

NORTH BROWARD HOSPITAL DISTRICT

BOARD OPERATING POLICY AND PROCEDURE

- RE:** Preparation of Agenda for Board of Commissioners Meetings
- DATE:** October 17, 2018
- PURPOSE:** The purpose of this Operating Policy/Procedure (OP) is to provide information and guidance to those individuals and offices involved in preparing the agenda for meetings of the Board of Commissioners.

This document seeks to:

- Provide a timetable of events to ensure timely performance of required tasks;
- Achieve consistency and standardization in style and presentation of agenda material to the board;
- Organize the agenda so that the board can systematically and efficiently conduct board business;
- Outline responsibilities to those individuals of the administration who share the responsibility for board meeting preparation.

REVIEW: This OP will be reviewed in January every three years, or as needed, by the secretary to the board, board liaison, general counsel and the president/CEO of the District with recommendations for revisions presented to the board by July 1 of the same year.

POLICY/PROCEDURE

1. Policy

The Rules and Regulations of the Board of Commissioners of the North Broward Hospital District, sets forth the number, frequency, order of business, committee structure, and rules of order for board meetings.

2. Procedures

- a. All requested agenda subjects from any entity or individual at Broward Health must be routed through the president/CEO and board liaison of the offices of the board of commissioners. If legal review is needed or required, the president/CEO should request legal review from the general counsel.
- b. Members of the president/CEO's staff and other individuals designated by the president/CEO are responsible for assisting the president/CEO and board liaison in producing the submission of agenda items. It is the responsibility of the authorized submitter to prepare all back up materials in their

respective areas of jurisdiction to ensure board consideration and action as required. This responsibility includes all the administrative actions connected with the proper submission and preparation of background and support information of the subject matter.

- c. The president/CEO, or his/her designee, is responsible for serving as a coordinating point for collection of agenda materials and its organization prior to submission for inclusion in the agenda meeting book. In addition, the president/CEO, or his/her designee, is to maintain communication with the liaison of the office of the board of commissioners to facilitate the cooperative effort required to prepare for board meetings.

3. General Instructions

- a. The preparation for a board meeting begins approximately four weeks in advance of that meeting. At this time the secretary of the board is responsible for providing the president/CEO and appropriate staff designated by the president with a schedule for activities and dates for compiling a proposed agenda for the president/CEO to review and subsequently submit to the general counsel for his/her review before distributing materials to the board members. The normal sequence of these preparatory steps is depicted in Attachment A. Individual meetings may require slight changes.
- b. Attachment B provides information to assist in handling agenda items and Attachments C and D provide the format to be followed.
- c. At a scheduled Agenda Book Meeting, the president/CEO and his/her appropriate staff, designated by the president/CEO, will review all the properly submitted agenda items for the purpose of compiling an agenda with the board of commissioners' liaison. When the chair of the respective board/committee receives proposed agenda, the chair will organize all items proposed, and at that time may make written recommendations and/or requests when re-submitting final agenda items to be sent to the liaison of the board of commissioners (as outlined in Attachment A) for completion of the administrative details of publication and distribution to board members.

Attachment A: Meeting Preparation Schedule of Events

Attachment B: General Board Agenda Information

Attachment C: Meeting Agenda (template)

Attachment D: Exhibit/Memorandum (template)

**GENERAL INFORMATION
REGARDING AGENDA SECTIONS AND ITEM PLACEMENT**

To facilitate the preparation of the Agenda Meeting Book and its use by the board during its meetings, the agenda traditionally has been constructed around three general terms for designating items to be considered: Regular Items, Consent Items, and Routine Informational Items.

Items to be brought before the board will be separated into three categories:

- Items deemed to require individual consideration and approval by the board will be in the discussion agenda;
- Items approved at committee level will be submitted for board approval in the consent agenda;
- Routine informational material, traditionally required on a monthly basis, will be furnished to the board as routine informational updates and will be listed in the agenda, prior to the discussion and consent sections.

The Board of Commissioners' Agenda Rules do not contain much detailed information on the preparation of items and only broad guidance is given for the manner of conducting board meetings.

For your information and guidance, the practice moving forward will be as follows:

1. Discussion Items:

These are matters considered on an individual basis with a detailed written presentation of background, facts, and information considered useful for the board as it considers its decision. Generally these individual items require formal board.

