Parkland

Governance, Compliance and Ethics

Committee Members

Chair: Jeff Tillotson, JD
Ramon Miguez, PE
Lisa Sutter

Agenda for the ***Governance, Compliance and Ethics Committee Meeting of the Board of Managers*** meeting of the Dallas County Hospital District is scheduled for ***Wednesday, August 3, 2022 at 10:30 AM***, at 5200 Harry Hines Blvd (WISH Building) Dallas, TX 75235, Executive Conference Room 02-175. (If assistance is needed in locating the room, please see the Administration receptionist on the 4th floor, 04-131.) A quorum will be physically present at the location of the meeting. Videoconferencing access is also possible via WebEx. That application is available at https://www.webex.com/downloads.html. Teleconferencing access is possible by calling +1-415-655-0001. Both virtual access forms require inputting (meeting number: 2621 325 5366; meeting password: 1234) to join the meeting. The ***Governance, Compliance and Ethics Committee*** reserves the right to exercise discretion and may convene in Executive Session as permitted by Texas Government Code §§551.071 (consultation with attorney), 551.072 (deliberations regarding real estate), 551.074 (personnel matters), 551.076 (deliberations regarding security devices or security audits), 551.078 and/or 551.0785 (deliberations by medical committee or by governmental body that administers a public insurance, health or retirement plan regarding individuals' medical or psychiatric records), 551.085 (deliberation by governing board of certain providers of health care services), 551.087 (deliberation regarding economic development negotiations), 551.088 (deliberation regarding test item); Texas Government Code §418.183 (deliberation of information under §§418.175 – 418.182 for purposes of disaster management or disaster planning); Texas Health & Safety Code §161.032 (medical committee or medical peer review committee records, information or reports; and/or medical committee or medical peer review committee proceedings under Tex. Health & Safety Code Chapter 161 and/or Tex. Occ. Code Chapters 151 and 160); and/or as otherwise authorized by law on any item listed below. The ***Governance, Compliance and Ethics Committee*** may consider any of the agenda items in open or executive session and may continue the meeting as necessary to accomplish the business at the time and place designated by the Chair to reconvene.

	Page	Time	PRESENTER(S)
I. Opening/Call to Order/Declare a Quorum Present/Mission Statement/Opening Remarks ***Advance Wellness | Relieve Suffering | Develop and Educate*** **I CARE** **I**ntegrity **C**ompassion and Collaboration **A**ccountability **R**espect **E**quity			Jeff Tillotson, JD
II. Public Comments Regarding Agenda Items *See public comment registration information and rules at https://www.parklandhospital.com/board-of-managers*			Jeff Tillotson, JD

	Page	Time	PRESENTER(S)
III. Reports Requiring Deliberations(s) or Approval(s)			Jeff Tillotson, JD
A. Approve Revised Charters i. Audit Committee ii. Governance, Compliance & Ethics Committee iii. Quality of Care and Patient Safety Committee iv. Talent Development and Executive Compensation Committee v. Executive Compliance Committee vi. Leadership Compliance Committee	5-56	*10*	Melanie Roberts
B. Policies and Procedures i. SYS.COMP.005 - *Compliance and Ethics Program*	*57-74*		
IV. Executive Session Tex. Health & Safety Code §§161.032 & 161.0315 and Tex. Occup. Code §160.007; Tex. Gov't Code §§551.071, 551.074 & 551.085			
A. Institutional Ethics Committee Report	*75-80*	*10*	Dr. Wimberly
B. Compliance and Ethics Reports	*81-108*	*50*	Melanie Roberts
I. Compliance Programs *a. FY23 Budget Summary* *b. Culture & Communications* *c. Conflicts of Interest* *d. Training and Education* *e. FY22 Objectives* *f. Investigations Unit Dashboard*			
II. Auditing/Monitoring & Regulatory Updates *a. Revenue Cycle Audits & Risk Assessment Activity* *b. Information Privacy Audits & Risk Assessment Activity* *c. Regulatory Updates*			Melanie Roberts Roshan Thayil
III. Attorney-Client Privileged & Confidential Quarterly Report of Open Compliance Reviews			Steven Roth, JD Carolyn Foster, JD
C. Discussion Related to Duties and Roles of Board of Managers for Governance and System Operations	*109-144*	*20*	Jeff Tillotson, JD

	Page	Time	PRESENTER(S)
V. Action Items			
		5	Jeff Tillotson, JD
A. Committee may take action on any agenda item(s) above			
VI. Executive Session Reference Documents Tex. Health & Safety Code §§161.032			
A. FY22 Compliance Risk Assessment Survey Questions	*147-148*		Jeff Tillotson, JD
B. Q3 FY22 Sanction Screening Report	*149-151*		

III. Reports Requiring Deliberation(s) or Approval(s)

A. Approve Revised Charters
   i. Audit Committee
   ii. Governance, Compliance & Ethics Committee
   iii. Quality of Care and Patient Safety Committee
   iv. Talent Development and Executive Compensation Committee
   v. Executive Compliance Committee
   vi. Leadership Compliance Committee

B. Policies and Procedures
   i. SYS.COMP.005 – Compliance and Ethics Program

Parkland

Parkland Health Board of Managers Committee Charters
Executive Summary

Background:

- Last approved by the Board of Managers August 25, 2021

Included Revisions:

- **Audit Committee**
  - Revised to Parkland Health from Parkland Health and Hospital System
- **Budget & Finance Committee**
  - No changes to Budget & Finance Committee Charter due to pending revisions
- **External Affairs**
  - Removed External Affairs Committee Charter based on recent Bylaws Changes
- **Facilities Committee**
  - No changes to Facilities Committee Charter due to pending revisions
- **Governance, Compliance and Ethics Committee Charter**
  - Revised to Parkland Health from Parkland Health and Hospital System
  - Changed reporting from Chief Executive Officer (CEO) & Committee to only the CEO per revised structure, including the annual performance review and hiring/termination of the Chief Compliance Officer
- **Quality of Care and Patient Safety Committee Charter**
  - Revised to Parkland Health from Parkland Health and Hospital System
  - Added “Board” to the name for clarification (suggested by Dir, Legal Operations)
  - Changed reporting from the CEO to Chief Clinical Officer per revised structure, including the annual performance review and hiring/termination of the CQSO
  - Slight grammatical corrections
- **Talent Development and Executive Compensation Committee Charter**
  - Revised to Parkland Health from Parkland Health and Hospital System
  - Removed language specifying the Committee assists with annual evaluation process for the Chief Compliance Officer, Chief Governance Officer, and the Chief Quality & Patient Safety Officer

Parkland

PARKLAND HEALTH ~~& HOSPITAL SYSTEM~~
Audit Committee Charter

The Board of Managers (the "Board") of the Parkland Health ~~& Hospital System~~ ("Parkland" ~~or the "System"~~) has authorized the formation of an Audit Committee (the "Committee") and approved the following charter to set forth the purposes, structure, authority, and duties and responsibilities of the Committee and the members thereof.

Purpose

The Committee, a standing committee of the Board, assists the Board in fulfilling its oversight responsibilities for the financial reporting process, the system of internal controls, the audit process, and the organization's process for monitoring compliance with laws and regulations.

The primary goals of the Committee are to: (a) assist the Board in fulfilling its fiduciary responsibilities relating to Parkland's legal and financial compliance with applicable laws, regulatory requirements, industry guidelines, and policies; (b) oversee applicable accounting and auditing reporting practices reflecting the condition of Parkland; (c) provide a vehicle for communication between the Board and management of Parkland with regard to proper operation of Parkland, (d) to receive and review audit reports prepared by internal and external auditors; and (e) direct the performance of special projects.

Membership, Meetings, Minutes and Committee Action

The Committee shall be chaired by a member of the Board and shall consist of the Chair and two other Board members. The executive liaisons to the Committee shall be the Chief Audit Executive and the General Counsel. The Chief Governance Officer shall assist the Committee and the Committee Chair in discharging their responsibilities. No member of the Committee shall be an officer or employee of Parkland, its subsidiaries or affiliates. All Committee members shall be independent of management and free of any relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment as a Committee member.

The Committee will follow the operating guidelines for membership, meetings, minutes and committee actions as authorized by the Board and as amended from time to time.

The Committee will meet regularly and no less than quarterly unless the Committee determines otherwise. A majority of the Committee shall constitute a quorum for the purposes of conducting business.

Responsibilities

1. Authority – the Committee has authority to conduct or authorize investigations into any matters within its scope of responsibility. 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.

   C. Pre-approve all audit and non-audit services.

   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 Parkland's officers, external auditors, or outside counsel, as necessary.

2. In carrying out its responsibilities for each area below, the Committee will:

A. Internal Audit

1) Review and approve in conjunction with management and the Chief Audit Executive (CAE) the internal audit charter, activities, staffing, budget, and organizational structure of the internal audit function.

2) Review and approve the annual audit plan and all major changes for recommendation to the Board of Managers for final approval.

3) Ensure there are no unjustified restrictions or limitations of the CAE.

4) Approve the appointment and/or termination of the CAE.

5) At least annually, review and approve the performance of the CAE and concur with the annual compensation and salary adjustment.

6) Review the effectiveness of the internal audit function, including compliance with The Institute of Internal Auditors' *International Professional Practices Framework for Internal Auditing consisting of the Definition of Internal Auditing, Code of Ethics and the Standards.*

7) On a regular basis, meet separately with the CAE to discuss any matters that the Committee or CAE believes should be discussed privately.

B. External Audit

1) Provide oversight of Parkland's external audit function, including audit scope and approach, coordination of audit effort with internal audit, reporting obligations, and the proposed annual external audit plan.

2) Review and recommend to the Board the appointment and/or termination of the independent auditors selected to audit Parkland's financial statements.

3) Meet with the independent auditor and financial management of Parkland to review the audit for the current year including any comments or recommendations of the independent auditors for accuracy and appropriate disclosures.

4) Review changes in the accounting standards and policies applicable to Parkland with the independent auditors. Make appropriate recommendations to the Board on the findings included in the independent auditors' management letter.

5) On a regular basis, meet separately with the external auditors to discuss any matters that the committee or auditors believe should be discussed privately.

C. Internal Controls

1) Review management’s assessments of risk of criminal conduct and effectiveness of internal controls to prevent fraud and abuse, and applicable remediation steps.

2) Consider the effectiveness of the organization’s internal control system.

3) Understand the scope of internal and external auditors' review of internal control over financial reporting, and obtain reports on significant findings and recommendations, together with management's responses.

4) Provide opportunities for the Chief Executive Officer, CAE, and the independent auditors to brief the Committee on their independent evaluation of Parkland’s compliance with legal, regulatory, financial, accounting, and auditing practices.

D. Legal Oversight

1) Review and oversight of significant litigation matters and settlements in conjunction with the General Counsel.

E. Reporting Responsibilities

1) Regularly report to the Board about Committee activities, issues, and related recommendations.

2) Review any other reports the organization issues that relate to committee responsibilities.

F. Other Responsibilities

1) Perform other activities related to this charter as requested by the Board.

2) Institute and oversee special investigations as needed.

3) Review the observations of third party audit engagements.

4) Annually review and assess the adequacy of the Committee charter, requesting Board approval for proposed changes, and ensure appropriate disclosure as may be required by law or regulation.

5) Confirm annually that all responsibilities outlined in this charter have been carried out.

6) Evaluate the Committee's and individual members' performance on a regular basis.

Approvals:

Audit Committee Chair	**Date**
Dallas County Hospital District Board Chair	**Date**

Previously Approved

September 23, 2020

August 25, 2021

Parkland

PARKLAND HEALTH
Audit Committee Charter

The Board of Managers (the "Board") of the Parkland Health ("Parkland") has authorized the formation of an Audit Committee (the "Committee") and approved the following charter to set forth the purposes, structure, authority, and duties and responsibilities of the Committee and the members thereof.

Purpose

The Committee, a standing committee of the Board, assists the Board in fulfilling its oversight responsibilities for the financial reporting process, the system of internal controls, the audit process, and the organization's process for monitoring compliance with laws and regulations.

The primary goals of the Committee are to: (a) assist the Board in fulfilling its fiduciary responsibilities relating to Parkland's legal and financial compliance with applicable laws, regulatory requirements, industry guidelines, and policies; (b) oversee applicable accounting and auditing reporting practices reflecting the condition of Parkland; (c) provide a vehicle for communication between the Board and management of Parkland with regard to proper operation of Parkland, (d) to receive and review audit reports prepared by internal and external auditors; and (e) direct the performance of special projects.

Membership, Meetings, Minutes and Committee Action

The Committee shall be chaired by a member of the Board and shall consist of the Chair and two other Board members. The executive liaisons to the Committee shall be the Chief Audit Executive and the General Counsel. The Chief Governance Officer shall assist the Committee and the Committee Chair in discharging their responsibilities. No member of the Committee shall be an officer or employee of Parkland, its subsidiaries or affiliates. All Committee members shall be independent of management and free of any relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment as a Committee member.

The Committee will follow the operating guidelines for membership, meetings, minutes and committee actions as authorized by the Board and as amended from time to time.

The Committee will meet regularly and no less than quarterly unless the Committee determines otherwise. A majority of the Committee shall constitute a quorum for the purposes of conducting business.

