Parkland

Governance, Compliance and Ethics

Agenda

Committee Members
Chair: Reina Gonzalez, JD
Eric G. Bing, MD, PhD
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 2, 2023, 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: 2622 187 6058; 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 (MIN)	PRESENTER(S)
I. Declare a Quorum Present/Call to Order/Mission Statement ***Advance Wellness | Relieve Suffering | Develop and Educate*** **I CARE** **I**ntegrity **C**ompassion and Collaboration **A**ccountability **R**espect **E**quity			Chair
II. Public Comments Regarding Agenda Items *See public comment registration information and rules at* *https://www.parklandhospital.com/board-of-managers*			
III. Reports Requiring Deliberation(s) or Approval(s)			
A. Approve Committee Charters i. Audit Committee ii. Budget & Finance Committee iii. Governance Compliance & Ethics Committee iv. Quality of Care and Patient Safety Committee	*4-45*	20	Chair

	PAGE	TIME (MIN)	PRESENTER(S)
v. Talent Development and Executive Compensation Committee vi. Executive Compliance Committee vii. Leadership Compliance Committee			Melanie Roberts
B. Approve Policies and Procedures i. SYS.LEAD.004 Organizational Plan ii. SYS.COMP.058 Conflicts of Interest	*51-74*		Melanie Roberts
C. Approve Fiscal Year 2024 Compliance & Ethics Department Budget	*75*		Melanie Roberts
IV. Executive Session Tex. Health & Safety Code §§161.032 & 161.0315 and Tex. Occup. Code §160.007; Tex. Gov't Code §§551.071, & 551.085			
A. Institutional Ethics Committee Report	*77-88*	10	Jennifer Wimberly, MD
B. Compliance and Ethics Report i. Q4 Program Activities ii. FY24 Department Work Plan iii. Senate Bill 490 Re: itemized billing for health care services and supplies provided by health care providers.	*89-98*	60	Melanie Roberts
C. Attorney-Client Privileged & Confidential Quarterly Report of Open Compliance Reviews	*99-100*		Roshan Thayil Steven Roth, JD
V. Action Item			
A. The Board may take action on any agenda item(s) above			Chair
VI. Executive Session Reference Documents	*101-132*		
A. FY23 Department Objectives B. Investigations Unit Report C. Key Performance Indicators Report D. Revenue Cycle Audit Report E. Conflicts of Interest Report F. Sanction Screening Report G. FY23 Risk Assessment Questions			
VII. Closing Remarks			Chair
VIII. Adjourn			Chair

IV. EXECUTIVE SESSION

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

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

B. Approve Policies and Procedures
   i. SYS.LEAD.004 Organizational Plan
   ii. SYS.COMP.058 Conflicts of Interest

C. Approve Fiscal Year 2024 Compliance & Ethics Department Budget

Parkland Health Board of Managers Committee Charters
Executive Summary

Background:

- Charters last approved by the Board of Managers August 24, 2022

Included Revisions:

- **Audit Committee**
  - No changes recommended for approval
- **Budget & Finance Committee**
  - Revised Parkland Health and Hospital System to Parkland Health
- **Governance, Compliance and Ethics Committee Charter**
  - Revised submission of an annual report from the Executive Compliance Committee to the Chief Compliance and Ethics Officer and Chief Executive Officer.
- **Quality of Care and Patient Safety Committee Charter**
  - Added Executive Liaisons to the QBOM Committee
  - Added Operations dashboard
  - Revised the CQSO's reporting structure from CEO to CCO
  - Slight grammatical corrections
- **Talent Development and Executive Compensation Committee Charter**
  - No changes recommended for approval

PARKLAND HEALTH
Audit Committee Charter

The Board of Managers (the "Board") of 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.

Approvals:

_____ _____

Audit Committee Chair **Date**

_____ _____

Dallas County Hospital District Board Chair **Date**

Previously Approved
August 25, 2021
June 8, 2022

PARKLAND HEALTH ~~& HOSPITAL SYSTEM~~
Budget and Finance Committee Charter

The Board of Managers (the "Board") of the Parkland Health ~~& Hospital System~~ ("Parkland" ~~or the "System")~~ has authorized the formation of a Budget and Finance 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, which has oversight authority over ~~the System's~~Parkland's financial affairs. The Committee shall at all times be familiar with the income and expenditures of ~~the System~~Parkland (appropriately seeking additional supportive material, as necessary for understanding), advise the Chief Executive Officer, the Chief Operating Officer and the Chief Financial Officer in connection with the preparation of the Budget, review the proposed budget in advance of presentation to the Board and, as appropriate or necessary, make related recommendations to the Board. The Committee shall exercise general oversight of purchasing activities and contracts. The Committee may review and recommend changes relating to contracting and purchasing and monitor the progress relative to the implementation of such changes. The Committee will inform the Board of developments, trends, and opportunities that may influence ~~the System's~~Parkland's ability to effectively contract for and purchase goods and services.

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 executive liaisons to the Committee shall be the Chief Executive Officer, the Chief Financial Officer, and the General Counsel, all of whom 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 ten times per year unless the Committee determines otherwise. A majority of the Committee shall constitute a quorum for the purposes of conducting business.

