provided that such qualifications are in conformance with applicable law.

## **5.4 PROCEDURES FOR SPECIFICATION OF SERVICES**

### **5.4-1 POSITION EVALUATIONS AND DESCRIPTIONS**

The chief of the service under which the AHP is assigned and the CEO shall develop written guidelines for the performance of specified services by AHPs in the hospital. Such guidelines shall need approval by the Chief of the service to which the AHP is assigned and shall include without limitations for each category of AHPs:

- (A) Definition and classification of the services and procedures to be performed, including the equipment and specific tasks involved; and
- (B) Definition of the degree of assistance that may be provided to a practitioner in the treating of patients on hospital premises and any limitations thereon, including the degree of practitioner supervision required.

#### **5.4-2 EVALUATION OF INDIVIDUAL AHP APPLICATIONS**

The only applications to be evaluated by the credentials committee of the medical staff are those AHPs who fall under the category described in 5.2.(A).

An application for specified services for an AHP in category 5.2(A) shall be submitted and processed in the same manner as provided in article VII for clinical privileges. An AHP shall be individually assigned to the department appropriate to his professional training and shall be subject to the same terms and conditions as specified in Section 3.4 for Staff Appointments. However, an AHP who receives an adverse action may appeal that decision in accordance with the fair hearing process in Section 9.4. The fair hearing process will include a Committee representative of AHP peers.

#### **5.5 PREROGATIVES**

The prerogative of an AHP shall be to:

- (A) Provide specific patient care services under the supervision or direction of a physician member of the medical staff (except as other-wise expressly provided by resolution of the medical executive committee approved by the board) and consistent with the limitations stated in section 7.4.
- (B) Write orders only to the extent established by medical staff, but not beyond the scope of the AHP's license, certificate or other legal credentials.
- (C) Exercise such other prerogatives, for which medical education, training and experience, beyond that which an AHP can demonstrate, are not a prerequisite. These additional prerogatives may be granted by the Medical Executive Committee upon the recommendation of the Chief of the service to which the AHP is assigned, with approval by the Board.

#### **5.6 RESPONSIBILITIES**

Each AHP shall:

- (A) Meet the same basic responsibilities as required by Section 3.3 for Medical Staff Members.
- (B) Retain appropriate responsibility within his area of professional competence for the care and supervision of each patient in the hospital for whom he is providing services, or arrange (or alert the attending physician of the need to arrange) a suitable alternative for such care and supervision.

## **ARTICLE VI**

### **PROCEDURES FOR APPOINTMENT, REAPPOINTMENT AND MODIFICATION OF PRIVILEGES**

#### **6.1 APPLICATION FOR INITIAL APPOINTMENT**

##### **6.1-1 APPLICATION FORM**

- (A) Application for appointment to the Medical Staff shall be in writing on an approved form obtained from the Chief Executive Officer who shall be the only officer empowered to send application forms to prospective applicants.
- (B) The application form shall require information including but not limited to:
  - (1) Detailed information concerning the applicant's professional qualifications.
  - (2) The name and address of at least three (3) references, preferably the applicant's most recent supervisors or departmental chair in hospitals where he has exercised clinical privileges and who have had experience in observing and working with the applicant and are not affiliated either by family relationship or recently initiated or pending professional partnership/financial association with the applicant. The purpose of the references will be to provide adequate information pertaining to the applicant's current medical/clinical knowledge, technical and clinical skills, clinical judgment, interpersonal skills, communication skills and professionalism.
  - (3) A detailed request for specific clinical privileges for all department(s) in which the applicant is requesting privileges.

- (4) Information as to whether the applicant's membership status and/or clinical privileges have ever been denied, revoked, suspended, reduced or not renewed at any hospital or healthcare facility. This will include voluntary or involuntary actions.
- (5) Before granting privileges, the medical staff evaluates the following:
  - (a) Challenges to any license or registration.
    - (b) Voluntary and involuntary relinquishment of any license or registration.
    - (c) Voluntary and involuntary termination of medical staff membership.
    - (d) Voluntary and involuntary limitation, reduction, or loss of clinical privileges.
    - (e) Information regarding any past, current, or pending sanctions (exclusions) from federal or state health care programs (e.g., Medicare, Medicaid, TRICARE, etc.)
- (6) A statement that the applicant has received and read the Bylaws and Rules and Regulations of the Medical Staff and that he agrees to be bound by the terms thereof if he is granted membership and/or clinical privileges and to be bound by the terms thereof relating to consideration of his application without regard to whether or not he is granted membership and/or clinical privileges.
- (7) A statement that the applicant will agree that if an adverse ruling is made with respect to his staff membership privileges, he will exhaust the administrative remedies afforded by these Bylaws before resorting to formal legal action.
- (8) Documentation as to the applicant's health status.

## **6.2 EFFECT OF APPLICATION**

By applying for appointment to the Medical Staff, the applicant:

- (A) Signifies willingness to appear for all required interviews. The applicant has no right to a telephone interview.
- (B) Authorizes the hospital's representatives to consult with all others who have been associated with the applicant.
- (C) Consents to the hospital's representatives inspecting all records and documents that may be material to an evaluation of his professional qualifications and competence to carry out the clinical privileges he requests as well as of his moral and ethical qualifications for

staff membership, and acknowledges that it is the applicant's burden to produce all required documents.

(D) Releases from any liability all representatives of the hospital and its medical staff for their acts performed in good faith and without malice in connection with evaluating the applicant's credentials;

(E) Releases from liability, and consents to and directs the production of information by all individuals and organizations who possess and/or can provide information to the hospital in good faith and without malice concerning the applicant's competence, ethics, character and other qualifications for staff appointment and clinical privileges, including otherwise privileged or confidential information.

(F) Acknowledges his privileges shall automatically expire and be rescinded if he fails to commence practice within the time specified in the application, unless extended for good cause by and to the extent approved by the Medical Executive Committee.

### **6.3 PROCESSING THE INITIAL APPLICATION**

#### **6.3-1 APPLICANT'S BURDEN**

(A) It shall be the applicant's burden to produce adequate information within 90 days of his receipt of the application unless extended by good cause for a proper evaluation of his experience, background, training, demonstrated ability, and physical and mental health status, or resolving any doubts about these or any other qualifications.

(B) Neither the Board, Chief Executive Officer, nor the Medical Staff shall have any duty or obligation to review any application until the applicant completes it in all respects and submits all required information and supporting material in accordance with these Bylaws.

#### **6.3-2 VERIFICATION OF INFORMATION**

(A) The applicant shall deliver a completed application to the Chief Executive Officer, who shall, within fifteen (15) days, unless extended by good cause, seek to collect or verify the references, and other qualification evidence submitted including information on the applicant stored in the National Practitioner Data Bank or any exclusion from federal and/or state health care plans. The Board of Medicine shall be queried regarding the applicant's Physician Profile, and any pertinent information shall be attached to the application.

(B) If verification cannot be obtained within thirty (30) days of a request, the Chief Executive Officer shall promptly notify the applicant and it shall then be the applicant's obligation to obtain the required verification.

(C) An application deemed incomplete at one hundred and eighty (180) days after submission shall be considered voluntarily withdrawn by the applicant.

(D) Once the collection and verification of information has been completed, the Chief Executive Officer shall, within thirty (30) days, transmit the application and all supporting materials to the Credentials and Medical Ethics Committee for consideration.

### **6.3-3 ACTIONS BY THE CREDENTIALS AND MEDICAL ETHICS COMMITTEE AND DEPARTMENTS**

#### **(A) Review Of The Application**

(1) The Chair, or his designee, of the department(s) to which the applicant seeks admission or privileges, will review the application and make a written recommendation to the Credentials and Medical Ethics Committee with input from appropriate subspecialties.

(2) The Credentials and Medical Ethics Committee will review the application, but shall not act on the application until all information in the application is provided by the applicant, all requested documents shall be submitted, and primary source verification have been received or the Credentials and Medical Ethics Committee deems the application complete.

(3) The Credentials and Medical Ethics Committee and departments shall not have any obligation to review any application until it has been completed in all respects and its contents have been verified by the Chief Executive Officer.

#### **(B) Interview Of The Applicant**

(1) The Credentials and Medical Ethics Committee or a member(s) selected by its Chair, shall conduct at least one personal interview with the applicant.

(2) The interviewer(s) shall submit a written report to the Chair of the Credentials and Medical Ethics Committee, with a recommendation for approval, denial or deferral of the application.

#### **(C) Committee Recommendation**



Upon completion of the interview and review process, the Credentials and Medical Ethics Committee shall consider all the available information on the applicant and shall within forty-five (45) days after the completion of the personal interview(s) take one of the following actions:

- (1) Make a recommendation that the application be approved.
- (2) Make a recommendation to defer action on the application.
- (3) Make a recommendation that the application be denied.

#### **6.3-4 TEMPORARY PRIVILEGES**

Should the recommendation from the Credentials and Medical Ethics Committee be favorable, the applicant shall be able to apply for temporary privileges as stated in Article VII of these Bylaws.

#### **6.3-5 ACTIONS BY THE MEDICAL EXECUTIVE COMMITTEE**

##### **(A) Medical Executive Committee Review**

- (1) The Medical Executive Committee will act upon the recommendations of the Credentials and Medical Ethics Committee at its next regularly scheduled meeting following such recommendation.
- (2) The Medical Executive Committee shall examine the evidence of the character, professional competence, qualifications and ethical standing of the applicant and shall determine, through information contained in references given by the applicant and from other sources available to the committee, whether the applicant has established and meets all the necessary qualifications for the category of staff membership and clinical privileges requested by him.

##### **(B) Medical Executive Committee Recommendation**

After review of the application the Medical Executive Committee shall take one of the following actions:

- (1) Make a recommendation that the application be approved. A recommendation to appoint shall specifically recommend the clinical privileges to be granted, staff category, departmental affiliation and any special conditions to be attached to the appointment. Such recommendation shall be promptly forwarded by the Chief Executive Officer, together with all supporting documentation, to the Board.

(2) Make a recommendation to defer the application for further consideration. This action must be followed up within forty-five (45) days from the date of the Credentials and Medical Ethics Committee recommendation with a subsequent recommendation for appointment with specified clinical privileges, or for rejection for staff membership.

(3) Make an adverse recommendation as defined in Section 9.2-3. An adverse recommendation will be transmitted to the applicant by special notice by the Chief Executive Officer within ten (10) days of the decision. The applicant shall be entitled to the procedural rights as provided in Article IX.

### **6.3-6 BOARD ACTION**

Upon receipt of a favorable Medical Executive Committee recommendation the Board shall take one of the following actions:

(A) Adopt the recommendation of the Medical Executive Committee. A decision and notice to appoint shall include:

(1) The staff category to which the applicant is appointed.

(2) The department to which he is assigned.

(3) The clinical privileges which he may exercise.

(4) Any special conditions attached to the appointment.

(B) Reject the recommendation of the Medical Executive Committee. An adverse recommendation as defined in Section 9.2-3 shall be transmitted to the applicant by special notice by the Chief Executive Officer within ten (10) days of the decision. The applicant shall be entitled to the procedural rights as provided in Article IX;

(C) Refer the recommendation back to the Medical Executive Committee for further consideration, stating the reasons for such referral, and setting a time within which a subsequent recommendation shall be made.

(D) The applicant and relevant personnel, including external organizations required by law, will be notified of the governing board's decision within three weeks of the decision.

### **6.4 REAPPOINTMENT PROCESS**

#### **6.4-1 REAPPOINTMENT INFORMATION FORM**

(A) The Chief Executive Officer, shall, prior to the expiration date of the present staff appointment of each medical staff member and within the time specified in the applicable medical staff policy on reappointment, provide such staff member with an Application/interval information form for use in considering his reappointment.

(B) Each staff member who desires reappointment shall, prior to such expiration date, and within the time specified in the applicable medical staff policy on reappointment, send his completed Application/interval information form to the Chief Executive Officer.

(C) Failure, without good cause, to return the completed form by September 1 shall be deemed a voluntary resignation from the medical staff at the end of the current term of appointment. A practitioner whose medical staff membership lapses pursuant to this provision shall be entitled to reinstatement consideration upon curing the underlying cause. In such cases the reappointment process as set forth in 6.4 shall apply.

#### **6.4-2 CONTENTS OF INTERVAL INFORMATION FORM**

The interval information form shall request data necessary to update the medical staff file of the staff member regarding his clinical qualifications and competence, health status, professional awards, memberships, sanctions, professional liability and ethics. Any voluntary or involuntary termination, limitation, reduction, challenges to licensure, DEA registration or loss of clinical privileges at any other facility must be reported. The Board of Medicine shall be queried regarding the applicant's Physician Profile, and any pertinent information shall be attached to the application. Any pertinent Quality Assurance data shall also be attached.

#### **6.4-3 VERIFICATION OF INFORMATION**

(A) The Chief Executive Officer shall be responsible for the collection and for the verification of the information including information regarding exclusion from a federal or state health care program, and shall, in a timely fashion, transmit the information form and supporting materials to the Credentials and Medical Ethics Committee for review.

(B) Each staff member shall be required to assist with the verification upon request by the Chief Executive Officer.

#### **6.4-4 ACTIONS BY CREDENTIALS AND MEDICAL ETHICS COMMITTEE AND DEPARTMENTS**

The Chair of the department(s) to which the applicant seeks reappointment, or his designee, will review the reapplication and make a written recommendation to the Credentials and Medical Ethics Committee. It will include a summary statement to address competence and compliance by the applicant, with input from appropriate subspecialties. The application for renewal of the Department Chair will be so reviewed and acted upon by a previous Department Chair. The Credentials and Medical Ethics Committee shall not act on any reappointment application until all information in the application is provided by the applicant, all requested documents are submitted, and primary source verification has been received. The Credentials and Medical Ethics Committee shall review the information form within the staff member's file and shall transmit to the Medical Executive Committee on the prescribed form one of the following actions:

- (A) Recommendation that the appointment be renewed/ modified.
- (B) Recommendation to defer action on the appointment.
- (C) Recommendation that the appointment be terminated.