Responsibilities

1. Authority – the Committee has authority to conduct or authorize investigations into any matters within its scope of responsibility. 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.

   C. Pre-approve all audit and non-audit services.

   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 Parkland's officers, external auditors, or outside counsel, as necessary.

2. In carrying out its responsibilities for each area below, the Committee will:

A. Internal Audit

1) Review and approve in conjunction with management and the Chief Audit Executive (CAE) the internal audit charter, activities, staffing, budget, and organizational structure of the internal audit function.

2) Review and approve the annual audit plan and all major changes for recommendation to the Board of Managers for final approval.

3) Ensure there are no unjustified restrictions or limitations of the CAE.

4) Approve the appointment and/or termination of the CAE.

5) At least annually, review and approve the performance of the CAE and concur with the annual compensation and salary adjustment.

6) Review the effectiveness of the internal audit function, including compliance with The Institute of Internal Auditors' *International Professional Practices Framework for Internal Auditing consisting of the Definition of Internal Auditing, Code of Ethics and the Standards.*

7) On a regular basis, meet separately with the CAE to discuss any matters that the Committee or CAE believes should be discussed privately.

B. External Audit

1) Provide oversight of Parkland's external audit function, including audit scope and approach, coordination of audit effort with internal audit, reporting obligations, and the proposed annual external audit plan.

2) Review and recommend to the Board the appointment and/or termination of the independent auditors selected to audit Parkland's financial statements.

3) Meet with the independent auditor and financial management of Parkland to review the audit for the current year including any comments or recommendations of the independent auditors for accuracy and appropriate disclosures.

4) Review changes in the accounting standards and policies applicable to Parkland with the independent auditors. Make appropriate recommendations to the Board on the findings included in the independent auditors' management letter.

5) On a regular basis, meet separately with the external auditors to discuss any matters that the committee or auditors believe should be discussed privately.

C. Internal Controls

1) Review management’s assessments of risk of criminal conduct and effectiveness of internal controls to prevent fraud and abuse, and applicable remediation steps.

2) Consider the effectiveness of the organization’s internal control system.

3) Understand the scope of internal and external auditors' review of internal control over financial reporting, and obtain reports on significant findings and recommendations, together with management's responses.

4) Provide opportunities for the Chief Executive Officer, CAE, and the independent auditors to brief the Committee on their independent evaluation of Parkland’s compliance with legal, regulatory, financial, accounting, and auditing practices.

D. Legal Oversight

1) Review and oversight of significant litigation matters and settlements in conjunction with the General Counsel.

E. Reporting Responsibilities

1) Regularly report to the Board about Committee activities, issues, and related recommendations.

2) Review any other reports the organization issues that relate to committee responsibilities.

F. Other Responsibilities

1) Perform other activities related to this charter as requested by the Board.

2) Institute and oversee special investigations as needed.

3) Review the observations of third party audit engagements.

4) Annually review and assess the adequacy of the Committee charter, requesting Board approval for proposed changes, and ensure appropriate disclosure as may be required by law or regulation.

5) Confirm annually that all responsibilities outlined in this charter have been carried out.

6) Evaluate the Committee's and individual members' performance on a regular basis.

Parkland

Approvals:

Audit Committee Chair	**Date**
Dallas County Hospital District Board Chair	**Date**

Previously Approved

September 23, 2020

August 25, 2021

PARKLAND HEALTH ~~& HOSPITAL SYSTEM~~

The Governance, Compliance and Ethics Committee Charter

Parkland Health ~~& Hospital System~~ ("Parkland" ~~or the "System"~~) is committed to developing a governance system that is informed by relevant best practices and to fostering a culture of compliance that emphasizes integrity, ethical conduct and accountability. To facilitate the fulfillment of those commitments, Parkland's Board of Managers (the "Board") has authorized the formation of a Governance, Compliance and Ethics Committee (the "Committee") and it has approved the following charter to set forth the purposes, structure, authority, and duties and responsibilities of the Committee and the members thereof.

Purpose

The Board has oversight authority with respect to ~~the System's~~Parkland's governance practices; the operations and efficacy of its Compliance and Ethics Program (the "Compliance Program"); and Parkland's compliance with applicable federal and state laws, regulations and administrative rules. The Committee is a standing committee of the Board and is responsible for assessing the effectiveness of the Compliance Program as well as oversight of the performance of the Chief Compliance and Ethics Officer (the "CCO") and the Compliance and Ethics Department (the "Department"). The Committee shall also be responsible for driving Board development, orientation, education and self-assessment. The Committee shall make periodic reports to the Board on all matters being handled by the Committee.

The Executive Liaisons to the Committee shall be the Chief Executive Officer (the "CEO"), the General Counsel ("GC"), the Chief Governance Officer, and the CCO, all of whom shall assist the Committee and the Committee Chair in discharging their responsibilities. The CCO shall report to the CEO ~~and to the Committee~~.

Membership, Meetings, Minutes and Committee Action

The Committee shall be chaired by a member of the Board and shall consist of at least two other Board members. The Committee will follow the operating guidelines for membership, meetings, minutes and committee actions as authorized by the Board and as amended from time to time.

The Committee will meet with such frequency and at such intervals as it determines are necessary to fulfill its duties and responsibilities, and in any case not less than four times per year. A majority of the Committee shall constitute a quorum for the purpose of conducting business.

Governance Responsibilities

In fulfilling its charge related to governance, the Committee is responsible for the following activities and functions, among others:

1. In consultation with Parkland's executive management team, periodically considering the composition of the Board to determine whether additional expertise and skills would facilitate the Board's work, for possible recommendation to the Dallas County Commissioner's Court;
2. As needed, assisting the Chair of the Board with member recruitment;
3. Developing a description of the responsibilities and expectations of a Board member, including statutory and fiduciary duties;
4. Overseeing Board members' development, including orientation and annual educational plan;
5. Meeting regularly with the Executive Liaisons to the Committee to discuss and review Board Governance activities. Among other things, the Executive Liaisons to the Committee will be

responsible for researching and updating the Committee on pertinent educational opportunities; and

6. Developing and leading an annual self-evaluation by the Board and Board effectiveness assessment.

Compliance and Ethics Responsibilities

In fulfilling its charge related to the Compliance Program and the Department, the Committee is responsible for the following activities and functions, among others:

1. Oversight of the Compliance Program. Overseeing the structure, operation and efficacy of the Compliance Program and more specifically:
    a) Promoting a ~~System~~Parkland-wide organizational culture focused on compliance and ethical behavior and non-retaliation;
    b) Oversight to ensure appropriate accountability for compliance with the fundamental Federal and state legal and regulatory requirements that apply to all facets of Parkland's mission and work;
    c) Ensuring that Parkland's Code of Conduct and Ethics and compliance-related policies and procedures are complete, periodically revised as necessary, and consistently enforced;
    d) Remaining informed with respect to the work of the Executive Compliance Committee (the "ECC");
    e) Reviewing, on an annual basis, the Compliance Program risk assessment and associated work plan which includes auditing and monitoring initiatives;
    f) Reviewing periodically management's responses to compliance-related inquiries and requests from Federal and state legislators, regulators and/or enforcement officials;
    g) Ensuring that the Board is apprised of significant developments relating to the compliance expectations of Federal and state regulators and enforcement officials; and
    h) Receiving and reviewing periodic reports from the CCO on the following matters, among others:
        i. The development of the Department, the adequacy of its resources and progress against the annual work plan; and
        ii. Key compliance initiatives undertaken by Parkland.

2. Annual Compliance Program Review.
    a) At least once every three (3) years, the Committee in consultation with the CEO will commission an external review of the Compliance Program to be conducted by an independent third party.
    b) In the interim years, the Committee will receive an assessment report from the CCO as to the operation and effectiveness of the Compliance Program.
    c) At least annually, the Committee will receive and review a report from the ECC demonstrating oversight of the Compliance Program as evidenced by operating in conformance with the ECC Charter.

3. Compliance Reporting. On a regular basis, the CCO will provide the Committee and/or the Chair a report summarizing the following;
    a) The receipt, investigation, tracking and resolution of concerns reported through the Disclosure Program;
    b) Audits, reviews and/or investigations by government agencies;
    c) Internal reviews and/or audits regarding compliance matters;

d) Overpayments to Federal health care programs; and
e) Any employment or engagement of an individual or entity who is currently, or is likely to be, excluded, debarred, suspended or otherwise declared ineligible to participate in Federal health care programs or Federal procurement or non-procurement programs.

4. Outside Expert.
   a) The Committee will engage outside experts, as needed, to fulfill its duties.
   b) When warranted, based on a potentially significant, adequately substantiated allegation against a member of senior management (*i.e.*, Senior Vice President or above), the Committee has the ability to directly supervise a compliance investigation through the engagement of outside legal counsel, in coordination with the General Counsel, as appropriate.

5. Oversight of the CCO.
   a) The CCO will report to the CEO.~~In consultation with the Board and the CEO, annually evaluating the performance of the CCO;~~
   b) Annual evaluations of the performance of the CCO will be completed by the CEO. Prior to any action being taken regarding the hiring or termination of the CCO, the Committee must be consulted; and
   c) At least annually, or as needed, meeting with the CCO in a one-on-one, closed Committee session.

6. Oversight of the Department.
   a) Reviewing and approving annually the budget for the Department and any revisions to a previously-approved budget for the Department. Before submitting to the Committee a proposed annual budget, or revision thereto, the CCO shall review the proposal with the CEO and the Chief Financial Officer;
   b) Periodically assessing the Department, including span of control and adequacy of staffing levels, expertise, and resources.

7. Training. Completing, on an annual basis, compliance related training.

8. Conflict of Interests. Reviewing and overseeing compliance with the ~~System's~~ Parkland's conflict of interests policies.

9. Board Reporting. Reporting to the Board at its regularly scheduled meetings.

Other Responsibilities

At least annually, in consultation with the CCO and the GC, the Committee will review its Charter and it will make recommendations to the Board regarding any revisions that it determines are appropriate and warranted. The Committee will perform such other duties as may be assigned to it by the Board from time to time.

Prior Review: **February 11, 2014**
April 7, 2015
September 29, 2015
August 8, 2018
September 23, 2020
August 25, 2021

Approved:

Governance, Compliance & Ethics Committee Chair **Date**

Dallas County Hospital District Board Chair **Date**

PARKLAND HEALTH

The Governance, Compliance and Ethics Committee Charter

Parkland Health ("Parkland") is committed to developing a governance system that is informed by relevant best practices and to fostering a culture of compliance that emphasizes integrity, ethical conduct and accountability. To facilitate the fulfillment of those commitments, Parkland's Board of Managers (the "Board") has authorized the formation of a Governance, Compliance and Ethics Committee (the "Committee") and it has approved the following charter to set forth the purposes, structure, authority, and duties and responsibilities of the Committee and the members thereof.

Purpose

The Board has oversight authority with respect to Parkland's governance practices; the operations and efficacy of its Compliance and Ethics Program (the "Compliance Program"); and Parkland's compliance with applicable federal and state laws, regulations and administrative rules. The Committee is a standing committee of the Board and is responsible for assessing the effectiveness of the Compliance Program as well as oversight of the performance of the Chief Compliance and Ethics Officer (the "CCO") and the Compliance and Ethics Department (the "Department"). The Committee shall also be responsible for driving Board development, orientation, education and self-assessment. The Committee shall make periodic reports to the Board on all matters being handled by the Committee.

The Executive Liaisons to the Committee shall be the Chief Executive Officer (the "CEO"), the General Counsel ("GC"), the Chief Governance Officer, and the CCO, all of whom shall assist the Committee and the Committee Chair in discharging their responsibilities. The CCO shall report to the CEO.

Membership, Meetings, Minutes and Committee Action

The Committee shall be chaired by a member of the Board and shall consist of at least two other Board members. The Committee will follow the operating guidelines for membership, meetings, minutes and committee actions as authorized by the Board and as amended from time to time.

The Committee will meet with such frequency and at such intervals as it determines are necessary to fulfill its duties and responsibilities, and in any case not less than four times per year. A majority of the Committee shall constitute a quorum for the purpose of conducting business.