Responsibilities

Within specific parameters adopted by the Board from time to time, the Committee shall have the authority to approve contracts requiring Board approval and shall provide routine reports to the Board of its actions and consideration of such contracts.

In fulfilling its charge, the Committee's responsibilities shall include the following, among others:

- Overseeing the three- year financial plan, setting forth in detail expected receipts, income, expenses, and capital expenditures for the ensuing year;
- Reviewing and approving annual operating budgets, including any recommendations by Management with respect thereto;
- Reviewing ~~the System's~~Parkland's monthly financial statements and performance in order to ensure that the Board remains well informed of ~~the System's~~Parkland's financial status.
- Reviewing and approving contracts, as needed and directed by the Board;
- Monitoring and evaluating the management of Parkland's funds;
- Reviewing and evaluating methods of financing business ventures;
- Reviewing and evaluating the debt structure of ~~the System~~Parkland and borrowing proposals;
- Reviewing un-budgeted expenditures with actual or expected costs exceeding $200,000 for major projects and related equipment and making appropriate recommendations to the Board, per Parkland policy;
- Serve as resource to the Board for all financial matters

- Overseeing the periodic establishment of financial objectives

Approvals:

Budget and Finance Committee Chair	**Date**
Dallas County Hospital District Chair	**Date**

Previously Approved
July 24, 2018
August 22, 2019
September 23, 2020
August 25, 2021

PARKLAND HEALTH
Budget and Finance Committee Charter

The Board of Managers (the "Board") of the Parkland Health ("Parkland" has authorized the formation of a Budget and Finance 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, which has oversight authority over Parkland's financial affairs. The Committee shall at all times be familiar with the income and expenditures of Parkland (appropriately seeking additional supportive material, as necessary for understanding), advise the Chief Executive Officer, the Chief Operating Officer and the Chief Financial Officer in connection with the preparation of the Budget, review the proposed budget in advance of presentation to the Board and, as appropriate or necessary, make related recommendations to the Board. The Committee shall exercise general oversight of purchasing activities and contracts. The Committee may review and recommend changes relating to contracting and purchasing and monitor the progress relative to the implementation of such changes. The Committee will inform the Board of developments, trends, and opportunities that may influence Parkland's ability to effectively contract for and purchase goods and services.

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 executive liaisons to the Committee shall be the Chief Executive Officer, the Chief Financial Officer, and the General Counsel, all of whom shall assist the Committee and the Committee Chair in discharging their responsibilities.

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Responsibilities

Within specific parameters adopted by the Board from time to time, the Committee shall have the authority to approve contracts requiring Board approval and shall provide routine reports to the Board of its actions and consideration of such contracts.

In fulfilling its charge, the Committee's responsibilities shall include the following, among others:

- Overseeing the three- year financial plan, setting forth in detail expected receipts, income, expenses, and capital expenditures for the ensuing year;
- Reviewing and approving annual operating budgets, including any recommendations by Management with respect thereto;
- Reviewing Parkland's monthly financial statements and performance in order to ensure that the Board remains well informed of Parkland's financial status.
- Reviewing and approving contracts, as needed and directed by the Board;
- Monitoring and evaluating the management of Parkland's funds;
- Reviewing and evaluating methods of financing business ventures;
- Reviewing and evaluating the debt structure of Parkland and borrowing proposals;
- Reviewing un-budgeted expenditures with actual or expected costs exceeding $200,000 for major projects and related equipment and making appropriate recommendations to the Board, per Parkland policy;
- Serve as resource to the Board for all financial matters

- Overseeing the periodic establishment of financial objectives

Approvals:

Budget and Finance Committee Chair	**Date**
Dallas County Hospital District Chair	**Date**

Previously Approved
July 24, 2018
August 22, 2019
September 23, 2020
August 25, 2021

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~~ CCO and CEO 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.

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

Approved:

August 24, 2022

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 CCO and CEO 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.

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

Approved:

August 24, 2022

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

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 Board 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 and Operations Dashboards

a) Reviewing and approving the performance metrics that comprise the Quality-of-Care and Operations Dashboards, as recommended by EQC, on at least an annual basis.
b) Reviewing and discussing the Quality-of-Care and Operations Dashboards 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~~ CCO or their designee.
b) The ~~CEO~~ CCO 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~~ CCO 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
July 21, 2022
February XX, 2023

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 Board 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 and Operations Dashboards

a) Reviewing and approving the performance metrics that comprise the Quality-of-Care and Operations Dashboards, as recommended by EQC, on at least an annual basis.
b) Reviewing and discussing the Quality-of-Care and Operations Dashboards 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 CCO or their designee.
b) The CCO 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 CCO 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
July 21, 2022
February XX, 2023

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

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
August 24, 2022

Parkland Health Compliance and Ethics Department
Committee Charters - Executive Summary

Background:

- Charters last approved by the Board of Managers August 24, 2022

Included Revisions:

- Revisions to clarify Chief Executive Officer and Executive Compliance Committee oversight of the operational effectiveness of the Compliance Program and Compliance and Ethics Department.
- **Leadership Compliance Committee**
    - **Refreshed the following:**
        - Roles & Responsibilities
        - Membership
        - Reports to
        - Critical Interfaces
        - Amendments to the Charter
        - Meeting Frequency
- **Executive Compliance and Ethics Committee**
    - **Refreshed the following:**
        - Roles & Responsibilities
        - Membership
        - Reports to
        - Critical Interfaces
        - Amendments to the Charter