Each such recommendation shall be based upon such member's demonstrated professional ability and clinical judgment in the treatment of his patients, professional ethics, discharge of staff obligations, compliance with these Bylaws, and the Rules and Regulations, and good physical and mental health.

#### **6.4-5 ACTIONS BY THE MEDICAL EXECUTIVE COMMITTEE AND BOARD**

- (A) When submitted to the Medical Executive Committee, the application for reappointment shall be reviewed and acted upon as provided for in sections 6.3-5 and 6.3-6 of these Bylaws. For the purpose of reappointment, the terms "applicant" and "appointment" as used in those sections shall be read, respectively, as "staff member" and "reappointment".
- (B) If processing by the hospital's Credentials and Medical Ethics Committee and Medical Executive Committee has not been completed by the expiration date of the appointment, and such delay is not due to failure of the staff member to return the information form on time, the staff member shall maintain his current membership status and clinical privileges until such time as the processing is completed unless corrective action is taken with respect to all or any part thereof. Such extension of an appointment shall not be deemed to create a right for the staff member to be automatically reappointed for the coming term.

#### **6.5 MODIFICATION OF MEMBERSHIP STATUS OR PRIVILEGES**

A staff member may either in connection with reappointment or at any other time, request modification including voluntary relinquishment of his staff category, department assignment, or clinical privileges by submitting a written application to the Chief Executive Officer together with

all necessary supporting information. The Chief Executive Officer will submit the application to the department(s) involved who will review the application at their next regular departmental meeting with the departmental Chair(s) making the departmental recommendation(s) to the Credentials and Medical Ethics Committees. Such application shall then be processed in substantially the same manner as provided in Section 6.4 for reappointment.

## **ARTICLE VII DETERMINATION OF CLINICAL PRIVILEGES**

### **7.1 EXERCISE OF PRIVILEGES**

A practitioner or other professional providing direct clinical services at this hospital by virtue of medical staff membership or otherwise shall, in connection with such practice be entitled to exercise only those clinical privileges specifically granted to him by the Board. Said privileges and services must be within the scope of the license, certificate or other legal credential authorizing him to practice in this State and consistent with any restrictions thereon, except as otherwise provided in Section 7.5 and 7.6.

All practitioners having privileges to admit patients to the Hospital shall perform, or arrange for another qualified practitioner to perform a physical examination and medical history no more than 30 days before or 24 hours after a patient is admitted to the Hospital in accordance with such requirements or procedures as may be set forth in Hospital or Medical Staff rules, regulations, or procedures.

### **7.2 DELINEATION OF PRIVILEGES IN GENERAL**

#### **7.2-1 REQUESTS**

Each application for appointment and reappointment to the medical staff must contain a request for the specific clinical privileges desired by the applicant. A request for a staff member pursuant to Article VI for a modification of privileges must be supported by documentation of additional training and/or experience supportive of the request.

#### **7.2-2 BASIS FOR PRIVILEGES DETERMINATION**

Requests for clinical privileges shall be evaluated by each department on the basis of the practitioner's education, training, and demonstrated competence. Competence shall be evaluated based on current health status, clinical judgment, performance, outcomes and experience. The basis for granting privileges to be made in connection with periodic reappointment or otherwise shall include evaluation of the practitioner's education, training, licensure and competence by means of observed clinical performance or the documented results of patient care review and other quality evaluation activities required by these and the Hospital corporate bylaws, to be conducted at the Hospital. Privileges determinations shall also be based on pertinent information concerning competence obtained from other sources, especially other institutions and health care settings where a

practitioner exercises or has exercised clinical privileges. This information shall be added to and maintained in the medical staff file established for each staff member.

### **7.2-3 PROCEDURE**

All requests for clinical privileges shall be processed pursuant to the procedures outlined in Article VI.

### **7.3 SPECIAL CONDITIONS FOR DENTAL AND PODIATRIC PRIVILEGES**

Requests for clinical privileges from dentists and podiatrists shall be processed in the manner specified in Section 7.2. Surgical procedures performed by dentists and podiatrists shall be under the overall supervision of the chief of surgery or his designee. All dental and podiatric patients shall receive the same basic medical evaluation as patients admitted to other surgical services. A physician member of the medical staff shall be responsible for the care of any medical problem that may be present at the time of admission or that may arise during hospitalization and shall determine the risk and effect of the proposed surgical procedure on the total health status of the patient during his admission to the Hospital.

### **7.4 SPECIAL CONDITIONS FOR ALLIED HEALTH PROFESSIONAL SERVICES**

Requests to perform specified patient care services from allied health professionals shall be processed in the manner specified in Section 5.4-2.

An allied health professional may, subject to any licensure requirements or other legal limitations, exercise independent judgment within the areas of his professional competence, and may participate directly in the medical management of patients under the supervision of a physician who has been accorded privileges to provide such care. The physician has supervising responsibility for patient care.

### **7.5 TEMPORARY PRIVILEGES**

#### **7.5-1 CIRCUMSTANCES**

Upon the written concurrence of the chief of the department in which the applicant will practice, and privileges will be exercised and of the President of the Medical Staff, the Chief Executive Officer may grant temporary privileges in the following circumstances:

##### **(A) Pendency of Application:**

After receipt of a completed application for staff appointment, including a request for specific temporary privileges, an appropriately licensed applicant may be granted temporary privileges for an initial period of sixty (60) days, with subsequent renewals not to exceed the pendency of the application. Temporary privileges shall not be granted until such time as the Credentials and Medical

Ethics Committee interview has taken place and a favorable ruling on the candidate's application has been made. In exercising such privileges, the applicant shall act under the supervision of the chief of the department to which he/she is assigned and in accordance with the conditions specified in Section 7.5-2.

**(B) Care of Specific Patients:**

Upon receipt of a written request for specific temporary privileges, an appropriately licensed practitioner of documented competence who is not an applicant for membership may be granted temporary privileges for the care of one or more specific patients. Such privileges shall be exercised in accordance with the conditions specified in Section 7.5-2 and shall be restricted to the treatment of not more than four (4) patients in any one year by any practitioner, after which such practitioner shall be required to apply for membership on the medical staff before being allowed to attend additional patients.

**(C) Locum Tenens:**

Upon receipt of a written request for specific temporary privileges, an appropriately licensed practitioner of documented competence who is serving as a locum tenens for a member of the medical staff and who is on the active staff of another hospital and who meets the requirements of Section 3.2-1 or if not on the active staff of another hospital otherwise satisfies the Board Certification or Board Eligibility, information and procedural requirements of Section 3.2-1, Section 6.1-1 and Section 7.5-1(A) or who is an employee of the Emergency Department contractor, may, without applying for membership on the staff, be granted temporary privileges for an initial period of sixty (60) days, and only after the practitioner has satisfied the requirement for professional liability insurance as mutually agreed by the MEC and Chief Executive Officer. Such privileges may be renewed for one successive period of sixty (60) days, but not to exceed his services as locum tenens, shall be limited to treatment of the patients of the practitioner for whom he is serving as locum tenens, or to the treatment of Emergency Department patients, if he is an employee of the Emergency Department contractor, and his privileges shall be exercised in accordance with the conditions specified in Section 7.5-2. He shall be entitled to the same privileges as the physician for whom he is covering.

**(D) Disaster Privileges**

In a Disaster, as defined in the Emergency Operations (Disaster Plan), any physician/allied health professional that presents any of the following may be granted Disaster Medical Staff status:

1. a current medical license and a valid photo ID issued by a state, federal or regulatory agency, or

2. a current picture hospital ID card, or
3. identification that the individual is a member of a Disaster Medical Assistance Team, or
4. identification indicating that the individual has been granted authority to render patient care, treatment, and services in disaster circumstances (such authority having been granted by a federal, state or municipal entity), or
5. presentation by current hospital or medical staff member(s) with personal knowledge regarding practitioner's identity.

Primary source verification of licensure begins as soon as the immediate situation is under control, and is completed within 72 hours from the time the volunteer practitioner presents to the organization. In the extraordinary circumstances that primary source verification cannot be completed within 72 hours (i.e., no means of communication or lack of resources), primary source verification will be done as soon as possible and there will be documentation of why primary source verification was not completed in the required time frame.

Disaster Medical Staff Status may be granted in accordance with Section 7.5-1. These individuals may consider any physician who presents evidence of possessing a medical license as described above and will make decisions regarding the granting of Disaster Privileges on a case-by-case basis.

Immediately upon granting temporary disaster privileges to volunteer LIPS's, the physician/allied health professional will be observed by the Department Chair or, a monitor assigned by the Department Chair, to evaluate those privileges granted. After the monitor has observed the physician/allied health professional for an appropriate amount of time (not to exceed 72 hours), the Department chair will certify in writing the competence of the physician/allied health professional in question. Granted and approved privileges will last until the end of the disaster event.

(E) The applicant and hospital personnel will receive notification of the temporary privileges when granted by the President of the Medical Staff and the Chief Executive Officer.

## **7.5-2 CONDITIONS**

Temporary privileges shall be granted only when the information available reasonably supports a favorable determination regarding the requesting practitioner's qualifications, ability and judgment to exercise the privileges requested. Special requirements of



consultation and reporting may be imposed by the department chief responsible for supervision of a practitioner granted temporary privileges. Before temporary privileges are granted, the practitioner must acknowledge in writing that he has received and read, the medical bylaws, rules and regulations, and that he agrees to be bound by the terms thereof in all matters relating to his temporary privileges.

### **7.5-3 TERMINATIONS**

The Chief Executive Officer or the President of the Medical Staff shall, on the discovery of any information or the occurrence of any event of a nature which raises question about a practitioner's professional qualifications or ability to exercise any or all of the temporary privileges granted, and may at any other time after consultation with the service chief responsible for supervision, terminate any or all of such practitioner's temporary privileges, provided that the life or well-being of a patient is determined to be endangered by continued treatment by the practitioner.

The termination may also be affected by any person entitled to impose summary suspensions under Article VIII. In the event of any such termination, the practitioner's patients then in the Hospital shall be assigned to another practitioner by the department chief responsible for supervision. The wishes of the patient shall be considered, where feasible, in choosing a substitute practitioner.

The Chief Executive Officer will notify the relevant departments, Medical Executive Committee and Board of Directors of the termination.

### **7.5-4 RIGHTS OF THE PRACTITIONER**

A practitioner shall not be entitled to the procedural rights afforded by Article IX because his request for temporary privileges is refused or because all or any portion of his temporary privileges are terminated or suspended.

### **7.6 EMERGENCY PRIVILEGES**

For the purposes of this Section, an "emergency" is defined as a condition in which serious or permanent harm would result to a patient or in which the life of a patient is in immediate danger and any delay in administering treatment would add to that danger. In the case of an emergency, any practitioner, to the degree permitted by his license and regardless of his department, staff status or clinical privileges, shall be required and permitted to do, and shall be assisted by hospital personnel in doing, everything possible to save the life of a patient or to save a patient from serious harm, including calling for a consultation by a specialist practitioner who is not a member of the medical staff.

### **7.7 PHYSICAL OR MENTAL EXAMINATION**

As a condition of exercising privileges granted to any physician or allied health professional, such person agrees that the Governing Body of the Hospital after the recommendation of three-fourths of a quorum present of the Medical Executive Committee may compel such person to undergo a physical or mental examination by a physician or physicians who is not a member of the medical staff and who is satisfactory to the Governing Body of the Hospital for the purpose of determining if such person is fit to practice medicine or treat patients with reasonable skill and safety. Failure to undergo such an examination when requested shall be grounds for suspension of privileges until the examination occurs and the results are evaluated.

## **ARTICLE VIII CORRECTIVE ACTION**

### **8.1 CRITERIA FOR INITIATION**

As a statutory condition of Hospital licensure and peer reviews as mandated by the laws of the State of Florida, an investigation and determination shall be commenced if reasonable belief exists that conduct by any practitioner constitutes one or more of the following:

- (A) Incompetence;
- (B) Being found to be a habitual user of intoxicants or drugs to the extent that he is deemed dangerous to himself or others;
- (C) Mental or physical impairment which may adversely affect patient care;
- (D) Being found liable by a court of competent jurisdiction for medical negligence or malpractice involving negligent conduct and which the affected practitioner shall report in writing within thirty (30) days to the Hospital CEO for appropriate referral and investigation in coordination with the President of the Medical Staff and the appropriate Department Chair;
- (E) Medical negligence other than as specified in paragraphs D; or
- (F) Failure to comply with the policies, procedures, or directives of the risk management program or any quality assurance committees of any licensed facility.
- (G) Breach of confidentiality of patient records or peer review proceedings.
- (H) Conduct resulting in adverse recommendation from a medical staff department or committee as part of the peer review process.

(I) Failure to reasonably execute the responsibilities of each individual staff member as provided in Section 3.3.

(J) Failure to promptly return any medical records and notify the Director of Medical Records when medical records have been obtained or received in error.

An investigation and determination shall also be commenced if reasonable belief exists that conduct by any practitioner constitutes a violation of the Medical Staff-Employee Conflict Resolution policy or any other policy adopted by the Medical Executive Committee or Medical Staff.

Notwithstanding the foregoing, the commencement of any investigation and determination shall be in compliance with these Bylaws or as required by the laws of the State of Florida.

### **8.1-1 REQUESTS AND NOTICES**

All requests for corrective action shall be in writing, submitted to the Medical Executive Committee (MEC), and supported by reference to the specific activities or conduct which constitute the grounds for the request. The Chair of the MEC shall promptly notify the Chief Executive Officer in writing of all requests for corrective action received by the committee and shall continue to keep him fully informed of all action taken in conjunction therewith.

### **8.1-2 INVESTIGATION**

After deliberation, the MEC may either act on the request or direct that investigation concerning the grounds for the corrective action request be undertaken. The MEC may conduct such investigation itself or may assign this task to an officer, department(s) or committee(s) of the medical staff. This investigative process shall not be deemed a "hearing" as that term is used in Article IX, but shall also include consultation with the practitioner involved.