Governance Responsibilities

In fulfilling its charge related to governance, the Committee is responsible for the following activities and functions, among others:

1. In consultation with Parkland's executive management team, periodically considering the composition of the Board to determine whether additional expertise and skills would facilitate the Board's work, for possible recommendation to the Dallas County Commissioner's Court;
2. As needed, assisting the Chair of the Board with member recruitment;
3. Developing a description of the responsibilities and expectations of a Board member, including statutory and fiduciary duties;
4. Overseeing Board members' development, including orientation and annual educational plan;
5. Meeting regularly with the Executive Liaisons to the Committee to discuss and review Board Governance activities. Among other things, the Executive Liaisons to the Committee will be

responsible for researching and updating the Committee on pertinent educational opportunities; and

6. Developing and leading an annual self-evaluation by the Board and Board effectiveness assessment.

Compliance and Ethics Responsibilities

In fulfilling its charge related to the Compliance Program and the Department, the Committee is responsible for the following activities and functions, among others:

1. Oversight of the Compliance Program. Overseeing the structure, operation and efficacy of the Compliance Program and more specifically:
    a) Promoting a Parkland-wide organizational culture focused on compliance and ethical behavior and non-retaliation;
    b) Oversight to ensure appropriate accountability for compliance with the fundamental Federal and state legal and regulatory requirements that apply to all facets of Parkland's mission and work;
    c) Ensuring that Parkland's Code of Conduct and Ethics and compliance-related policies and procedures are complete, periodically revised as necessary, and consistently enforced;
    d) Remaining informed with respect to the work of the Executive Compliance Committee (the "ECC");
    e) Reviewing, on an annual basis, the Compliance Program risk assessment and associated work plan which includes auditing and monitoring initiatives;
    f) Reviewing periodically management's responses to compliance-related inquiries and requests from Federal and state legislators, regulators and/or enforcement officials;
    g) Ensuring that the Board is apprised of significant developments relating to the compliance expectations of Federal and state regulators and enforcement officials; and
    h) Receiving and reviewing periodic reports from the CCO on the following matters, among others:
        i. The development of the Department, the adequacy of its resources and progress against the annual work plan; and
        ii. Key compliance initiatives undertaken by Parkland.

2. Annual Compliance Program Review.
    a) At least once every three (3) years, the Committee in consultation with the CEO will commission an external review of the Compliance Program to be conducted by an independent third party.
    b) In the interim years, the Committee will receive an assessment report from the CCO as to the operation and effectiveness of the Compliance Program.
    c) At least annually, the Committee will receive and review a report from the ECC demonstrating oversight of the Compliance Program as evidenced by operating in conformance with the ECC Charter.

3. Compliance Reporting. On a regular basis, the CCO will provide the Committee and/or the Chair a report summarizing the following;
    a) The receipt, investigation, tracking and resolution of concerns reported through the Disclosure Program;
    b) Audits, reviews and/or investigations by government agencies;
    c) Internal reviews and/or audits regarding compliance matters;

d) Overpayments to Federal health care programs; and
e) Any employment or engagement of an individual or entity who is currently, or is likely to be, excluded, debarred, suspended or otherwise declared ineligible to participate in Federal health care programs or Federal procurement or non-procurement programs.

4. Outside Expert.
   a) The Committee will engage outside experts, as needed, to fulfill its duties.
   b) When warranted, based on a potentially significant, adequately substantiated allegation against a member of senior management (*i.e.*, Senior Vice President or above), the Committee has the ability to directly supervise a compliance investigation through the engagement of outside legal counsel, in coordination with the General Counsel, as appropriate.

5. Oversight of the CCO.
   a) The CCO will report to the CEO.
   b) Annual evaluations of the performance of the CCO will be completed by the CEO. Prior to any action being taken regarding the hiring or termination of the CCO, the Committee must be consulted; and
   c) At least annually, or as needed, meeting with the CCO in a one-on-one, closed Committee session.

6. Oversight of the Department.
   a) Reviewing and approving annually the budget for the Department and any revisions to a previously-approved budget for the Department. Before submitting to the Committee a proposed annual budget, or revision thereto, the CCO shall review the proposal with the CEO and the Chief Financial Officer;
   b) Periodically assessing the Department, including span of control and adequacy of staffing levels, expertise, and resources.

7. Training. Completing, on an annual basis, compliance related training.

8. Conflict of Interests. Reviewing and overseeing compliance with the Parkland's conflict of interests policies.

9. Board Reporting. Reporting to the Board at its regularly scheduled meetings.

Other Responsibilities

At least annually, in consultation with the CCO and the GC, the Committee will review its Charter and it will make recommendations to the Board regarding any revisions that it determines are appropriate and warranted. The Committee will perform such other duties as may be assigned to it by the Board from time to time.

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April 7, 2015
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September 23, 2020
August 25, 2021

Approved:

Governance, Compliance & Ethics Committee Chair	**Date**
Dallas County Hospital District Board Chair	**Date**

Parkland

Quality of Care and Patient Safety Board Committee Charter
EXECUTIVE SUMMARY: July 2022

FY2023 Quality of Care and Patient Safety Board Committee Charter (QBOM)

Background:

- Last published 07/2021

Revisions in this version:

- Revised to Parkland Health from Parkland Health and Hospital System
- Added "Board" to the name for clarification (suggested by Dir, Legal Operations)
- Changed reporting from Chief Executive Officer (CEO) to the CEO or their designee, including the annual performance review and hiring/termination of the CQSO
- Slight grammatical corrections

Reviews and approvals of this version:

- VP, Safety & Clinical Risk Management
- VP, Clinical Quality & Safety Data Analytics
- Chief Quality & Safety Officer
- Board of Managers Quality of Care & Patient Safety Committee (scheduled for July QBOM)
- Board of Managers (scheduled for August BOM)

PARKLAND HEALTH ~~& HOSPITAL SYSTEM~~
~~Board~~ Quality of Care and Patient Safety Board Committee Charter

The Board of Managers (the "Board") of ~~the~~ Parkland Health ~~& Hospital System~~ ("Parkland" ~~or the "System"~~) has authorized the formation of a Quality of Care and Patient Safety Committee (the "Committee") and approved the following charter to set forth the purposes, structure, authority, and duties and responsibilities of the Committee and the members thereof.

Purpose

The Committee is a standing committee of the Board. Parkland's Board has oversight authority over the Parkland's ~~System's~~ Quality, Safety and Performance Improvement Program (the "Quality Program"). The Committee is responsible for assessing the effectiveness of the Quality Program and oversight of the Quality and Safety Operations ("QSO") Division. The Committee is dedicated to ensuring the delivery of safe, ~~high-quality~~high-quality healthcare across ~~the~~ Parkland ~~System~~ to the patients and community Parkland serves.

The Committee shall have the authority (1) to consider a recommendation from the Medical Executive Committee to approve, deny or modify a request for credentials (privileges, initial appointment or reappointment) and (2) to recommend to the Board whether the request for credentials should be approved, denied or modified. The Committee may make a credentialing recommendation to the Board, but a recommendation is not required. The Board shall have final authority regarding whether to grant a request for credentials.

The Committee shall have the authority to approve, deny or modify the Medical Executive Committee's routine peer review recommendations on matters that originate with the Professional Staff Review Oversight Committee, which require Board approval and the Committee shall provide routine reports to the Board of the Committee's actions and consideration of such routine peer review matters.

In all other peer review matters, the Board shall have final authority to make decisions. For example, the Committee shall have the authority to consider a recommendation from the Medical Executive Committee subsequent to a formal investigation and make a recommendation to the Board regarding the matter. The Board shall consider the Medical Executive Committee and Committee's recommendations, and the Board shall have final authority to accept, reject or modify the recommendations.

The Executive Liaisons to the Committee shall be the Chief Clinical Officer (the "CCO"), the Chief Quality and Safety Officer ("CQSO") and the Chief Governance Officer who shall assist the Committee and the Committee Chair in discharging their responsibilities. ~~The CQSO shall report to the Chief Executive Officer ("CEO") and to the Committee.~~

Membership, Meetings, Minutes and Committee Action

The Committee shall be chaired by a member of the Board and shall consist of at least two other Board members.

The Committee will follow the operating guidelines for membership, meetings, minutes, and committee actions as authorized by the Board and as amended from time to time.

The Committee will meet regularly and no less than nine (9) times per year unless the Committee determines otherwise. A majority of the Committee shall constitute a quorum for the purposes of conducting business.

Responsibilities

In fulfilling its charge, the Committee is responsible for the following activities and functions, among other things:

1. Oversight of the Quality Program.

Overseeing the structure, operation, and efficacy of the Quality Program and more specifically:

a) Reviewing, on an annual basis, the QSO Division work plan and risk assessment;
b) Ensuring that Parkland adopts a comprehensive, system-wide quality assurance and process improvement plan ("QAPI Plan") and monitors its implementation and efficacy;
c) Ensuring Quality Program-related policies and procedures are complete, periodically revised as necessary, and consistently enforced;
d) Assessing periodically Parkland's compliance with applicable Federal, state and county laws and regulations, and adherence to professionally recognized standards of care;
e) Remaining informed with respect to the work of the Executive Quality Committee (the "EQC");
f) Ensuring that the Board is apprised of significant developments relating to the expectations of Federal and state regulators and accrediting bodies with respect to quality and safety;
g) Promoting a s~~S~~ystem-wide organizational culture focused on safety, reliability, and ~~and~~ "J~~j~~ust" behavior;
h) Receiving and reviewing regular reports from the CQSO on the following matters, among others:
    i) The development of the QSO Division, the adequacy of its resources, and progress against the annual work plan;
    ii) Key quality, safety, and performance improvement initiatives; and
    iii) The identification, investigation, and mitigation of significant safety (patient, employee, visitor) events.
i) Conducting an Annual Quality Program Review.
    i) At least once every three (3) years, the Committee in consultation with the Chief Executive Officer will commission an external review of the Quality Program to be conducted by an independent third party; and
    ii) In the interim years, the Committee will receive an assessment report from the CQSO as to the operation and effectiveness of the Quality Program.
j) Receiving and reviewing at least annually a report from the EQC demonstrating evidence of its oversight of the Quality Program and evidence of completion of the EQC's Charter requirements.

2. Utilization of the Quality of Care Dashboard

a) Reviewing and approving the performance metrics that comprise the ~~Quality of Care~~Quality-of-Care Dashboard, as recommended by EQC, on at least an annual basis.
b) Reviewing and discussing the ~~Quality of Care~~Quality-of-Care Dashboard on a regular basis, and ensuring appropriate actions are taken to improve specific metrics as needed.

3. Oversight of the Chief Quality and Safety Officer ("CQSO")

a) The CQSO reports to the CEO or their designee. ~~Ensuring the CQSO dual reporting structure is maintained to both the CEO and the Committee, and recommending for approval by the Board, in advance, any changes in the CQSO's level of authority, including span of control and areas of responsibility.~~
b) The CEO or their designee will complete the annual evaluation of the CQSO.~~In consultation with the Board and the CEO, A~~annually evaluating the performance of the CQSO.~~~~ Prior to any action being taken regarding the hiring or termination of the CQSO, the CEO must consult with the Committee.

c) At least annually, or as needed, meeting with the CQSO in a one-on-one, closed Committee session.

4. Quality and Safety Operations Division

a) Annually reviewing and approving the QSO Division budget and any revisions to a previously-approved budget. The CQSO will review any proposed or revised budget proposal with their supervisor ~~CEO~~ and CFO before submitting to the Committee.
b) Periodically assessing the QSO Division, including span of control and adequacy of staffing levels, expertise, and resources.

5. Oversight of Medical Executive Committee (MEC)

Overseeing the structure, operation and efficacy of the MEC and its sub-committees and more specifically:

a) May review the MEC's recommendations regarding requests for credentialing (privileging, initial appointment, and reappointment) of physicians and other providers across the System and make recommendations to the Board regarding whether to approve, deny or modify requests. The Board has the final authority to make these decisions.
b) Oversight of medical staff office-related policies, procedures and practices that enable the medical staff office to process medical staff and non-physician clinical provider applications, appointments, and reappointments and that expedite Committee's recommendations to the Board with respect to granting clinical privileges.
c) Monitoring the outcomes and performance of the medical staff in carrying out its responsibilities for evaluating and improving patient care.

6. Other Responsibilities

a) Regular reporting to the Board about the health and efficacy of the Quality Program and the QSO Division.
b) Completing, on an annual basis, ongoing quality-related training.
c) Performing such other duties as may be assigned by the Board.
d) Reviewing annually the Committee Charter and recommending changes to the Board, as appropriate.

Approvals:

Quality of Care & Patient Safety Committee Chair	**Date**
Dallas County Hospital District Board Chair	**Date**

Approved:
January 22, 2014
April 27, 2016
August 20, 2018
September 18, 2019
September 23, 2020
August 25, 2021

PARKLAND HEALTH
Quality of Care and Patient Safety Board Committee Charter

The Board of Managers (the "Board") of Parkland Health ("Parkland") has authorized the formation of a Quality of Care and Patient Safety Committee (the "Committee") and approved the following charter to set forth the purposes, structure, authority, and duties and responsibilities of the Committee and the members thereof.

Purpose

The Committee is a standing committee of the Board. Parkland's Board has oversight authority over the Parkland's Quality, Safety and Performance Improvement Program (the "Quality Program"). The Committee is responsible for assessing the effectiveness of the Quality Program and oversight of the Quality and Safety Operations ("QSO") Division. The Committee is dedicated to ensuring the delivery of safe, high-quality healthcare across Parkland to the patients and community Parkland serves.

The Committee shall have the authority (1) to consider a recommendation from the Medical Executive Committee to approve, deny or modify a request for credentials (privileges, initial appointment, or reappointment) and (2) to recommend to the Board whether the request for credentials should be approved, denied, or modified. The Committee may make a credentialing recommendation to the Board, but a recommendation is not required. The Board shall have final authority regarding whether to grant a request for credentials.

The Committee shall have the authority to approve, deny or modify the Medical Executive Committee's routine peer review recommendations on matters that originate with the Professional Staff Review Oversight Committee, which require Board approval and the Committee shall provide routine reports to the Board of the Committee's actions and consideration of such routine peer review matters.