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") Leadership Compliance and Ethics Committee (the "LCC Charter").
ROLES & RESPONSIBILITIES	The LCC's responsibilities include: • In support of the Chief Compliance & Ethics Officer (CCO), ~~oversight and evaluation of the structure, operations and effectiveness of~~ providinge periodic consultative and advisory guidance on operations of the Compliance and Ethics 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 Ethics and Compliance Committee (ECC) and adherence to the requirements and guidance set forth by various regulatory authorities including, but not limited to, the Office for ~~of~~ Civil Rights (OCR), Office of Inspector General (OIG), the United States Department of Justice (DOJ) and the Centers for Medicare and Medicaid Services (CMS) ~~.~~ ~~to the Board Governance Compliance Ethics Committee (GCEC)~~ 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. • Assisting the CCO in maintaining an effective Compliance and Ethics Program framework consistent with the essential

	elements referenced in the United States Sentencing Guidelines for Organizations, to include at a minimum: • written policies and procedures and Code of Conduct and Ethics; • a compliance department supported by adequate financial and personnel resources and committee structure; • compliance and ethics training and education for workforce members; • effective lines of communication and reporting of potential compliance and ethics matters; • conducting internal monitoring and auditing activities to identify and remediate potential compliance risk; • enforcing standards through well-publicized and appropriate disciplinary guidelines; and • responding promptly to detected problems and undertaking corrective action. • ~~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, this~~e~~ 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~~ Medical Affairs~~;~~ • Nursing ~~Leadership;~~ • Talent Management • Quality and Patient Safety~~;~~ • Communications~~;~~ and • ~~Foundation~~the Affiliate organizations (as needed); and the Chair (or delegate) of:

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	➢ ~~Chair of~~ Health Record Governance (HRG) ~~Committee~~ ➢ ~~Chair of~~ Internal Audit ~~of Committee~~ ➢ ~~Chair of~~ Research Safety and Integrity~~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 Chair or Executive Compliance ~~Board GCE~~ Committee (ECC) determines otherwise. In the event that any of the foregoing offices or positions ~~is~~ are 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, i~~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~~ The CC~~O~~O in consultation with the ECC will have ultimate authority as to the composition of the Committee.

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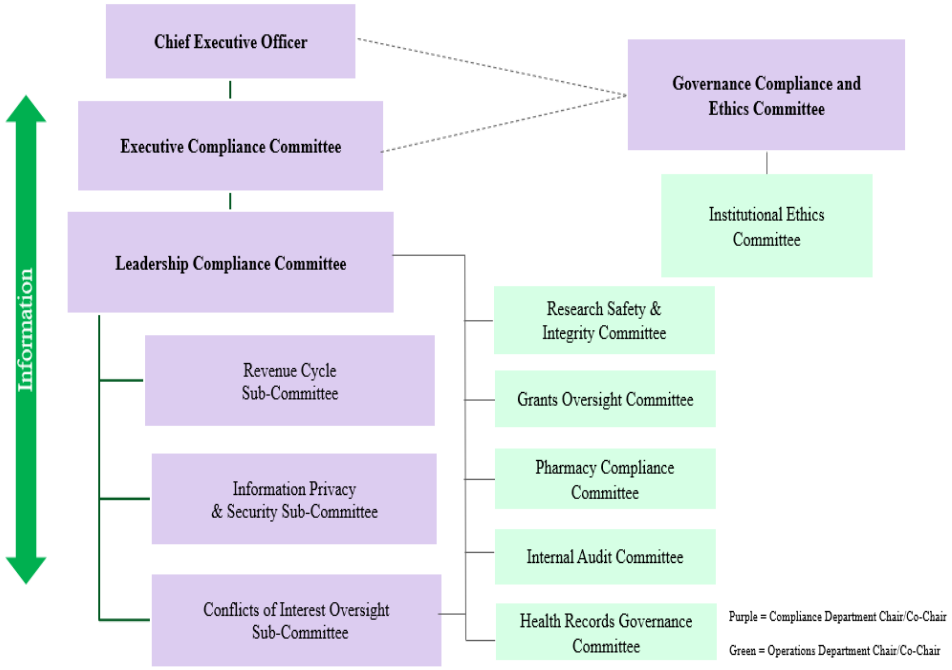
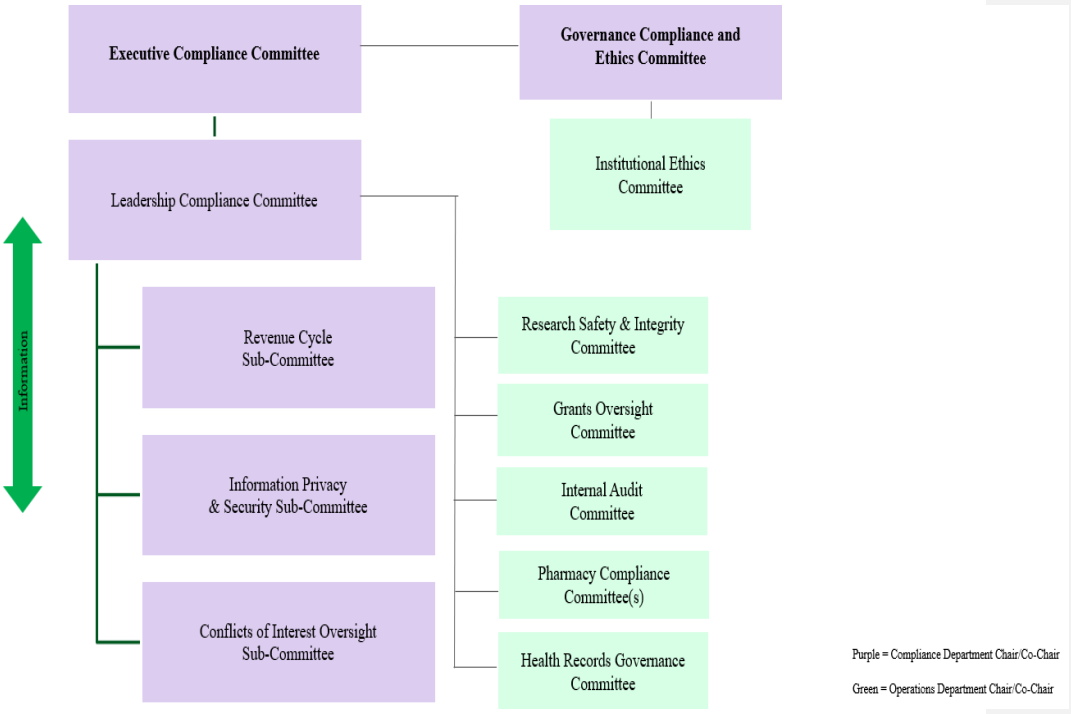
SUBCOMMITTEES	The LCC may establish, reorganize, or dissolve permanent or *ad hoc* subcommittees or working groups, which will work at the direction of, and report on their activities to, the LCC. Subcommittees or working groups will be chaired by the CCO or his/her designee, operate under a defined 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~~ three 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~~ Executive Compliance ~~(~~ECC.~~)Committee.~~ The CCO shall provide timely notification to the ~~Board GCE Committee~~ ECC of any proposed amendments or revisions to this Charter.