If the investigation is accomplished by a group or individual other than the MEC, such group or individual shall forward a written report of the investigation to the MEC as soon as is practicable after the assignment to investigate has been made. The MEC may at any time within its discretion, and shall at the request of the Board (or of the executive committee thereof), terminate the investigative process and proceed with action as provided in Section 8.1-3 below.

### **8.1-3 MEC ACTION**

As soon as is practicable after the conclusion of the investigative process, if any, the MEC shall take action upon such request within twenty (20) days. Such action may include, without limitation:

- (A) Recommending rejection of the request for corrective action;
- (B) Recommending a warning, a letter of admonition, or a letter of reprimand;
- (C) Recommending terms of probation or individual requirements of consultation;
- (D) Recommending reduction, suspension or revocation of clinical privileges;
- (E) Recommending reduction of staff category or limitation of any staff prerogatives directly related to the practitioner's delivery of patient care;
- (F) Recommending suspension or revocation of staff membership.

#### **8.1-4 DEFERRAL**

If additional time is needed after completion of the investigative process, the MEC may defer action on the request, but only upon the written consent of the affected practitioner. A subsequent recommendation for any one or more of the actions provided in Sections 8.1-4 (A) through (F) above must be made within the time specified in such written consent, and if no such time is specified, then within fifteen (15) days of the deferral.

#### **8.1-5 PROCEDURAL RIGHTS**

Any recommendation by the MEC pursuant to Section 8.1-3 (C), (D), (E), or (F), or any combination of such actions, shall entitle the practitioner to the procedural rights as provided in Article IX.

#### **8.1-6 OTHER ACTION**

- (A) If the MEC's recommended action is to reject the request for corrective action, such recommendation, together with all supporting documentation, shall be transmitted to the Board. Thereafter, the procedure to be followed shall be as provided in 9.3.
- (B) If the MEC's recommended action is a warning, admonition or reprimand, such recommendation together with all supporting documentation, shall be transmitted to the Board. Board action to adopt such MEC recommendation without substantive modification shall conclude the matter and notice of final decision shall be given as provided in Section 9.3-2. If the Board's proposed action will modify substantively the MEC's recommendation, the provisions of Section 9.3-4 shall be followed. If the Board's action is adverse to the applicant as defined in Section 9.2-3, the Chief Executive Officer shall promptly so inform the

practitioner by special notice, and he shall be entitled to the procedural rights as provided in Article IX.

(C) If, in the Board's determination, the MEC fails to act in timely fashion in processing and recommending action on the request for corrective action, the Board (or an appropriate committee thereof) may, after notifying the MEC, take action on its own initiative. If such action is favorable, it shall become effective as the final decision of the Board. If such action is adverse as defined in Section 9.2-3, the Chief Executive Officer shall promptly so inform the practitioner by special notice, and he shall be entitled to the procedural rights as provided in Article IX.

## **8.2 SUMMARY SUSPENSION**

### **8.2-1 CRITERIA FOR INITIATION**

Whenever a practitioner's conduct requires that immediate action be taken to protect the life of any patient(s) or to reduce the substantial likelihood of immediate injury or damage to the health or safety of any patient, employee or other person present in the Hospital, either the President of the Medical Staff, the chief of the practitioner's department, the Chief Executive Officer, the Executive Committee of either the medical staff or the Board, (or an appropriate committee thereof) shall have the authority to summarily suspend the medical staff membership status or all or any portion of the clinical privileges of such practitioner.

Immediately upon the imposition of a summary suspension, the Chief of Staff or responsible departmental Chair shall have authority to provide for alternative medical coverage for the patients of the suspended practitioner still in the hospital at the time of such suspension. The wishes of the patients shall be considered in the selection of such alternative practitioner.

### **8.2.2 MEC ACTION**

A practitioner whose clinical privileges have been summarily suspended shall be entitled to request that the medical executive committee hold a meeting to review the matter within 96 hours thereafter. The MEC shall do so and at such meeting the affected practitioner shall be permitted to make an appearance before said committee prior to its taking action. This appearance shall not constitute a hearing, shall be preliminary in nature, and none of the procedural rules provided in these bylaws with respect to hearings shall apply thereto. A report of such appearance shall be made by the MEC.

The action of the MEC at such hearing shall be to sustain the summary suspension, immediately terminate the summary suspension or modify the summary suspension. In addition, the MEC shall have the authority to recommend that the practitioner's staff membership be modified, suspended or revoked.

### **8.2-3 PROCEDURAL RIGHTS**

If as a result of such review the MEC does not re-recommend immediate termination of the summary suspension, the affected practitioner shall be entitled to the procedural rights provided in Article IX of these bylaws, but the terms of the summary suspension as sustained or as modified by the MEC shall remain in effect pending a final decision by the Board.

## **8.3 AUTOMATIC SUSPENSION**

### **8.3-1 LICENSE**

#### **(A) Revocation:**

Whenever a practitioner's or allied health professional's (AHP) license, certificate or other legal credential authorizing him to practice in this State is revoked, his staff membership and clinical privileges or specified services shall be immediately and automatically revoked.

#### **(B) Restriction:**

Whenever a practitioner's or AHP's license, certificate or other legal credential is limited or restricted by the applicable licensing or certifying authority, those clinical privileges or specified services which he has been granted that are within the scope of said limitation or restriction shall be immediately and automatically revoked.

#### **(C) Suspension:**

Whenever a practitioner's or AHP's license, certificate, or other legal credential is suspended, his staff membership and clinical privileges or specified services shall be automatically suspended effective upon and for at least the term of the suspension. Further action on the matter shall proceed pursuant to Section 8.3-3.

#### **(D) Probation:**

Whenever a staff member or AHP is placed on probation by the applicable licensing or certifying authority, his voting, office-holding and teaching prerogatives and responsibilities, if any, shall be automatically suspended effective upon and for at least the term of the probation. Further action on the matter shall proceed pursuant to Section 8.3-3.

### **8.3-2 DRUG ENFORCEMENT AGENCY (DEA NUMBER)**

#### **(A) Revocation:**

Whenever a practitioner's DEA number is revoked, he shall immediately and automatically be divested at least of his right to prescribe medications covered by the number. Further action on the matter shall proceed pursuant to Section 8.3-3.

#### **(B) Suspension:**

Whenever a practitioner's DEA number is suspended, he shall be divested at least of his right to prescribe medications covered by the practitioner's narcotic license for at least the term of suspension. Further action on the matter shall proceed pursuant to Section 8.3-3.

#### **(C) Probation:**

Whenever a practitioner is placed on probation insofar as the use of his DEA number is concerned, action on the matter shall proceed pursuant to Section 8.3-3.

### **8.3-3 MEC DELIBERATION**

As soon as practicable after action is taken as described in Sections 8.3-1 (C) or (D) or in Sections 8.3-2 (A), (B), or (C), the MEC shall convene to review and consider the facts under which such action was taken. The MEC may then recommend such further corrective action as is appropriate to the facts disclosed in its investigation, including limitation of prerogatives. Thereafter when the matter involves a practitioner, the procedure to be followed shall be provided in Sections 8.1-6 , as applicable. When the matter involves an AHP, hospital policies and procedures shall determine the manner of final processing.

### **8.3-4 FAILURE TO SATISFY SPECIAL APPEARANCE REQUIREMENT**

A practitioner who fails to satisfy the requirements of Section 13.8-3 shall automatically be suspended from exercising all or such portion of his clinical privileges in accordance with the provisions of said Section 13.8-3.

### **8.3-5 MEDICAL RECORDS**

For failure to complete medical records in a timely fashion, a practitioner's clinical privileges (except with respect to his patients already in the Hospital) and his rights to admit patients and to consult with respect to patients shall, after written warning of delinquency, be automatically suspended and shall remain suspended until all delinquent medical records are completed.

## **ARTICLE IX INTERVIEWS, HEARINGS AND APPELLATE REVIEW**

### **9.1 INTERVIEWS**

#### **9.1-1 INTERVIEWS**

When the Medical Executive Committee (MEC), other relevant medical staff committee, or the Board or any appropriate committee thereof receives or is considering initiating an adverse recommendation concerning a practitioner, the practitioner shall be afforded a mandatory interview if he requests the same. The interview shall not constitute a hearing, shall be preliminary in nature, and shall not be conducted according to the procedural rules provided with respect to hearings. The practitioner shall be informed of the general nature of the circumstances and may present information relevant thereto. This Committee shall issue written findings of fact of such interview. The affected practitioner shall be furnished a copy of such written findings.

#### **9.1-2 MEC RECOMMENDATIONS**

The Medical Executive Committee shall, within ten (10) working days following the interview provided in Section 9.1-1, make a recommendation to the Chief Executive Officer of the Hospital. The recommendation shall be in writing and a copy thereof shall be furnished to the practitioner involved.

#### **9.1.3 ACTION BY CHIEF EXECUTIVE OFFICER**

The Chief Executive Officer will confer with the practitioner involved and consider the report and recommendations and any other facts concerning the matter which may be brought to his attention. The report and recommendations of the Medical Executive Committee shall not be binding on the Chief Executive Officer; however, if the MEC recommendations are favorable to the practitioner, the Chief Executive Officer shall accord them great weight. After conferring with the Medical Executive Committee, the Chief Executive Officer will make such disposition of the matter as he deems proper unless a hearing has been requested by the practitioner as hereinafter provided. The Chief Executive Officer shall report his disposition in writing to the practitioner and furnish a



copy thereof to the Medical Executive Committee. Such report of the disposition shall contain the following criteria:

- (A) A comprehensive statement of the precipitating event.
- (B) Reference to and inclusion of the MEC's recommendations.
- (C) Findings of fact supported by proof considered by the CEO in reaching such facts.
- (D) A comprehensive narrative detailing those persons with whom the CEO discussed the relevant event.
- (E) A comprehensive explanation of the rationale for the CEO's disposition.

## **9.2 HEARINGS AND APPELLATE REVIEW**

### **9.2-1 ADVERSE MEC RECOMMENDATION**

When any practitioner receives special notice of an adverse recommendation of the MEC as defined in Section 9.2-3, he shall be entitled, upon request, to a hearing before an Ad Hoc hearing Committee of the Medical Staff. Such a request by the practitioner shall be in writing, shall be delivered to the Chief Executive Officer within thirty (30) calendar days from the delivery of the special notice. In the event that the practitioner fails to request a hearing within the time provided, then the right to any hearing before the Ad Hoc Committee shall be deemed to have been waived.

Thereafter, the Chief Executive Officer shall make disposition of the matter as provided in Section 9.1-3. If the recommendation of the Ad Hoc Committee following such hearing is still adverse to the practitioner, he shall then be entitled, upon request, to an appellate review by the Board of Directors before a final decision is rendered.

### **9.2.2 COMPOSITION OF AD HOC COMMITTEE**

The Ad Hoc Committee shall consist of not less than five (5) members of the active medical staff who are not in direct competition with the practitioner, who have not had any direct involvement with any case(s) to be used as evidence, and who are not members of the Medical Executive Committee. The Ad Hoc Committee shall be selected jointly by the Chair of the Governing Board of the Hospital, the President of the Medical Staff, and the Chief of the service relevant to the affected practitioner. The affected practitioner may select one member of such committee. The hearing examiner as hereinafter provided shall be designated jointly by the said Board Chair and the President of the Medical Staff. The hearing examiner, who shall be a licensed attorney and Member of the Florida Bar, shall not be a voting member of the Ad Hoc Committee. The Committee and hearing examiner shall be selected by the Board Chair and President of the Medical Staff within ten (10) days following the request of the practitioner involved.

### **9.2-3 ADVERSE RECOMMENDATIONS OR ACTIONS DEFINED**

(A) The following recommendations or actions shall, if deemed adverse pursuant to Section 9.2-3(b), below, entitle the practitioner affected thereby to a hearing upon his timely request for the same:

- ( 1) Denial of initial staff appointment;
- ( 2) Denial of reappointment;
- ( 3) Suspension of staff membership;
- ( 4) Revocation of staff membership;
- ( 5) Denial of requested advancement in staff category;
- ( 6) Reduction of staff category;
- ( 7) Limitation of the right to admit patients;
- ( 8) Denial of requested department or section affiliation;
- ( 9) Denial of requested clinical privileges;
- (10) Reduction of clinical privileges;
- (11) Suspension of clinical privileges;
- (12) Revocation of clinical privileges;
- (13) Terms of probation;
- (14) Individual imposition or application of mandatory consultation requirement.

(B) A recommendation or action listed in Section 9.2-3(a) above shall be deemed adverse only when it has been:

- (1) recommended by the MEC; or
- (2) taken by the Chief Executive Officer contrary to a favorable recommendation by the MEC under circumstances where no right to hearing existed; or

- (3) taken by the Board or Chief Executive Officer on its own initiative without benefit of a prior recommendation by the MEC.

#### **9.2-4 PROCEDURE AND PROCESS**

All hearings before the Ad Hoc Committee shall be in accordance with the following procedures and safeguards, to-wit:

**(A) Hearing Guaranteed:**

Any practitioner's legal rights, duties, privileges, or immunities shall be determined only upon hearing by the Ad Hoc Committee. The hearing may be open to members of the medical staff, held in executive session, if requested by the affected practitioner. Otherwise the hearing is limited to participants.

**(B) Notice of Hearing:**

Practitioners affected by the action of the Ad Hoc Committee shall be given a notice of hearing which shall include the following:

- (1) The place, time, and date of the hearing. The fact that the Ad Hoc Committee will follow the procedures as outlined in Section 9.2-(E)
- (2) The professional review action proposed to be taken against the practitioner, and the reasons for same, including the relevant operative and ultimate factual allegations made against the affected practitioner.
- (3) A list of the witnesses expected to testify on behalf of the Medical Executive Committee, and a summary of the anticipated testimony to be offered by each such witness.
- (4) The practitioner's right to be represented by an attorney or by some other person, the right to a record of the proceedings, the right to call, to examine and to cross examine witnesses, the right to present relevant evidence, the right to submit a written statement at the conclusion of the hearing, the right to present an oral argument or statement in the nature of a summation, and the right to receive the Ad Hoc Committee's written decision and recommendation(s).

