



# Board of Directors'

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## Policies and Procedures


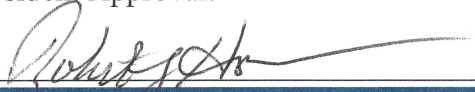
June 15, 2023

# Definitions

Board or Board of Directors refers to:	CFCHS' Board of Directors
Chief Executive Officer	CEO
Chief Financial Officer	CFO
Chief Operating Officer	COO
Department of Children and Families	DCF

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Policy Title: Board Committee Composition		
Department: Board		
Date Issued: 02/07/2012	Revised Date: 07/14/2021 Review Date: 05/10/2023	
President Approval: 	Effective Date: 6/15/23	

**POLICY:**

It is the policy of Central Florida Cares Health System, Inc. (CFCHS) that the Board Committees shall be comprised of Directors who represents a majority of community stakeholders, persons served, family members, CFCHS’ employees, and representatives from the founding Provider agencies.

**PURPOSE:**

The purpose of this policy is to ensure participation of the Board of Directors in decision making.

**STANDING COMMITTEES:**

Standing committees will include, but may not be limited to the following:

- Finance
- Compliance/Quality Improvement
- Executive
- Ad-Hoc (nominating, contracts, policy, program, etc., as needed)


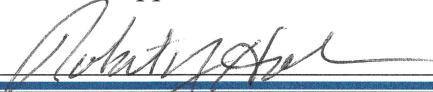
Additional standing committees shall be implemented as deemed necessary by a majority vote of the Board of Directors. All Directors are encouraged to serve on at least one (1) standing committee during their term(s).

**APPOINTMENT AND TERMS OF OFFICE:**

The President may appoint a Director for committees after consultation with the Executive Committee, and as soon after the official election as possible. The term for each appointee shall be two (2) years unless agreed upon by the Board of Directors.

**DUTIES:**

Standing committees shall be according to the directive of the Board of Directors. Formal meetings of standing committees are not necessary; however, written minutes and recordings of such proceedings are required along with proper notice to the public according to the Sunshine Law. The majority of the committee must be present (an established quorum) to conduct committee business. Written recordings of such proceedings are required and electronic media technology so as to allow all members of the public to hear and participate. Standing committees shall summarize and report findings and recommendations for approval and vote at regularly scheduled Board of Directors’ meetings. Recommendations from standing committees must be included in the minutes of the meeting in which they were presented.

Policy Title: Board of Directors' Composition		
Department: Board		
Date Issued:	Revised Date: 07/14/2021 Review Date: 05/10/2023	
President Approval: 	Effective Date: 6/15/23	

**POLICY:**

It is the policy of Central Florida Cares Health System, Inc. (CFCHS) that the Board shall be comprised of a majority of community stakeholders, persons served, family members, and representatives from the founding Provider agencies.

**PURPOSE:**

The purpose of this policy is to ensure broad community/public participation in decision making.

**DIRECTORSHIP:**

The Board of Directors shall consist of no fewer than fifteen (15) and no more than twenty-five (25) Directors. The Board of Directors shall be based on a fair representation of each of the four counties (Orange, Osceola, Seminole, and Brevard) by population, representative specialties, and needed stakeholders with each county having no less than two (2) Directors. The composition must include persons served and their family members, representatives of local government, area law enforcement agencies, health care facilities, and community-based care lead agencies, business leaders, and providers of substance use disorder and mental health services as defined in chapters 394 and 397 of the Florida Statutes. All representatives shall be over the age of twenty-one (21) years.



The Board of Directors may extend the number of Directors by a passing vote of two-thirds of the Board of Directors.

**APPOINTMENT AND TERMS OF OFFICE:**

A Director's term shall be three (3)-year terms, after initial one (1)-year term.

**DUTIES:**

The Board of Directors shall responsibly oversee the affairs and operations of CFCHS in accordance with the powers vested in them and accountable for the fulfillment of the functions, powers, and responsibilities as stated by the Articles of Incorporation and By-laws of the Corporation.

Policy Title: Directors' Attendance		
Department: Board		
Date Issued: 02/07/2012	Revised Date: 07/14/2021 Review Date: 05/10/2023	
President Approval: 	Effective Date: 6/15/23	

**POLICY:**

It is the policy of Central Florida Cares Health System, Inc. (CFCHS) to encourage each Director to be an active member.


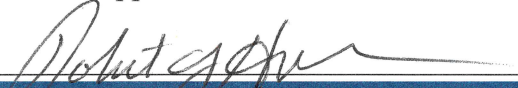
**PURPOSE:**

The purpose of this policy is to assure adequate Directors' performance, fiduciary oversight, and responsibility to the Corporation.

**PROCEDURE:**

Directors are expected to attend a minimum of six (6) Board and committees (as assigned) meetings a year.

Directors who have excessive unexcused absences in meetings annually will be referred to the Executive Committee for review and recommendation for action by the Board of Directors.

Policy Title: Director Designation		
Department: Board		
Date Issued: 02/07/2012	Revised Date: 07/14/2021 Review Date: 05/10/2023	
President Approval: 	Effective Date: 6/15/23	

**POLICY:**

It is the policy of the Central Florida Cares Health System, Inc. (CFCHS) Board of Directors to approve each Director’s designation as “Community Stakeholder” or “Behavioral Health Provider.”


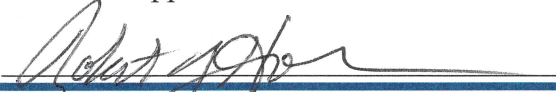
**PURPOSE:**

The purpose of this policy is to ensure that the Board of Directors is comprised of a majority of Community Stakeholders and maintains representation of Behavioral Health Providers as defined in Chapters 394 and 397 of the Florida Statutes.

**PROCEDURE:**

According to the By-laws, the designation for each Director will be determined at the time of application to the Board of Directors as follows:

- Community Stakeholder: Representatives from individuals served, family members, community agencies, the courts, law enforcement, health, local government, education, private receiving facilities, and others who have a demonstrated interest in the community’s substance use disorder and mental health services.
- Behavioral Health Provider: Representatives from a Provider of behavioral health care services that receive department funds through CFCHS.

Policy Title: Board Executive Composition		
Department: Board		
Date Issued: 02/07/2012	Revised Date: 07/14/2021 Review Date: 05/10/2023	
President Approval: 	Effective Date: 6/15/23	

**POLICY:**

It is the policy of the Central Florida Cares Health System, Inc. (CFCHS) Board of Directors to ensure representation as detailed in the Executive Committee composition according to the By-laws.

**PROCEDURE:**



As documented in the By-laws, the Executive Committee is comprised of the following officers of the Board:

- President
- Immediate Past President
- Vice President
- Treasurer
- Secretary

Providers will not make up the majority of this committee. Every second year at the June board meeting, nominations of officers for the upcoming fiscal years (July 1<sup>st</sup> through June 30<sup>th</sup>) shall be presented, and at this meeting, the actual election of officers shall take place. Elected officers will assume their new posts by the 1<sup>st</sup> of July or upon election. Elected officer terms shall not exceed two (2) years unless extended by a majority vote of the Board of Directors.

The Executive Committee shall have the power to act for the Board of Directors between meetings of the Board, and shall perform other duties as the Board deems expedient, including the presentation of the slate of officers at the June Board of Directors’ meeting for the new fiscal year. The Executive Committee shall be according to the Board’s directives and shall report its actions to the Board. The Executive Committee may act after obtaining a quorum, which must be obtained by personal contact. Any such action must be recorded in the minutes of the next regularly scheduled meeting of the full Board.



Policy Title: Board of Directors' Powers and Responsibilities		
Department: Board		
Date Issued: 02/07/2012	Revised Date: 07/14/2021 Review Date: 05/10/2023	
President Approval: 	Effective Date: 6/15/23	

**POLICY:**

The Central Florida Cares Health System, Inc. (CFCHS) Board of Directors shall responsibly oversee the affairs and operations of CFCHS in accordance with the powers vested in them by the Articles of Incorporation and By-laws of the Corporation. This policy will define and describe that all corporate activities and business affairs shall be exercised by or under the authority of the Board of Directors. The Board of Directors shall be accountable for the fulfillment of the functions, powers, and responsibilities as stated in the Articles of Incorporation, By-laws, and applicable laws. The Board of Directors are responsible for fulfilling the intent and meaning of this policy by exercising the following powers and responsibilities:

1. Philosophy and Mission

- a. Adopt, amend, repeal, or alter the Policies and Procedures, Articles of Incorporation and By-laws of the Corporation in keeping with the Mission Statement and guiding principles of CFCHS with a 30-day written notice to the Board of Directors and a passing vote of two-thirds of the Board.
- b. A quorum (for Board, committee, and any other applicable meeting) shall consist of a fifty-one percent (51%) of the Director's membership. When a quorum is present, a majority vote is sufficient, by eligible votes, for the adoption of any motion that is in order, except those requiring a two-thirds vote of the Board.
- c. Authorize any change in the character or basic nature of the operations of the Corporation.
- d. Approve any merger, consolidation, collaboration, or joint enterprise of the Corporation with any other organization.
- e. Review, confirm, and/or modify the Mission Statement and guiding principles of CFCHS' organization.
- f. Review and approve Board of Directors' operating policies, organizational plans, policies and procedures to accommodate the administration of CFCHS. Review and approve new and amended CFCHS policies and procedures annually. This includes, but is not limited to, plans to address accessibility, input of persons served, cultural competency, and sound fiscal management.
- g. Directors are expected to participate in one of the four (4) standing committees during their directorship. The standing committees include Compliance, Finance, Executive, and Ad-Hoc. Director's may be assigned by the Board President to participate in an Ad-Hoc Committee.


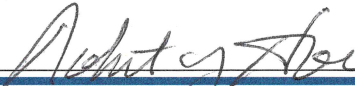
2. Organizational Leadership

- a. Elect and approve CFCHS' Board of the Corporation.
- b. Elect and approve the Board of Director officers.