REFERENCES AND DEFINITIONS	N/A



Appendix A – Organizational Chart



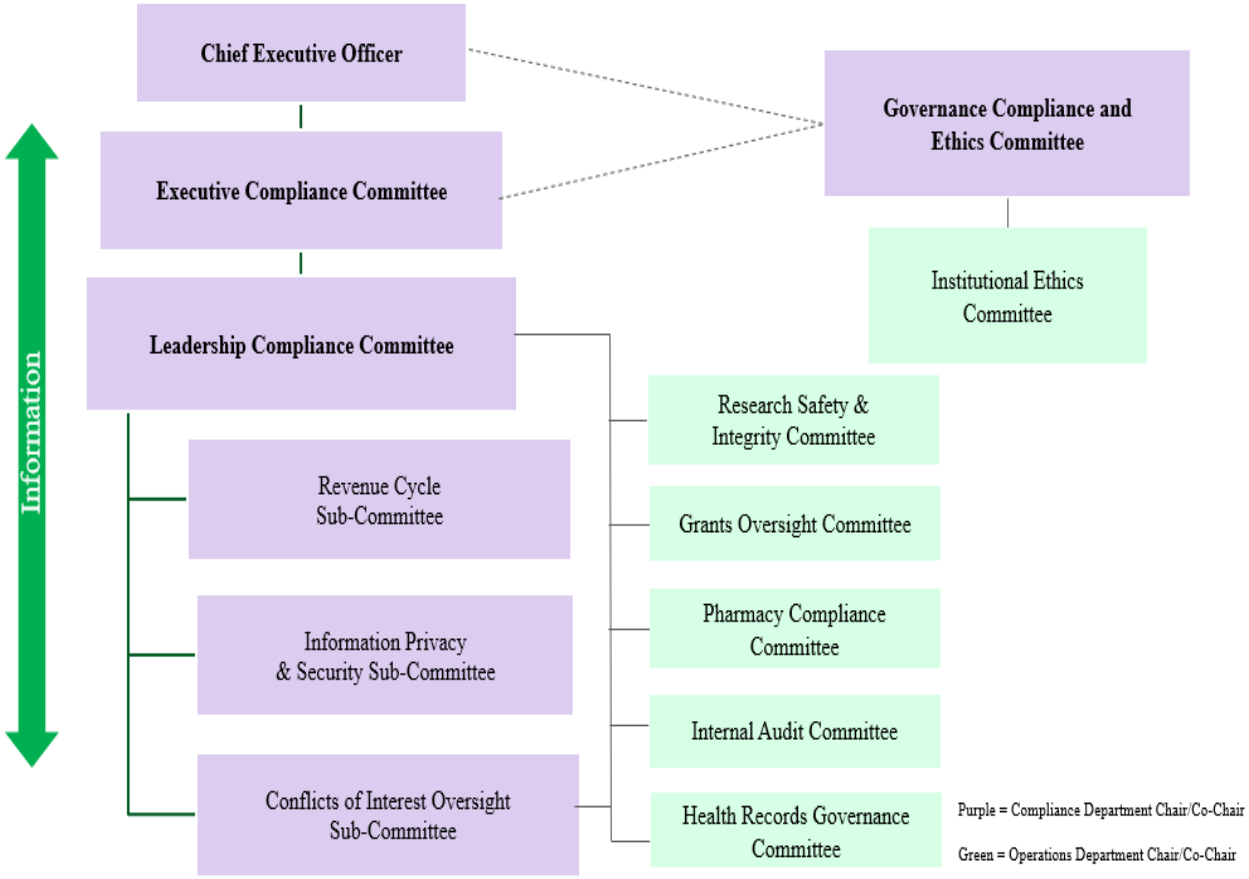
STATEMENT OF PURPOSE	Parkland is committed to: • Fostering a culture of integrity, accountability, and ethical behavior • Implementing processes and procedures that prevent, detect and correct conduct or practices that are illegal or unethical • Establishing an environment that encourages employees to 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") Leadership Compliance and Ethics Committee (the "LCC Charter").
ROLES & RESPONSIBILITIES	The LCC's responsibilities include: • In support of the Chief Compliance & Ethics Officer (CCO), providing periodic consultative and advisory guidance on operations of the Compliance and Ethics 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. • Assisting the CCO in fulfilling compliance reporting obligations to the Ethics and Compliance Committee (ECC) and adherence to the requirements and guidance set forth by various regulatory authorities including, but not limited to, the Office for Civil Rights (OCR), Office of