In fixing the time and place for hearings, due regard shall be had for the convenience and necessity of the parties or their representatives. In no event shall the hearing be scheduled sooner than thirty (30) days from the date of the notice of the hearing. The action of the Ad Hoc Committee, including final action, shall be completed within forty-five (45) days (after the conclusion of the hearing).

**(C) Conduct and Record of Hearing:**

(1) All hearings before the Ad Hoc Committee shall be presided over by a hearing examiner selected as specified in Section 9.2-2, and whose fee will be paid by Parrish Medical Center. The Hearing examiner is to be qualified by experience and/or training.

(2) In those cases where the hearing is conducted by reason of the denial of initial privileges, the practitioner so affected shall bear the burden of proof. In disciplinary and all other cases, the burden of proof shall rest with the Medical Executive Committee, Chief Executive Officer or Board who initiated such adverse recommendation or action.

(3) The committee shall, by stenographic or mechanical device, accurately and completely transcribe and preserve the testimony and exhibits in the committee proceeding, and the recommended order of the committee, if any together with all pleadings, other papers material to the hearing, findings of fact, conclusions, briefs and requests filed in the committee proceeding which shall constitute the exclusive record for any final order.

Where any committee recommendation rests on official notice of a material fact not appearing in the evidence in the records, any party shall on timely request be afforded an opportunity to present evidence to the contrary.

**(D) Ad Hoc Committee and Hearing Examiner's Powers:**

The hearing examiner appointed according to Section 9.2-2 shall have authority, subject to the Board's published rules, to:

- (1) Administer oaths and affirmations;
- (2) Rule upon offers of proof and receive relevant evidence;
- (3) Take or cause depositions to be taken whenever the ends of justice would be served thereby;
- (4) Regulate the course of the hearing; including the location, length and continuance;
- (5) Hold conferences for the settlement or simplification of the issues.
- (6) Dispose of procedural requests or similar matters, including invoking exclusionary rules upon the request of any party;

- (7) Enter any order to carry out the purpose of this section.
- (8) Issue request for testimony or documents on its own initiative or at the request of any party.
- (9) And otherwise generally have the power and authority to exercise the equity jurisdiction of a Circuit Judge of Florida presiding in a civil action.

**(E) Procedure for Due Process:**

The Ad Hoc Committee shall afford each practitioner who participates in the committee proceedings the right to:

- (1) Present his case or defense by oral and documentary evidence;
- (2) Submit rebuttal evidence, and to conduct such cross-examination as may be required for a full and true disclosure of the facts;
- (3) Submit for the consideration of the committee, or the committee if it receives the evidence, oral or written, proposed findings and conclusions and supporting reasons therefore;
- (4) Submit exception to the recommendation of the committee and make oral arguments in support of any such exceptions;
- (5) Make offers of settlement or proposals of adjustment;
- (6) Be accompanied, represented, and advised by counsel or to represent himself; and
- (7) Be promptly notified of the denial in whole or in part of any written application, petition or other request, and of any other committee or Board action affecting substantive or procedural rights taken in connection with any agency proceeding.
- (8) To submit a written and/or oral statement at the close of a hearing.
- (9) To receive the written recommendation of the Ad Hoc Committee, including a statement of the basis of the recommendations, such statement shall include detailed findings of fact upon which the committee's recommendation(s) is (are) based.

**(F) Evidence:**

The committee shall give probative effect to evidence which would be admissible in civil proceedings in the courts of this state, but in receiving evidence due regard shall be given to the technical and highly complicated subject matter agencies often handle and the exclusionary rules of evidence shall not be used to prevent the receipt of evidence having substantial probative effect. Otherwise effect shall be given to the rules of evidence recognized by the law in this state.

## **9.2-5 EXCEPTIONS**

Neither the issuance of a warning, a letter of admonition, or a letter of reprimand, nor the denial, termination or reduction of temporary privileges, nor any other actions except those specified in Section 9-2-3 shall give rise to any rights to a hearing or appellate review, unless such action is by statute or regulation reportable to the State of Florida, Department of Professional Regulations, or to any national registry pertaining to health care professions by any voluntary or governmental agency.

## **9.2-6 ACTION TAKEN BY THE CHIEF EXECUTIVE OFFICER**

The Ad Hoc Committee within forty-five (45) days following its hearing shall make a written recommendation to the Hospital's Chief Executive Officer. A complete record of the hearing shall accompany the recommendation and record of proceedings of the Ad Hoc Committee, and the Chief Executive Officer shall make, within ten (10) days, such disposition of the matter as he deems proper. His action shall be reported to the practitioner in writing with copies thereof to the Hospital Board, and the Ad Hoc Committee, such written report shall set forth a decision, including a detailed statement which shall contain factual findings which form the basis for the such decision.

## **9.3 APPELLATE REVIEW**

### **9.3-1 BOARD REVIEW**

If the action taken by the Chief Executive Officer is contrary to the recommendation of the Ad Hoc Committee or the recommendation of the Medical Executive Committee, the Ad Hoc Committee or Medical Executive Committee may request a review by the Board of Directors. If the action by the Chief Executive Office is adverse to the practitioner, the practitioner may request a review by the Board of Directors. Such a request will be in writing and will be filed with the Chief Executive Officer within ten (10) days following the final action by the Chief Executive Officer. Thereupon, the Chief Executive Officer will make available to the Hospital Board at its next meeting the record of all prior proceedings including his disposition of the matter. The Hospital Board at its next meeting will take such action as it deems appropriate with respect to the matter under consideration on. Final disposition by the Board will be made no later than the second (2nd) regular monthly meeting of the Hospital Board following the action of the Chief Executive Officer. The Board will act as an appellate body, will review all of the recommendations, testimony, exhibits, and other matters of record in prior proceedings. It will not be

required to take new testimony or to consider new matters, outside of the record, in reaching its decision, but may do so at its discretion, or when the ends of justice may be served thereby.

### **9.3-2 FINAL ACTION**

(A) The decision of the Board shall be final, shall be binding upon the practitioner, the administration, and the medical staff and may be deemed the equivalent of final agency action as that term is defined in Florida administrative law and jurisprudence.

(B) A decision and notice to appoint shall include:

- (1) The staff category to which the applicant is appointed;
- (2) The department service to which he is assigned;
- (3) The clinical privileges he may exercise; and
- (4) Any special conditions attached to the appointment.

### **9.3-3 ALTERNATIVE BOARD ACTION**

In the event the Medical Executive Committee and/or the Ad Hoc Committee and/or the Chief Executive Office fail to take action as provided and required herein, then in such event the Hospital Board may intervene and with the safeguards provided in Section 9.2-4, etc., hereinabove, shall take such final action as it deems necessary or appropriate to resolve the matter.

### **9.3-4 CONFLICT RESOLUTION**

Whenever the Board's proposed decision will be contrary to the MEC's recommendation, the Board shall submit the matter to a joint conference of members of the medical staff appointed by the president of the staff and an equal number of Board members appointed by the Chair of the Board for review and recommendation before making its final decision.

### **9.3-5 REAPPLICATION AFTER ADVERSE APPOINTMENT DECISION**

An applicant who has received a final adverse decision regarding appointment shall not be eligible to reapply to the medical staff for a period of one (1) year. Any such reapplication shall be processed as an initial application, and the applicant shall submit such additional information as the staff or the Board may require in demonstration that the basis for the earlier adverse action no longer exists.

## **9.4 FAIR HEARING PROCESS**

AHPs in Category 5.2 (A) who receive an adverse recommendation by the Department Chair to which they are assigned regarding initial appointment reappointment, privileges, quality or behavioral issues; shall be entitled to an informal hearing before the Medical Executive Committee. In the event of an adverse MEC recommendation, an informal hearing before the Board of Directors will be provided. The decision of the Board is final.

## **ARTICLE X DEPARTMENTS**

### **10.1 ORGANIZATION OF DEPARTMENTS**

Each department shall be organized as a separate part of the medical staff and shall have a chief who is selected and has the authority, duties, and responsibilities as specified in Article XI.

### **10.2 DESIGNATION**

#### **10.2-1 CURRENT DEPARTMENTS**

The current departments are: Medicine, Family Practice, Surgery, Obstetrics/Gynecology, Pediatrics, Diagnostic Imaging, Pathology, Emergency Medicine, and Anesthesiology.

#### **10.2-2 FUTURE DEPARTMENTS**

When deemed appropriate, the Medical Executive Committee (MEC) with the approval of the Medical Staff may create, eliminate, subdivide or combine the departments.

### **10.3 ASSIGNMENT TO DEPARTMENTS**

Each member of the medical staff and each allied health professional shall be assigned membership in at least one department by the Medical Executive Committee (MEC), but may be granted membership and/or clinical privileges or specified services in one or more of the other departments. The exercise of clinical privileges or the performance of specified services within any department shall be subject to the rules and regulations of that department and the authority of the department chief.

Assignment to the departments of Medicine, Family Practice, Surgery, Obstetrics/ Gynecology, Pediatrics, Diagnostic Imaging, Pathology, and Anesthesiology shall be made only after the requesting practitioner has provided documented proof of certification or eligibility to take the certification examination by the respective national specialty board.

### **10.4 MEETINGS**



Each department shall hold regular meetings not less than four times per year or more often if scheduled by the Chair or by department resolution to monitor and evaluate all major clinical activities of the department as well as required quality assurance actions.

## **ARTICLE XI OFFICERS**

### **11.1 GENERAL OFFICERS OF THE STAFF**

#### **11.1-1 IDENTIFICATION**

The general officers of the staff shall be:

- (A) President
- (B) Vice President (President-Elect)
- (C) Secretary-Treasurer

#### **11.1-2 OTHER OFFICIALS OF THE STAFF**

Other officials of the staff may include the departmental chiefs and such other officials as maybe selected to perform or manage functions required by these bylaws. To the extent that any such official performs any clinical function, he must become and remain a member of the staff. In all events he is subject to these bylaws, the staff rules and all other lawful policies of the Hospital.

#### **11.1-3 QUALIFICATIONS**

General officers must be members of the active staff at the time of nomination and election and must remain members in good standing during their term of office. Failure to maintain such status shall immediately create a vacancy in the office involved. The president must be a practitioner with demonstrated competence in his field of practice and demonstrated qualifications on the basis of training, experience and ability to direct the medico-administrative aspects of hospital and staff activities.

#### **11.1-4 NOMINATIONS**

The Nominating Committee will be appointed by the president of the Medical Staff and will consist of three (3) members of the Medical Executive Committee. The Nominating Committee shall convene prior to the annual meeting and submit the name of such nominee for the office of president-elect (vice president) at the annual meeting.

#### **11.1-5 ELECTION**

**(A) Annual Election**

The President-Elect (Vice-President) and two (2) members at large shall be elected at the annual meeting of the staff. Only staff members accorded the prerogative to vote for general staff officers under Article IV shall be eligible to vote. Each eligible physician will sign in and receive a ballot envelope containing color-coded ballots as follows:

Yellow – President-Elect/Vice President  
Blue – Member-at-Large 1  
Green – Member-at-Large 2

And matching ballots clearly stamped “RUN-OFF” to be used if necessary.  
Only votes on the specified ballot will be counted.

Voting by proxy shall not be permitted. A nominee shall be elected upon receiving a majority of the valid votes cast. If no candidate for the office receives a majority vote on the first ballot, a run-off election shall be held promptly between the two candidates receiving the highest number of votes. The two (2) members-at-large shall be elected one at a time in separate ballots from the list of nominees remaining. A run-off election will be held between the two candidates receiving the highest number of votes if neither receives a majority on the first ballot. Ballots will be counted by the nominating committee and MEC officers present. Ballots will be maintained for review, by appointment, in the Medical Staff Services Office not less than one year.

The Secretary-Treasurer is to be elected from the members of the Medical Executive Committee, at its first annual meeting. The department chiefs will be elected no later than November 30 and announced at the annual meeting of the staff.

**(B) Special Election**

A special election, to fill an impending or existing vacancy in the office of President or Vice President/President-Elect, may be called by an officer of the Medical Staff. There shall be at least one (1) week written notice to the Medical Staff. There shall be a quorum present. Nominations will be taken from the floor. A nominee will be elected as in 11.1-5 (A).

A Vice President so elected shall serve until he assumes the office of President.

**11.1-6 TERM OF ELECTED OFFICE**

The President-Elect (Vice-President) shall serve a one (1) year term commencing on the first day of the medical staff year following his election. The Secretary-Treasurer shall

serve from the time of election. Each officer shall serve until the end of his term and until a successor is elected, unless he shall sooner resign or be removed from office.

The President shall serve a one year term commencing January 1 of each year.

#### **11.1-7 SUCCESSION OF PRESIDENT**

The President Elect (Vice-President) shall automatically assume the office of President on the first day of the Medical Staff year, upon completing his term as Vice-President.

#### **11.1-8 REMOVAL OF GENERAL STAFF OFFICERS**

Except as otherwise provided, removal of a general staff officer may be effected by a two-thirds (2/3rds) vote of the active medical staff. Removal may be based only upon failure to perform the duties of the position held as described in these bylaws.

#### **11.1-9 VACANCIES IN ELECTED OFFICE**

(A) Vacancies in Medical Executive Committee offices, other than those of immediate past president and president shall be filled by the Medical Executive Committee. If there is a vacancy in the office of president, the vice president shall serve out the remaining term, in addition to the one (1) year term for which he was elected.

(B) If the Vice-President assumes the office of President before the end of his term, the Medical Executive Committee shall elect an interim Vice-President from its members to assume the duties of Vice-President until a successor is elected at the next annual Medical Staff meeting. The newly elected president shall serve the balance of the vacated term or one year if elected at the annual staff elections. A Vice President so elected shall serve until he assumes the office of President.

(C) If the Vice President (President-elect) is unable or unwilling to fill a pending or existing vacancy in the office of President, he or any officer of the Medical Staff, shall call a special election (Section 11.1-5 B). Should this occur just prior (within one month) of the annual elections (11.1-5 A), the Nominating Committee shall submit names of nominees for the office of both Vice President/President-Elect and President. The election will then occur at the annual staff meeting as per Section 11.1-5 (A).