- c. Select and approve the CEO of the Corporation, who will manage daily operations and strategic planning for the organization, and be empowered to develop policies and procedures and sign contracts on behalf of the Corporation.
- d. Establish a governance structure to fulfill the responsibilities of the Board of Directors and evaluate this structure annually to assure the success of the Corporation.
- e. Ensure the designated authority establishes policies and implements procedures consistent with achieving the highest quality services.
- f. Expect the designated authority to model, within the organization, the highest standards of professional improvements and delivery system advancements.
- g. Authorize the CEO to plan and implement a continuous Program Evaluation System with inclusion of reported findings into the planning process for CFCHS' organization.
- h. Authorize the CEO to fulfill the duties and responsibilities of the position and to conduct annual performance reviews of individuals in accordance with established personnel policies of the Corporation.
- i. Evaluate the CEO's performance annually and determine salary adjustment.
- j. Approve the sale, lease, purchase, construction, and other major changes to any property of the Corporation.
- k. Approve Board policies and written plans to accommodate the goals of the Corporation.
- l. Review recommendations of accrediting, licensing, insuring, and inspecting agencies and approve correction plans.
- m. Review the outcomes for the Continuous Quality Improvement of the system and address these findings in the planning process for the Corporation.
- o. Conduct any other business properly brought before the Board of Directors.
- p. Conduct a strategic planning workshop to align operational direction with the needs assessment and environmental changes.
- q. Review Succession Plan annually.

### 3. Fiscal Management

- a. Approve the written plan of fiscal management for the organization as well as establish and endorse the annual fiscal plan, the budget, for the organization. The plan must address:
  - Authorize any loan encumbering any real property or equipment of the Corporation.
  - Approve all budgets, financial projections, and all fiscal operations of the Corporation.
  - Develop and approve short- and long-range plans of the Corporation.
  - Plan provisions for generating the revenue deemed necessary to produce the desired outcomes.
  - Appoint the independent auditor for the Corporation.
  - Annually review the policy on insurance coverage to ensure the needs for insurance and type of protection are available.
  - Address organizational needs and responsibilities regarding liability insurance, service liability insurance and Board of Directors' errors and omissions.
  - Ensure the designated authority develops, maintains, and improves all internal fiscal controls.

Policy Title: Code of Ethics		
Department: Board		
Date Issued: 02/07/2012	Revised Date: 07/14/2021 Review Date: 05/10/2023	
President Approval: 	Effective Date: 6/15/23	

**POLICY:**

It is the policy of the Central Florida Cares Health System, Inc. (CFCHS) for each Director to review and sign a Code of Ethics upon election to the Board of Directors and annually thereafter.

**PURPOSE:**

The purpose of this policy is to document the requirement that all Directors are required to review and sign a Code of Ethics upon initial election and annually.

**PROCEDURE:**

Upon election to the Board of Directors, and annually thereafter, the Directors will review and sign the Code of Ethics and return to CFCHS' CEO. The fully executed Code of Ethics will be kept on file in CFCHS' administrative office.

## Central Florida Cares Health System Board of Directors' Code of Ethics

As a member of the Board of Directors of Central Florida Cares Health System, Inc., a Florida not-for-profit Corporation, I understand and agree to abide by the following **CODE OF ETHICS**:

### **As a member of the Board team, I will:**

- listen carefully to my fellow Board members
- respect the opinion of my fellow Board members
- respect and support the majority decisions of the Board members
- recognize that all authority is vested in the full Board only when it meets in legal session
- keep well informed of developments relevant to issues that may come before the Board
- attend and actively participate in Board meetings and actions
- bring to the attention of the Board any issues that I believe will have an adverse effect on Central Florida Cares Health System, Inc. or those we serve
- attempt to interpret the needs of those we serve to Central Florida Cares Health System and to interpret the actions of Central Florida Cares Health System to those we serve
- refer complaints to the proper level on the chain of command
- recognize that my job is to ensure that Central Florida Cares Health System is well managed
- represent all those whom Central Florida Cares Health System serves and not a particular geographic area or interest group
- do my best to ensure that Central Florida Cares Health System is well maintained, financially secure, growing and always operating in the best interests of those we serve
- always work to learn how to do my job better
- disclose any conflict of interest

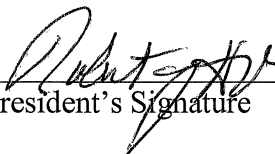
### **As a member of the Board, I will not:**

- criticize fellow Board members or their opinions, in or out of the Board room
- use Central Florida Cares Health Network for my personal advantage or that of my friends or relatives
- discuss the confidential proceeding of the Board outside the Board room
- promise how I will vote on any issue before a meeting
- interfere with the duties of the administrator or undermine his or her authority with staff members

As a Managing Entity and vendor of the Department of Children and Families, Central Florida Cares Health Network must meet certain contract requirements and state regulations. One of these relevant to the Board members is the confidentiality of those we serve. I agree to hold in confidence the identities and situations of individuals served through funds administered by the Network as a Director of the Corporation.

This acknowledgement and agreement are intended to serve my entire Board tenure.

\_\_\_\_\_  
Board Member Signature

  
\_\_\_\_\_  
President's Signature


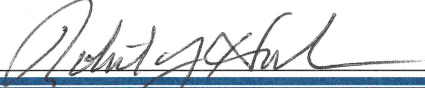
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Board Member Print

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SAMPLE

Policy Title: Conflict of Interest		
Department: Board		
Date Issued: 02/07/2012	Revised Date: 05/10/2023 Review Date: 05/10/2023	
President Approval: 	Effective Date: 6/15/23	

**POLICY:**

The purpose of the conflict-of-interest policy is to protect Central Florida Cares Health System Inc.’s (CFCHS) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Director or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

**DEFINITIONS:**

Interested Person: Any Director or member of a committee with governing Board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- An ownership or investment interest in any entity with which CFCHS has a transaction or arrangement,
- A compensation arrangement with CFCHS or with any entity or individual with which CFCHS has a transaction or arrangement, or;
- A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which CFCHS is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing Board or committee decides that a conflict of interest exists.

**PROCEDURE:**

1. Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board of Directors or committee members with governing Board delegated powers considering the proposed transaction or arrangement.

The process for disclosing potential conflict of interest shall include but not limited to submitting a written letter disclosing the potential conflict. The letter shall be on an agency letterhead or personal letter outlining the conflict of interest with supporting documentation. The Board of Directors or committee may request additional information. The Board of Directors or committee members shall make final determination if a conflict of interest exists.

2. Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing Board of Directors or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board of Directors or committee members shall decide if a conflict of interest exists.
3. Procedures for Addressing the Conflict of Interest
  - a. An interested person may make a presentation at the governing Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
  - b. The President of the governing Board of Directors or committee shall, if appropriate, appoint a disinterested Director or committee to investigate alternatives to the proposed transaction or arrangement.
  - c. After exercising due diligence, the governing Board of Directors or committee shall determine whether CFCHS can obtain with reasonable efforts a more advantageous transaction or arrangement from a Director or entity that will not give rise to a conflict of interest.
  - d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing Board of Directors or committee shall determine by a majority vote of the disinterested Director whether the transaction or arrangement is in CFCHS' best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.
4. Violations of the Conflicts of Interest Policy
  - a. If the governing Board of Directors or committee has reasonable cause to believe a Director has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the Director an opportunity to explain the alleged failure to disclose.
  - b. If after hearing the Director's response and after making further investigation as warranted by the circumstances, the governing Board of Directors or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.
5. Compensation
  - a. A voting Director of the governing Board of Directors who receives compensation, directly or indirectly, from CFCHS for services is precluded from voting on matters pertaining to that Director's compensation.
  - b. No voting Director of the governing Board of Directors or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from CFCHS, either individually or collectively, is prohibited from providing information to any committee regarding compensation.
6. Conflict of Interest Disclosure Statements: Each Director and member of a committee with governing Board of Directors' delegated powers shall during board orientation sign a statement which affirms such person:
  - Has received a copy of the conflicts of interest policy,

- Has read and understands the policy,
  - Has agreed to comply with the policy, and
  - Complete and submit a Conflict-of-Interest Disclosure Form
  - Annually complete and submit Conflict-of-Interest Disclosure Attestation Form
7. Conflict of Interest Disclosure Form: During board orientation, this form includes detailed questions with regard to the Director's relations, both personal and professional, economic interests, and other conflicts, real or apparent, that could affect or influence a Director's CFCHS-related decision.
8. Conflict of Interest Attestation Form: Annually a completed attestation form must be submitted to the CEO by all Directors, s attesting no qualifying events have occurred during the year.
9. Periodic Reviews: To ensure CFCHS operates in a manner consistent with its mission and purpose and does not engage in activities that could jeopardize its contract, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:
- Whether compensation arrangements and benefits are reasonable.
  - Whether partnerships, joint ventures, and arrangements with management organizations conform to CFCHS' written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result impermissible private benefit or in an excess benefit transaction.



# CONFLICT OF INTEREST DISCLOSURE FORM

Conflicts of interest occur when a Director, an employee or immediate family member or relative is in a position to receive personal financial benefit from a Director or employee at CFCHS in a manner which may inappropriately influence the Director or employee's judgment or compromise the Director or employee's ability to carry out his or her CFCHS responsibilities or could be a detriment to CFCHS' integrity and or reputation. A family member or relative is considered to be relations by blood or legal definitions such as marriage, adoption etc.

Whether or not a conflict exists, this completed form must be submitted to the CEO by all directors, supervisors, managers, executives, employees, and contractors during onboarding/orientation, and annually thereafter, or during the year as qualifying events occur that create an apparent or real conflict of interest. The completed form will be retained according to CFCHS' retention policy and updated as qualifying events occur during the year. Annually a completed attestation form must be submitted to the CEO by all Directors, supervisors, managers, executives, contractors, and employees attesting no qualifying events have occurred during the year. The completed form will be retained according to CFCHS' retention policy and updated as qualifying events occur during the year.

Questions about an external activity that could be a conflict of interest shall be referred to a supervisor, department head, executive, or Board President.