	Inspector General (OIG), the United States Department of Justice (DOJ) and the Centers for Medicare and Medicaid Services (CMS) 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.
	• Assisting the CCO in maintaining an effective Compliance and Ethics Program framework consistent with the essential elements referenced in the United States Sentencing Guidelines for Organizations, to include at a minimum:
	  • written policies and procedures and Code of Conduct and Ethics;
	  • a compliance department supported by adequate financial and personnel resources and committee structure;
	  • compliance and ethics training and education for workforce members;
	  • effective lines of communication and reporting of potential compliance and ethics matters;
	  • conducting internal monitoring and auditing activities to identify and remediate potential compliance risk;
	  • enforcing standards through well-publicized and appropriate disciplinary guidelines; and
	  • responding promptly to detected problems and undertaking corrective action
	• Periodically reviewing and revising, as appropriate, this 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

	• Medical Affairs • Nursing • Talent Management • Quality and Patient Safety • Communications and • the Affiliate organizations (as needed); and the Chair (or delegate) of: ➢ Health Record Governance (HRG) ➢ Internal Audit ➢ Research Safety and Integrity ➢ Grants Oversight Committee ➢ Pharmacy Programs The Chair may invite to attend LCC meetings other officers, Leadership and employees, and/or outside advisors or counsel. Any individuals appointed as successors to these positions, or to those of other members of the LCC will serve on the LCC unless the Chair or Executive Compliance Committee (ECC) determines otherwise. In the event that any of the foregoing offices or positions are 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. 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	The CCO in consultation with the ECC 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	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 three 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 ECC. The CCO shall provide timely notification to the ECC of any proposed amendments or revisions to this Charter.
REFERENCES AND DEFINITIONS	N/A


Chief Executive Officer
Governance Compliance and Ethics Committee
Executive Compliance Committee
Institutional Ethics Committee
Leadership Compliance Committee
Information
Research Safety & Integrity Committee
Revenue Cycle Sub-Committee
Grants Oversight Committee
Information Privacy & Security Sub-Committee
Pharmacy Compliance Committee
Internal Audit Committee
Conflicts of Interest Oversight Sub-Committee
Health Records Governance Committee
Purple = Compliance Department Chair/Co-Chair
Green = Operations Department Chair/Co-Chair

Appendix A – Organizational Chart

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~~ Chief Executive Officer (CEO) 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 Legal Officer; • 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, i~~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~~ The Chief Executive Officer (CEO) 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~~ Chair and Chief Executive Officer

	(CEO). The CCO shall provide timely notification to the ~~Board GCE Committee~~ ECC of any proposed amendments or revisions to this Charter.
REFERENCES AND DEFINITIONS	*N/A*

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 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 Chief Executive Officer (CEO) 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. 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: • Chief Legal Officer; • 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. Any individuals appointed as successors to these positions, or to those of other members of the ECC will serve on the ECC. 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. 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	The Chief Executive Officer (CEO) 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. 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 Chair and Chief Executive Officer (CEO). The CCO shall provide timely notification to the ECC of any proposed amendments or revisions to this Charter.
REFERENCES AND DEFINITIONS	*N/A*

SYS.LEAD.004 Organizational Plan

Background:

1. Last published September 2020.
2. Reviewed every three years.
3. Updated to “Parkland Health” throughout.
4. Updated Scope.
5. Eliminated some redundancies in Scope of Service.
6. Corrected Board member length of terms and number of terms.
7. Updated title for Chief Legal Officer (formerly General Counsel).
8. Added Chief Diversity, Equity, and Inclusion Officer.
9. Eliminated outdated communication channels.
10. Added "Workforce Member” to Definitions section.