### **11.2 DUTIES OF GENERAL OFFICERS**

#### **11.2-1 PRESIDENT**

The president shall serve as the chief of staff of the Hospital and as the principal elected official of the staff. As such, he shall:

- (A) Aid in coordinating the activities and concerns of the Hospital administration and of the nursing and other patient care services with those of the medical staff.
- (B) Develop and implement, in cooperation with the departmental chiefs and appropriate committees of the staff and subject to approval of the Medical Executive Committee and the Board, methods for retrospective patient care audits, on-going monitoring of practice, credentials review, delineation of privileges and specified services, continuing education, and utilization review.
- (C) Unless otherwise expressly provided, appoint the membership of medical staff committees including the nominating committee.
- (D) Communicate and represent the opinions, policies, concerns, needs and grievances of the medical staff to the Board, the Chief Executive Officer, and other officials of the staff.
- (E) Be responsible for the enforcement of medical staff bylaws, rules and regulations, for implementation of sanctions where these are indicated, and for the medical staff's compliance with procedural safe-guards in all instances where corrective action has been requested against a practitioner.
- (F) Call, preside at, and be responsible for the agenda of all general meetings of the medical staff.
- (G) Serve as Chair of the Medical Executive Committee and as an ex officio member without vote of all other staff committees.
- (H) Serve as the representative of the medical staff in the Planning, Physical Facilities and Properties Committee of the Board.
- (I) Represent the medical staff at regular and special meetings of the Board.

#### **11.2-2 VICE PRESIDENT (PRESIDENT-ELECT)**

The vice president (president-elect) shall be a member of the Medical Executive Committee and an ex officio member, without vote, of all Staff Committees. In the absence-- temporary or permanent--of the president, he shall assume all the duties and have the authority of the president. He shall perform such additional duties as may be assigned to him by the president, the Medical Executive Committee, or the Board. The vice president (president-elect) shall assume the office of president on the first day of the Medical Staff year upon completing his term as vice-president (president-elect).

#### **11.2-3 SECRETARY-TREASURER**

The secretary-treasurer shall be a member of the Medical Executive Committee and an ex officio member without vote of all other staff committees. His duties shall be to:

- (A) See that proper notice of all staff meetings on order of the appropriate authority is given.
- (B) See that accurate and complete minutes for all Medical Executive Committee and Medical Staff meetings are prepared.
- (C) Supervise the collection and the accounting for any funds that may be collected in the form of staff dues, assessments, or applications fees.
- (D) Serve as medical staff representative on the Finance Committee of the Board.
- (E) Perform such other duties as ordinarily pertain to his office.

### **11.3 DEPARTMENTAL CHAIR**

#### **11.3-1 QUALIFICATIONS**

Each department Chair shall be a member of the active staff, shall be certified by an appropriate specialty board, (7.2-2), shall have demonstrated ability in the clinical area covered by the department and shall be willing and able to discharge the functions of his office.

#### **11.3-2 SELECTION AND APPOINTMENT**

Departments shall elect their own chief, except in the event that the chief of the department is specified by contract. If a vacancy occurs in a chief of department position, the president shall be empowered to appoint an acting chief until a special election can be held.

#### **11.3-3 ELECTION, TERM OF OFFICE AND REMOVAL**

- A) A departmental chief shall serve a one-year term.
- (B) A departmental chief shall be eligible to run for re-election without term limits.
- (C) The department chiefs will be elected no later than November 30 and announced at the annual meeting of the staff.
- (D) Voting shall be secret ballot, and voting by proxy shall not be permitted. A nominee shall be elected upon receiving a majority vote of the valid votes cast. If

no candidate receives a majority vote on the first ballot, a run-off election shall be held promptly between the two candidates receiving the highest number of votes. Vote by secret ballot may be waived by request from all the candidates.

(E) Removal of a departmental chief from office may be initiated by the recommendation of the Medical Executive Committee, or by a two thirds (2/3rds) vote of the departmental members eligible to vote on departmental matters. Removal may be based only upon failure to perform the duties of the position held as described in these bylaws.

#### **11.3-4 DEPARTMENT CHAIR DUTIES**

Each chair shall:

(A) Be accountable to the Medical Executive Committee for all professional and administrative activities within his department, and particularly for the quality and scope of patient care rendered by members of his department and for the effective conduct of patient care review, performance improvement and other quality evaluation and monitoring functions delegated to his department.

(B) Maintain continuing review of the professional performance of all practitioners with clinical privileges and of all allied health professionals with specified services in his department and report as necessary to the Medical Executive Committee.

(C) Transmit to the Medical Executive Committee through the Credentials Committee his department's recommendations concerning appointment and classification, reappointment, delineation/addition/modification of clinical privileges or specified services, and corrective action with respect to practitioners assigned to or performing services relevant to the care provided in his department.

Such recommendations shall be based on the member's education, training, licensure and current competence. Competence shall be evaluated based on current health status, clinical judgment, performance, outcomes and experience.

Be responsible for the periodic review of the mechanisms by which privileges are recommended by his department and for the development and review of specific criteria upon which privileges are granted.

(D) Enforce the Hospital and medical staff bylaws, rules, policies and regulations within his department, including initiating corrective action and investigation of clinical performance and ordering consultations to be provided or to be sought when necessary.

(E) Implement within his department actions taken by the Medical Executive Committee and by the Board.

- (F) Participate in every phase of administration of his department through cooperation with the nursing service and the Hospital administration in matters affecting patient care, including personnel, supplies, special regulations, standing orders and techniques.
- (G) Assist in the preparation of such annual reports, including budgetary planning, pertaining to his service as may be required by the Medical Executive Committee, the Chief Executive Officer, or the Board.
- (H) Shall be responsible for assuring that the meeting requirements are achieved during his tenure.
- (I) Perform such other duties commensurate with his office as may from time to time be reasonably requested of him by the President of the Staff, the Medical Executive Committee, or the Board.
- (J) Assist with orientation of new members of department and monitor Continuing Medical Education.
- (K) Assessing and recommending to the relevant hospital authority off-site sources for needed patient care, treatment, and services not provided by the department or the organization.
- (L) Integration of the department or service into the primary functions of the organization.
- (M) Coordination and integration of interdepartmental and intradepartmental services
- (N) Development and implementation of policies and procedures that guide and support the provision of care, treatment, and services
- (O) Recommendations for a sufficient number of qualified and competent persons to provide care, treatment, and services.
- (P) Determination of the qualifications and competence of department or service personnel who are not licensed independent practioners and who provide patient care, treatment, and services.

## **ARTICLE XII COMMITTEES AND FUNCTIONS**

### **12.1 DESIGNATION AND SUBSTITUTION**

There shall be a Medical Executive Committee (MEC) and such other standing and special committees of the staff responsible to the MEC as may from time to time be necessary and desirable to discharge the duties and responsibilities of the organized medical staff in accordance with these bylaws and the current standards of The Joint Commission (TJC). The MEC may by resolution establish a staff committee to perform one or more of the required staff functions. Those functions requiring participation of, rather than direct oversight by, the staff may be discharged by medical staff representation on such hospital committees as are established to perform such functions.

## **12.2 MEDICAL EXECUTIVE COMMITTEE**

### **12.2-1 COMPOSITION**

The Medical Executive Committee shall be comprised of the President of the Medical Staff, President-Elect, immediate past president, the chief of the department of surgery, the chief of the department of pediatrics, the chief of the department of obstetrics/gynecology, the chief of the department of family practice, the chief of the department of medicine, the chief of the department of anesthesiology, the chief of the department of diagnostic imaging, the chief of the department of pathology, and the chief of the department of emergency medicine, and two members at large elected by a majority of the medical staff members eligible to vote at the annual staff meeting at which a quorum is present. Eligibility for the at large positions shall be limited to members of departments consisting of five or more members. The President shall serve as Chair of the committee. The Vice President, and the Secretary-Treasurer of the medical staff shall act in the same capacity on the Medical Executive Committee. The Chief Executive Officer of the Hospital shall personally be an ex-officio member without a vote, subject to the provisions of 13.8-4.

### **12.2-2 DUTIES**

The Medical Executive Committee is hereby delegated broad authority to oversee the operations of the Medical Staff. Without limiting the broad delegation of authority the duties of the Medical Executive Committee shall be to:

- (A) Receive and act upon reports and recommendations from the departments, committees and officers of the staff concerning the patient care audit and other quality review, evaluation and monitoring functions and the discharge of their delegated administrative responsibilities and recommend to the Board specific programs and systems to implement these functions.
- (B) Coordinate the activities of and policies adopted by the staff, departments and committees.
- (C) Review, evaluate, and recommend to the Board all matters relating to credentials, to appointments, to reappointments, to staff category, to department



assignments, to clinical privileges and corrective action in accordance with all applicable sections of these Bylaws.

(D) Account to the Board and to the staff for the overall quality and efficiency of patient care in the Hospital.

(E) Take reasonable steps to insure professional ethical conduct and competent clinical performance on the part of staff members, including initiating investigations and initiating and pursuing corrective action, when warranted.

(F) Make recommendations on medico-administrative and hospital management matters.

(G) Inform the medical staff of the accreditation program and the accreditation status of the Hospital.

(H) Participate in identifying community health needs and in setting hospital goals and implementing programs to meet those needs.

(I) Represent and act on behalf of the staff, subject to such limitations as may be imposed by these bylaws.

(J) Review and evaluate the qualifications of each allied health professional applying to perform specified services.

(K) Investigate, review and report on matters, including the clinical or ethical conduct of any practitioner, assigned or referred by:

- (1) the Governing Board of the Hospital;
- (2) any general officer of the medical staff;
- (3) any standing committee of the staff and/or;
- (4) the Chief Executive Officer.

(L) Call executive sessions of the Medical Executive Committee or the active medical staff pursuant to Section 13.8-4.

### **12.2-3 MEETINGS**

The Medical Executive Committee (MEC) shall meet at least once a month (not less than twelve (12) times per year) and maintain a permanent record of its proceedings and actions.

## **12.2-4 REMOVAL OF AT LARGE MEMBERS OF THE MEDICAL EXECUTIVE COMMITTEE**

Except as otherwise provided, removal of an at-large member of the Medical Executive Committee may be effected by a two-thirds (2/3rds) vote of the active medical staff. Removal may be based upon failure to perform the duties of the position held as described in these Bylaws.

### **12.3 Other Standing Committees**

Section 12.1 notwithstanding, the names, composition, duties and functions of other standing committees shall be set forth in the Medical Staff Rules and Regulations. These may include but are not limited to:

- a credentials committee
- an infection control committee
- a quality/improvement committee (See QI Plan)
- a utilization review/management committee (See also Utilization Management Plan)
- a bylaws committee
- a cancer committee

Activities of these committees shall be carried out in accordance with any applicable statutes, regulations, or JCAHO standards, and in accordance with their respective policies, procedures and plans. Written reports, conclusions, recommendations or actions taken are maintained and submitted to the MEC and Board of Directors as appropriate.

## **ARTICLE XIII MEETINGS**

### **13.1 GENERAL MEDICAL STAFF MEETINGS**

#### **13.1-1 REGULAR MEETINGS**

Regular meetings of the general staff shall be held at the call of the President but not less than four (4) times yearly. The regular general medical staff meeting held on the first Tuesday of December of each medical staff year shall be designated as the annual staff meeting.

#### **13.1-2 ORDER OF BUSINESS AND AGENDA**

The order of business at a regular meeting shall be determined by the President. The agenda shall include at least:

- (A) Acceptance of the minutes of the last regular and of all special meetings held since the last regular meeting.
- (B) The administrative reports as necessary from the Chief Executive Officer, the President of the Staff, services and committees.
- (C) The election of officers and of representatives to staff and hospital committees, when required by these bylaws.
- (D) Any new business.
- (E) Any unfinished business.

### **13.1-3 SPECIAL MEETINGS**

Special meetings of the general medical staff may be called at any time by the Board, the President of the Medical Staff, or the Medical Executive Committee, and shall be held at the time and place designated in the meeting notice. Written notice of the meeting must be given at least ninety-six (96) hours in advance of the meeting. No business shall be transacted at any special meeting except that which is stated in the meeting notice.

## **13.2 MEDICAL STAFF DEPARTMENTAL MEETING**

### **13.2-1 REGULAR MEETINGS**

Regular meetings within the departments of family practice, surgery, medicine, OB/Gyn, pediatrics, diagnostic imaging, pathology, emergency medicine, anesthesiology, and any others designated by the Medical Executive Committee shall be held not less than six (6) times per year. The chief of the respective departments shall be designated as Chair.

Departments may, by resolution, provide the time for holding regular meetings and no notice other than such resolution shall then be required.

### **13.2-2 AGENDA AND ORDER OF BUSINESS**

The order of business at a regular meeting of each department shall be determined by the chief. The agenda shall include at least:

- (A) The reading and acceptance of the minutes of the last regular and of all special meetings of the department held since the last regular meeting.
- (B) A report by the subsections of the department, if appropriate.
- (C) The administration reports, as necessary, from the Chief Executive Officer or his designated representative, the chief of the department and others.

(D) To conduct, consider and act upon findings from ongoing monitoring and evaluations of the quality and appropriateness of care and treatment provided patients served by the individuals with clinical privileges in the department.

(E) Any new business.

(F) Any unfinished business.

### **13.2-3 SPECIAL MEETINGS**

A special meeting of any committee or department may be called by, or at the request of, the Chair or chief thereof, the Board, the President of the Medical Staff, or by one-third (1/3) of the group's current members.

No business shall be transacted at any special meeting except that stated in the meeting notice.

## **13.3 COMMITTEE MEETINGS**

### **13.3-1 REGULAR MEETINGS**

Committees may, by resolution, provide the time for holding regular meetings and no notice other than such resolution shall then be required. The frequency of such meetings shall be as required by these bylaws.