## DIRECTOR OR EMPLOYEE INFORMATION

Name \_\_\_\_\_

Department/Board \_\_\_\_\_

Position/Title \_\_\_\_\_

## CONFLICTS OF INTEREST DISCLOSURE

**Describe all conflicts that exist or could exist in the sections below or write N/A if no such conflict exists or could exist.**

- 1. Monetary relationship with any vendor, contractor, or business entity with which CFCHS does business or is likely to do business, for which you have an opportunity to influence a related CFCHS decision; include the monetary relationship of any immediate family member or relatives (indicate business entity's name, name of owner, manager director or other influential person, and relationship to employee or the employee's immediate family):**

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2. **Monetary interest in any vendor, contractor, or business entity with which CFCHS does business or is likely to do business, for which you have an opportunity to or did influence a related CFCHS decision: include the economic interest of any immediate family member or relatives** (indicate the business entity’s name, relationship to employee, the annual amount of any profits or compensation, market value of any equity, and any intellectual property rights realized by the employee from this relationship):

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3. **List any corporation, limited liability company, partnership, limited liability partnership, or other business entity that you hold a monetary direct or indirect interest that conducts business with Central Florida Cares Health Systems, Inc.**

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4. **If this disclosure is for a single transaction, indicate the specific vendor, contractor or business entity, monetary relationship to Director or employee, and CFCHS purchase or contract:**

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5. **Any other *apparent or real* financial conflict that could or did result in a personal financial benefit for you or a member of your immediate family or relatives:**

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6. **Any other *apparent or real* conflict, financial or otherwise, that may or did compromise the Director or employee’s decisions or judgment in carrying out his or her CFCHS responsibilities:**

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**In the event that insufficient space is provided on this form for any disclosure or the disclosure, or not outlined above, attach additional pages and if applicable reference the above sections; also indicate in the associated section that additional material is attached.**

## SIGNATURES

### DIRECTOR OR EMPLOYEE (full legal name):

Name (Print) \_\_\_\_\_ Title: \_\_\_\_\_

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

### SUPERVISOR

Name (Print) \_\_\_\_\_ Title: \_\_\_\_\_

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

### DEPARTMENT EXECUTIVE

Name (Print) \_\_\_\_\_ Title: \_\_\_\_\_

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

### CHIEF EXECUTIVE OFFICER

Name: Maria Bledsoe \_\_\_\_\_

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

### BOARD PRESIDENT

Name (Print) \_\_\_\_\_

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

## GOVERNING RULES, REGULATIONS AND CFCHS' POLICY

### 2 CFR200.112 - Conflict of Interest

The Federal awarding agency must establish conflict of interest policies for Federal awards. The non-Federal entity must disclose in writing any potential conflict of interest to the Federal awarding agency or pass-through entity in accordance with applicable Federal awarding agency policy.

### DCF Guidance 22 – Federal Grant Financial Management Requirements Section 14 – Conflict of Interest

Organizations must establish P&Ps to prevent employees, consultants, members of governing bodies, and others involved in federally funded activities from using their positions for purposes that are, or give the appearance of being, motivated by a desire for private financial gain for themselves or others, such as those with whom they have family, business, or other ties. The P&Ps must:

- Address the conditions under which outside activities, relationships, or financial interests are proper or improper;
- Provide for advance notification of outside activities, relationships, or financial interests to a responsible organizational official;
- Include a process for notification and review by the responsible official of potential or actual violations of the standards; and
- Specify the nature of penalties that may be imposed for violations.


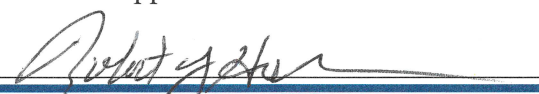
*See 2 C.F.R., part 200, s. 318(c), and p. II-7 of the HHS Grants Policy Statement.*

### CFHS Accounting and Financial Policies and Procedures Manual – Purchasing, Conflicts of Interest Prohibited

No officer, Director, employee, or agent of CFCHS shall participate in the selection or administration of a vendor or administration of a contract if a real or apparent conflict of interest exists. If a conflict, or the appearance of a conflict exists, the officer, Director, employee or agent, or any family member, spouse/partner, or an organization that employs, or is about to employ, any of the parties indicated herein, has a financial or other interest in the vendor selected, they must disclose and recuse themselves from the selection or administration process. Also, all officers, Directors, employees, etc., listed above shall complete a new conflict of interest form, annually.

Officers, Directors, employees and agents of CFCHS shall neither solicit nor accept gratuities, favors, or anything of monetary value from vendors or parties to sub-agreements. However, unsolicited gifts of a nominal value of \$25 or less may be accepted with the approval of the CEO.

**Officers, Directors, employees, etc. who fail to comply with the nonprofit's conflict of interest policy will be asked to comply or resign.**

Policy Title: Notice to Public of Board of Directors' Meetings		
Department: Board		
Date Issued: 02/07/2012	Revised Date: 07/14/2021 Review Date: 05/10/2023	
President Approval: 	Effective Date: <u>6/15/23</u>	

**POLICY:**

It is the policy of Central Florida Cares Health System, Inc. (CFCHS) to public notice Board of Directors' meetings and committee meetings.

**PURPOSE:**

The purpose of this policy is to ensure that media, community stakeholders, and other persons with an interest in behavioral health services are made aware of Board of Directors' meetings.

**PROCEDURE:**

CFCHS will comply with Sunshine Law and notice public meetings through various means. Notice may be made using any of the following:



- CFCHS' website
- Notices through the four-county government area

Notice will have the time, date, place and, if available, the meeting agenda.

Notice will be prominently displayed at the location of the meeting.

Notice for emergency meetings will have no less than 24-hour notice.

Board of Directors' meetings are open to the public, except when the Board of Directors meet in closed session related to confidential and privileged information.

Policy Title: Purchasing and Signature Authorization		
Department: Board		
Date Issued: 02/07/2012	Revised Date: 07/14/2021 Review Date: 05/10/2023	
President Approval: 	Effective Date: 6/15/23	

**POLICY:**

This policy establishes controls to safeguard the assets of CFCHS by establishing clear guidelines and procedures for signature authority for operations of Central Florida Cares Health System, Inc. (CFCHS) for purchase requests, check requests, request for proposals (RFPs), invitations to negotiate (ITN), consultant selection, contract selection, contracts, amendments to contracts and payments (by check or otherwise).

The following general guidelines apply to this policy:

- Proper stewardship of CFCHS’s assets is the responsibility of the Board of Directors and all employees of CFCHS.
- The Board of Directors oversees the CEO and provides oversight to this policy.
- The CEO has overall responsibility for the administration of this policy.
- Only those employees given explicit written authority by this policy possess purchasing and signature authority.
- All purchase requests shall be approved with proper level of authorized signatures as defined herein.
- If the CEO, COO, or CFO is absent, the CEO can appoint an employee or Director designee to approve the purchase request and/or sign the check (if they are an authorized check signer, of course), in their absence.
- The term “Purchase Request” is used in this policy to mean a check request, a provider invoice, a provider contract or provider amendment, or any other document used to request a purchase of operating goods, operating supplies, operating services, mental health or substance use disorder services from a provider, or to reallocate monies to a provider, etc.
- The Board of Directors, or individual Directors, generally do not approve purchase requests, unless the CEO requests it, or if it is a new or recurring provider funding, reduction or reallocation in excess of \$750,000. See the Funding Allocation and Reductions for details.
- Approving a purchase request is not the same as signing a check.

**RELATED POLICIES** – In addition to this Purchasing and Signature Authority policy, these additional policies are complied with in relation to purchases:

- Procurement – In large part, this policy promotes competition and fairness by defining which procurements require sealed bids or competitive bids and which ones can be done with noncompetitive proposals.

- Funding Allocation and Reductions – Provides guidelines for allocation of new funds, allocation of reductions, and reallocations of funds between subcontractors and to make all reasonable efforts to meet the needs of the community.
- Behavioral Health Service Procurement – This policy discusses how competitive procurement will be done for mental health and substance use disorder services when the need for competitive procurement is justified.

**PROCEDURE:**

- Operations related Purchase Requests Approvals – All employees have the authority to request the purchase of goods, supplies, travel, furniture, equipment, etc., by completing the proper purchase request form and submitting it, with accompanying documentation, to their immediate supervisor for approval.

If the supervisor approves, and the supervisor is the CEO, COO, or CFO, the purchase request approval process stops there. If, however, the supervisor is not the CEO, COO or CFO, the purchase requests move to the CEO, COO, or CFO, in accordance with the following dollar limits:

- a. The COO can approve individual purchase requests up to \$10,000.
  - b. The CFO can approve individual purchase requests up to \$50,000.
  - c. The CEO can approve all purchases, without limit.
- Provider Contracts and Amendments - Approvals for provider contracts and contract amendments are as follows:
    - a. The Routing Approval Sheet is assembled by the Contract Manager with all the necessary documentation and sign off by the Contract Manager, COO, CFO, and CEO.
    - b. Provider Contracts and Amendments are signed by the CEO. The CFO can sign contracts and amendments up to \$50,000. The CEO can delegate contract signing authority in writing to the CFO. The COO does not have authority to sign contracts and amendments because COO is involved in their preparation.
    - c. The Funding Allocations and Reductions Policy requires Board approval for funding allocations, reallocations, and reductions to providers in excess of \$750,000.
  - Provider Check Requests – are prepared each month by CFCHS’ Contracts Managers from the data system and sent to the provider to approve and sign. The provider check requests are used as the basis to pay the provider. The provider check requests are each approved and signed by CFCHS’ Contract Manager, supervisor (if he/she is not the COO), COO, and CFO.
  - Authorized check signers:
    - a. All checks must have two authorized signatures, subject to their authorized dollar limits. This also applies to other forms of cash disbursement payments like electronic funds transfers (EFT), wire transfers, or otherwise.
    - b. All checks of \$100,000 or more (excluding normal recurring payroll and monthly contracted services payments) must be signed by at least one authorized Board of Director.
    - c. Authorized Director check signers are the Executive Committee members and two additional locally accessible Directors appointed by the Board of Directors.
    - d. No Employee can sign a check written to himself/herself.

**Table 1** – Summary of information presented above.


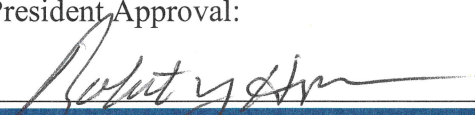
<b>Position</b>	<b>Operations Purchase Requests Approval Limits</b>	<b>Provider Contracts and Amendment Routing Sheet</b>	<b>Provider Contracts and Amendments Signature Limits</b>	<b>Provider Check Requests</b>	<b>Authorized Check Signer Limit</b>
CEO	No limit	Approves	Unlimited <sup>2</sup>		<\$100,000 <sup>2</sup>
CFO	<\$50,000	Approves	<\$50,000	Approves	<\$ 50,000
COO	<\$10,000	Approves	No <sup>3</sup>	Approves	No
Executive Committee Director	N/A <sup>1</sup>		Approval >\$750,000 <sup>2</sup>		>=\$100,000
Local Geographically accessible Director	N/A <sup>1</sup>		Approval >\$750,000 <sup>2</sup>		>=\$100,000
Contract Supervisor				Approves, if applicable	
Contract Manager		Initiates and signs		Initiates and signs	

<sup>1</sup> The Board of Directors is not required to approve operations purchase requests, but the CEO may ask for it at CEO’s discretion.

<sup>2</sup> The CEO can sign all contracts and amendments, without limit. However, the Funding Allocation and Reductions policy requires Board of Director approval for funding allocations, reallocations and reductions to providers, in excess of \$750,000. The CEO can sign checks of less than \$100,000. CEO can sign checks of \$100,000 or greater for normal recurring payroll and monthly contracted services payments.