Reviews and approvals of this version:

- Ciel Murphy, Director of Legal Operations
- Parkland Chiefs
- Board Governance Compliance and Ethics Committee (scheduled 8/2/23)
- Board of Managers (scheduled for 9/27/23)

Organizational Plan	SYS.LEAD.004	Published: 9/23/20
System		Page **1** of **7**

PURPOSE:

To construct and describe the organizational structure for Dallas County Hospital District.

SCOPE:

Parkland Health ~~& Hospital System~~Workforce members.

POLICY:

1. Scope of Services

   A. Dallas County Hospital District, d/b/a Parkland Health ~~& Hospital System~~ (Parkland) is comprised of Parkland Memorial Hospital, and its internal departments and operations, including its clinics, ~~school-based and mobile programs~~, long term care facilities, ~~Parkland's Women's Health Centers~~, Dallas County Jail Health Services, and ~~Parkland's Community Oriented Primary Care (COPC) Health Centers located throughout the County of Dallas, Texas.~~ Parkland also has certain affiliates including Parkland Center for Clinical Innovation, Parkland Community Health Plan and Parkland Foundation. Parkland continually strives to provide patient-centered, patient-valued care that is consistent with the patients' needs, values, and recognized belief system.

   B. Parkland's facilities also serve as the primary teaching site for The University of Texas Southwestern Medical Center at Dallas (UTSW), and a teaching site for ~~are used by~~ other institutions having contractual relationships with Parkland for their students and residents.

   C. Parkland participates in the training and education of hospital professionals. Through its affiliations with UTSW, Parkland supports and participates in clinical research.

   D. Parkland is committed to providing high quality care for the vulnerable populations across the continuum of care from public health and preventive services to specialty care including acute and post-acute

services. ~~including high-risk pregnancy, trauma, burn, and HIV positive patients.~~

For information about this document, call Legal Affairs.

E. Parkland maintains recognized "Centers of Excellence." Outpatient Clinics at Parkland Memorial Hospital provide a wide range of ambulatory services, including specialties and sub-specialties. Primary care is provided through COPC Health Centers. The homeless population of Dallas County is offered healthcare through mobile services referred to as the "Homeless Outreach Medical Services" (HOMES) program.

F. Parkland is a Level 1 Trauma Hospital with a certified Burn Center that receives ~~the majority of~~ trauma burn cases on a regional basis. ~~Parkland strives to prevent trauma by serving as a co-sponsor to the Injury Prevention Center of Greater Dallas.~~

G. Services are provided through contracted arrangement for radiation oncology and planned cardiovascular surgery. Inpatient pediatrics is limited to burns, newborn nursery, and neonatal intensive care unit services.

H. Each division within Parkland identifies division specific performance improvement priorities and goals.

I. Parkland is continually cognizant of its minority development effects in purchasing and employment decisions.

2. Leadership of the Organization

A. The Dallas County Commissioners Court approves Parkland's tax rate, annual budget and all real property transactions. The Court also appoints the Board of Managers, the governing body of the hospital.

B. Board of Managers (Board)—The Board of Managers is the governing body of Parkland with statutory responsibility to manage Parkland, through retaining a qualified administrator and establishing governing policies, maintaining quality patient care, and planning for Parkland's future. The Board appoints the administrator who serves as the Chief Executive Officer (CEO) to perform the duties, supervise the work and activities, and generally direct the affairs of Parkland under the established policies. The Board defines medical indigence levels and determines the guidelines for the provision of tax support (charity) care. In collaboration with the CEO, the Board sets the organization's priorities for performance improvement. The Board is responsible for all governing issues, except for the final approval of Parkland's budget, its tax rate, and real property

transactions, all of which are approved by the Commissioners Court. The Board is also charged with the responsibility of appointing the medical staff and employing the necessary clinical and administrative support as needed for the operation of Parkland. Board members serve for no more than two three- year- ~~two year~~ terms, or until a successor is appointed.

C. Chief Executive Officer (CEO)—employs the necessary administrative and clinical staff to operate Parkland, provides leadership to meet the goals of Parkland's mission, develops and presents the annual budget, and directs priorities for strategic planning. The CEO shall also appoint (or delegate the appointment of) the appropriate personnel to ensure effective operations and management of the Hospital District including, but not limited to, the following:

1) Chief Operating Officer (COO)—is responsible for Parkland's operations and delegates and directs administrative and management activities.

2) Chief Financial Officer (CFO)—is responsible preparing the annual budget and for the financial ~~business~~ operations of Parkland.

3) Chief Clinical Officer (CCO)—is responsible for the functioning and activities of the ~~Medical Staff~~Medical Staff Professional Services Office and the Graduate Medical Education Office, working with the organized medical staff to provide safe and quality care.

4) Chief Nursing Executive (CNO)—is responsible for the overall direction of nursing care, including the development of a nursing philosophy, providing continuing education, developing directives and procedures, maintaining a recruitment/retention plan, and implementing a nursing performance improvement process.