### **13.3-2 SPECIAL MEETINGS**

A special meeting of any committee or department may be called by, or at the request of, the Chair or chief thereof, the Board, the President of the Medical Staff, or by one-third (1/3) of the committee's current members. No business shall be transacted at any special meeting except that stated in the meeting notice.

## **13.4 NOTICE OF MEETINGS**

Written notice stating the place, day and hour of any general staff meeting, or any special meeting of any regular committee or department meeting not held pursuant to resolution shall be delivered either personally or by mail to each person entitled to be present thereat not less than five (5) working days in advance of such meeting. If mailed, the notice of the meeting shall be deemed delivered seventy-two (72) hours after deposited, postage prepaid, in the United States mail addressed to each person entitled to such notice at his address as it appears on the records of the Hospital. Personal attendance at a meeting shall constitute a waiver of notice of such meeting.

## **13.5 QUORUM**

### **13.5-1 GENERAL STAFF MEETINGS**

The presence of twenty-five (25) percent plus one (1) of the voting members of the active medical staff at any regular or special meeting shall constitute a quorum except for matters dealing with the medical staff bylaws. For changes to the medical staff bylaws, the quorum shall be fifty (50) percent plus one (1) of the voting members of the active medical staff.

### **13.5-2 DEPARTMENTAL AND COMMITTEE MEETINGS**

Twenty-five (25) percent of the voting members of a department or committee, but not less than two (2) members, shall constitute a quorum at any meeting of such department or committee.

### **13.6 MANNER OF ACTION**

Except as otherwise specified, the action of a majority of the members present and voting at a meeting at which a quorum is present shall be the action of the group.

Action may be taken without a meeting by a Department or committee by a writing setting forth the action so taken delivered to all Department or committee members and signed by each member entitled to vote thereat.

### **13.7 MINUTES**

Minutes of all meetings shall be the responsibility of the presiding officer of the meeting and shall include a record of attendance and the vote taken on each matter. Copies of such minutes shall be signed by the presiding officer, forwarded to the Medical Executive Committee and made available, with the exception of the Quality Assurance minutes, to the Active Medical Staff. A permanent file of the minutes of each meeting shall be maintained by the CEO or his designee.

### **13.8 ATTENDANCE REQUIREMENTS**

#### **13.8-1 REGULAR ATTENDANCE**

Each member of a staff category required to attend meetings under Article IV shall be required to attend: Fifty (50) percent of all general medical staff meetings and meetings of each department and committee of which he is a member that is duly convened pursuant to these bylaws.

#### **13.8-2 ABSENCE FROM MEETINGS**

Failure to meet the attendance requirements of Section 13.8 may be grounds for any of the corrective actions specified in Section 8.1-3, and including, in addition, removal from such department or committee. Reinstatement of a staff member whose membership has

been revoked because of absence from meetings shall be made only on application, and any such application shall be processed in the same manner as an application for initial appointment.

### **13.8-3 SPECIAL APPEARANCE**

A practitioner whose patient's clinical course of treatment is scheduled for discussion at a regular department, committee or staff meeting shall be so notified. Whenever apparent or suspected deviation from standard clinical practice is involved, special notice shall be given at least ninety-six (96) hours prior to the meeting and shall include the time and place of the meeting, a statement of the issue involved and that the practitioner's appearance is mandatory. Failure of a practitioner to appear at any meeting with respect to which he was given such special notice shall, unless excused by the Medical Executive Committee (MEC) upon a showing of good cause, result in an automatic suspension of all or such portion of the practitioner's clinical privileges as the MEC may direct. Such suspension shall remain in effect until the matter is resolved by subsequent action of the MEC or of the Board or through corrective action, if necessary.

### **13.9 EXECUTIVE SESSION**

All Medical Executive Committee and all medical staff meetings shall be conducted in executive session, to the extent directed by the president or by a majority vote of those Medical Executive Committee or voting active medical staff members in attendance.

All departments and committees shall conduct all peer review and credentialing in executive session. Attendance during executive session shall be limited to only those whose presence is necessary.

## **ARTICLE XIV CONFIDENTIALITY, IMMUNITY AND RELEASES**

### **14.1 SPECIAL DEFINITIONS**

For the purpose of this Article, the following definitions shall apply:

- (A) **INFORMATION** means record of proceedings, minutes, records, reports, memoranda, statements, recommendations, data and other disclosures whether in written or oral form relating to any of the subject matter specified in Section 14.5- 2.
- (B) **MALICE** means the dissemination of a knowing falsehood or of information with a reckless disregard for whether or not it is true or false.
- (C) **PRACTITIONER** means a medical staff member or applicant or an allied health professional.

(D) **REPRESENTATIVE** means a Board Member and any director or committee thereof; a Chief Executive Officer or his designee; a medical staff organization and any member, officer, department or committee thereof; and any individual authorized by any of the foregoing to perform specific information gathering or disseminating functions.

(E) **THIRD PARTIES** means individuals and/or organizations providing information to any representative.

## **14.2 AUTHORIZATIONS AND CONDITIONS**

By applying for, or exercising, clinical privileges or providing specific patient care services within this hospital, a practitioner:

(A) Authorizes representatives of the Hospital and the medical staff to solicit, provide and act upon information bearing on his professional ability and qualifications.

(B) Agrees to be bound by the provisions of this Article and to waive all legal claims against any representative who acts in accordance with the provisions of this Article.

(C) Acknowledges that the provisions of this Article are express conditions to his application for, or acceptance of, staff membership and the continuation of such membership, or to his exercise of clinical privileges or provision of specified patient services at this hospital.

## **14.3 CONFIDENTIALITY OF INFORMATION**

Information with respect to any practitioner submitted, collected, or prepared by any representative of this or any other health care facility or organization or medical staff for the purpose of achieving and maintaining quality patient care, reducing morbidity and mortality, or contributing to clinical research shall, to the fullest extent permitted by law, be confidential and shall not be disseminated to anyone other than a representative nor be used in any way except as provided herein or except as otherwise required by law. Such confidentiality shall also extend to information of like kind that may be provided by third parties. This information shall not become part of any particular patient's file or of the general hospital records.

## **14.4 IMMUNITY FROM LIABILITY**

### **14.4-1 FOR ACTION TAKEN**

No representative of the Hospital or medical staff shall be liable to a practitioner for damages or other relief for any action taken or statement or recommendation made within the scope of his duties as a representative, if such representative acts in good faith and without malice after a reasonable effort under the circumstances to ascertain the truthfulness of the facts and in the reasonable belief that the action, statement, or

recommendation is warranted by such facts. Truth shall be an absolute defense in all circumstances.

#### **14.4-2 FOR PROVIDING INFORMATION**

No representatives of the Hospital or medical staff and no third party shall be liable to a practitioner for damages or other relief by reason of providing information, including otherwise privileged or confidential information, to a representative of this hospital or medical staff or to any other health care facility or organization of health professionals concerning a practitioner or allied health professional who is or has been an applicant to or member of the staff or who did or does exercise clinical privileges or provide specified services at this hospital, provided that such representatives or third party acts in good faith and without malice.

### **14.5 ACTIVITIES AND INFORMATION COVERED**

#### **14.5-1 ACTIVITIES**

The confidentiality and immunity provided by this Article shall apply to all acts, communications, reports, recommendations or disclosures performed or made in connection with this or any other health care facility or organization's activities concerning, but not limited to: (A) Applications for appointment, clinical privileges or specified services. (B) Periodic reappraisals for reappointment, clinical privileges or specified services. C. Corrective action. (D) Hearings and appellate reviews. (E) Patient care audits. (F) Utilization reviews. (G) Other hospital, department, committee or staff activities related to monitoring and maintaining quality patient care and appropriate professional conduct.

#### **14.5-2 INFORMATION**

The acts, communications, reports, recommendations, disclosures and other information referred to in this Article may relate to a practitioner's professional qualifications, clinical ability, judgment, character, physical and mental health, emotional stability, professional ethics, or any other matter that might directly or indirectly affect patient care or entitlement to Medical Staff membership or specific clinical privileges.

### **14.6 RELEASES**

Each practitioner shall, upon request of the Hospital, execute general and specific releases in accordance with the tenor and import of this Article, subject to such requirements, including those of good faith, absence of malice and the exercise of a reasonable effort to ascertain truthfulness, as may be applicable under the laws of this state. Execution of such releases shall not be deemed a prerequisite to the effectiveness of this Article.

### **14.7 CUMULATIVE EFFECT**



Provisions in these bylaws and in application forms relating to authorizations, confidentiality of information and immunities from liability shall be in addition to other protection provided by law and not in limitation thereof, and in the event of conflict, the applicable law shall be controlling.

## **ARTICLE XV GENERAL PROVISIONS**

### **15.1 STAFF RULES AND REGULATIONS**

Subject to approval by the Board, the medical staff shall adopt such rules and regulations as may be necessary to implement more specifically the general principles found in these bylaws. These shall relate to the proper conduct of medical staff organizational activities as well as embody the level of practice that is to be required of each practitioner or allied health professional in the Hospital. Such rules and regulations shall not be a part of these bylaws. They may be amended or repealed at any regular Medical Executive Committee meeting. Such changes shall become effective when approved by the Board.

Prior to any changes for revision being made to the medical staff rules and regulations by a department or committee, they will be submitted by the Medical Executive Committee for distribution to the medical staff for review and comment. A vote on the proposed changes will not take place until after the medical staff has had a one-month comment period. No change will be made once the Medical Executive Committee distributes the recommended language changes to the medical staff.

#### **15.1-1 PROPOSAL AND ADOPTION OF RULES, REGULATIONS, AND POLICIES**

Such rules, regulations, and policies as may be necessary to implement more specifically the general principles found within these bylaws and to regulate the proper conduct of the Medical Staff organizational activities and the clinical practices that are required of each practitioner in the Hospital may be adopted by the Medical Executive Committee or proposed by the majority vote of the Medical Staff, subject to the approval of the Board, in accordance with the following procedures.

#### **15.1-2 DISTRIBUTION TO THE MEDICAL STAFF FOR REVIEW AND COMMENT**

Any proposed rule or regulation being considered by the Medical Executive Committee shall be distributed to the members of the Medical Staff for review and comment, in accordance with such procedures as are approved by the Medical Executive Committee, before the proposed rule or regulation is adopted by the Medical Executive Committee and sent to the Board for approval.

Members of the Medical Staff shall provide review and comment to the Medical Executive Committee within thirty (30) days of the time that the proposed rule or regulation is distributed.

#### **15.1-3 COMMUNICATION OF ADOPTED POLICIES**

Any policy adopted by the Medical Executive Committee and approved by the Board shall be promptly communicated to the Medical Staff.

#### **15.1-4 DIRECT PROPOSAL TO THE BOARD**

Rules, regulations, and policies may also be proposed to the Board of Directors by the Medical Staff by majority vote of fifty percent (50%) plus one of the voting members of the Medical Staff as follows. Proposed rules, regulations, or policies may be brought before the voting members of the Medical Staff by petition signed by twenty percent (20%) of the voting members of the Medical Staff. Such proposals shall be submitted to the Medical Executive Committee for review and comment before such rule, regulation or policy is voted on by the voting members of the Medical Staff. Once approved any rule, regulation, or policy approved of the voting members of the Medical Staff shall be presented to the Board along with any comments from the Medical Executive Committee.

#### **15.1-5 APPROVAL BY THE BOARD**

All proposed Medical Staff rules, regulations, and policies shall become effective only after approval by the Board.

#### **15.2 URGENT AMENDMENTS**

In the event there is a documented need for an urgent amendment to the rules, regulations, or the adoption of a new rule, regulation, or policy to comply with a law or regulation, the Medical Executive Committee may provisionally adopt, and the Board may provisionally approve, an urgent amendment to the rules and regulations without prior notification to the Medical Staff. This does not apply to amending the Medical Staff Bylaws. In such event the Medical Staff shall be immediately notified of the amendment and members of the Medical Staff within seven (7) calendar days may submit to the Medical Executive Committee any comments regarding the provisional amendment. Any repeal or revision of a provisional amendment shall be subject to an approval by the Board.

#### **15.3 DEPARTMENTAL RULES AND REGULATIONS**

Subject to the approval of the Medical Executive Committee, each department shall formulate its own rules and regulations for the conduct of its affairs and the discharge of its responsibilities. Such rules and regulations shall be consistent with these bylaws, the general rules and regulations of the medical staff, or other policies of the Hospital.

#### **15.4 FORMS**

Application forms and any other prescribed forms required by these bylaws for use in connection with staff appointment, reappointments, delineation of clinical privileges, corrective action, notices, recommendations, reports, and other matters shall be subject to adoption by the Board after Joint Conference Committee Recommendations.

### **15.5 TRANSMITTAL OF REPORTS**

Reports and other information which these bylaws require the medical staff to transmit to the Board shall be deemed so transmitted when delivered, unless otherwise specified, to the Chief Executive Officer.

### **15.6 ANNUAL DUES**

The Medical Executive Committee shall have the power to set the amount of annual dues for each category of staff membership and to determine the manner of expenditure of funds received.

### **15.7 BOARD ACTION**

Whenever these bylaws require or authorize action by the Board, such action may be taken by a committee of the Board to which the Board has delegated the responsibility and authority to act for it on the particular subject matter, activity or function involved.

## **ARTICLE XVI ADOPTION AND AMENDMENT OF BYLAWS**

### **16.1 MEDICAL STAFF RESPONSIBILITY**

The medical staff shall have the initial responsibility to formulate, adopt and recommend to directly to the Board medical staff bylaws and amendments thereto which shall be effective when approved by the Board. Such responsibility shall be exercised in good faith and in a reasonable, timely and responsible manner, reflecting the interests of providing patient care of the generally recognized professional level of quality and efficiency and of maintaining harmony of purpose and effort with the Board and with the community.

### **16.2 METHODOLOGY AMENDMENTS**

These medical staff bylaws may be adopted, amended, or repealed by the affirmation vote of the majority of the Medical Staff members eligible to vote at a meeting at which a quorum is present, provided at least seven (7) days written notice, accompanied by the proposed Bylaws and/or alterations has been given. Any adoption, amendment or repeal approved by a majority of the Medical Staff shall further be subject to approval by the Board. Neither the Medical Staff nor the Board can unilaterally change the Bylaws.