In all other peer review matters, the Board shall have final authority to make decisions. For example, the Committee shall have the authority to consider a recommendation from the Medical Executive Committee subsequent to a formal investigation and make a recommendation to the Board regarding the matter. The Board shall consider the Medical Executive Committee and Committee's recommendations, and the Board shall have final authority to accept, reject or modify the recommendations.

The Executive Liaisons to the Committee shall be the Chief Clinical Officer (the "CCO"), the Chief Quality and Safety Officer ("CQSO") and the Chief Governance Officer who shall assist the Committee and the Committee Chair in discharging their responsibilities.

Membership, Meetings, Minutes and Committee Action

The Committee shall be chaired by a member of the Board and shall consist of at least two other Board members.

The Committee will follow the operating guidelines for membership, meetings, minutes, and committee actions as authorized by the Board and as amended from time to time.

The Committee will meet regularly and no less than nine (9) times per year unless the Committee determines otherwise. A majority of the Committee shall constitute a quorum for the purposes of conducting business.

Responsibilities

In fulfilling its charge, the Committee is responsible for the following activities and functions, among other things:

1. Oversight of the Quality Program.

Overseeing the structure, operation, and efficacy of the Quality Program and more specifically:

a) Reviewing, on an annual basis, the QSO Division work plan and risk assessment;
b) Ensuring that Parkland adopts a comprehensive, system-wide quality assurance and process improvement plan ("QAPI Plan") and monitors its implementation and efficacy;
c) Ensuring Quality Program-related policies and procedures are complete, periodically revised as necessary, and consistently enforced;
d) Assessing periodically Parkland's compliance with applicable Federal, state and county laws and regulations, and adherence to professionally recognized standards of care;
e) Remaining informed with respect to the work of the Executive Quality Committee (the "EQC");
f) Ensuring that the Board is apprised of significant developments relating to the expectations of Federal and state regulators and accrediting bodies with respect to quality and safety;
g) Promoting a system-wide organizational culture focused on safety, reliability, and "Just" behavior;
h) Receiving and reviewing regular reports from the CQSO on the following matters, among others:
    i) The development of the QSO Division, the adequacy of its resources, and progress against the annual work plan;
    ii) Key quality, safety, and performance improvement initiatives; and
    iii) The identification, investigation, and mitigation of significant safety (patient, employee, visitor) events.
i) Conducting an Annual Quality Program Review.
    i) At least once every three (3) years, the Committee in consultation with the Chief Executive Officer will commission an external review of the Quality Program to be conducted by an independent third party; and
    ii) In the interim years, the Committee will receive an assessment report from the CQSO as to the operation and effectiveness of the Quality Program.
j) Receiving and reviewing at least annually a report from the EQC demonstrating evidence of its oversight of the Quality Program and evidence of completion of the EQC's Charter requirements.

2. Utilization of the Quality of Care Dashboard

a) Reviewing and approving the performance metrics that comprise the Quality-of-Care Dashboard, as recommended by EQC, on at least an annual basis.
b) Reviewing and discussing the Quality-of-Care Dashboard on a regular basis, and ensuring appropriate actions are taken to improve specific metrics as needed.

3. Oversight of the Chief Quality and Safety Officer ("CQSO")

a) The CQSO reports to the CEO or their designee.
b) The CEO or their designee will complete the annual evaluation of the CQSO. Prior to any action being taken regarding the hiring or termination of the CQSO, the CEO must consult with the Committee.
c) At least annually, or as needed, meeting with the CQSO in a one-on-one, closed Committee session.

4. Quality and Safety Operations Division

a) Annually reviewing and approving the QSO Division budget and any revisions to a previously-approved budget. The CQSO will review any proposed or revised budget proposal with their supervisor and CFO before submitting to the Committee.
b) Periodically assessing the QSO Division, including span of control and adequacy of staffing levels, expertise, and resources.

5. Oversight of Medical Executive Committee (MEC)

Overseeing the structure, operation and efficacy of the MEC and its sub-committees and more specifically:

a) May review the MEC's recommendations regarding requests for credentialing (privileging, initial appointment, and reappointment) of physicians and other providers across the System and make recommendations to the Board regarding whether to approve, deny or modify requests. The Board has the final authority to make these decisions.
b) Oversight of medical staff office-related policies, procedures and practices that enable the medical staff office to process medical staff and non-physician clinical provider applications, appointments, and reappointments and that expedite Committee's recommendations to the Board with respect to granting clinical privileges.
c) Monitoring the outcomes and performance of the medical staff in carrying out its responsibilities for evaluating and improving patient care.

6. Other Responsibilities

a) Regular reporting to the Board about the health and efficacy of the Quality Program and the QSO Division.
b) Completing, on an annual basis, ongoing quality-related training.
c) Performing such other duties as may be assigned by the Board.
d) Reviewing annually the Committee Charter and recommending changes to the Board, as appropriate.

Approvals:

Quality of Care & Patient Safety Committee Chair	**Date**
Dallas County Hospital District Board Chair	**Date**

Approved:
January 22, 2014
April 27, 2016
August 20, 2018
September 18, 2019
September 23, 2020
August 25, 2021

Parkland

PARKLAND HEALTH ~~& HOSPITAL SYSTEM~~
Talent Development and Executive Compensation Committee Charter

The Board of Managers (the "Board") of ~~the~~ Parkland Health ~~& Hospital System~~ ("Parkland" ~~or the "System"~~) has authorized the formation of a Talent Development and Executive Compensation Committee (the "Committee") and approved the following charter to set forth the purposes, structure, authority, and duties and responsibilities of the Committee and the members thereof.

Purpose

The Committee is a standing committee of the Board. The Committee will ensure a sustained enterprise-wide focus on Parkland's talent-related programs, including human resources, diversity and inclusion, leadership and succession planning and other key areas under the leadership of the Chief Talent Officer. Additionally, the Committee ensures that the Board fully understands the process by which executive compensation decisions are made in relation to market practices, regulatory guidelines, and the established compensation philosophy. The Committee shall review the performance of the Chief Executive Officer and evaluate, determine and recommend the appropriate compensation to the Board. The Committee shall also work closely with the Chief Executive Officer to review the process for evaluating the performance of the executives that have a formal direct reporting relationship with the Board, including the Chief Audit Executive~~, Chief Compliance and Ethics Officer, Chief Governance Officer, Chief Quality and Safety Officer & Associate Chief Medical Officer,~~ and General Counsel. The Committee shall also work closely with the Chief Executive Officer, the General Counsel, and the Chief Talent Officer to evaluate and recommend to the Board Parkland's Talent and Executive Compensation philosophy. The Committee shall also work closely with the Chief Executive Officer on the development of organizational goals and key performance metrics at the senior leadership level.

Membership, Meetings, Minutes and Committee Action

The Committee shall be chaired by a member of the Board and shall consist of the Chair and two other Board members. The executive liaisons to the Committee shall be the Chief Executive Officer, the Chief Talent Officer, and the Chief Governance Officer that shall assist the Committee and the Committee Chair in discharging their responsibilities.

The Committee will follow the operating guidelines for membership, meetings, minutes and committee actions as authorized by the Board and as amended from time to time.

The Committee will meet regularly and no less than quarterly unless the Committee determines otherwise. A majority of the Committee shall constitute a quorum for the purposes of conducting business.

Responsibilities

In fulfilling its charge, the Committee is responsible for oversight of the following activities and functions, among other things:

- Reviewing and recommending to the full Board for approval the talent and compensation philosophy and incentive plan developed and recommended by Management that provides a framework for determining base pay, incentives, and benefits.
- Periodically review the appropriateness of the compensation philosophy statement to determine whether it positions Parkland at the "right point" in its relevant market.
- Identify procedures for Committee function, including:

- Determine compensation for the CEO.
- Establish CEO performance objectives and evaluate CEO performance.
- Ensure the sustainability of clear succession plans for senior executives.
- Foster the improvement of cultural and ethnic diversity internal and external to Parkland.
- Assist in efforts to improve employee engagement.
- Ensure the effective administration according to policy of incentive plans, supplemental executive retirement plan, special benefits, and severance provisions.

- Review and approve executive compensation in a manner that qualifies for the rebuttable presumption of reasonableness under the IRS intermediate sanctions rules.
- Ensure that formal and timely performance assessments are conducted for the CEO.
- Engage an independent compensation firm to provide education, advice, and comparability data.
- As the Committee deems necessary engage other professional advisors (e.g., legal, accounting, and tax) as needed for matters requiring independence, and ensure that such advisors do not have any conflict as it relates to their work.
- Ensure that executives (consisting of the CEO and other members of the senior management team) do not have undue influence over the advisor selection process and resulting studies and recommendations that require independence.

Approvals:

Talent Development and Executive Compensation Chair	**Date**
Dallas County Hospital District Chair	**Date**

Previously Approved
July 29, 2014
May 10, 2017
August 8, 2018
August 14, 2019
September 23, 2020
August 25, 2021

Parkland

PARKLAND HEALTH
Talent Development and Executive Compensation Committee Charter

The Board of Managers (the "Board") of Parkland Health ("Parkland") has authorized the formation of a Talent Development and Executive Compensation Committee (the "Committee") and approved the following charter to set forth the purposes, structure, authority, and duties and responsibilities of the Committee and the members thereof.

Purpose

The Committee is a standing committee of the Board. The Committee will ensure a sustained enterprise-wide focus on Parkland's talent-related programs, including human resources, diversity and inclusion, leadership and succession planning and other key areas under the leadership of the Chief Talent Officer. Additionally, the Committee ensures that the Board fully understands the process by which executive compensation decisions are made in relation to market practices, regulatory guidelines, and the established compensation philosophy. The Committee shall review the performance of the Chief Executive Officer and evaluate, determine and recommend the appropriate compensation to the Board. The Committee shall also work closely with the Chief Executive Officer to review the process for evaluating the performance of the executives that have a formal direct reporting relationship with the Board, including the Chief Audit Executive and General Counsel. The Committee shall also work closely with the Chief Executive Officer, the General Counsel, and the Chief Talent Officer to evaluate and recommend to the Board Parkland's Talent and Executive Compensation philosophy. The Committee shall also work closely with the Chief Executive Officer on the development of organizational goals and key performance metrics at the senior leadership level.

Membership, Meetings, Minutes and Committee Action

The Committee shall be chaired by a member of the Board and shall consist of the Chair and two other Board members. The executive liaisons to the Committee shall be the Chief Executive Officer, the Chief Talent Officer, and the Chief Governance Officer that shall assist the Committee and the Committee Chair in discharging their responsibilities.

The Committee will follow the operating guidelines for membership, meetings, minutes and committee actions as authorized by the Board and as amended from time to time.

The Committee will meet regularly and no less than quarterly unless the Committee determines otherwise. A majority of the Committee shall constitute a quorum for the purposes of conducting business.

Responsibilities

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- Periodically review the appropriateness of the compensation philosophy statement to determine whether it positions Parkland at the "right point" in its relevant market.
- Identify procedures for Committee function, including:
    - Determine compensation for the CEO.

- Establish CEO performance objectives and evaluate CEO performance.
- Ensure the sustainability of clear succession plans for senior executives.
- Foster the improvement of cultural and ethnic diversity internal and external to Parkland.
- Assist in efforts to improve employee engagement.
- Ensure the effective administration according to policy of incentive plans, supplemental executive retirement plan, special benefits, and severance provisions.

- Review and approve executive compensation in a manner that qualifies for the rebuttable presumption of reasonableness under the IRS intermediate sanctions rules.
- Ensure that formal and timely performance assessments are conducted for the CEO.
- Engage an independent compensation firm to provide education, advice, and comparability data.
- As the Committee deems necessary engage other professional advisors (e.g., legal, accounting, and tax) as needed for matters requiring independence, and ensure that such advisors do not have any conflict as it relates to their work.
- Ensure that executives (consisting of the CEO and other members of the senior management team) do not have undue influence over the advisor selection process and resulting studies and recommendations that require independence.