<sup>3</sup> The COO does not sign provider contracts and amendments because COO is involved in the preparation.



Policy Title: Funding Allocation and Reductions		
Department: Board		
Date Issued:	Revised Date: 07/14/2021 Review Date: 05/10/2023	
President Approval: 	Effective Date: 6/15/23	

**POLICY:**

Central Florida Cares Health System, Inc. (CFCHS) will make all reasonable efforts to ensure that all funds allocated to the Subcontractor are utilized fully and in the most appropriate manner, and to reasonably ensure that persons served receive quality services at the appropriate levels of care within funding constraints.

**RELATED POLICIES:**

- Procurement Policy
- Behavioral Health Service Procurement Policy

**PURPOSE:**

To establish guidelines for allocation of new funds, allocation of reductions, and reallocation of funds between Subcontractors and to make all reasonable efforts to meet the needs of the community.

**PROCEDURE:**

1. New Funds:
  - a. Section 287.057, F.S. exempts behavioral health services from competitive procurement. However, when the need for competitive procurement is justified and documented by CFCHS, all applicants seeking funding from CFCHS shall be afforded equal opportunities to compete and will be treated on equal terms.
  - b. In the event new funding becomes available for allocation, CFCHS will make a recommendation to the Board of Directors for allocation of the funds. Recommendations will include a combination of steps outlined in this policy and CFCHS’ Procurement Policies to meet the community needs. The funding allocation recommendation may be based on any of the following:
    - Competitive procurement for services
    - Single source based on the funding intent and requirements
    - Legislative proviso
    - Community needs based on needs assessment and supporting data
  - c. Approvals to allocate new funds will be made by CFCHS when:
    - The new funds are non-recurring; or
    - The amount of the recurring new funds is equal to or less than \$750,000<sup>1</sup>.

<sup>1</sup> This threshold was modeled after the most recent threshold in 2 CFR 200 used for determining if an independent financial audit is required by federal subrecipients.

- d. Approvals to allocate recurring new funds greater than \$750,000 will be made by the Board of Directors.
- e. In all instances, Subcontractors will be consulted and their projected plan to utilize the new funding shall be reviewed by CFCHS.
- f. When allocating new funds, recurring or non-recurring, CFCHS will determine which Subcontractors will be affected using certain factors. Those factors may include, but not be limited to: (a) utilization, (b) reversion history, (c) monitoring scores, (d) performance measure status, or (e) system needs.
- g. When there are new funds, recurring or non-recurring, allocated to more than one Subcontractor, CFCHS will develop and use a fair and equitable allocation methodology to determine the new funds amount for each Subcontractor.

## 2. Reductions:

- a. Some situations that might require the reduction of funds in a Subcontractor's contract, either recurring or non-recurring, are as follows:
  - Funding is decreased by DCF's SAMH Program Office; or
  - The Subcontractor requests to have funds reduced; or
  - The Subcontractor is under-utilizing budgeted funds; or
  - The Subcontractor's continued lack of response to a Corrective Action Plan; or
  - The System of Care Department identifies a gap, supported by data, in the continuum of care for a part of the community requiring the movement of funds from one Subcontractor to another; or
  - The Board of Directors determines other situations when reallocation of funds may be appropriate when supported by the system of care assessment of CFCHS' data.
- b. Approvals to allocate reductions will be made by CFCHS when:
  - The reduction is non-recurring; or
  - The amount to be reduced, on a recurring basis, is equal to or less than \$750,000.
- c. Approvals to allocate recurring reductions greater than \$750,000 will be made by the Board of Directors.
- d. In all instances, Subcontractors will be consulted and their projected plan to programmatically adjust to the reduction shall be reviewed by CFCHS.
- e. When allocating reductions, recurring or non-recurring, CFCHS will determine which Subcontractors will be affected using certain factors. Those factors may include, but not be limited to: (a) utilization, (b) reversion history, (c) monitoring scores, (d) performance measure status, or (e) system needs.
- f. When there are reductions, recurring or non-recurring, to more than one Subcontractor, CFCHS will develop and use a fair and equitable allocation methodology to determine the reduction amount for each Subcontractor.

## 3. Recurring Reallocations:

- a. Reallocation means the movement of funds between one or more Subcontractor contracts, wherein the total amount of all contracts remains the same.
- b. Some of the situations that may require the reallocation of funds between Subcontractors are as follows:
  - Funding is increased, decreased, or realigned by the DCF's SAMH Program Office; or
  - A Subcontractor requests to have funds reallocated; or

- A Subcontractor is under-utilizing budgeted funds and has an uncorrected history of under-utilizing budgeted funds; or
  - A Subcontractor's continued lack of response to a Corrective Action Plan; or
  - A Subcontractor contract is terminated; or
  - The System of Care Department identifies a gap, supported by data, in the continuum of care for a part of the community; or
  - The Board of Directors determines other situations when reallocation of funds may be appropriate when supported by the system of care assessment of CFCHS' data.
- c. Approvals to reallocate funds on a recurring basis will be made by CFCHS when the amount to be reallocated is equal to or less than \$750,000.
  - d. Approvals to reallocate funds on a recurring basis greater than \$750,000 will be made by the Board of Directors.
  - e. In all instances, Subcontractors will be consulted and their projected plan to utilize the funds or programmatically adjust to the reduction shall be reviewed by CFCHS.
  - f. When reallocating funds, CFCHS will determine which Subcontractors will be affected using certain factors. Those factors may include, but not be limited to: (a) utilization, (b) reversion history, (c) monitoring scores, (d) performance measure status, or (e) system needs.
  - g. When reallocation affects more than two Subcontractors, CFCHS will develop and use a fair and equitable allocation methodology to determine the amount to reallocate among each Subcontractor.

#### 4. Non-Recurring Reallocations:

DCF-SAMH contracts with CFCHS with the expectation that all funds allocated for behavioral health services will be utilized within the contract period. If a Subcontractor is under-utilizing funds, there is a potential that contracted funds will not be utilized, and therefore, lapsed. This will place CFCHS out of compliance with the master contract and may cause a decrease in the amount of funds available for the following contract year.


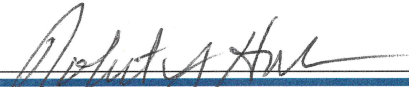
- a. CFCHS' Contract Managers monitor Subcontractor burn rates monthly. Any spending under the pro rata is addressed with the Subcontractor. If the under-spending occurs for three (3) consecutive months, a corrective action plan is requested and monitored for adherence.
- b. Subsequent to the corrective action plan acceptance, and after two (2) months of review without significant improvement of the utilization, the Subcontractor will be notified that lapse will be reduced from their contract immediately. Lapse equals the amount of dollars not spent to pro rata to date. The funds will be reallocated to the Subcontractors meeting eligibility requirements. Reallocation of lapse will be reported to the Board of Directors at the next regularly scheduled Board meeting; however, Board approval is not necessary.
- c. If there are no Subcontractors who have the current capacity to utilize the funds, the funds will be reallocated to Subcontractors who are willing and able to develop the capacity for the services.
- d. Generally, lapsed funds that have been reallocated to another Subcontractor will be returned to the original contract in the next fiscal year, unless the Board (based upon recommendations from CFCHS) has determined that there are circumstances that warrant a different action. When this occurs, correspondence will be directed to the Subcontractor notifying them that the lapsed funds will not be replaced the following fiscal year. The decision will be made with full input and recommendations from CFCHS' employees and the Board of Directors.

5. System of Care Development Funding:
  - a. CFCHS and the Board of Directors will make all reasonable efforts to continually evaluate the current system of care to identify service gaps and opportunities to improve quality and access to care.
  - b. In accordance with the DCF requirement for the Managing Entity Annual Business Operations Plan, CFCHS' System of Care Department, in conjunction with the Operations and Finance Departments, shall create a plan to address gaps in the service array and propose funding adjustments to better meet the needs of the community.
  - c. The Managing Entity Annual Business Operations Plan will be submitted to the Board for annual review.
  
6. Appeals Process:
 

Dispute resolution and the appeals process shall be followed as outlined in the CFCHS policy: Subcontractor Dispute Resolution.
  
7. Carry Forward Funding:
  - a. In accordance with section 394.9082, F.S., the Managing Entity may carry forward documented unexpended state funds from one fiscal year to the next.
  - b. The cumulative amount carried forward may not exceed 8% of the ending fiscal year contract total. Any unexpended state funds in excess of 8% must be returned to DCF.
  - c. Allocation of these funds shall follow the same process as outlined for "Non-Recurring Reallocations."
  - d. Special requirements for DCF:
    - Managing Entity Spending Plan for Carry Forward Report – Template 15
      - i. CFCHS will receive confirmation of the approved amount to carry forward from DCF.
      - ii. The Managing Entity shall submit a properly completed Plan within thirty (30) days after this confirmation.
    - Managing Entity Monthly Carry Forward Expenditure Report, Template 13
      - i. A properly completed Report will detail the expenditure of approved carry forward funds.
      - ii. Submit monthly to DCF with Invoice until said funds are fully expended.

The guidelines defined herein are for general decision making; however, CFCHS' Board of Directors reserves the right to make exceptions to the guidelines as needed. CFCHS will also incorporate applicable elements or portions of its Procurement Policy as needed to implement this policy. If a conflict occurs between the Procurement Policy and this policy, this policy will prevail.

Special Note: Provider Directors and other Directors shall abstain from voting or making funding allocation recommendations where conflict or the potential of conflict may exist. This conflict will be determined by the majority of Directors eligible to vote.

Policy Title: Public Comment and Conduct of Meetings		
Department: Board		
Date Issued: 09/10/2013	Revised Date: 07/14/2021 Review Date: 05/10/2023	
President Approval: 	Effective Date: 6/15/23	

**POLICY:**

Central Florida Cares Health System, Inc. (CFCHS) is required pursuant to Subsection 394.9082(7) (e) of the Florida Statutes and the funding contract with DCF to comply with the Government in the Sunshine Law. It is the intent of this policy that the deliberations and actions of the Board of Directors be conducted and taken openly in order that the public, individuals served, families, and relevant stakeholders may be fully informed, it being the finding of the Board of Directors that the citizens must be fully informed if they are to be intelligently advised as to the conduct of public business by the Board of Directors.

**RELATED POLICIES:** Sunshine Law Requirements

**PURPOSE:**

The purpose of this policy is to establish standard procedures to ensure public notice of meetings and an opportunity for broad public participation in decision-making in accordance with the requirements of section 286.011, Florida Statutes, also known as the Government in the Sunshine Law. This policy fulfills the requirement in the funding contract with DCF which requires CFCHS to develop and implement detailed policies and procedures to provide the public an opportunity for broad public participation in decision making.