2. Consent Items:

These are matters that the board takes formal action on, but usually only to confirm or formally sanction decisions or actions approved and/or recommended at a prior committee meeting. They give the board the chance to review, without extensive debate or study, the many administrative actions that are routine and where precedent and experience indicates they can be relegated to "review" status to facilitate the timely and orderly conduct of Broward Health business. Although these items are routine, and are included in the consent agenda, they still require a detailed written presentation of background, facts, and information considered useful to the board in making its decision.

3. Routine Items:

These are matters that require no formal action by the board other than to take note or to be made aware of subjects of current interest, or special inquiry. They are also used to provide more background, data, and knowledge in specific areas, to assist the board in carrying out their responsibilities. Although no action is called for on the agenda, obviously none is precluded and, as situations arise from studying these items, subsequent actions may result.

**STANDARDS AND EXPECTATIONS FOR THE PREPARATION, SUBMISSION AND
ADVANCE REVIEW OF AGENDA ITEMS FOR MEETINGS OF THE BOARD OF COMMISSIONERS**

Included in this document are guidelines to be followed for the preparation, submission and advance review of agenda items proposed for inclusion on an agenda for a meeting of the Board of Commissioners of the North Broward Hospital District.

In brief, it is expected that every agenda item brought forward for consideration by the Board:

Note: A properly submitted item that satisfies all the elements below does not guarantee that the Board will consider the item, only that the item will be on its agenda. Each agenda item must be moved by a Board member and receive a second by another Board member before it is under consideration by the Board.

- will be submitted in a timely manner so that the appropriate level of review may be done. The review does not imply approval or potential censorship, however both legal and senior staff will have an opportunity to add their recommendations. The idea is not to govern by surprise, but by thoughtful consideration;
- will be a work product of professional quality that is written from the perspective of what a Board member needs to know about the matter (e.g. an executive summary);
- will provide a clear and concise explanation of what the Board is being asked to consider, and more specifically, a desired sample motion for the Board; and
- will provide full disclosure of all relevant factors needed for the Board to make an informed decision, including a history of any previous actions taken by the Board on the matter.

TIMELINESS FOR SUBMISSION OF AGENDA ITEMS

The timelines and due dates referenced below are set to allow sufficient time for review and preparation of materials and timely distribution to members of the Board.

Missed deadlines:

- increase the potential for agenda items to be improperly prepared and incomplete
- are not fair to the Board and may result in either the matter not being heard by the Board or the deferral of the item to the next Board meeting.

It is the responsibility of executive management and supervisors at all levels to make sure that:

- potential agenda items originating from their departments/divisions meet these deadlines; and
- all staff in their areas who may be involved in preparing, submitting, or reviewing/approving agenda items are aware of and observe the deadlines.

Four weeks prior to a regularly scheduled Board meeting: The Office of the Board of Commissioners, President/CEO, or his/her assigned designee, sends a notice to a set of administrative staff who have been identified to the Board Liaison as involved in the preparation and submission of potential agenda items. This notice includes the timeline for the preparation and submission of agenda items for the upcoming Board meeting.

Three weeks prior to a regularly scheduled Board meeting: The President/CEO to the District, the Board Liaison, and the Secretary of the Board, conducts an Agenda Book meeting at which key members of the Administration and all component institutions review and discuss agenda items proposed for the upcoming Board meeting. It is critical that all who want items on the Board meeting agenda must submit drafts of the proposed items prior to the Agenda Book meeting so that the appropriate amount of review may be done. At this point, draft agenda items should be as complete and as possible.

Two weeks prior to a regularly scheduled Board meeting: Approximately one week after the Agenda Book meeting, revised agenda items are due to the Board Office, to the attention of the Board Liaison. At this point, all additional analysis, review and/or editing required for a proposed agenda item must have already been completed, and the agenda item should be in final form.

Within two weeks prior to a regularly scheduled Board meeting: At this point, the routine informational sections of the agenda (such as CEO Report), the consent agenda and the discussion agenda for the Board meeting are finalized. All back up documents should be fully submitted and in final form for legal review. The Liaison to the Board will provide General Counsel or his/her designee all materials for final review. The legal department should complete their review within three days.

For any additions after this date, the requestor must directly obtain the approval of the Board Secretary, and the Board or Committee Chair. A good and justifiable reason must be provided as to why the proposed matter is being brought forward so late in the process.

One week prior to a regularly scheduled Board meeting: The Agenda Book is distributed to the members of the Board by the Liaison. Handout materials and PowerPoint presentations to be used during the Board meeting must be submitted to the Board Office for distribution to Board members.