5) ~~General Counsel~~Chief Legal Officer (CLO) - is responsible for providing legal advice and services to Parkland management and the Board. ~~The responsibilities include, but are not limited to, chairing and overseeing the Enterprise Risk Management Committee and Parkland's Institutional Risk Management Department.~~

6) Chief Quality & Safety Officer (CQSO) – is responsible for ensuring effective programs exist to promote the quality and safety of patient care, and compliance with professionally recognized standards of care.

7) Chief Compliance and Ethics Officer (CCO) - is responsible for designing and implementing a system-wide compliance and ethics program. The responsibilities include, but are not limited to, ~~chairing the Executive Compliance Committee,~~ overseeing compliance and ethics education, monitoring and reporting of compliance and ethics issues.

8) Privacy Officer (PO) – is responsible for Parkland's privacy program. The responsibilities include, but are not limited to, the oversight of all activities related to compliance with federal and state laws governing privacy of health information.

9) Chief Information Officer (CIO) - is responsible for the day-to-day and long-term operations of Information Services.

10) Chief Talent Officer (CTO) – is responsible for development of effective talent management strategies for all employee-related areas, including Human Resources, Learning and Development, Diversity and Inclusion, and Service Excellence.

11) Chief Governance Officer (CGO) – is responsible for managing Board engagement and assisting the CEO with maintaining an effective and trusting relationship between the Board and administration.

~~11)~~12) Chief Diversity, Equity, and Inclusion Officer (CDEIO) – is responsible for the development, implementation, and oversight of the organization's Diversity, Equity, and Inclusion (DEI) strategy focusing on talent acquisition, career development, and retention; patient care quality and safety; community engagement; supplier diversity; and other related areas.

3. Communication Plan

A. Parkland's organizational plan is regularly communicated to the staff and the community through various means. Corporate Communications department plays a central role in creating and distributing written materials for our community, customers, and staff.

1) Parkland Now: Parkland Now is a weekly newsletter that is distributed to Parkland employees. Parkland Now is designed to update staff on activities within the system.

For information about this document, call Legal Affairs.

DRAFT

2) Parkland Later: Parkland Later is a weekly electronic "one-page" newsletter designed to catch any information overflow or time sensitive-news that has missed a print date.

3) Computer Screen Savers: Computer screen savers are utilized in break rooms and the cafeteria to alert staff and visitors of upcoming events.

4) Intranet banners: Intranet banners are rotating images on the intranet home page, and feature events, news and system info.

5) Parkland TV: Parkland TV includes videos shown on the Parkland YouTube channel and televisions above employee time clocks.

6) ~~Quarterly~~ Town Halls: Employee town halls are held ~~quarterly~~ regularly and throughout various locations in the system.

~~7) Safety Update: Safety Update is a safety email distributed electronically as needed on Thursdays. Topics are usually clinical and focus on patient safety reminders.~~

~~8) Employee App: This password-protected employee app is a communications hub and features all of the above internal vehicles.~~

~~9)~~7) Other mechanisms for communication include ~~Parknet Plus (Internet Web Pages),~~ Parkland's Intranet and email to send messages.

B. Parkland's Board and division directives and procedure manuals guide the decisions and operations of Parkland while setting the guidelines for high quality care and service.

C. Other modes of communication include meetings at all levels. The Board, Executive Management, and leadership meetings are all held on a routine basis. Monthly or biweekly meetings are generally held at the department level with staff.

D. Parkland's mandate and mission are posted on the hospital's website and intranet.

4. Staff Competency

For information about this document, call Legal Affairs.

A. Staff competency is continuously assessed at all the department levels. Competence is addressed within the job descriptions~~,~~ and evaluated at the time of employment and orientation. Ongoing evaluation and support for staff competence include department specific competency testing for high-risk tasks, age-specific care, staff education, and annual evaluations. Staff competency for the various departments is addressed in each department's organizational plan.

5. Education Plan

A. Each new employee shall successfully complete general orientation, which includes orientation to the safety plans, infection control, the compliance program, privacy, quality of care, patient safety, and the mission of Parkland.

B. The administrative staff of Parkland maintains continuing education through their participation in professional organizations such as the American College of Healthcare Executives. There are various organizations that are specific to certain specialties or departments such as the Society of Ambulatory Care Professionals. The administrative staff is expected to participate in ongoing education.

C. There is a plan for educating and training all levels of staff. Each division/department is responsible for developing and maintaining departmental or unit job specific orientation and educational programs for its staff.

6. Staffing

A. Staffing needs are addressed in each department's organizational plan. Staffing needs are based on calculation, considering patient acuity, volume and work performance by the unit or department. Information on staffing needs is gathered and reviewed on an ongoing basis. Emergency staffing is addressed in the hospital-wide disaster plan.

DEFINITIONS:

Workforce member: An Officer, board member, employee, volunteer, contractor, vendor, trainee, or other person whose conduct, in the performance of work for Parkland, is under the direct control of Parkland, whether or not he or she is paid by

Parkland. “Workforce member” also includes all physicians, other members of the medical staff, and non-physician clinical providers, whether or not employed by Parkland.

REFERENCES:

The Joint Commission, Comprehensive Accreditation Manual for Hospitals, Standard LD.01.01.01 EP1, EP2 ~~(2017)~~ (Accessed 2023).