Approvals:

Talent Development and Executive Compensation Chair	**Date**
Dallas County Hospital District Chair	**Date**

Previously Approved
July 29, 2014
May 10, 2017
August 8, 2018
August 14, 2019
September 23, 2020
August 25, 2021

Executive Compliance and Ethics Charter

Background:

- Last published August 2021.
- Recommended changes include:
    - Update of Parkland Health & Hospital System to “Parkland Health”

Upcoming approvals:

- Policy will move to publication following GCEC approval

Parkland

Executive Compliance and Ethics Committee Charter	Published: ~~12/9/2020~~
Charters Manual	Page 1 of 5

STATEMENT OF PURPOSE	Parkland is committed to: • Fostering a culture of integrity, accountability and ethical behavior. • Implementing processes and procedures that prevent, detect and correct conduct or practices that are illegal or unethical. • Establishing an environment that encourages employees to report ethical concerns without fear of retaliation. • Identifying and address Parkland's primary compliance risks. • Establishing internal controls that promote adherence to laws and regulations. • Maintaining ethical and transparent business practices.
SCOPE	This Charter sets forth the duties and responsibilities, and governs the operations of, the Parkland Health ~~& Hospital System~~ ("Parkland") Executive Compliance and Ethics Committee (the "ECC Charter").
ROLES & RESPONSIBILITIES	The ECC's responsibilities include: • In support of the Senior Vice President, Chief Compliance and Ethics Officer ("CCO"), oversight and evaluation of the structure, operations and effectiveness of the Compliance and Ethics Program ("Compliance Program"). • Promoting the appropriate "Tone at the Top" and fully supporting a culture of compliance and ethical behavior and non-retaliation at Parkland, including effective communication of such throughout the organization; • Staying abreast of significant developments relating to the compliance expectations from federal and state legislators, regulators and/or enforcement officials; • Coordinating appropriate accountability for compliance with the fundamental federal and state legal and

	regulatory requirements that apply to all facets of Parkland's mission and work; • Assisting the CCO and the Compliance and Ethics Department ("the Department") in ensuring the Code of Conduct and Ethics (the "Code") and compliance related policies and procedures are complete, periodically revised as necessary, and consistently enforced; • Ensuring that annual compliance training is developed and conducted, and overseeing an annual compliance training plan addressing key compliance risks; • Reviewing and approving annually the compliance risk assessment and associated work plan, which includes compliance auditing and monitoring initiatives; • Reviewing periodically the findings of compliance auditing and monitoring initiatives and ensuring that management develops and timely implements appropriate corrective actions in response to the findings; • Ensuring that the Compliance Program includes a Disclosure Program that has effective open communication channels, including a telephonic "hot line" and web portal for Parkland employees, patients and third parties to report, in good faith and anonymously if they wish, all compliance and ethical concerns; • Assisting the CCO in fulfilling compliance reporting obligations to the Board Governance, Compliance and Ethics Committee (the "Board GCE Committee") Committee by timely informing the CCO of any known audits, reviews and/or investigations by government agencies; potential overpayments to Federal health care programs and employment or engagement of an individual or entity who is currently, or is likely to be, excluded, debarred, suspended or otherwise declared ineligible to participate in Federal health care programs or Federal procurement or non-procurement programs. • Periodically, and no less than annually, assessing the ECC's oversight of the Compliance Program as evidenced by operating in conformance with all Charter requirements, and reporting such to the Board GCE Committee.

	• Periodically reviewing and revising, as appropriate, the Charter.
MEMBERS	To ensure that the ECC has the insight, perspective and full support of the key organizational functions and the Divisions or Departments of Parkland, its membership will include the following: • General Counsel; • Chief Financial Officer; • Chief Operating Officer; • Chief Governance Officer; • Chief Clinical Officer; • Chief Nursing Executive; • Chief Talent Officer; and • Chief Quality and Patient Safety Officer The Chair may invite to attend ECC meetings other officers, executives and employees, and/or outside advisors or counsel. Any requests for additional attendees must be approved in advance by the Chair. As the Chair deems necessary or advisable, he/she will recommend to the Board GCE Committee, for its consideration and approval, additions or changes to the composition of the ECC. Any individuals appointed as successors to these positions, or to those of other members of the ECC will serve on the ECC unless the Board GCE Committee determines otherwise. In the event that any of the foregoing offices or positions is vacant or otherwise unfilled for more than ninety (90) days, the position on the ECC will be assumed and performed by the officer or employee fulfilling the duties of that office or function, unless the Board GCE Committee determines otherwise. Unless the Board GCE Committee otherwise directs, immediately upon the termination of his or her employment with Parkland, a member will cease serving on the ECC.

LEADERSHIP	The CCO will serve as the Chairperson of the ECC (the "Chair"). The CCO may appoint a delegate to chair the meeting at his/ her sole discretion.
REPORTS TO	Consistent with best practices, the Board of Managers (the "Board") of Parkland has established a Board GCE to assist the Board in fulfilling its oversight responsibilities. The Board GCE Committee will have ultimate authority as to the composition of the Committee.
SUBCOMMITTEES	The ECC may establish, reorganize, or dissolve permanent or *ad hoc* subcommittees or working groups, which will work at the direction of, and report on their activities to, the ECC. Subcommittees or working groups will be chaired by the CCO or his/her designee, operate under a defined set of responsibilities, hold scheduled meetings, with such frequency as determined necessary by the subcommittee chair, and keep minutes of subcommittee/working group proceedings. The ECC will assess each subcommittee's/working group's effectiveness and structure at least annually.
CRITICAL INTERFACES	Parkland has established the Department, which is led by the CCO, who reports to the Chief Executive Officer and to the Board GCE Committee. The ECC advises and assists the CCO in developing and implementing Parkland's Compliance Program. The CCO and the ECC provide Parkland's senior leaders with guidance regarding compliance with applicable Federal and state laws and regulations, the Code, and Parkland's policies and procedures (collectively, "Policies").
MEETINGS	The ECC shall meet at no less than three times in the fiscal year; and with such frequency as the Chair determines necessary to ensure that the ECC fulfills its duties and responsibilities. Meetings of the ECC may be conducted in person, telephonically or video conference, using Parkland approved communications channels, devices, modules or platforms. All ECC members are expected to attend each meeting and a quorum representing a majority must be present to transact business.
MEETING MINUTES	Minutes of all meetings will be maintained at the direction of the Chair. Draft minutes will be presented to members of the ECC for their review and approval.
AMENDMENTS TO THE CHARTER	This Charter may be amended or revised only upon approval by the Board GCE Committee. The CCO shall provide timely

	notification to the Board GCE Committee of any proposed amendments or revisions to this Charter.
REFERENCES AND DEFINITIONS	*N/A*

Parkland

Executive Compliance and Ethics Committee Charter	Published:
Charters Manual	Page 1 of 5

STATEMENT OF PURPOSE	Parkland is committed to: • Fostering a culture of integrity, accountability and ethical behavior. • Implementing processes and procedures that prevent, detect and correct conduct or practices that are illegal or unethical. • Establishing an environment that encourages employees to report ethical concerns without fear of retaliation. • Identifying and address Parkland's primary compliance risks. • Establishing internal controls that promote adherence to laws and regulations. • Maintaining ethical and transparent business practices.
SCOPE	This Charter sets forth the duties and responsibilities, and governs the operations of, the Parkland Health ("Parkland") Executive Compliance and Ethics Committee (the "ECC Charter").
ROLES & RESPONSIBILITIES	The ECC's responsibilities include: • In support of the Senior Vice President, Chief Compliance and Ethics Officer ("CCO"), oversight and evaluation of the structure, operations and effectiveness of the Compliance and Ethics Program ("Compliance Program"). • Promoting the appropriate "Tone at the Top" and fully supporting a culture of compliance and ethical behavior and non-retaliation at Parkland, including effective communication of such throughout the organization; • Staying abreast of significant developments relating to the compliance expectations from federal and state legislators, regulators and/or enforcement officials; • Coordinating appropriate accountability for compliance with the fundamental federal and state legal and

	regulatory requirements that apply to all facets of Parkland's mission and work; • Assisting the CCO and the Compliance and Ethics Department ("the Department") in ensuring the Code of Conduct and Ethics (the "Code") and compliance related policies and procedures are complete, periodically revised as necessary, and consistently enforced; • Ensuring that annual compliance training is developed and conducted, and overseeing an annual compliance training plan addressing key compliance risks; • Reviewing and approving annually the compliance risk assessment and associated work plan, which includes compliance auditing and monitoring initiatives; • Reviewing periodically the findings of compliance auditing and monitoring initiatives and ensuring that management develops and timely implements appropriate corrective actions in response to the findings; • Ensuring that the Compliance Program includes a Disclosure Program that has effective open communication channels, including a telephonic "hot line" and web portal for Parkland employees, patients and third parties to report, in good faith and anonymously if they wish, all compliance and ethical concerns; • Assisting the CCO in fulfilling compliance reporting obligations to the Board Governance, Compliance and Ethics Committee (the "Board GCE Committee") Committee by timely informing the CCO of any known audits, reviews and/or investigations by government agencies; potential overpayments to Federal health care programs and employment or engagement of an individual or entity who is currently, or is likely to be, excluded, debarred, suspended or otherwise declared ineligible to participate in Federal health care programs or Federal procurement or non-procurement programs. • Periodically, and no less than annually, assessing the ECC's oversight of the Compliance Program as evidenced by operating in conformance with all Charter requirements, and reporting such to the Board GCE Committee.

	• Periodically reviewing and revising, as appropriate, the Charter.
MEMBERS	To ensure that the ECC has the insight, perspective and full support of the key organizational functions and the Divisions or Departments of Parkland, its membership will include the following: • General Counsel; • Chief Financial Officer; • Chief Operating Officer; • Chief Governance Officer; • Chief Clinical Officer; • Chief Nursing Executive; • Chief Talent Officer; and • Chief Quality and Patient Safety Officer The Chair may invite to attend ECC meetings other officers, executives and employees, and/or outside advisors or counsel. Any requests for additional attendees must be approved in advance by the Chair. As the Chair deems necessary or advisable, he/she will recommend to the Board GCE Committee, for its consideration and approval, additions or changes to the composition of the ECC. Any individuals appointed as successors to these positions, or to those of other members of the ECC will serve on the ECC unless the Board GCE Committee determines otherwise. In the event that any of the foregoing offices or positions is vacant or otherwise unfilled for more than ninety (90) days, the position on the ECC will be assumed and performed by the officer or employee fulfilling the duties of that office or function, unless the Board GCE Committee determines otherwise. Unless the Board GCE Committee otherwise directs, immediately upon the termination of his or her employment with Parkland, a member will cease serving on the ECC.

LEADERSHIP	The CCO will serve as the Chairperson of the ECC (the "Chair"). The CCO may appoint a delegate to chair the meeting at his/ her sole discretion.
REPORTS TO	Consistent with best practices, the Board of Managers (the "Board") of Parkland has established a Board GCE to assist the Board in fulfilling its oversight responsibilities. The Board GCE Committee will have ultimate authority as to the composition of the Committee.
SUBCOMMITTEES	The ECC may establish, reorganize, or dissolve permanent or *ad hoc* subcommittees or working groups, which will work at the direction of, and report on their activities to, the ECC. Subcommittees or working groups will be chaired by the CCO or his/her designee, operate under a defined set of responsibilities, hold scheduled meetings, with such frequency as determined necessary by the subcommittee chair, and keep minutes of subcommittee/working group proceedings. The ECC will assess each subcommittee's/working group's effectiveness and structure at least annually.
CRITICAL INTERFACES	Parkland has established the Department, which is led by the CCO, who reports to the Chief Executive Officer and to the Board GCE Committee. The ECC advises and assists the CCO in developing and implementing Parkland's Compliance Program. The CCO and the ECC provide Parkland's senior leaders with guidance regarding compliance with applicable Federal and state laws and regulations, the Code, and Parkland's policies and procedures (collectively, "Policies").
MEETINGS	The ECC shall meet at no less than three times in the fiscal year; and with such frequency as the Chair determines necessary to ensure that the ECC fulfills its duties and responsibilities. Meetings of the ECC may be conducted in person, telephonically or video conference, using Parkland approved communications channels, devices, modules or platforms. All ECC members are expected to attend each meeting and a quorum representing a majority must be present to transact business.
MEETING MINUTES	Minutes of all meetings will be maintained at the direction of the Chair. Draft minutes will be presented to members of the ECC for their review and approval.
AMENDMENTS TO THE CHARTER	This Charter may be amended or revised only upon approval by the Board GCE Committee. The CCO shall provide timely

	notification to the Board GCE Committee of any proposed amendments or revisions to this Charter.
REFERENCES AND DEFINITIONS	*N/A*

Leadership Compliance and Ethics Charter

Background:

- Last published August 2021.
- Recommended changes include:
    - Update of Parkland Health & Hospital System to “Parkland Health”
    - Added the Health Record Governance (HRG) Committee in the reporting structure.