**DEFINITIONS:**

For the purpose of this policy, the following definitions shall prevail:

- A “meeting” is a gathering of a quorum of the membership of Directors for the purpose of receiving information relating to public business, or for discussion of public business, or for official action upon a proposition related to public business.
- A “regular meeting” is a meeting held pursuant to a schedule of such meetings as approved by the Board to conduct public business or otherwise discusses or act upon matters of public interest.
- A “special meeting” is any meeting other than a regular meeting held by the Board. A “special meeting” is held for the purpose of addressing matters requiring the immediate attention of the Board or for the purpose of addressing matters which the Board has determined are best addressed at a special meeting. When a special meeting is called, the presiding officer of the Board shall specifically state the purpose of the meeting and the Board shall address only those matters for which the meeting was called.
- The “presiding officer” shall mean, in the case of the Board of the Directors, the President and in all other cases shall be the Chairperson of a particular Board.

## **PROCEDURES:**

### **1. Meetings:**

- a. **Location.** All meetings of the Board of Directors shall be held at CFCHS, 707 Mendham Blvd., Suite 201, Orlando, Florida 32825, unless the Board of Directors indicates another location, and shall be open to the public as required by law. All meetings of any other Board shall be held in a suitable location and shall be open to the public as required by law. The only exception to the requirement that meetings be open to the public, shall be an executive session scheduled for those purposes expressly recognized by law.
- b. **Regular Meetings.** Board of Director meetings shall be held every other month with Board committee meetings during alternate months as designated by the Board of Directors.
- c. **Public Notice.** CFCHS shall give public notice of the schedule of meetings and shall state the dates, times, and places for such meetings. Public notice of any special meeting or of any reconvened meeting shall be given before such meeting. Public notice shall be given by posting a copy of the notice in the CFCHS office, website, etc. CFCHS shall supply copies of the notices of its meetings to any local newspaper of general circulation, or any local radio or television station that has filed an annual request with CFCHS for such notice.

### **2. Conduct of Meetings:**

- a. The presiding officer shall preserve order and decorum at all meetings.
- b. When considering matters upon which the Directors will take action, the presiding officer shall receive comments from the public.
- c. During any Board of Director meeting, the Directors shall maintain order and decorum.
- d. CFCHS' Board of Directors, employees, and citizens must be recognized by the presiding officer before speaking or asking questions. The purpose of this requirement is so that there is order and so that the recording equipment will properly record all comments made by individuals wishing to comment on a specific subject.
- e. All comments must be made from the podium which is located in CFCHS' meeting room or by other reasonable accommodations in any other location in which a Board of Director meeting is held, and shall address the subject of the agenda item. Individuals that appear before any Board are required to state their legal name for the public record. The purpose of this requirement is so that they are properly reflected in any Board of Director minutes and are available for future reference.
- f. As a Board considers consent agenda items, emergency items, items involving official acts that involve no more than a ministerial act, approval of minutes, ceremonial proclamations and other similar items, the presiding officer may, at their discretion, or at the direction of a majority of the Directors, accept comments from those in attendance.

### **3. Public Participation and Comment:**

In order to comply with Section 286.0114 of the Florida Statutes, CFCHS hereby establishes a Public Comment Policy applicable to all Boards to allow members of the public an opportunity to address Boards. In addition to public hearings, a special time is hereby set aside at all Board of Director meetings for the purpose of receiving comments and suggestions from members of the public. All comments made during any Public Comment period shall be subject to the following procedures:

- a. CFCHS allocates up to 15 minutes at the end of each Board of Director meeting for citizens who wish to appear before that Board to make a request of that Board, voice a complaint or concern, express an opinion, or for some other type of recognition. The presiding officer will divide the time equally between all who wish to speak; but in no case may a citizen speak

longer than three (3) minutes. A Public Comment period not to exceed 15 minutes will be held during any Board of Director or commission meeting. The presiding officer may permit additional time to a given speaker on a case-by-case basis.

- b. When a Board considers matters during a public meeting upon which it will take action, no action shall be taken until the presiding officer requests and receives comments from the public.
- c. Persons who wish to make a statement during the Public Comment period will have up to three (3) minutes to make his or her statement. Speakers shall address that Board from the podium or by other reasonable accommodations in any other location in which a Board of Director meeting is held, and not approach the Directors or CFCHS' employees. Speakers will begin their statement by first stating their legal name. No one will be allowed to have his or her name placed on a list by telephone request to CFCHS' employees.
- d. Statements are to be directed to the Board of Directors as a whole, and not to individuals. Public comment is not intended to require the Directors to provide an answer to the speaker. Discussions between speakers and members of the audience will not be allowed.
- e. Speakers will be courteous in their language and presentation.
- f. Only one speaker will be acknowledged at a time. In the event a group of persons supporting or opposing the same position desires to be heard, in the interest of time, a spokesperson shall be designated to express the group's concerns. Likewise, in the event the number of persons wishing to attend the hearing exceeds the capacity of the meeting place, one or more delegates shall be selected to speak on behalf of each group. If the time period expires before all persons who have signed up get to speak, those names will be carried over to the next Public Comment period, or if the presiding officer consents, these comments can be heard at that meeting.
- g. Any action on items brought up during the Public Comment period will be at the discretion of the Board of Directors. No Board will take any action on subject matter for which it has not had the opportunity to fully investigate and gather complete information.
- h. These same rules shall apply to all Boards.

#### 4. Decorum:

- a. The presiding officer shall preserve strict order and decorum at all meetings.
- b. In conducting business, Directors are committed to the principles of civility, honor, and dignity. Individuals appearing before the Board of Directors are requested to observe the same principles when making comments on items and issues presented to a given Board for its consideration.
- c. Employees and citizens are required to use proper language when addressing the Board of Directors or the audience. Employees and citizens shall not use profanity or cursing, aggressive or threatening behavior when addressing the Board of Directors or other participants. All comments are directed to the presiding officer and not to individual Directors or to the audience. No personal verbal attacks toward any individual will be allowed during the conduct of a Board of Directors' meeting. The presiding officer may have individual(s) removed from the podium and/or meeting chambers if such conduct persists after a warning has been issued.
- d. All Directors shall accord the utmost courtesy to each other, employees, and the public members appearing before the Board and shall refrain at all times from rude and derogatory remarks, reflections as to integrity, abusive comments and statements as to motives and personalities. During Board of Director meetings, cell phones are to be turned off or silenced. Use of cell phones by Director or commission members and employees for talking,

texting, emailing, or otherwise will not be allowed during meetings while at the dais, except for emergency communications, research, or during breaks.

5. Waiver of Rules:

The Board of Directors may, at any time, waive all or a portion of these rules of procedure during the course of a meeting. Provided however, that any such waiver shall only be done upon a motion and majority approval of the waiver by Directors present and voting. Such waivers shall only be granted to ensure the protection of the right of members of the public to be given a reasonable opportunity to be heard before a Board takes official action on a proposition.



6. Training:

Periodic training for Sunshine Law requirements will be scheduled by CFCHS for the Board of Directors.

7. Penalties:

Any action taken at a meeting not open to the public, whether intentional or unintentional, is void. The law provides penalties for not complying with the Sunshine Law including criminal penalties, removal from Director positions, fines up to \$500, and an award of reasonable attorney's fees against the Board found to have violated the Sunshine Law.



Policy Title: Sunshine Law Requirement		
Department: Board		
Date Issued: 10/10/2013	Revised Date: 07/14/2021 Review Date: 05/10/2023	
President Approval: 	Effective Date: <u>6/15/23</u>	

**POLICY:**

This policy established the Sunshine Law requirements applicable to Central Florida Cares Health System, Inc. (CFCHS).

**PURPOSE:**

The Florida Statutes and the Contract between Central Florida Cares Health System, Inc., (CFCHS) and DCF both provide that Florida’s Government in the Sunshine Law in section 286.011 of the Florida Statutes (the Sunshine Law) is applicable to the Board of Director meetings. Additionally, Florida law provides that the Sunshine Law is applicable to any advisory subcommittee or Boards created by the Board of Directors or CFCHS.

**RELATED POLICY:** Public Comment and Conduct of Meetings

**REQUIREMENTS:**

**What are the Sunshine Law requirements in the Contract between CFCHS and DCF?** Subsections (b) and (c) of Function 9 in Attachment 1 of the Contract provides:

- (b) As a pass-through entity of public funds, the Managing Entity must ensure full transparency in the use of all funds and of all business related to the management and oversight of public funds and services, including the development and implementation of detailed policies and procedures providing public access to information, public notice of meetings, and opportunity for broad public participation in decision-making through the inclusion of individuals served, families, and relevant stakeholders.
- (c) The Managing Entity shall ensure that Board of Director meetings are open to the public except when the Board meets in closed session in accordance with statutory exemptions to the Sunshine Law.

**What are the Sunshine Law requirements in the statutes?** Subsection 394.9082(7) (e) of the Florida Statutes provides:

Managing entities shall operate in a transparent manner, providing public access to information, notice of meetings, and opportunities for broad public participation in decision making. The Managing Entity’s network management plan must detail policies and procedures that ensure transparency.

Subsections 286.011(1) and (2) of the Florida Statutes provide:

- (1) All meetings of any Board or commission of any state agency or authority or of any agency or authority of any county, municipal corporation, or political subdivision, except as otherwise provided in the Constitution, including meetings with or attended by any person elected to such Board or commission, but who has not yet taken office, at which official acts are to be taken are declared to be public meetings open to the public at all times, and no resolution, rule, or formal action shall be considered binding except as taken or made at such meeting. The Board or commission must provide reasonable notice of all such meetings.
- (2) The minutes of a meeting of any such Board or commission of any such state agency or authority shall be promptly recorded, and such records shall be open to public inspection. The circuit courts of this state shall have jurisdiction to issue injunctions to enforce the purposes of this section upon application by any citizen of this state.

**What are the basic requirements of the Sunshine Law?** There are three basic requirements of section 286.011 of the Florida Statutes: (i) meetings of a public Board or commission or agency must be open to the public; (ii) reasonable notice of such meetings must be given; and (iii) minutes of the meetings must be taken and promptly recorded.

**What is considered a “meeting” for purposes of the Sunshine Law?** Meetings include any discussions or deliberations, formal or casual, between two or more Directors, or members of any other Board, about a matter on which the Board might foreseeably take action, including workshops, telephone conversations, e-mail communications, social, sports events and other public gatherings.

The Sunshine Law applies to any meeting, including a “workshop” or “briefing session” at which public business is discussed.