**ADOPTED** by the Medical Staff on the 5<sup>th</sup> day of October, 2020.

s/Mark Storey, MD  
President of the Medical Staff

s/Christopher Manion, MD  
Secretary of the Medical Staff

Approved by the Board on the 5<sup>th</sup> day of October, 2020



## **MONTHLY MEDIA REPORT – January 2025**

Please note: where you see “impressions” the figure refers to the number of homes or individuals exposed to a message from Parrish Healthcare. The figure is calculated using circulation numbers as reported by the various publishers (where available) multiplied by the number of times PMC was mentioned, pictured, or number of times an advertisement ran in a month.

### **Estimated Impressions**

<b>Community Outreach (Attendees)</b>	<b>3,795</b>
<b><i>Titusville Chamber Luncheon (Jan. 8) – Dr. Musto as Guest Speaker (Attendance 40)</i></b>	
<ul style="list-style-type: none"><li>• Swag Items, Rack Cards, Parrish-branded Presentation</li></ul>	
<b><i>United Way Wellness Challenge – Jan 25 to Mar 7</i></b>	
<ul style="list-style-type: none"><li>• Logo in Event Program: 300</li><li>• Logo on Event T-shirt: 1805</li><li>• Logo on Event Website</li></ul>	
<b><i>Chamber Board of Directors, Installation Dinner – Jan 17 (Attendance 100)</i></b>	
<ul style="list-style-type: none"><li>• Parrish Included in Program</li></ul>	
<b><i>MLK Day Event – Jan 18 (Attendance 50)</i></b>	
<ul style="list-style-type: none"><li>• Swag Items, Banner, Tent, Logo on Event Website</li></ul>	
<b><i>Space Race 3k Kennedy Space Center – Jan 17 (Attendance 1500)</i></b>	
<ul style="list-style-type: none"><li>• Logo on Event T-shirt: 1500</li><li>• Logo on Event Website</li></ul>	
<b>Print Advertising/Impressions</b>	<b>508,625</b>
<b><i>Brevard Business News (40,000/issue – Weekly - Contact: Adrienne Roth)</i></b>	
<b>80,000</b>	
<ul style="list-style-type: none"><li>• 1.6.25 – Half Page (Gift of Light Sponsors – Thank You Ad)</li><li>• 1.6.25 – Full Page Back Cover (New Year, New Goals – Parrish Health &amp; Wellness)</li><li>• 1.20.25 – Full Page Back Cover (Put Your Heart in the Best Hands - Cardiology)</li></ul>	
<b><i>Happenings (5,500/issue – Monthly and Weekly - Contact: Randy Rodriquez)</i></b>	
<b>22,000</b>	
<ul style="list-style-type: none"><li>• 1.3.2025 – Quarter Page (Be a Parrish Care Partner)</li><li>• 1.10.2025 – Full Page (Parrish Health &amp; Wellness)</li><li>• 1.17.2025 – Quarter Page (Be a Parrish Care Partner)</li><li>• 1.2025 – Full Page (Support Group Event – Fall 3 Vers.)</li><li>• 1.2025 – Full Page (Dr. Lohana, Meet Your New OB-GYN)</li></ul>	
<b><i>Hometown News (14,725/issue – Weekly - Contact: Rodney Bookhardt)</i></b>	
<b>73,625</b>	
<ul style="list-style-type: none"><li>• 1.03.25 – Full Page (Cardiology General)</li></ul>	

- 1.10.25 – Full Page (Parrish Health & Wellness New Year, New Goals)
- 1.17.25 – Full Page (Port St. John Services)
- 1.24.25 – Full Page (BE FAST Stroke Symptoms)
- 1.31.25 – Full Page (2025 Primary Stroke Center)

**Florida Today (50,000/issue – Daily - Contact: Local IQ) 150,000**

- 1.02.25 – Half Page (Parrish Health & Wellness New Year, New Goals)
- 1.16.25 – Half Page (Cardiology General)
- 1.26.25 – Full Page (BE FAST Stroke Symptoms)

**Investing in Your Health Today (25,000/edition – Monthly - Contact: Barbara Rhoden) 25,000**

- 1.10.25 – Full Page (Parrish Health & Wellness New Year, New Goals)
- 1.10.25 – Full Page (Cardiovascular General)
- 1.10.25 – Full Page (BE FAST Stroke Symptoms)

**Space Coast Living (10,000/edition – Monthly - Contact: Lori Weisman) 10,000**

- 1.2025 – Full page – (Oncology General)

**Space Coast Daily (60,000/edition – Contact: Giles Malone) 60,000**

- 1.6.2025 – Full Page (Oncology General)

**Ebony News (25,000/print edition; 1500 digital – Contact: Barbara Rhoden) 26,500**

- 1.2025 – Half-Page (Parrish Health & Wellness New Year, New Goals)
- 1.27.2025 – Digital (Your Heart Care Partners)

**The Great Outdoors – Happenings (3,500/edition – Contact: Greg Wostrel) 7,000**

- 1.10.2025 – Full Page (Parrish Health & Wellness New Year, New Goals)
- 1.24.2025 – Full Page (Welcome Dr. Barbarawi)

**Savings Safari (51,000/edition – Contact: Barbara Strickland) 51,000**

- 1.7.2025 – Insert, Side 1 (Support Group Schedule); Insert Side 2 (Parrish Health & Wellness New Year, New Goals)

**Lifetimes Newsletter (Mailed out quarterly to North Brevard zip codes, average circulation of 42,000)**

- Winter 2025 – In progress; mail date March 2025

**Titusville Playhouse Playbill (Based on number of monthly performances) 3,500**

- 1.2025 – Cardiology General (Jersey Boys Jan. 10 – Jan. 31)

<b>Digital Ad Impressions</b>	<b>163,024</b>
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**WFTV.com**

- Impressions: 52,770
- Clicks: NA
- CTR: NA

**WFTV-OTT (Over the Top)**

- Impressions: 28,803
- Video Completes: 28,394
- Video Completion Rate: 98.58%

**WFTV (Streaming)**

- Impressions: 53,705
- Video Completes: 52,869
- Video Completion Rate: 98.52%

**Spectrum Reach (Streaming and TV)**

- Impressions: 27,746
- Video Completes: 27,288
- Video Completion Rate: 98.35%

<b>Social Media Channels Reach &amp; Views</b>	<b>94,810</b>
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**Facebook:**

- **Parrish Healthcare:** Reach – 82,564; Followers – 7,279
- **The Children’s Center:** Reach – 344; Followers – 94
- **Parrish Health & Wellness:** Reach – 1,813; Followers – 149

**Instagram:** Reach - 4,012; Total Followers - 656

**X (Twitter):** Followers - 251

**LinkedIn:** Followers - 3579; Reach - 5,183

**YouTube:**

- Total Views: **894**
- Total Subscribers: **476**
- New Subscribers: **3**

**Top 5 YouTube Videos (Total Video Views in January - 894):**

- Alzheimer’s SOS: Vascular Dementia: **170**
- Inspire sleep Apnea Treatment at Parrish Healthcare’s Sleep Center: **128**
- Patient Testimonial – Lindsey: **88**
- Healthy Bones and Joints: **76**
- Daily Two Segment Featuring Dr. Chaudhari: **50**

<b>TV Impressions</b>	<b>3,641,500</b>
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Station	Spots	Impressions
WFTV	92	3,030,500
WRDQ	105	611,000
Spectrum News 13	<b>240</b>	See Note Below
<b>Total</b>	<b>171</b>	<b>3,641,500</b>

Spectrum News 13 does not report impressions because of the magnitude of linear TV impressions they receive (i.e. televisions in businesses/commercial spaces, corporate offices, schools, etc.)

### Commercials that Ran:

Service Line	Title	ISCI	Impressions (000) A18+
D2	D2 :120	D2PARRISH1124	34
D2	D2 :60	D2PARRISH112460	89.3
Cardio	Cardio :05	PHCCARDIO2505	6.7
Cardio	Cardio :10	PHCCARDIO2510	315.8
Cardio	Cardio :15	PHCCARDIO2515	406.6
Cardio	Cardio :05	PHCCARDIO2530	1,152.80
Oncology	Oncology :15	PHCONC2215	42.7
Oncology	Oncology :10	PHCONC010	4.1
Oncology	Oncology :15	PHCONC015	96.6
Oncology	Oncology :30	PHCONC030	207.7
Robotics	Robotics :60	PHCVELYSJAMIE60	16
Robotics	Robotics :120	PHCVELYSJAMIE120	197.4
JEOPARDY			567.6
SQUEEZEBACK			504.20
Grand Total			3,641.5

<b>Outdoor Advertising/Billboard/Bus Impressions</b>	<b>1,819,395</b>
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**Billboards (Lamar – Contact: Jennifer Rzepiejewski, Clear Channel – Contact: Joe Schmitt):**

**Lamar – 4 Billboards (Messages & Locations) 457,204**

- US1/Washington Ave; (Where New Beginnings Are Born - Women's Health, Maternity)
- US1 @ Blacks Rd.; (Your Heart Deserves the Best – Cardiology)
- US1- Sharpes; (Your Heart Deserves the Best – Cardiology)
- US1 N of 528; (Where New Beginnings Are Born - Women's Health, Maternity)

**Clear Channel – 17 Billboards (Message & Location) 1,362,191**

- US 1 WS 3.2mi N/O SR 528 F/N – 1, Cocoa; 81,829 (The Future of Patient Care)
- Grissom Pkwy NS 1mi W/O Industry Rd F/E – 2, Cocoa; 47,988 (Robotic Assisted Surgery)
- US 1 ES 1.5mi N/O SR 528 F/S – 2; 107,258 (Robotic Assisted Surgery)
- US 1 WS 1.3mi N/O SR 406 Garden St F/N – 2; 96,930 (Reducing Cost. Improving Healthcare. – Women's Health, Maternity)
- US 1 WS 1.3mi N/O SR 406 Garden St F/S – 1; 75,254 (Reducing Cost. Improving Healthcare. – Robotic Surgery)



- US 1 WS 1.5mi N/O SR 406 Garden St F/S – 1; 75,506 (*Reducing Cost. Improving Healthcare. – Senior Care*)
- US 1 WS 1.5mi N/O SR 406 Garden St F/N – 2; 92,942 (*Robotic Assisted Surgery*)
- US 1 WS 0.2mi S/O SR 50 F/S – 1; 77,766 (*Reducing Cost. Improving Healthcare. – Robotic Surgery*)
- US 1 WS 0.7mi N/O SR 528 F/N – 2; 108,105 (*Reducing Cost. Improving Healthcare. – Robotic Surgery*)
- US 1 ES 2.7mi N/O SR 528 F/S – 2; 97,000 (*Reducing Cost. Improving Healthcare. – Maternity, Women’s Health*)
- US 1 WS 3.3mi N/O SR 528 F/S – 1; 76,697 (*Reducing Cost. Improving Healthcare. – Robotic Surgery*)
- SR 405 SS 0.5mi W/O SR 407 F/W – 1; 76,193 (*Reducing Cost. Improving Healthcare. – Senior Care*)
- SR 405 SS 0.5mi W/O SR 407 F/E – 2; 63,925 (*Robotic Assisted Surgery*)
- US 1 WS 2.3mi S/O SR 405 F/N – 2; 84,413 (*Robotic Assisted Surgery*)
- US 1 WS 2.3mi S/O SR 405 F/S – 1; 77,547 (*Reducing Cost. Improving Healthcare. – Maternity, Women’s Health*)
- US 1 WS 1.4mi S/O SR 405 F/S – 2; 65,656 (*Robotic Assisted Surgery*)
- US 1 WS 1.4mi S/O SR 405 F/S – 1; 57,181 (*Focused on the Future of Patient Care*)

***Bus Wraps (Clear Channel – Contact: Joe Schmitt): Not audited by Geopath and no estimate at this time when data will be available.***

- Bus 1 (MEL0012222)
- Bus 2 (1086572-MEL)

<b>Summary of Total Impressions</b>
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<b>6,231,149</b>
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<b>News Releases Issued by Parrish</b>
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<b>51,000</b>
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- 1.6.25 – BBN (Burrell College of Osteopathic Medicine, Parrish Healthcare Form Partnership to Train Area’s Future Physicians)
- 1.20.25 – BBN (Titusville Fire Department’s Pink Out Campaign Raises Awareness of Parrish Healthcare’s Oncology Program)
- 1.20.25 – BBN (Parrish launches Program to Recognize Outstanding Nursing Care; Nominations Can Be Submitted Year-Round)
- 1.27.25 – BBN (Parrish Gastroenterologist Rahul Chaudhari Achieves Board Certification; Specializes in Digestive Health) **\*\*40,000**
- 1.10.25 – Happenings (Titusville Fire Department’s Pink Out Campaign Raises Awareness and Funds in Support of Parrish Healthcare’s Oncology Program); (Parrish Medical Center Welcomes First Baby of the New Year); (Parrish Healthcare Launches DAISY program to Recognize Extraordinary Nursing Care)
- 1.17.25 –Happenings (Parrish Medical Group Gastroenterologist Rahul Chaudhari, MD, Achieves Board Certification) **\*\* (5,500)**
- 1.24.25 Hometown News (Parrish Gastroenterologist Achieves Board Certification)

- 1.31.25 – Happenings (Leader of Radical Loving Care and Sacred Work Culture Adoption in Health Care, Erie Chapman visits Parrish Medical Center Names Parrish's President/CEO George Mikitarian Healing Hospital CEO of the Year 2025)
- 1.31.25 – Happenings (Parrish Healthcare and Our Legacy Celebrate Lives Saved in 2024)  
\*\* (5,500)

**\*\*Editions not included under Print Advertising/Impression section**

## News Releases Issued by Others

NA

- 1.2025 – No News Releases by Others in January

## Creative Examples

**\*GRAPHICS OF ADS FOR THE MONTH\***

### PRINT ADS



**Gift of Light**

JESS PARRISH  
MEDICAL FOUNDATION  
PARRISH HEALTHCARE

For more information,  
call JPMF at 321-269-4066 or visit  
[parrishmedfoundation.com](http://parrishmedfoundation.com)

**Thank You to Our Gift of Light Sponsors**

**TITLE SPONSOR**  
Josh & Laura Norris

**FIREWORKS SPONSOR**  
Injury Centers of Brevard  
Auto Injuries | Accidents | Pain  
DR. NICK & JENNIFER TRASTELIS


**NORTH POLE SPONSOR**  
State Farm  
Selma L. Fisher, Agent

**HOLIDAY REFRESHMENT SPONSOR**  
BROOME  
COURTESY & BROS. LLC  
COURTESY & BROS. LLC

**NORTH STAR SPONSORS**  
Bill & Rachel Terry

**IN-KIND SPONSOR**  
CERTIFIED DUNKING  
Brewed Inc.

**SANTA'S WORKSHOP SPONSORS**  
System Tech Services Inc.  
VITAS Healthcare  
Wild Ocean



PARRISH HEALTHCARE CARDIOLOGY

**Put Your Heart in the Best Hands**

Exceptional heart health begins with exceptional providers. Whether you need routine checkups, diagnostic testing or specialized treatment, Parrish Healthcare's experienced team of cardiologists offer personalized treatment plans and compassionate care to keep your heart healthy!