Upcoming approvals:

- Policy will move to publication following GCEC approval

Parkland

Leadership Compliance Charter	Published: ~~12/29/2020~~
Charters Manual	Page 1 of 6

STATEMENT OF PURPOSE	Parkland is committed to: • Fostering a culture of integrity, accountability and ethical behavior • Implementing processes and procedures that prevent, detect and correct conduct or practices that are illegal or unethical • Establishing an environment that encourages employees to report ethical concerns without fear of retaliation • Identifying and address Parkland's primary compliance risks • Establishing internal controls that promote adherence to laws and regulations • Maintaining ethical and transparent business practices
SCOPE	This Charter sets forth the duties and responsibilities, and governs the operations of, the Parkland Health ~~& Hospital System~~ ("Parkland") Leadership Compliance and Ethics Committee (the "LCC Charter").
ROLES & RESPONSIBILITIES	The LCC's responsibilities include: • In support of the CCO, oversight and evaluation of the structure, operations and effectiveness of the Compliance Program. • Promoting the appropriate "Tone at the Top" and fully supporting a culture of compliance and ethical behavior and non-retaliation at Parkland, including effective communication of such throughout the organization; • Staying abreast of significant developments relating to the compliance expectations from federal and state legislators, regulators and/or enforcement officials; • Coordinating appropriate accountability for compliance with the fundamental federal and state legal and regulatory requirements that apply to all facets of Parkland's mission and work; • Assisting the CCO and the Department in ensuring the Code of Conduct and Ethics (the "Code") and compliance

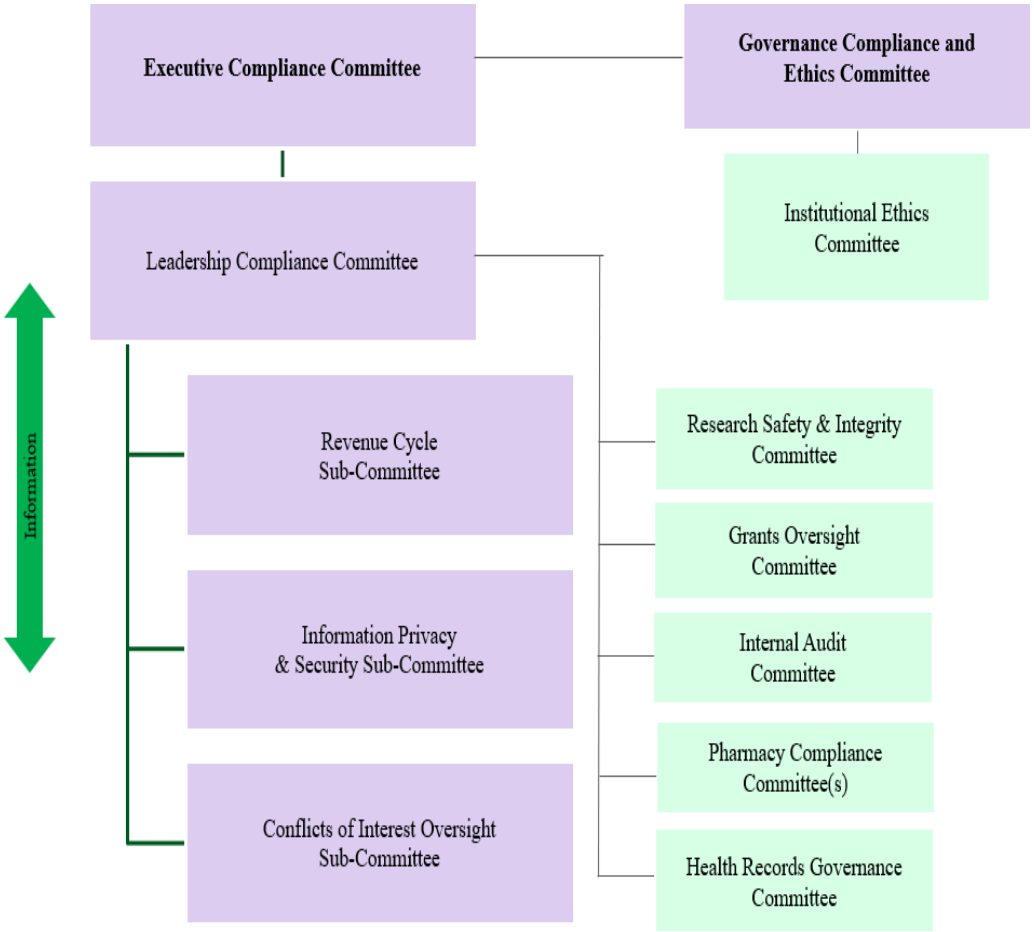
	related policies and procedures are complete, periodically revised as necessary, and consistently enforced; • Ensuring that annual compliance training is developed and conducted, and overseeing an annual compliance training plan addressing key compliance risks; • Reviewing and approving annually the compliance risk assessment and associated work plan, which includes compliance auditing and monitoring initiatives; • Reviewing periodically the findings of compliance auditing and monitoring initiatives and ensuring that management develops and timely implements appropriate corrective actions in response to the findings; • Ensuring that the Program includes a Disclosure Program that has effective open communication channels, including a telephonic "hot line" and web portal for Parkland employees, patients and third parties to report, in good faith and anonymously if they wish, all compliance and ethical concerns; • Assisting the CCO in fulfilling compliance reporting obligations to the Board GCE Committee by timely informing the CCO of any known audits, reviews and/or investigations by government agencies; potential overpayments to Federal health care programs and employment or engagement of an individual or entity who is currently, or is likely to be, excluded, debarred, suspended or otherwise declared ineligible to participate in Federal health care programs or Federal procurement or non-procurement programs. • Periodically, and no less than annually, assessing the LCC's oversight of the Compliance Program as evidenced by operating in conformance with all Charter requirements, and reporting such to the Board GCE Committee. • Periodically reviewing and revising, as appropriate, the Charter.
MEMBERS	To ensure that the LCC has the insight, perspective and full support of the key organizational functions and the Divisions or Departments of Parkland, its membership will include representatives from the following divisions

	• Legal Affairs • Finance • Information Technologies and Security • Operations • Physician Advisory; • Nursing Leadership; • Talent Management • Quality and Patient Safety; • Communications; and • Foundation Chair of Health Record Governance (HRG) Committee Chair of Internal Audit of Committee Chair of Research Safety and Committee Chair of Grants Oversight Committee Chair of Pharmacy Programs Compliance Committee(s) The Chair may invite to attend LCC meetings other officers, Leadership and employees, and/or outside advisors or counsel. Any requests for additional attendees must be approved in advance by the Chair. As the Chair deems necessary or advisable, he/she will recommend to the Board GCE Committee, for its consideration and approval, additions or changes to the composition of the LCC. Any individuals appointed as successors to these positions, or to those of other members of the LCC will serve on the LCC unless the Board GCE Committee determines otherwise. In the event that any of the foregoing offices or positions is vacant or otherwise unfilled for more than ninety (90) days, the position on the LCC will be assumed and performed by the officer or employee fulfilling the duties of that office or function, unless the Board GCE Committee determines otherwise. Unless the Board GCE Committee otherwise directs, immediately upon the termination of his or her employment with Parkland, a member will cease serving on the LCC.

LEADERSHIP	The CCO will serve as the Chairperson of the LCC (the "Chair"). The CCO may appoint a delegate to chair the meeting at his/ her sole discretion.
REPORTS TO	Consistent with best practices, the Board of Managers (the "Board") of Parkland has established a Governance, Compliance and Ethics Committee (the "Board GCE Committee") to assist the Board in fulfilling its oversight responsibilities. The Board GCE Committee will have ultimate authority as to the composition of the Committee.
SUBCOMMITTEES	The LCC may establish, reorganize, or dissolve permanent or *ad hoc* subcommittees or working groups, which will work at the direction of, and report on their activities to, the LCC. Subcommittees or working groups will be chaired by the CCO or his/her designee, operate under a defined set of responsibilities, hold scheduled meetings, with such frequency as determined necessary by the subcommittee chair, and keep minutes of subcommittee/working group proceedings. The LCC will assess each subcommittee's/working group's effectiveness and structure at least annually.
CRITICAL INTERFACES	Parkland has established a Compliance and Ethics Department (the "Department") which is led by the Senior Vice President, Chief Compliance and Ethics Officer (the "CCO"), who reports to the Chief Executive Officer and to the Board GCE Committee. The LCC advises and assists the CCO in developing and implementing Parkland's Compliance and Ethics Program (the "Compliance Program"). The CCO and the LCC provide Parkland's senior leaders with guidance regarding compliance with applicable Federal and state laws and regulations, Parkland's Code of Conduct and Ethics (the "Code") and Parkland's policies and procedures (collectively, "Policies").
MEETINGS	The LCC shall meet at no less than four times during the fiscal year; and with such frequency as the Chair determines necessary to ensure that the LCC fulfills its duties and responsibilities. Meetings of the LCC may be conducted in person, telephonically or video conference, using Parkland approved communications channels, devices, modules or platforms. All LCC members are expected to attend each meeting and a quorum representing a majority must be present to transact business.

MEETING MINUTES	Minutes of all meetings will be maintained at the direction of the Chair. Draft minutes will be presented to members of the LCC for their review and approval.
AMENDMENTS TO THE CHARTER	This Charter may be amended or revised only upon approval by the Board GCE Committee. The CCO shall provide timely notification to the Board GCE Committee of any proposed amendments or revisions to this Charter.
REFERENCES AND DEFINITIONS	N/A

Appendix A – Organizational Chart



Purple = Compliance Department Chair/Co-Chair

Green = Operations Department Chair/Co-Chair

Parkland

Leadership Compliance Charter	Published:
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STATEMENT OF PURPOSE	Parkland is committed to: • Fostering a culture of integrity, accountability and ethical behavior • Implementing processes and procedures that prevent, detect and correct conduct or practices that are illegal or unethical • Establishing an environment that encourages employees to report ethical concerns without fear of retaliation • Identifying and address Parkland's primary compliance risks • Establishing internal controls that promote adherence to laws and regulations • Maintaining ethical and transparent business practices
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ROLES & RESPONSIBILITIES	The LCC's responsibilities include: • In support of the CCO, oversight and evaluation of the structure, operations and effectiveness of the Compliance Program. • Promoting the appropriate "Tone at the Top" and fully supporting a culture of compliance and ethical behavior and non-retaliation at Parkland, including effective communication of such throughout the organization; • Staying abreast of significant developments relating to the compliance expectations from federal and state legislators, regulators and/or enforcement officials; • Coordinating appropriate accountability for compliance with the fundamental federal and state legal and regulatory requirements that apply to all facets of Parkland's mission and work; • Assisting the CCO and the Department in ensuring the Code of Conduct and Ethics (the "Code") and compliance

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MEMBERS	To ensure that the LCC has the insight, perspective and full support of the key organizational functions and the Divisions or Departments of Parkland, its membership will include representatives from the following divisions

	• Legal Affairs • Finance • Information Technologies and Security • Operations • Physician Advisory; • Nursing Leadership; • Talent Management • Quality and Patient Safety; • Communications; and • Foundation Chair of Health Record Governance (HRG) Committee Chair of Internal Audit of Committee Chair of Research Safety and Committee Chair of Grants Oversight Committee Chair of Pharmacy Programs Compliance Committee(s) The Chair may invite to attend LCC meetings other officers, Leadership and employees, and/or outside advisors or counsel. Any requests for additional attendees must be approved in advance by the Chair. As the Chair deems necessary or advisable, he/she will recommend to the Board GCE Committee, for its consideration and approval, additions or changes to the composition of the LCC. Any individuals appointed as successors to these positions, or to those of other members of the LCC will serve on the LCC unless the Board GCE Committee determines otherwise. In the event that any of the foregoing offices or positions is vacant or otherwise unfilled for more than ninety (90) days, the position on the LCC will be assumed and performed by the officer or employee fulfilling the duties of that office or function, unless the Board GCE Committee determines otherwise. Unless the Board GCE Committee otherwise directs, immediately upon the termination of his or her employment with Parkland, a member will cease serving on the LCC.

LEADERSHIP	The CCO will serve as the Chairperson of the LCC (the "Chair"). The CCO may appoint a delegate to chair the meeting at his/ her sole discretion.
REPORTS TO	Consistent with best practices, the Board of Managers (the "Board") of Parkland has established a Governance, Compliance and Ethics Committee (the "Board GCE Committee") to assist the Board in fulfilling its oversight responsibilities. The Board GCE Committee will have ultimate authority as to the composition of the Committee.
SUBCOMMITTEES	The LCC may establish, reorganize, or dissolve permanent or *ad hoc* subcommittees or working groups, which will work at the direction of, and report on their activities to, the LCC. Subcommittees or working groups will be chaired by the CCO or his/her designee, operate under a defined set of responsibilities, hold scheduled meetings, with such frequency as determined necessary by the subcommittee chair, and keep minutes of subcommittee/working group proceedings. The LCC will assess each subcommittee's/working group's effectiveness and structure at least annually.
CRITICAL INTERFACES	Parkland has established a Compliance and Ethics Department (the "Department") which is led by the Senior Vice President, Chief Compliance and Ethics Officer (the "CCO"), who reports to the Chief Executive Officer and to the Board GCE Committee. The LCC advises and assists the CCO in developing and implementing Parkland's Compliance and Ethics Program (the "Compliance Program"). The CCO and the LCC provide Parkland's senior leaders with guidance regarding compliance with applicable Federal and state laws and regulations, Parkland's Code of Conduct and Ethics (the "Code") and Parkland's policies and procedures (collectively, "Policies").
MEETINGS	The LCC shall meet at no less than four times during the fiscal year; and with such frequency as the Chair determines necessary to ensure that the LCC fulfills its duties and responsibilities. Meetings of the LCC may be conducted in person, telephonically or video conference, using Parkland approved communications channels, devices, modules or platforms. All LCC members are expected to attend each meeting and a quorum representing a majority must be present to transact business.