**What is “reasonable” notice?** Reasonable notice is not defined by the statutes and is not defined in the Contract between CFCHS and DCF. What is “reasonable” depends upon all of the circumstances in a given situation. The Florida Attorney General’s Office has provided the following suggested guidelines for “reasonable” notice:

- The notice shall contain the time and place of the meeting and, if available, an agenda, or if no agenda is available, a statement of the general subject matter to be considered. The notice shall be prominently displayed in the area in the agency’s offices set aside for that purpose, e.g., for cities, in city hall, and on the agency’s website, if there is one.
- Except in the case of emergency or special meetings, notice shall be provided at least seven (7) days prior to the meeting. Emergency sessions shall be afforded the most appropriate and effective notice under the circumstances.
- Special meetings shall have no less than 24 hours and preferably at least 72 hours reasonable notice to the public.
- The use of press releases, faxes, emails, and/or phone calls to the news media is highly effective. Additionally, while not required by the Sunshine Law, paid advertising in the local newspaper of general circulation will be appropriate for matters of critical public concerns such as rezoning, budgeting, taxation, appointment of public officers, if not already required by law for that matter.

**What are the public participation requirements?** The Florida Constitution and the Florida Statutes are currently silent concerning whether citizens have a right to speak at a public meeting. The Contract between CFCHS and DCF does, however, require an “opportunity for broad public

participation in decision-making through the inclusion of Individuals Served, families, and relevant Stakeholders.”

Additionally, there is a new law which went into effect on October 1, 2013. The Florida legislature created section 286.0114 of the Florida Statutes which provides that members of the public *must* be given a reasonable opportunity to be heard on a proposition before a Board. The opportunity to be heard does not have to occur at the same meeting at which a Board takes official action on the proposition if such opportunity:

- Occurs at a meeting that is during the decision-making process; and
- Is within reasonable proximity in time before the meeting at which the Board takes the official action.

The new law provides that a Board is not prohibited from maintaining orderly conduct or proper decorum in a public meeting.

The opportunity to be heard does not apply to:

- An official act that must be taken to deal with an emergency situation affecting the public health, welfare or safety, when compliance with the requirements will cause an unreasonable delay in the ability of the Board to act;
- An official act involving no more than a ministerial act, including, but not limited to, approval of minutes and ceremonial proclamations;
- A meeting that is exempt from open meeting requirements; or
- Meetings in which the Board is acting in a quasi-judicial capacity.

The new law authorizes a Board to adopt reasonable rules or policies governing the opportunity to be heard. The rules or policies must be limited to those that:



- Provide guidelines regarding the time an individual has to address the Board;
- Prescribe procedures for allowing representatives of groups or factions on a proposition to address the Board, rather than all members of such groups or factions, at meetings in which a large number of individuals wish to be heard;
- Prescribe procedures or forms for an individual to use in order to inform the Board or commission of a desire to be heard, to indicate his or her support, opposition, or neutrality on a proposition, and to indicate his or her designation of a representative to speak for him or her or his or her group on a proposition if he or she so chooses; and
- Designate a specified period of time for public comment.

Importantly, the new law provides that a Board is deemed to be acting in compliance with the new law if the Board adopts rules or policies in compliance with the section and follows such rules or policies when providing an opportunity to be heard. The new law authorizes a circuit court to issue injunctions for the purpose of enforcing section 286.0114 of the Florida Statutes upon the filing of a lawsuit for injunctive relief by any citizen of Florida.

**Can the Board of Directors hold closed meetings?** Board of Directors’ meetings and advisory Boards and committees created by the Board of Directors or CFCHS must be held in the Sunshine unless a specific statutory exemption exists. There are a limited number of exemptions to the Sunshine Law which allow for meetings to be held outside of the sunshine such as certain discussions with a Board’s attorney over pending litigation. Additionally, specific portions of meetings of some

agencies may be closed when those agencies are considering confidential records. It is suggested that prior to holding a meeting, or any portion thereof outside of the sunshine, the ability to do so is thoroughly researched and analyzed for compliance with Florida law.

**What are the consequences for the failure to comply with the Sunshine Law?** Any action taken at a meeting not open to the public, whether intentional or unintentional, is void. There are several penalties for not complying with the Sunshine Law including criminal penalties, removal from the Director position, fines of up to \$500, and an award of reasonable attorney's fees against the Board found to have violated the Sunshine Law.

Policy Title: GHME1 Managing Entity Contract Amendment(s)		 Central Florida Cares Health System
Department: Board		
Date Issued: 01/01/2014	Revised Date: 07/14/2021 Review Date: 05/10/2023	
President Approval: 	Effective Date: <u>6/15/23</u>	

**POLICY:**

This policy outlines the minimum guidelines for Central Florida Cares Health System, Inc. (CFCHS) and the Board of Directors as it applies to amending the Managing Entity contract with the State of Florida’s DCF.

**PURPOSE:**

The purpose of this policy is to establish the minimum guidelines for contract amendments to the Managing Entity GHME1 contract. Considering that often times an amendment must be turned around quickly, and that the negotiability of the amendment is often moot, CFCHS will make all reasonable efforts to ensure that all contract amendments are facilitated according to the procedures outlined below.



**PROCEDURE:**

1. CFCHS Receives Contract Amendment from DCF
  - a. Contract amendments are normally emailed by DCF to CFCHS’ CEO, COO, and CFO.
  - b. The single point of contact between CFCHS and DCF is CFCHS’ COO, or designee.
  
2. CFCHS’ Internal Contract Amendment Review
  - a. The COO will review and compare the amendment(s) to the original Managing Entity contract and amendments thereafter agreed upon and dually signed.
  - b. The CFO will review and compare the amended Schedule of Funds (if applicable) to the latest dually executed Schedule of Funds.
  - c. The COO, CFO and CEO will discuss the amendment and Schedule of Funds.
  - d. The COO and the CFO will coordinate communication of any concerns regarding the amendment to DCF and negotiate those concerns until all agree on the final amendment.
  - e. The COO will then summarize, in an impact document, the amendment and the impact of the pending amendment on operations. The CFO will prepare a similar document in relation to the pending Schedule of Funds.
  - f. The COO and CFO will submit the impact document(s) to CFCHS’ CEO for review and discussion as necessary.
  
3. Committee Contract Amendment Review
  - a. Upon review, the CEO or designee will email the contract amendment and the impact document(s) to CFCHS’ Executive Committee and Finance Committee as applicable.
  - b. The COO or designee will present the impact document at the next regularly scheduled Executive Committee, Finance Committee, and Board of Directors’ meeting. The CFO will

- present the Schedule of Funds changes at the next regularly scheduled Finance Committee meeting.
- c. Because of time constraints, the amendment execution process will occur concurrent to the Committee review process. Therefore, the amendment may be executed prior to Committee approval. Amendment will be ratified at the next Board of Directors' meeting.
  - d. Any concerns regarding the amendment shall be discussed at the appropriate Committee and presented at the next regularly scheduled Board of Directors' meeting.
    - The Committee will advise CFCHS' employees to pen a letter of concern to communicate to DCF on behalf of the Board. This letter will outline the concerns, the proposed remedies, and deadline for DCF's response.

The guidelines defined herein are for general decision-making; however, the CFCHS' Board of Directors reserves the right to make exceptions to the guidelines as needed.

Final executed amendments can be accessed by Directors at DCF's website.

Policy Title: Board Compliance		
Department: Board		
Date Issued: 06/03/2015	Revised Date: 07/14/2021 Review Date: 05/10/2023	
President Approval: 	Effective Date: 6/15/23	

**POLICY:**

This policy outlines the duties and responsibilities of Central Florida Cares Health System, Inc.’s (CFCHS) Board of Directors as it relates to compliance oversight, structure, and effectiveness.

**RELATED POLICIES:**

- Central Florida Cares Health System Fraud, Waste, and Abuse Protocol
- Board of Director’s Powers and Responsibilities
- Code of Ethics
- Conflict of Interest
- Whistleblowers
- Quality Improvement Committee Charter
- Financial Policies and Procedures

**PURPOSE:**

To provide minimum guidelines for the Board and assure that CFCHS has a compliance program in place that is effective and is evaluated at least on an annual basis.

**PROCEDURES:**

The role of the governing board is to promote CFCHS’ compliance and ethics. The three key roles are:

1. Compliance oversight.
  2. Structuring the compliance program.
  3. Evaluating the effectiveness of the compliance program’s standards and processes.
1. Compliance Oversight: Directors have duty to:
    - Be active, knowledgeable, and engaged<sup>2</sup>.
    - Have requisite experience and make informed decisions.
    - Be up to date with internal auditing and monitoring activities.
    - Receive training regarding compliance risks, issues, and procedures.
    - Be engaged in enterprise risk management activities.
    - Become aware of system weaknesses.
    - Be aware of – and exercise –

<sup>2</sup> IRS Guidance for Charitable Organizations

- o **Fiduciary Responsibility:** must understand their fiduciary responsibility to CFCHS. The Board is ultimately responsible for ensuring that CFCHS meets legal, regulatory, and ethical requirements and is charged with stewardship of CFCHS' resources.
  - o **Duty of Care:** act in good faith with the care an ordinarily prudent person would exercise under similar circumstances, and in a manner reasonably believed to be in the best interests of the CFCHS.
  - o Reasonable inquiry when suspicious are aroused or shall be aroused.
  - Not act as passive recipients of information.
  - Regularly review CFCHS' mission (adopted by the governing board).<sup>2</sup>
  - Each Director shall not be dominated by any other Directors or employees because of business relationships and/or conflicts of interest.
2. Compliance Structure: Directors shall:
- Be knowledgeable of reporting lines to the Board of Directors and ensure that CFCHS' Compliance Officer has direct access to reporting to the Board of Directors at least once a year or as needed.
  - Be aware of how the compliance message is communicated within the organization and ensure the compliance standard are supported by CFCHS' leadership as well as disseminated through CFCHS.
  - Ensure the agency's compliance program has a whistleblower policy.
  - Be aware of what CFCHS' compliance program entails and how it is maintained.
  - Include compliance objectives into CFCHS' hiring interviews and performance evaluations.
3. Compliance Effectiveness: Directors shall know:
- The resources that are available for compliance.
  - If compliance audits are routinely conducted.
  - If quality improvement is implemented.
  - The limitation of the compliance program and how the organization responds to identified problems.
  - How the overall effectiveness of the compliance program is evaluated.<sup>3</sup>
  - How the compliance program conducts risk assessments to identify and addresses risks to the organization.<sup>4</sup>

CFCHS' Board ensures they fulfill their Corporate Integrity Obligations stipulated by the Inspector General to include:

- A Committee that holds, at a minimum, quarterly meetings to review and oversee the compliance program.
  - Receive updates from the compliance program, and its Policies and Procedures.
- Conflict of interest's disclosures that shall clearly say when Directors need to recuse themselves from voting decisions.