72 hours prior to the start of any Board meeting: At this point, this Board meeting policy does not allow any new items to be added to the agenda. Any matter not already on the agenda that was included in the posting agenda notice, filed with the Secretary of the Board, is not eligible for consideration at the Board meeting.

NOTE – online/public posting of Board meeting agenda (which eventually would include all relevant back up materials): The Agenda and all back up briefing materials to be used during the meeting should be sent to the Board Members in advance and must be posted on the Board's website prior to the Board meeting.

CONTENT OF AGENDA ITEMS

An agenda item must be so well written that it is clear what the Board is being asked to consider. It is not enough to prepare an agenda item so that the preparer understands it. An agenda item must be understandable from the perspective of a Board member. Always remember, the target audience for an agenda item is the Board.

It is the responsibility of the preparer/submitter of an agenda item and their supervisors at all levels to make sure the content of an agenda item is properly prepared.

The preparer and each successive level of supervision have an affirmative duty to make sure that an agenda item:

- is complete, concise and accurate;
- clearly states what is being recommended for action by the Board; and
- provides a summary of the pertinent facts, the need for action, and sufficient back- ground information that includes the context and relevant history of previous Board actions on the matter.

To assist Board members in carrying out their decision-making responsibilities, an agenda item must so clearly communicate the recommendation and background information that a person who is not an expert in the matter at hand can understand what being proposed, why action is needed, what are the expected results of implementation of the action and, if appropriate, what the implications may be if action is not taken. In keeping with a professional work product, the drafters/reviewers/editors of agenda items also should observe the following guidelines:

- Any explanations, justifications and/or reasons must be well defined.
- Any attachments that supplement the agenda item must be referenced appropriately in the item and be informative without being simply a “data dump.”
- Jargon and technical terms not common in everyday use should be avoided.
- Abbreviations and acronyms are to be spelled out in full the first time they appear.
- The correct, full, formal names for people and facilities should be used.
- Language should be grammatically correct; sentences should be properly structured; and paragraphs of excessive length should be avoided.
- Agenda items are to be carefully proofread and spell-checked.

Agenda items for special called meetings should include an explanation of the urgency for the Board’s consideration of and action on the matter.

OWNERSHIP OF AGENDA ITEMS

RECOMMENDATIONS ON ACTION ITEMS:

Each agenda item for which the Board is being asked to take an action must include statements regarding what action is being recommended and who is making the recommendation.

WHAT IT MEANS TO HAVE OWNERSHIP OF AN AGENDA ITEM:

In order for the President and General Counsel to affirmatively certify to the Board that their recommendation/concurrence is based on thoroughly analyzed and carefully considered strategies that are explained in a well written and complete agenda item, it is the duty of each and every person involved in the development and preparation of the agenda item to produce a quality work product.

Whether the person involved is the original preparer of an agenda item or is in a role in which review, analysis and editing of a draft agenda item is provided, each involved should be aware that they are putting their professional reputation and credibility on the line when they pass forward an agenda item to the next level of review and/or consideration.

The approach needs to be: "This is my work product. I take responsibility for it being complete and well-written. I will be judged on the quality of the work I do in preparing/reviewing/analyzing/editing the proposed agenda item, and I will give it my best effort. I will not 'leave it to the next person' to turn the agenda item into the quality work product it needs to be."

The Board Office will not be the primary "fixer" of agenda items. Agenda items submitted to the Board Office and its Liaison should be complete.

DRAFT

**BOARD REQUIREMENTS REGARDING
ADVANCE SUBMISSION OF HANDOUT MATERIALS AND POWERPOINTS**

The Board of Commissioners require that all handout materials and PowerPoint presentations used during Board meetings are to be delivered to all Board members one week in advance of a Board meeting by the Board Liaison. This impacts all action items and reports on a Board meeting agenda other than items on the Routine Informational section of the agenda.

The objective of this requirement is that critical information be provided in advance when the Board needs to evaluate a proposed action or report in order to render an informed decision or take an informed position. Crisp reports distributed in advance of meetings should obviate the need for lengthy management presentations in most Board and Committee meetings, so that maximum time is preserved for discussion.

Thus, each presenter who wishes to use a handout or PowerPoint during the presentation of an action item or report, must submit those materials or files to the Liaison to the Board of Commissioners two weeks prior to the Board meeting.