Leadership Compliance Charter	Published:
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MEETING MINUTES	Minutes of all meetings will be maintained at the direction of the Chair. Draft minutes will be presented to members of the LCC for their review and approval.
AMENDMENTS TO THE CHARTER	This Charter may be amended or revised only upon approval by the Board GCE Committee. The CCO shall provide timely notification to the Board GCE Committee of any proposed amendments or revisions to this Charter.
REFERENCES AND DEFINITIONS	N/A

Parkland

Leadership Compliance Charter	Published:
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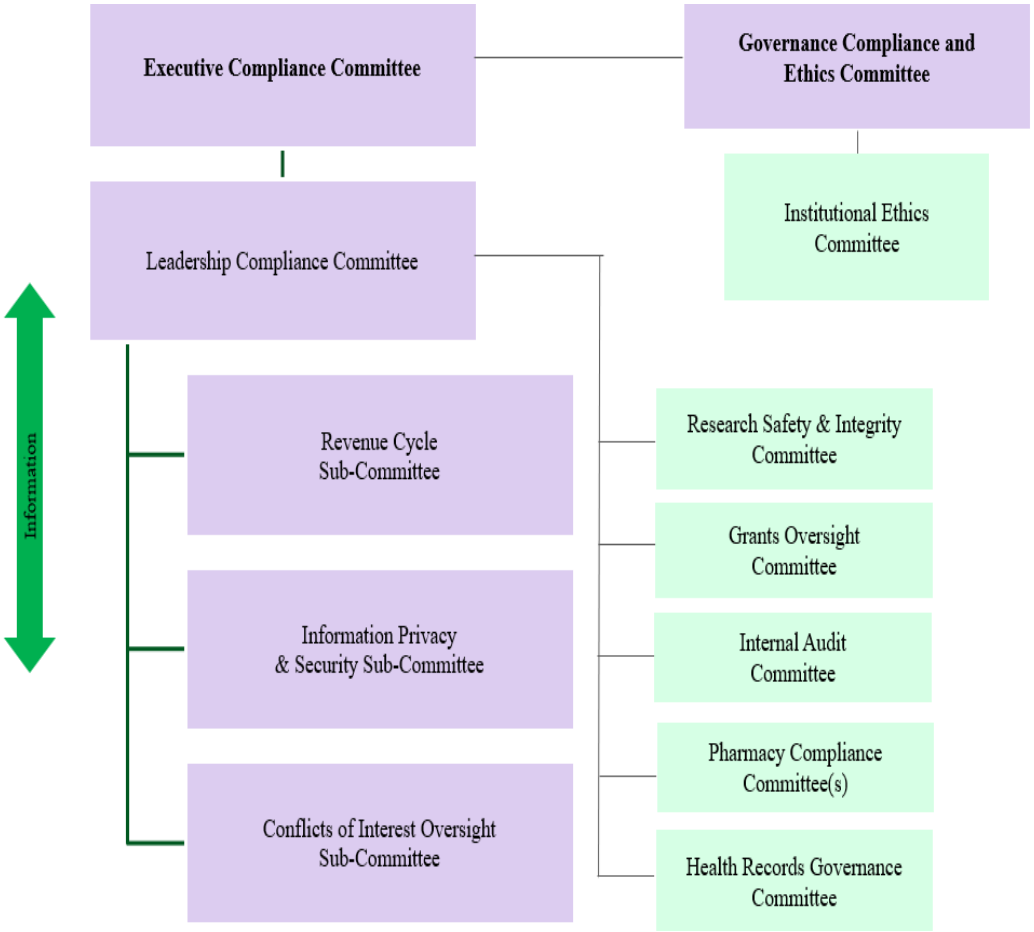
Appendix A – Organizational Chart



Purple = Compliance Department Chair/Co-Chair

Green = Operations Department Chair/Co-Chair

SYS.COMP.005 Compliance Program Policy

Background:

- Last published March 2020.
- Recommended changes include:
  - Updated Scope & Purpose to new standard language of applicability
  - Updated terminology - changing "Parkland Personnel" to "Workforce Members"
  - Included new definitions of "Officer, Vendor and Parkland Affiliates"
  - Updated definition of "Good Faith"

Upcoming approvals:

- Policy will move to publication following GCEC approval

Compliance Program Policy	SYS.COMP.005	Published: 3/25/20
SYSTEM - Compliance and Ethics		Page 1 of 9

PURPOSE:

The purpose of this compliance policy is to promote Parkland Health's adherence to applicable federal and state law, private payer healthcare requirements, and the Parkland Code of Conduct. This policy is designed to promote Parkland Health's practices against fraud, abuse, waste, and other potential liability areas and is also designed to foster an organizational culture that promotes prevention, detection, and resolution of conduct that does not conform to the law or Parkland Health's ethical and business policies; moreover, this policy articulates and demonstrates Parkland Health's commitment to legal and ethical standards.

~~The purpose of this policy is to provide an overview of the Compliance and Ethics Program for Parkland Health and Hospital System and its controlled affiliates ("Parkland") and set expectations related to Compliance.~~

SCOPE:

This Policy applies to all Parkland Health and Parkland Affiliate (collectively for purposes of this Policy "Parkland") locations and Workforce Members. ~~This Policy applies to all Dallas County Hospital District d/b/a Parkland Health and Parkland Affiliates (collectively for purposes of this Policy "Parkland") locations and Workforce Members.~~

~~All Parkland Health & Hospital System ("Parkland") employees, all residents and physicians who are members of Parkland's Medical Staff, all members of Parkland's Board of Managers, and all contractors, subcontractors, and agents who perform services or act on behalf of Parkland.~~

POLICY:

1. Parkland is committed to conducting its business ethically and ~~-~~maintaining and promoting an enterprise-wide culture that emphasizes integrity; individual and institutional ~~acceptance of responsibility~~ accountability; effective self-policing; and transparency in the relationships between Parkland and its key stakeholders,

including government officials and agencies. In furtherance of this commitment, Parkland has established a Compliance and Ethics Program (the "Compliance Program") and abides by the requirements of the Compliance Program.

2. The Compliance Program is a dynamic program that provides a flexible framework for adapting to the changing regulatory and health care environment in which Parkland operates. It is continually evaluated by the Chief Compliance and Ethics Officer ("CCO"), the Chief Executive Officer ("CEO"), the Executive Compliance Committee ("ECC"), and the Board of Managers ("Board") to ensure that ~~it~~ the Compliance Program functions as intended, serves the purpose for which it has been designed, and enables Parkland to meet its high standards and commitment to Compliance.

3. The Compliance Program encompasses the following elements:

   A. Program Oversight and Administration

      1) Parkland has appointed a CCO who is charged with operating and monitoring the Compliance Program. The CCO has a direct reporting relationship to Parkland's Board and the CEO and can engage outside resources, as deemed necessary. The CCO regularly informs the CEO, the ECC, the Board and applicable stakeholders on the Compliance Program and Compliance risks, concerns, issues, or violations that may come to the attention of the CCO.

      2) Parkland has established the ECC to advise and assist the CCO in the effective operation of the Compliance Program.

      3) The Board has established the Governance, Compliance and Ethics Committee ("GCEC") as a standing committee of the Board to assist in its oversight of the operations and efficacy of the Compliance Program and Parkland's Compliance.

   B. Written Standards, Policies and Procedures

      1) Parkland maintains and periodically updates a written Code of Conduct and Ethics (the "Code") that articulates Parkland's commitment to ethical behavior. The Code is the foundation of the Compliance Program and details

the fundamental principles, values and framework that guide everyday practice at Parkland. ~~Parkland Personnel~~Workforce Members must abide by the terms of the Code and periodically certify to such.

2) Parkland has developed policies and procedures that capture Parkland's commitment to Compliance and effectively address Parkland's Compliance obligations. -The policies and procedures also account for specific areas of c~~C~~ompliance and ethics risks relevant to health care organizations. These policies and procedures will be periodically reviewed and revised as warranted and made available to all ~~Parkland Personnel~~Workforce Members.

3) Compliance with the Code and all applicable policies and procedures is a condition of employment and an element in evaluating the performance of all Parkland employees.

C. Training and Education

Parkland has developed and implemented regularly scheduled, comprehensive Compliance training and education for all ~~Parkland Personnel~~Workforce Members[TR1]~~, including the Board~~. Compliance training and education at Parkland is targeted when necessary by function and topic to maximize ~~its~~ the effectiveness of the training. Satisfactory participation in and completion of required Compliance and ethics training is a condition of continued employment. Failure to comply with training requirements may result in disciplinary action, up to and including termination.

D. Risk Assessment, Auditing and Monitoring

1) Parkland conducts periodic, but no less than annually, Compliance risk assessments to evaluate the Compliance-related risks that have the potential for legal, financial, and operational damage and implements appropriate mitigation strategies, as warranted.

2) Parkland has established a comprehensive auditing and monitoring program to support the prevention, detection, and correction of instances of non-Compliance.

3) Auditing and monitoring activities will be calibrated based on the results of Compliance risk assessments, previous auditing and monitoring activities and Compliance investigations.

E. Disclosure Program

1) Parkland has established and maintains a Disclosure Program that sets forth the duty of ~~Parkland Personnel~~Workforce Members to report potential Compliance issues, including any identified concerns, issues or questions regarding ~~-~~suspected or potential violations of the Code, Parkland policies and procedures, and/or applicable laws and regulations.

2) The Disclosure Program is well publicized and emphasizes Parkland's strict non-retaliation policy. Parkland does not retaliate or take disciplinary action against any individual for reporting concerns in Gg~~-~~ood Ff~~-~~aith, including acting as a whistleblower in accordance with the Federal False Claims Act or other law. ~~In "good faith" means the reporter believes that the information reported is true and correct to the best of their knowledge and ability.~~

3) The Disclosure Program includes reporting channels that enable individuals to disclose potential Compliance issues to the CCO or some other person who is not in the disclosing individual's chain of command. This includes the Integrity Line, an anonymous reporting mechanism for which appropriate confidentiality is maintained.

4) Upon receipt of a disclosure, the CCO or designee will promptly assess each disclosure to determine what type of response and/or action is warranted, including an internal or external review or investigation of the allegations set forth in the disclosure.

5) Parkland shall maintain a disclosure log that summarizes each disclosure and the disposition, including any corrective actions taken.

F. Enforcement and Corrective Actions

1) Parkland will take appropriate disciplinary action for established Compliance violations and will identify corrective actions to help prevent the recurrence of similar violations. These may include, but are not limited to:

a) Addressing any gaps in policies, practices, training and opining on any misinterpretation of policies, practices or training that may have contributed to a violation;

b) Imposing a range of disciplinary measures, up to and including termination of employment or contract termination; and

c) Reporting the violation to the appropriate government authorities when ~~warranted~~required.~~.~~

2) Parkland will enforce its ethical and Compliance standards through well-publicized disciplinary guidelines.

3) Decisions regarding appropriate disciplinary action(s), if any, will be determined by Parkland's Office of Talent Management, Compliance, and Legal functions, along with the relevant functional area. The CCO or designee must concur with any disciplinary action imposed as a result of a Compliance violation relevant to the CCO's oversight responsibilities.

4) Parkland will not hire, contract with, use the items or services of, nor extend privileges to an individual or entity who is (a) currently excluded, debarred, suspended, or otherwise ineligible to participate in Federal Healthcare Programs; or (b) has been convicted of a criminal offense that falls within the scope of 42 U.S.C. § 1320a-7a(a), as part of routine hiring and retention processes (collectively, "Ineligible Person").

a) Parkland conducts required regular screening of individuals and entities to identify Ineligible Persons.

b) Such individuals and entities have an affirmative duty to promptly notify the Compliance and Ethics Department ("Compliance Department") of any debarment, exclusion, suspension, or other event that makes the individual or entity an Ineligible Person.

4. Responsibilities

A. The CEO, ECC, and Board are responsible for:

(1) Exemplifying a culture of Compliance and ethics throughout Parkland;

(2) Setting the expectation for Compliance and ethics as a core responsibility for all ~~Parkland Personnel~~Workforce Members;

(3) Ensuring that the CCO and Compliance Department have sufficient staffing, resources, and financial support to perform their responsibilities under this Policy;

(4) Advising the CCO on Compliance matters and supporting the effective operation of a robust, dynamic, and flexible Compliance Program;

(5) Coordinating with the CCO and Compliance Department, to periodically evaluate the Compliance Program to ensure that it (i) functions as intended; (ii) serves the purposes for which it has been designed; and (iii) enables Parkland to meet its high standards and commitment to Compliance and ethics~~.~~;

(6) Promoting and maintaining a work environment where concerns can be raised, openly discussed, and reported without fear of retaliation; and

(7) Complying with all the requirements set forth in Section 4.C below, as ~~Parkland Personnel~~Workforce Members.

B. The CCO is responsible for[TR2]:

(1) Designing, implementing, and overseeing an effective Compliance Program that meets the expectations set forth in United States Sentencing Guidelines and OIG Compliance Program Guidance;

(2) Staffing and leading a Compliance Department responsible for ensuring performance of the Compliance Program components enumerated in Section 3 above;

(3) Keeping informed of developments and trends in healthcare Compliance and utilizing such information to enhance the Compliance Program;

(4) Keeping the CEO, the members of the ECC, and the Board regularly informed of Compliance Program developments, as well as industry best practices and government enforcement actions related to the Compliance Program; and

(5) Periodically assessing the effectiveness of the Compliance Program to determine that it (i) functions as intended; (ii) serves the purposes for which it has been designed; (iii) is reflective of current laws, developments and industry best practices; and (iv) enables Parkland to meet its high standards and commitment to Compliance.