<sup>2</sup> IRS Guidance for Charitable Organizations

<sup>3</sup> Federal Sentencing Guidelines 2004

<sup>4</sup> Federal Sentencing Guidelines 2004



- Annual training will be provided to the Board of Directors and employees on compliance issues. New Directors shall attend a Board of Directors' orientation before they attend their first Board of Director meeting.
- Document all compliance related activity by the Board, to include:
  - Minutes
  - Work plan approvals
  - Check list of oversight activities
  - Training
  - Resolutions of compliance issues
  - Participate in compliance trainings
- Perform regular assessments of the Board of Directors and its committees. Review the Board's responses and address issues brought for review and decisions.

**RESOURCES:**

Federal Sentencing Guidelines

IRS Guidelines


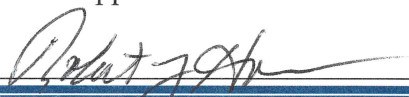
State Requirements

Corporate Integrity Agreements

OIG Resources

AHHA/OIG Joint Publications (Healthcare Director's Compliance Duties: A continued Focus of attention and enforcement)

Getting the Board on Board with Compliance Training

Policy Title: Board Investigations		
Department: Board		
Date Issued: 12/08/2016	Revised Date: 07/14/2021 Review Date: 05/10/2023	
President Approval: 	Effective Date: 6/15/23	

**POLICY:**

Central Florida Cares Health System (CFCHS) Board of Directors is committed to ensuring that all investigations that reach the Board level are conducted in a fair, impartial, thorough, thoughtful manner, and in compliance with all applicable state, federal, and local laws.

**RELATED POLICIES:**

- Employee Complaints and Grievances
- Investigations
- Network Complaints and Grievances
- Compliance Line
- Subcontractor Dispute Resolution

**PURPOSE:**

The purpose of this policy is to provide guidance for Directors or committee when investigating complaints that implicate:

1. CFCHS’ CEO; or
2. Any alleged Fraud, Waste, Abuse (FWA); or
3. Violations of Ethical practices.

Based on the nature of the allegations, the Board of Directors reserve the right assume responsibility for an investigation or to utilize an outside third party to look into the allegations, conduct interviews, and gather information, data, documents and facts before informing the subjects of the investigation.

**PROCEDURE:**

CFCHS encourages reporters/complainants to address issues through the proper chain of command and follow the Employee Complaint and Grievance policy or the Network Complaint and Grievance policy as applicable. CFCHS’ Board will receive notification of all reports submitted via the CFCHS Compliance Line and will intervene, or conduct its own investigation, if allegations implicate CFCHS’ CEO or based on the nature of the report.

In accordance with contract GHME1, the Board of Directors shall coordinate with DCF Central Region employees on how CFCHS will proceed.

All CFCHS’ employees, volunteers, and interns shall cooperate during an investigation without any obstruction.

If the Board of Directors utilizes a third party to conduct the investigation or reports submitted through the CFCHS Compliance Line, CFCHS' Policies and Procedures relating to Procurement will be utilized.



When the Board of Directors assumes responsibility for the investigation of reports submitted through the CFCHS Compliance Line, the following shall take place:

- The Compliance Line System Advocate (Compliance/Quality Improvement Committee Chair) shall immediately ask CFCHS' Compliance Officer/Risk Manager to notify the Board President of reports that implicate CFCHS' CEO or relate to FWA, harassment, inappropriate behavior, etc. If the Compliance Officer/Risk Manager is mentioned in the report and blocked from the Compliance system, the System Advocate will ask the highest available CFCHS' Officer to notify the Board President.
- The Board of Directors may elect to apply the CFCHS' Investigations Policy.
- Based on the nature of the complaint, options may include:
  1. The Board President, in conjunction with the CFCHS Compliance Line System Advocate or designee, will investigate.
  2. The Board of Directors may designate a Board Ad-Hoc Committee to investigate.
  3. The Board of Directors may request that an outside independent party investigate.
  4. The Board of Directors may request CFCHS' Compliance Officer/Risk Manager assist with:
    - a. Immediate notification to the DCF Central Region Administrator and the Local SAMH Program Administrator via e-mail.
    - b. Submission of an incident reports to CFCHS' IRMS System and DCF's IRAS system within one (1) business day of the incident discovery.
    - c. Reporting to the Office of Inspector General as required by CFOP 180-4 within two (2) business days, if applicable.
    - d. Gathering information, documents, and arranging interviews with employees, providers, vendors, and others as necessary.
  5. The Board of Directors shall make a determination on the allegations. This determination shall be documented in writing and made part of the investigation report. The determinations may be as follows:
    - a. **Substantiated** – Where misconduct by CFCHS' CEO, FWA, or violations of ethical practices is found to have occurred, the proper parties shall be notified of the finding and next steps to be taken. No details about the nature or extent of disciplinary or corrective actions will be disclosed unless there is a compelling reason to do so (e.g., personal safety).
    - b. **Unsubstantiated** – In this situation, the proper parties shall be notified that CFCHS' Board investigated the allegation(s) and found that the evidence did not support the claim.
    - c. **Frivolous** – Where a case is found to be groundless, without merit, or is reported with the intention of harassing, annoying, or disturbing.
    - d. **Insufficient Information** – In some cases, the evidence may not conclusively indicate whether the allegation(s) was substantiated or unsubstantiated. If such a situation occurs, the notification to the proper parties shall state that the Board of Directors completed a thorough investigation but findings were inconclusive due to insufficient information. CFCHS will closely monitor the situation to ensure compliance, and, if applicable, will provide training related to the incident to all CFCHS' employees to ensure that all employees understand the requirements of CFCHS' policies and applicable law.

- e. **Referred** – When the Board of Directors does not have the authority to investigate or look into an issue and must forward it to a regulatory agency that has oversight.
6. Once the investigation report is ready, the Board of Directors may:
  - a. Ensure that the report and any other documentation related to the investigation are documented in CFCHS' Compliance Line Case Management System-EthicsPoint.
  - b. Discuss the results of the investigation and next steps with those implicated.
  - c. Make notification to DCF, CFCHS' employees, all Directors, network, and vendors, as applicable.
7. Chain of Evidence shall be kept by the Board President or designee by the Board. Once the investigation is finalized, all documents shall be uploaded to the Compliance Line Case Management System.

In addition to investigations, the Board of Directors is often briefed on Subcontractors' contractual compliance issues. The process that involves this discussion often includes:

1. CFCHS' CEO or designee notifies the Board of Directors about the contractual issues, or the allegations if related to a complaint.
2. DCF will be notified based on the nature of the investigation.
3. CFCHS' employees conduct an investigation. Based on the issue or allegations, there may be a fiscal and an operational monitoring.
4. CFCHS' investigation results and recommendations will be presented to the Board of Directors. Notification and consulting with DCF may take place as appropriate.
5. The Board of Directors will vote on a decision.
6. CFCHS' CEO will notify the Subcontractor.

Policy Title: Compliance/Quality Improvement Committee Charter		
Department: Board		
Date Issued: 06/03/2015	Revised Date: 07/14/2021 Review Date: 05/10/2023	
President Approval: 	Effective Date: 6/15/23	

**POLICY:**

It is the policy of Central Florida Cares Health System, Inc. (CFCHS) to outline in charters the purpose and responsibility of each of the Board Committees.

**RELATED POLICIES:** Board Committee Composition

**PURPOSE:**

To help committee members understand the committees’ goals and how their role and functions contribute to the committee and the organization overall.

**PROCEDURES:**

1. Establishment and Authority: The Compliance/Quality Improvement Committee is a subcommittee of the Board of Directors established to oversee processes and advise on changes to improve the effectiveness of the system of care services, data collection, customer satisfaction approaches, and CFCHS’ compliance program.
2. Membership: The Committee shall be composed of at least three (3) Directors. The meetings are open to the Provider Network, public, individuals served, family members, and CFCHS’ employees. Any member of the Board of Directors may attend, and is encouraged to attend, the Compliance/Quality Improvement Committee Meetings. The majority of the committee (51%) must be present to conduct committee business.



CFCHS staff will be assigned to work with the Compliance Committee and provide compliance related reports.

3. Leadership: The President shall approve a Director to serve as the Compliance/Quality Improvement Committee’s Chair. The Committee Chair shall manage the committee and its meetings. CFCHS’ Compliance Officer and Compliance Department staff will assist in organizing the agenda for the Committee Chair, and CFCHS’ Executive Assistant will take minutes.
4. Meetings
  - a. Committee shall agree on the time and place of its meetings, provided that it shall meet at least once every three (3) months.
  - b. Committee shall determine the procedures for its meetings.

- c. Committee meetings shall occur in person.
  - d. Meeting notices shall be posted according to the Sunshine Law and on CFCHS' website.
  - e. All meeting minutes shall be posted on the CFCHS' website subject to the Sunshine Law.
5. Quality Responsibilities:
- a. Participate and advise on the automation of processes to increase validity and accuracy of data.
  - b. Review and analyze reports related to:
    - i. Incident report data for analysis and trending.
    - ii. Levels of satisfaction reflected in CFCHS' surveys.
    - iii. Complaints and grievances.
    - iv. Performance Measures.
    - v. Utilization Management Reports, including but not limited to Bed Count Utilization, High End Utilizers, and Waiting List reports.
    - vi. Public Record requests.
    - vii. Review Auxiliary Aid Plan annually
6. Compliance Responsibilities:
- a. Oversight and evaluation of CFCHS' Compliance Program.
  - b. Develop and review of standards of ethics and conduct.
  - c. Promote and organizational culture that encourages ethical practices and commitment to compliance with laws and regulations.
  - d. Be aware of auditing and monitoring activities.
  - e. Maintain open lines of communication to ensure access to the Board.
  - f. Ensure CFCHS has an adequate Whistleblower policy and procedures.
  - g. Monitor the CFCHS Compliance Line.
  - h. Be the point of contact for the reporting, notification and investigation of compliance issues that implicate CFCHS' CEO, COO, or any of the Compliance Line Administrators (Compliance Officer/Risk Management Specialist).
  - i. Know how the organization responds to identified problems, and as applicable, represent the Board in the mediation and resolution of compliance issues that involve employees, subcontractors, vendors, consultants or CFCHS agents.
  - j. Review and analysis of specific risk areas.
  - k. Be aware of, and ensure resolution of, reports made to the CFCHS Compliance Line.
  - l. Evaluate FWA or compliance trends.
  - m. Ensure proper protocols for the disclosure and handling of conflicts of interest.
  - n. Report FWA and compliance activities to the Board of Directors via standard agenda item.
  - o. Perform functions as delegated by the Board of Directors.