Visit [parrishhealthcare.com/cardiology](http://parrishhealthcare.com/cardiology)

PARRISH HEALTHCARE  
Healing Families—Healing Communities®

Cleveland Clinic Connected

## YOUR HEALTH IS YOUR GREATEST ASSET

At Parrish Healthcare, we're here to support you in being your best and healthiest self—let's thrive together!

Visit [parrishhealthcare.com](http://parrishhealthcare.com) to meet our providers today!



 Cleveland Clinic Connected

Healing Families—Healing Communities®

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At Parrish Healthcare, we're here to support you in being your best and healthiest self—let's thrive together!

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 Cleveland Clinic Connected

Healing Families—Healing Communities®

PARRISH HEALTHCARE CANCER PROGRAM



## WHERE HOPE MEETS HEALING

Experience and compassion play a vital role in cancer care. At Parrish Healthcare, we combine hope with a focus on patient-centered care, advanced clinical expertise and exceptional medical professionals. We bring hope, healing and complete care to our patients in the Brevard community and surrounding regions.

Visit [parrishhealthcare.com/oncology](http://parrishhealthcare.com/oncology)



ONCOLOGY

 Cleveland Clinic Connected

[parrishhealthcare.com](http://parrishhealthcare.com)

Healing Families—Healing Communities®

## Parrish Healthcare Center at Port St. John Your Community Healthcare Center Your Health, Our Mission

Parrish Healthcare Center at Port St. John is proud to serve all of your health care needs. Here you will experience convenient access to superior outpatient services, multi-specialty physicians, digital imaging services and more within a one-of-a-kind LEED certified "green" healing environment.

5005 Port St. John Parkway, Port St. John, FL 32927  
Located just east of I-95 (Exit 208)  
on Port St. John Parkway



### This location offers the following services and more:

- Urgent Care Center
- Community Conference Center
- Laboratory Services
- Parrish Medical Group Physicians
  - Primary Care
  - Cardiovascular
  - Endocrinology
  - Occupational Health
  - Orthopedics & Sports Medicine
- Parrish Sleep Disorders Center
- Digital Imaging Services
  - Computed Tomography (CT)
  - Echovascular Ultrasound, X-Ray
  - Magnetic Resonance Imaging (MRI)
- Mammography
- Ultrasound
- Bone Density DEXA
- Rehabilitation Services
  - Physical Therapy
  - Occupational Therapy
  - Speech Therapy

Visit [parrishhealthcare.com](http://parrishhealthcare.com) or call 321-268-6868 to learn more



 Cleveland Clinic Connected

Healing Families—Healing Communities®

## Welcome

Mahmoud Barbarawi, MD

Your New  
Interventional  
Cardiologist

### OFFICE LOCATIONS

#### PARRISH HEALTHCARE CENTER PORT ST. JOHN

5005 Port St. John Parkway  
Suite 2300  
Port St. John, FL 32927  
Phone: 321-633-8660

#### PARRISH HEALTHCARE CENTER

825 Century Medical Drive  
Suite A  
Titusville, FL 32796  
Phone: 321-633-8660

For more information, visit  
[parrishhealthcare.com/barbarawi](http://parrishhealthcare.com/barbarawi)



**Mahmoud Barbarawi, MD**  
Interventional Cardiology

Dr. Barbarawi's expertise lies in interventional cardiology, vascular medicine and endovascular intervention. He provides specialized care for patients with cardiac disease as well as venous and arterial peripheral vascular disease. He has made significant contributions to more than 60 research publications and has presented numerous interventional cardiology articles at national conferences. In his spare time, Dr. Barbarawi enjoys reading history books, watching television and swimming.

#### Clinical Specialties

Dr. Barbarawi's areas of expertise include, but are not limited to:

- Diagnosis, Treatment and Management of Coronary Artery Disease, Vascular Disease, Structural Heart Disease and Congenital Heart Defects
- Intra-Aortic Balloon Pumps and Impella Procedures
- Cardiac and Pulmonary Catheterizations
- Coronary Physiological and Imaging Studies
- CardioMEMS Implantations

Now welcoming new patients.  
Medicare, Medicaid and most insurances accepted.

[parrishmedgroup.com](http://parrishmedgroup.com)



[parrishhealthcare.com/healthandwellness](http://parrishhealthcare.com/healthandwellness)

## New Year, New Goals!

Start 2025 strong at Parrish Health and Wellness, where state-of-the-art equipment, expert trainers and energizing group classes will help you make this your healthiest and strongest year yet. Don't wait, your transformation starts now!

**Our Group Classes include the following & more:**

- ▶ CIRCL Mobility™
- ▶ Chair Yoga
- ▶ Circuit
- ▶ Dumbbells 101
- ▶ Pilates
- ▶ Rock Steady Boxing
- ▶ Stability
- ▶ Tai Chi
- ▶ Total Body
- ▶ Zumba®

**Hours of Operation**

Monday–Thursday 5 AM–8 PM  
Friday 5 AM–5 PM  
Saturday 8 AM–2 PM  
Sunday Closed



Visit [parrishhealthcare.com/healthandwellness](http://parrishhealthcare.com/healthandwellness) to preview our current membership rates, personal training packages, group exercise schedule and more.



3065 Columbia Blvd.  
Suite C104  
Titusville, FL 32780  
[parrishhealthcare.com/healthandwellness](http://parrishhealthcare.com/healthandwellness)

## Meet Your New OB-GYN

### Rahul Lohana, MD

*Rahul Lohana is an expert in women's health who enjoys providing compassionate care to his patients. Dr. Lohana possesses the knowledge, skills and expertise in the medical and surgical care of the female reproductive system and associated disorders.*

#### PARRISH HEALTHCARE CENTER TITUS LANDING

250 Harrison Street  
Titusville, Florida 32780  
Phone: 321-268-6868

For more information visit  
[parrishhealthcare.com/lohana](http://parrishhealthcare.com/lohana)



Medicare, Medicaid and most insurances accepted.  
[parrishmedgroup.com](http://parrishmedgroup.com)



## TO SPOT A STROKE **BE FAST**

Parrish Medical Center has earned The Joint Commission's Gold Seal of Approval.



**B**  
**BALANCE**  
LOSS OF BALANCE,  
HEADACHE OR DIZZINESS



**E**  
**EYES**  
BLURRED  
VISION

### WHEN TO CALL 911?

If the person shows any of these symptoms, even if the symptoms go away, call 9-1-1 and get them to the hospital immediately.  
**DO NOT DRIVE YOURSELF to the emergency room if you suspect you are having a stroke.**

### WATCH FOR SUDDEN

- Numbness or weakness of the leg
- Confusion or trouble understanding
- Trouble seeing in one or both eyes
- Severe headache with no known cause



**F**  
**FACE**  
ONE SIDE OF THE  
FACE IS DROOPING



**A**  
**ARMS**  
ARM OR LEG  
WEAKNESS



**S**  
**SPEECH**  
SPEECH  
DIFFICULTY



**T**  
**TIME**  
REMEMBER THE TIME  
SYMPTOMS STARTED  
AND CALL FOR AN  
AMBULANCE IMMEDIATELY

Visit [parrishhealthcare.com/stroke](http://parrishhealthcare.com/stroke)



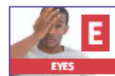
Healing Families—Healing Communities®

**Cleveland Clinic Connected**

## TO SPOT A STROKE **BE FAST**



**B**  
**BALANCE**  
LOSS OF BALANCE,  
HEADACHE OR  
DIZZINESS



**E**  
**EYES**  
BLURRED  
VISION

Parrish Medical Center  
has earned The Joint  
Commission's Gold  
Seal of Approval.



**F**  
**FACE**  
ONE SIDE OF THE  
FACE IS DROOPING



**A**  
**ARMS**  
ARM OR LEG  
WEAKNESS



**S**  
**SPEECH**  
SPEECH  
DIFFICULTY



**T**  
**TIME**  
REMEMBER THE TIME  
SYMPTOMS STARTED  
AND CALL FOR  
AN AMBULANCE  
IMMEDIATELY

### WATCH FOR SUDDEN

- Numbness or weakness of the leg
- Confusion or trouble understanding
- Trouble seeing in one or both eyes
- Severe headache with no known cause

### WHEN TO CALL 911?

If the person shows any of these symptoms, even if the symptoms go away, call 9-1-1 and get them to the hospital immediately.

**DO NOT DRIVE YOURSELF TO THE EMERGENCY ROOM IF YOU SUSPECT YOU ARE HAVING A STROKE.**

Visit [parrishhealthcare.com/stroke](http://parrishhealthcare.com/stroke)



Healing Families—Healing Communities®

**Cleveland Clinic Connected**

## Primary Stroke Center

Nationally Certified  
Since 2004

Stroke is a leading cause of death in Florida. Certified Primary Stroke Centers, like Parrish Medical Center, have demonstrated stroke treatment excellence.



The Joint  
Commission



American Heart  
Association  
American Stroke  
Association

CERTIFICATION  
Meets standards for  
Primary Stroke Center

### Symptoms of Stroke

**Sudden symptoms like these should never be ignored. At the first signs of a stroke, call 911.**

- Numbness or weakness of the face, arm or leg, especially on one side of the body
- Confusion, trouble speaking or understanding
- Trouble seeing in one or both eyes
- Difficulty walking, dizziness or loss of balance and coordination
- Severe headache with no known cause

**STROKEaware** Take our **FREE** risk assessment at  
[parrishhealthcare.com/strokeaware](http://parrishhealthcare.com/strokeaware)



Healing Families—Healing Communities®

**Cleveland Clinic Connected**

PARRISH HEALTHCARE CARDIOLOGY

## PUT YOUR HEART IN THE BEST HANDS

Exceptional heart health begins with exceptional providers. Whether you need routine checkups, diagnostic testing or specialized treatment, Parrish Healthcare's experienced team of cardiologists offer personalized treatment plans and compassionate care to keep your heart healthy!

Visit [parrishhealthcare.com/cardiology](http://parrishhealthcare.com/cardiology)



The Joint  
Commission



American Heart  
Association  
American Stroke  
Association

CERTIFICATION  
Meets standards for  
Primary Stroke Center



Healing Families—Healing Communities®

**Cleveland Clinic Connected**

DIGITAL ADS

PARRISH HEALTHCARE  
CARDIOLOGY

PUT YOUR  
HEART  
IN THE BEST  
HANDS



  Cleveland Clinic Connected

PUT YOUR HEART  
IN THE BEST HANDS

  Cleveland Clinic Connected

PARRISH  
HEALTHCARE  
CARDIOLOGY

PUT YOUR HEART  
IN THE BEST HANDS



  Cleveland Clinic Connected

PARRISH HEALTHCARE CARDIOLOGY

PUT YOUR HEART  
IN THE BEST HANDS



  Cleveland Clinic Connected

*Healing Families—Healing Communities®*

PARRISH HEALTHCARE CARDIOLOGY

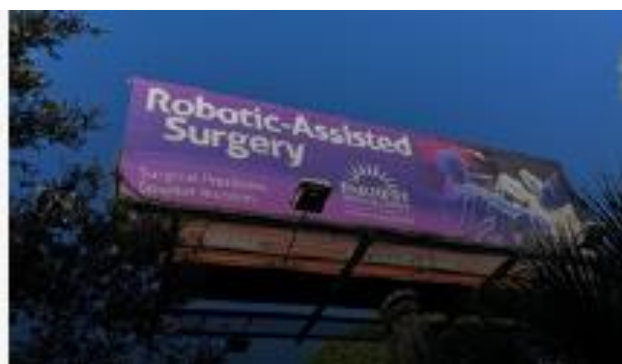
PUT YOUR HEART  
IN THE BEST HANDS



  Cleveland Clinic Connected



## BILLBOARDS









BOARD OF DIRECTORS MEETING – REGULAR MEETING  
NORTH BREVARD COUNTY HOSPITAL DISTRICT  
OPERATING  
PARRISH MEDICAL CENTER  
MONDAY, MARCH 3, 2025

Consent Agenda

I. Consent Agenda\*\*\*

A. Finance

1. Motion to recommend to the Board of Directors to declare the equipment listed in the requests for Disposal of Obsolete or Surplus Property Forms as surplus and obsolete and dispose of same in accordance with FS274.05 and FS274.96.

B. Executive Committee

1. Motion to recommend to the Board of Directors to approve the Resolution of the Board of Directors of the North Brevard County Hospital District Regarding the Amended and Restated Bylaws of the North Brevard County Hospital District.
2. **Motion to recommend to the Board of Directors to approve the Resolution of the Board of Directors of the North Brevard County Hospital District Regarding Defense of Defamation Action.**