C. ~~Parkland Personnel~~Workforce Members are responsible for:

(1) Acting in Compliance with the Code, in performance of their Parkland duties and in their behavior, conduct, and otherwise supporting the Compliance Program (Supervisors have a heightened responsibility to do so);

(2) Reading, understanding, and complying with the Code and all other policies and procedures;

(3) Completing all required Compliance and ethics training in a timely manner;

(4) Reporting potential Compliance issues to their Supervisor, another member of the management team, the Office of Talent Management, the Compliance Department, or the Integrity Line;

(5) Cooperating with the Compliance Department in the performance of Compliance investigations and auditing and monitoring activities; and

(6) Supervisors have additional responsibilities to:

(a) Demonstrate and emphasize the importance of Compliance and ethics at Parkland;

(b) Model behaviors in support of Compliance and ethics;

(c) Assess c~~C~~ompliance and ethics as part of performance measurement for all employees;

(d) Maintain an environment where individuals can comfortably ask questions or raise c~~C~~ompliance concerns without fear of retaliation;

(e) Provide appropriate and timely responses to questions or concerns, in consultation with the Compliance Department, as needed; and

(f) Maintain communication with the Compliance Department about potential c~~C~~ompliance and ethics concerns.

DEFINITIONS:

When used in this Policy, these terms have the following meanings:

Compliance: A term that, as used in this policy, embodies Parkland's effort to adhere to~~shall encompass compliance with all~~: (i) applicable Federal and state laws, regulations, and other requirements, including but not limited to Federal health care program requirements; (ii) industry recognized compliance guidance and standards; (iii) Parkland policies and procedures; and (iv) the Code of Conduct and Ethics ("Code").

Compliance and Ethics Program: The program developed by Parkland to promote compliance with the Code, Parkland policies and procedures, and all relevant f~~F~~ederal and state laws and regulations.

Federal Health Care Program: Any plan or program that provides health benefits, directly or indirectly, through insurance or otherwise, and is funded, in whole or in part, by the United States Government, including but not limited to Medicare and Medicaid.

Good Faith: means the reporter believes the information is true and reported without omission, including the extent of the reporter's own involvement, if applicable.

Officer: An Officer is an elected or appointed position as defined by the Parkland Health Bylaws of the Board of Managers or the bylaws of Parkland Affiliates.

~~In "G~~good ~~F~~faith~~":~~ ~~means the reporter believes that the information reported is true and correct to the best of their knowledge and ability~~

Parkland Affiliates: Parkland Affiliates are the Parkland Center for Clinical Innovation, the Parkland Community Health Plan, the Parkland Auxiliary, and the Parkland Foundation.

Vendor: any manufacturer, distributor, contractor, business, supplier, or service organization; and their salespersons, representatives, or other persons who conduct business with Parkland, may seek to conduct business with Parkland, or compete with Parkland.

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~~Parkland Personnel: Board members; officers; employees; residents and physicians who are members of Parkland's Medical Staff; other non-physician practitioners; and contractors, subcontractors and agents who perform services or act on behalf of Parkland.~~

REFERENCES:

N/A

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PURPOSE:

The purpose of this compliance policy is to promote Parkland Health's adherence to applicable federal and state law, private payer healthcare requirements, and the Parkland Code of Conduct. This policy is designed to promote Parkland Health's practices against fraud, abuse, waste, and other potential liability areas and is also designed to foster an organizational culture that promotes prevention, detection, and resolution of conduct that does not conform to the law or Parkland Health's ethical and business policies; moreover, this policy articulates and demonstrates Parkland Health's commitment to legal and ethical standards.

SCOPE:

This Policy applies to all Parkland Health and Parkland Affiliates (collectively for purposes of this Policy "Parkland") locations and Workforce Members.

POLICY:

1. Parkland is committed to conducting its business ethically and maintaining and promoting an enterprise-wide culture that emphasizes integrity; individual and institutional accountability; effective self-policing; and transparency in the relationships between Parkland and its key stakeholders, including government officials and agencies. In furtherance of this commitment, Parkland has established a Compliance and Ethics Program (the "Compliance Program") and abides by the requirements of the Compliance Program.

2. The Compliance Program is a dynamic program that provides a flexible framework for adapting to the changing regulatory and health care environment in which Parkland operates. It is continually evaluated by the Chief Compliance and Ethics Officer ("CCO"), the Chief Executive Officer ("CEO"), the Executive Compliance Committee ("ECC"), and the Board of Managers ("Board") to ensure that the Compliance Program functions as intended, serves the purpose for which it has been designed, and enables Parkland to meet its high standards and commitment to Compliance.

3. The Compliance Program encompasses the following elements:

A. Program Oversight and Administration

1) Parkland has appointed a CCO who is charged with operating and monitoring the Compliance Program. The CCO has a direct reporting relationship to Parkland's Board and the CEO (Chief Executive Officer) and can engage outside resources, as deemed necessary. The CCO regularly informs the CEO, the ECC, the Board and applicable stakeholders on the Compliance Program and Compliance risks, concerns, issues, or violations that may come to the attention of the CCO.

2) Parkland has established the ECC to advise and assist the CCO in the effective operation of the Compliance Program.

3) The Board has established the Governance, Compliance and Ethics Committee ("GCEC") as a standing committee of the Board to assist in its oversight of the operations and efficacy of the Compliance Program and Parkland's Compliance.

B. Written Standards, Policies and Procedures

1) Parkland maintains and periodically updates a written Code of Conduct and Ethics (the "Code") that articulates Parkland's commitment to ethical behavior. The Code is the foundation of the Compliance Program and details the fundamental principles, values and framework that guide everyday practice at Parkland. Workforce Members must abide by the terms of the Code and periodically certify to such.

2) Parkland has developed policies and procedures that capture Parkland's commitment to Compliance and effectively address Parkland's Compliance obligations. The policies and procedures also account for specific areas of compliance and ethics risks relevant to health care organizations. These policies and procedures will be periodically reviewed and revised as warranted and made available to all Workforce Members.

3) Compliance with the Code and all applicable policies and procedures is a condition of employment and an element in evaluating the performance of all Parkland employees.

C. Training and Education

Parkland has developed and implemented regularly scheduled, comprehensive Compliance training and education for all Workforce Members. Compliance training and education at Parkland is targeted when necessary, by function and topic to maximize the effectiveness of the training. Satisfactory participation in and completion of required Compliance and ethics training is a condition of continued employment. Failure to comply with training requirements may result in disciplinary action, up to and including termination.

D. Risk Assessment, Auditing and Monitoring

1) Parkland conducts periodic, but no less than annually, Compliance risk assessments to evaluate the Compliance-related risks that have the potential for legal, financial, and operational damage and implements appropriate mitigation strategies, as warranted.

2) Parkland has established a comprehensive auditing and monitoring program to support the prevention, detection, and correction of instances of non-Compliance.

3) Auditing and monitoring activities will be calibrated based on the results of Compliance risk assessments, previous auditing and monitoring activities and Compliance investigations.

E. Disclosure Program

1) Parkland has established and maintains a Disclosure Program that sets forth the duty of Workforce Members to report potential Compliance issues, including any identified concerns, issues, or questions regarding suspected or potential violations of the Code, Parkland policies and procedures, and/or applicable laws and regulations.

2) The Disclosure Program is well publicized and emphasizes Parkland's strict non-retaliation policy. Parkland does not retaliate or take disciplinary action against any individual for reporting concerns in Good Faith, including acting as a whistleblower in accordance with the Federal False Claims Act or other law.

3) The Disclosure Program includes reporting channels that enable individuals to disclose potential Compliance issues to the CCO or some other person who is not in the disclosing individual's chain of command. This includes the Integrity Line, an anonymous reporting mechanism for which appropriate confidentiality is maintained.

4) Upon receipt of a disclosure, the CCO or designee will promptly assess each disclosure to determine what type of response and/or action is warranted, including an internal or external review or investigation of the allegations set forth in the disclosure.

5) Parkland shall maintain a disclosure log that summarizes each disclosure and the disposition, including any corrective actions taken.

F. Enforcement and Corrective Actions

1) Parkland will take appropriate disciplinary action for established Compliance violations and will identify corrective actions to help prevent the recurrence of similar violations. These may include, but are not limited to:

a) Addressing any gaps in policies, practices, training and opining on any misinterpretation of policies, practices or training that may have contributed to a violation;

b) Imposing a range of disciplinary measures, up to and including termination of employment or contract termination; and

c) Reporting the violation to the appropriate government authorities when required.

2) Parkland will enforce its ethical and Compliance standards through well-publicized disciplinary guidelines.

3) Decisions regarding appropriate disciplinary action(s), if any, will be determined by Parkland's Office of Talent Management, Compliance, and Legal functions, along with the relevant functional area. The CCO or designee must concur with any disciplinary action imposed because of a Compliance violation relevant to the CCO's oversight responsibilities.

4) Parkland will not hire, contract with, use the items or services of, nor extend privileges to an individual or entity who is (a) currently excluded, debarred, suspended, or otherwise ineligible to participate in Federal Healthcare Programs; or (b) has been convicted of a criminal offense that falls within the scope of 42 U.S.C. § 1320a-7a(a), as part of routine hiring and retention processes (collectively, "Ineligible Person").

   a) Parkland conducts required regular screening of individuals and entities to identify Ineligible Persons.

   b) Such individuals and entities have an affirmative duty to promptly notify the Compliance and Ethics Department ("Compliance Department") of any debarment, exclusion, suspension, or other event that makes the individual or entity an Ineligible Person.

4. Responsibilities

A. The CEO, ECC, and Board are responsible for:

(1) Exemplifying a culture of Compliance and ethics throughout Parkland;

(2) Setting the expectation for Compliance and ethics as a core responsibility for all Workforce Members;

(3) Ensuring that the CCO and Compliance Department have sufficient staffing, resources, and financial support to perform their responsibilities under this Policy;

(4) Advising the CCO on Compliance matters and supporting the effective operation of a robust, dynamic, and flexible Compliance Program;

(5) Coordinating with the CCO and Compliance Department, to periodically evaluate the Compliance Program to ensure that it (i) functions as intended; (ii) serves the purposes for which it has been designed; and (iii) enables Parkland to meet its high standards and commitment to Compliance and ethics;

(6) Promoting and maintaining a work environment where concerns can be raised, openly discussed, and reported without fear of retaliation; and

(7) Complying with all the requirements set forth in Section 4.C below, as Workforce Members.

B. The CCO is responsible for:

(1) Designing, implementing, and overseeing an effective Compliance Program that meets the expectations set forth in United States Sentencing Guidelines and OIG (Office of Inspector General) Compliance Program Guidance;

(2) Staffing and leading a Compliance Department responsible for ensuring performance of the Compliance Program components enumerated in Section 3 above;

(3) Keeping informed of developments and trends in healthcare Compliance and utilizing such information to enhance the Compliance Program;

(4) Keeping the CEO, the members of the ECC, and the Board regularly informed of Compliance Program developments, as well as industry best practices and government enforcement actions related to the Compliance Program; and

(5) Periodically assessing the effectiveness of the Compliance Program to determine that it (i) functions as intended; (ii) serves the purposes for which it has been designed; (iii) is reflective of current laws, developments, and industry best practices; and (iv) enables Parkland to meet its high standards and commitment to Compliance.

C. Workforce Members are responsible for:

(1) Acting in Compliance with the Code, in performance of their Parkland duties and in their behavior, conduct, and otherwise supporting the Compliance Program (Supervisors have a heightened responsibility to do so);

(2) Reading, understanding, and complying with the Code and all other policies and procedures;

(3) Completing all required Compliance and ethics training in a timely manner;

(4) Reporting potential Compliance issues to their supervisor, another member of the management team, the Office of Talent Management, the Compliance Department, or the Integrity Line;

(5) Cooperating with the Compliance Department in the performance of Compliance investigations and auditing and monitoring activities; and

(6) Supervisors have additional responsibilities to:

(a) Demonstrate and emphasize the importance of Compliance and ethics at Parkland;

(b) Model behaviors in support of Compliance and ethics;

(c) Assess compliance and ethics as part of performance measurement for all employees;

(d) Maintain an environment where individuals can comfortably ask questions or raise compliance concerns without fear of retaliation;

(e) Provide appropriate and timely responses to questions or concerns, in consultation with the Compliance Department, as needed; and

(f) Maintain communication with the Compliance Department about potential compliance and ethics concerns.

DEFINITIONS:

When used in this Policy, these terms have the following meanings:

Compliance: A term that, as used in this policy, embodies Parkland's effort to adhere to: (i) applicable Federal and state laws, regulations, and other requirements, including but not limited to Federal health care program requirements; (ii) industry recognized compliance guidance and standards; (iii) Parkland policies and procedures; and (iv) the Code of Conduct and Ethics ("Code").

Compliance and Ethics Program: The program developed by Parkland to promote compliance with the Code, Parkland policies and procedures, and all relevant federal and state laws and regulations.

Federal Health Care Program: Any plan or program that provides health benefits, directly or indirectly, through insurance or otherwise, and is funded, in whole or in part, by the United States Government, including but not limited to Medicare and Medicaid.

Good Faith: means the reporter believes the information is true and reported without omission, including the extent of the reporter's own involvement, if applicable.

Officer: An Officer is an elected or appointed position as defined by the Parkland Health Bylaws of the Board of Managers or the bylaws of Parkland Affiliates.

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REFERENCES:

N/A