Reporting: Committee shall report to the Board of Directors on its activities and recommendations for Board of Director vote when applicable.

Charter revisions: Committee shall review this charter on an annual basis and recommend any changes to the Board of Directors.

Policy Title: Finance Committee Charter		
Department: Board		
Date Issued: 06/03/2015	Revised Date: 07/14/2021 Review Date: 05/10/2023	
President Approval: 	Effective Date: 6/15/23	

**POLICY:**

It is the policy of Central Florida Cares Health System, Inc. (CFCHS) to outline in charters the purpose and responsibility of each of the Board Committees.

**RELATED POLICIES:** Board Committee Composition

**PURPOSE:**

To outline the goals, roles, and responsibility of the Finance Committee members.

**PROCEDURES:**

The committee is responsible for recommending financial policies, goals, and budgets that support the mission, values, and strategic goals of the organization. The committee also reviews the organization’s financial performance against its budget and proposes major transactions and programs to the board. The Finance Committee also has responsibility for Audit Committee functions of the company and the review of the annual Form 990 tax report.

**RESPONSIBILITIES:**

1. The Finance Committee’s specific responsibilities include:
  - a. Recommending policies that maintain and improve the financial health and integrity of the organization.
  - b. Reviewing and recommending a long-range financial plan for the organization.
  - c. Reviewing and approving an annual operating budget consistent with the long-range financial plan and financial policies.
  - d. Reviewing and recommending capital expenditures, protecting the assets of the organization and unbudgeted operating expenditures that exceed management’s spending authority.
  - e. Reviewing the financial aspects of major proposed transactions, new programs and services, as well as proposals to discontinue programs or services, and making action recommendations to the Board.
  - f. Monitoring the financial performance of the organization as a whole, its Provider network or System of Care against approved budgets, long-term trends, and industry benchmarks.
  - g. Requiring and monitoring corrective actions to bring the organization into compliance with its budget and other financial targets.
  
2. Finance Committee also has responsibility for Audit Committee functions and review of the Form 990.

### Audit Committee Purpose and Authority

The major purpose of the Audit Committee is to assist the Board of Directors in fulfilling its oversight responsibilities for the financial reporting process, the system of internal control, the audit process, and the company's process for monitoring compliance with laws and regulations and the code of conduct. It is empowered to:

- a. Appoint, compensate, and oversee the work of any registered public accounting firm employed by the organization.
- b. Resolve any disagreements between management and the auditor regarding financial reporting, and internal controls.
- c. Pre-approve all auditing and non-audit services provided by the independent auditor.
- d. Retain independent counsel, accountants, or others to advise the committee or assist in the conduct of an investigation.
- e. Seek any information it requires from employees, all of whom are directed to cooperate with the committee's requests or external parties.
- f. Meet with company officers, external auditors, internal auditors, or outside counsel, as necessary.

### Audit Committee Responsibilities

The committee will carry out the following responsibilities:

#### Financial Statements

1. Review significant accounting and reporting issues, including complex or unusual transactions and highly judgmental areas, and recent professional and regulatory pronouncements, and understand their impact on the financial statements.
2. Review with management and the external auditors the results of the audit, including any difficulties encountered.
3. Review the annual financial statements, and consider whether they are complete, consistent with information known to committee members, and reflect appropriate accounting principles.
4. Review other sections of the annual report and related regulatory filings before release and consider the accuracy and completeness of the information.
5. Review with management and the external auditors all matters required to be communicated to the committee under generally accepted auditing standards.
6. Review interim financial reports with management and the external auditors before filing with regulators and consider whether they are complete and consistent with the information known to committee members.

#### Internal Controls

1. Consider the effectiveness of the company's internal control systems, for all financial related operations.
2. Understand the scope of external auditors' review of internal controls over financial reporting, internal controls of vendors with access to PHI and Financial data, and obtain reports on significant findings and recommendations, together with management's responses.



### External Audit

1. Review the external auditors' proposed audit scope and approach.
2. Review the performance of the external auditors, and exercise final approval on the appointment or discharge of the auditors and make said recommendation to the Board of Directors.
3. Review and confirm the independence of the external auditors by obtaining statements from the auditors on relationships between the auditors and the company, including non-audit services, and discussing the relationships with the auditors.
4. On a regular basis, meet separately with the external auditors to discuss any matters that the committee or auditors believe should be discussed privately.

### Compliance

1. Review the effectiveness of the system for monitoring compliance with laws and regulations and the results of management's investigation and follow-up (including disciplinary action) of any instances of noncompliance.
2. Review the findings of any examinations by regulatory agencies, and any auditor observations.
3. Review the process for communicating the code of conduct to company personnel, and for monitoring compliance therewith.
4. Obtain regular updates from management and company legal counsel regarding compliance matters.

### 3. Reporting Responsibilities

- a. Regularly report to the Board of Directors about committee activities, issues, and related recommendations.
- b. Provide an open avenue of communication between internal audit, the external auditors, and the Board of Directors.
- c. Report annually to the Board of Directors, stakeholders etc., describing the committee's composition, responsibilities and how they were discharged, and any other information deemed necessary to be brought to the Board of Director's attention including approval of non-audit services.
- d. Review any other reports the company issues that relate to committee responsibilities.

### 4. Other Responsibilities

- a. Perform other activities related to this charter as requested by the Board of Directors.
- b. Institute and oversee special investigations related to financial aspects, financial reporting of the company as needed.
- c. Review and assess the adequacy of the committee charter annually, requesting Board of Director approval for proposed changes, and ensure appropriate disclosure as may be required by law or regulation.
- d. Confirm annually whether responsibilities outlined in this charter have been carried out.
- e. Evaluate Directors' attendance on a regular basis.

### 5. Finance Committee has responsibility for investment oversight:

- a. Recommending policies governing investments to the Board of Directors.
- b. Approving the selection of independent investment advisers and managers.
- c. Reviewing reports from independent investment advisers and managers.

- d. Reviewing and reporting quarterly and annually on investment performance to the Board of Directors.

### Meetings

The committee meets at least four times a year, or when necessary, at the call of the Treasurer. Meeting dates and times may be specified a year in advance. The majority of the committee must be present (an established quorum) to conduct committee business.

### Members

- a. The committee shall be composed of at least three (3) Directors. The meetings are open to the Provider Network, public, clients, family members, and CFCHS' employees. Any Directors may attend, and is encouraged to attend, the Finance Committee Meetings. The majority of the committee (51%) must be present to conduct committee business.
- b. The committee will seek members with backgrounds in finance, accounting, business, investment management, executive leadership, and business ownership.

CFCHS' staff will be assigned to work with the Finance Committee and provide financial related reports.

### Reports

The Finance Committee will receive and review the following reports as applicable:


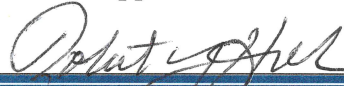
- a. Monthly and annual financial statements.
- b. Monthly financial analysis by program, provider, and agency overall.
- c. Budget for all funding streams annually.
- d. Key operating benchmarks (Performance by Provider and burn rates).
- e. Investment Reports as applicable.

### Annual Committee Goals

The Finance Committee will establish goals each year specifying its principal work focus areas for the coming year. Typical examples might include:

- a. Methods for reducing cost across the network.
- b. Developing a capital plan integrated with the organization's strategic plan, as applicable.

Committee shall report to the Board of Directors on its activities and recommendations for Board of Director vote when applicable. Committee shall review this charter on an annual basis or as necessary and recommend any changes to the Board of Directors.

Policy Title: Ad-Hoc Committee Charter		
Department: Board		
Date Issued: 07/24/2017	Revised Date: 07/14/2021 Review Date: 05/10/2023	
President Approval: 	Effective Date: 6/15/23	

**POLICY:**

It is the policy of Central Florida Cares Health System, Inc. (CFCHS) to outline in charters the purpose and responsibility of each of the Board Committees.

**RELATED POLICIES:** Board Committee Composition

**PURPOSE:**

To help committee members understand the committees’ goals and how their role and functions contribute to the committee and the organization overall.

**PROCEDURES:**

The Ad-Hoc Committee is a subcommittee of the Board of Directors established to oversee the CFCHS’ operational processes policies. Ad-Hoc Committees are responsible for the review of all CFCHS operational policies, Board governance policies and By-laws, contract renewals and non-renewal procedures, and all CFCHS’ plans supporting the mission, values, and strategic goals of the organization, and any Ad-Hoc Committees established by the Board of Directors.

**Membership:** The Committee shall be composed of at least three (3) Directors. The meetings are open to the Provider Network, public, clients, family members, and CFCHS’ employees. Any Director may attend, and is encouraged to attend Ad-Hoc Committee Meetings. The majority of the committee (51%) must be present to conduct committee business.

CFCHS staff will be assigned to work with the Ad-Hoc Committee and provide related reports.

**Leadership:** The Ad-Hoc Committee members shall appoint a Director to serve as the Committee Chair. The Committee Chair shall manage the committee and its meetings. CFCHS’ Executive Assistant will assist in organizing the agenda and will take minutes.

**RESPONSIBILITIES:**

The major purpose of the Policy Ad-Hoc Committee is to assist the Board of Directors in fulfilling its oversight responsibilities to maintain and improve the operational strength and integrity of the organization. Ad-Hoc Committees consists of a minimum of three (3) or more current serving Director, and the Board of Directors shall appoint a Committee Chairperson. The committees shall operate under the State of Florida Sunshine Law and meet as frequently as once a year for the agency’s annual review of their Policies and Procedures, or from time-to-time as needed or at its discretion. The committees are empowered to:

- a. Review and recommend changes to current policies, plans, and internal processes.
- b. Promote an organizational culture that encourages ethical practices and commitment to compliance with laws and regulations.
- c. Perform other functions as delegated from time to time by the Board of Directors.
- d. Meetings of the committee are held in person to establish a quorum and for voting purposes may on an as-needed basis.
- e. The committee shall report to the Board on its activities and any recommendations.
- f. Approval of Ad-Hoc Committee meeting minutes will be included as consent agenda items at the next board meeting. A majority of the Ad-Hoc Committee members must be at the board meeting for the vote to carry.

Charter revisions: The Executive Committee shall review this charter on an annual basis or as necessary and recommend any changes to the Board of Directors.