The Board of Commissioners also expect those who submit such handouts and/or PowerPoint presentations to have these materials in substantially final form when they are submitted two weeks in advance of a Board meeting. It is recognized that, occasionally, updates or revisions may need to be made to these materials during the days leading up to a Board meeting, however the advance submission of a shell document that will be replaced by one containing substantively different information at the Board meeting is not acceptable.

Exceptions may be granted by the Board Secretary on a case by case basis, but all should expect such exceptions to be granted infrequently and then only for exceptional reasons.

NOTE: ["We're busy and don't have time to get it done two weeks in advance" ... or ... "But we always pull together our presentation materials during the last few days before a Board meeting" ... are not valid reasons.]

NORTH BROWARD HOSPITAL DISTRICT

SCHEDULE OF EVENTS FOR BOARD MEETING PREPARATION

<u>4TH WEEK</u>	<u>3RD WEEK</u>	<u>2ND WEEK</u>	<u>1 WEEK PRIOR</u>	<u>LAST WEEK</u>
(1) M T W Th F	(2) M T W Th F	(3) (4) (5) M T W Th F	(6) (7) (8) (9) (10) M T W Th F	(11) (12) M T W Th F

*NOTE: Meeting schedule

LAST WEDNESDAY OF THE MONTH: REGULAR BOARD MEETING DAYS

SECOND TO LAST WEDNESDAY OF THE MONTH: COMMITTEE MEETING DAYS

Four weeks before board meeting:

1. The president/CEO of the District by memorandum informs designated staff of deadlines for proposed agenda items, agenda meeting date, deadline for Discussion Agenda items, Consent Agenda items and Routine Informational Agenda items (such as CEO report, Governmental Relations report, General Counsel report, etc.), and AgendaBook mailing date.

Three weeks before board meeting:

2. The president/CEO and Board chair (or secretary as designee), meets with the respective direct board-report, department-head and supporting staff, to review and discuss the proposed agenda items in detail. It is at this time that all parties involved are given their assignments and due dates by the president/CEO. At this time, the chair will organize all items proposed on the agenda and may make written recommendations and/or requests before the final agenda items are submitted to the liaison of the Board of Commissioners one week later.

Two weeks before board meeting:

3. Agenda(s) and all back-up items are electronically submitted by the president/CEO to the liaison of the Board of Commissioners by 12:00 p.m. Back-up items should include exhibits, reports, resolutions, org charts, ratifications, scripts, spreadsheets, power points and handouts.
4. Liaison to the Board of Commissioners will prepare the first hard copy of the agenda.
5. Agenda and all back-up documents are submitted to general counsel to review any matter on the agenda that may be in conflict with the law. Once reviewed the legal department has four days to resolve any conflicts or concerns, as the agenda items and respective materials must be in final format when resubmitted to the liaison by noon on the fourth day.

One week before board meeting:

6. Liaison to the Board of Commissioners delivers agenda to the public by posting it on the Board of Commissioners page of the Broward Health website.

7. Liaison delivers agenda book with revised/final items to all Board members for review one week prior to meeting(s). Electronic circulation of materials is preferred, however hardcopies are available should a member prefer receiving materials via courier.
8. Any equipment needed during Board or Committee meetings must be requested no later than seven days before the respective meeting, directly to the IT department, copying the liaison of the Board of Commissioners.

Week of board meeting:

9. Starting 72 hours prior to the Board meeting, the Board's agenda policy does not allow any new items to be added to the Board or Committee meeting agenda, unless approved by the chair of the Board and the chair of the respective Committee.
10. Audio and Visual presentations are due to IT staff member to ensure all presentations have been tested no less than 48 hours prior to meeting.
11. Any last minute updates to hardcopy materials that require IT assistance (ie. PowerPoint), as previously mailed to the liaison and are due to the IT staff member no less than 48 hours prior to meeting.
12. Respective departments must provide printed copies (20 total) of all handout materials, such as reports and PowerPoint presentations to be used during the respective Board meeting. Said copies must be submitted to the liaison of the Board of Commissioners five days prior to meeting by noon. Copies should be ready for review, whether hole-punched, stapled, time stamped, etc. Color copies preferred when docs include logos, pictures, etc. Please take into consideration that graphs and charts are difficult to view or distinguish when printed in black and white.

Processes, deadlines and collaboration are key components to allow and ensure all final agenda meeting materials are delivered to Board members exactly one week prior to meeting(s) taking place.

* Some due dates may be slightly modified due accommodate holidays.