The Joint Commission, Comprehensive Accreditation Manual for Hospitals, Standard LD.01.03.01 EP1, EP2, EP3, EP4 ~~(2017)~~ (Accessed 2023)..-

The Joint Commission, Comprehensive Accreditation Manual for Hospitals, Standard LD.01.04.01 EP1, ~~EP3~~, EP5 ~~(2017)~~ (Accessed 2023).

The Joint Commission, Comprehensive Accreditation Manual for Hospitals, Standard LD.02.01.01 EP2, EP3 ~~(2017)~~ (Accessed 2023)..

The Joint Commission, Comprehensive Accreditation Manual for Hospitals, Standard LD.04.03.09 EP2 ~~(2017)~~ (Accessed 2023)..

~~The Joint Commission, Comprehensive Accreditation Manual for Hospitals, Standard LD.04.04.01 EP1 (2017).~~

The Joint Commission, Comprehensive Accreditation Manual for Hospitals, Standard HR.01.04.01 EP1~~, EP2 (20174).~~ (Accessed 2023).

The Joint Commission, Comprehensive Accreditation Manual for Hospitals, Standard HR.01.06.01 EP1, EP5 ~~(20174) (2020)~~(Accessed 2023)..

For information about this document, call Legal Affairs.

DRAFT

Parkland Health Compliance and Ethics Department
Conflicts of Interest Policy
Executive Summary

Background:

- Charters last approved by the Governance, Compliance & Ethics Committee on August 25, 2022

Included Revisions:

- **Conflicts of Interest SYS.COMP.058**
    - Streamlined the policy by removing elements that are considered procedural and reduced policy language to four (4) succinct sections:
        - Duty to Maintain Appropriate Relationships
        - Affirmative Duty to Disclose
        - Addressing Conflicts
        - Enforcement

    - Guidance documents and reference tools such as a Frequently Asked Questions (FAQs) document or Conflicts of Interest (COI) educational infographic will be added to the Compliance Department's SharePoint site to supplement the abbreviated policy.

PURPOSE:

The purpose of this Policy is to ensure that the mission and purposes of Parkland Health ~~and Hospital System~~ ("Parkland") are carried out in a manner that is free of undue outside influence, loyalty, or desire for personal gain. This Policy sets forth the requirement to maintain appropriate relationships and to disclose relationships that may appear to affect professional judgement. ~~identify and address circumstances that create Conflicts of Interest or the perception thereof.~~

SCOPE:

This Policy applies to all Parkland Health & ~~Hospital System~~ and Parkland Affiliate~~s~~ (collectively for purposes of this Policy "Parkland") locations unless otherwise noted, and Workforce Members.

POLICY:

1 . Duty to Maintain Appropriate Relationships

~~Preamble 1.~~

~~A . Parkland is committed to compliance with applicable federal and state laws and r egulations, including the laws, rules and regulations that govern participation in government reimbursed health care programs, accreditation by the Joint Commission, Dallas County Code of Ordinances, the Parkland Code of Conduct and Ethics, and the requirements set forth by other government funded grant p rograms in which Parkland participates.~~

~~B . Association with and employment by Parkland carries the responsibility to represent fully and solely the interests and mission of Parkland when contemplating or entering business transactions and arrangements on behalfof Parkland.~~

~~)1)~~ A. Workforce Members ~~Individual~~s are required to maintain appropriate relationships with third parties, including patients and their families, health care practitioners, donors, suppliers, subcontractors and competitors. No outside party may be afforded an opportunity or apparent opportunity to inappropriately influence any Parkland decision or activity.

052022 policy renumbered, previously known and numbered as SYS.COMP.007

~~2.) Individuals are to disclose, in advance of making decisions or exerting influence on behalf of Parkland, all pertinent information regarding their~~

Financial Interests, familial and outside business relationships, and certain Outside Activities related to Parkland discussions or decisions.

3) Activity with or within outside organizations in which the service is primarily personal in nature rather than professional and that is done on one's own time is permitted and does not need to be disclosed if the activity does not create an Actual, Apparent, or Potential Conflict of Interest. Examples include a neighborhood association, youth sports club, local religious congregation, affinity group such as the local orchid society or model train collectors club, and other similar outside boards or organizations.

C. The Outside Activities of Relatives are treated as though they involve the Individual directly.

D. Individuals are strictly prohibited from accepting Gratuities from any outside individual, business, or other entity that is, or may be, involved in a business transaction or arrangement with Parkland.

2 Affirmative Duty to Disclose Outside Interests and Activities

A. Workforce Members must to disclose to the Compliance and Ethics Department any outside interest, activity or relationship that could appear to affect an individual's professional judgement. All Designated Individuals must submit a Statement of Outside Interests and Activities ("Disclosure Statement"), in a format provided by the Compliance and Ethics Department ("Compliance Department").

1) Within thirty (30) days of hire, transfer, promotion, or appointment to a position that is required to submit a Disclosure Statement, and annually thereafter;

2) Within thirty days (30) of learning or acquiring a new Outside Activity, and annually thereafter; and

3) At any other time as requested by the Compliance Department.

B. Workforce Members who are not Designated Individuals but have personal interests or loyalties (e.g., familial relationships or Outside Activities) that affect, appear to affect, or potentially affect their responsibilities to Parkland are to notify their immediate supervisor and submit a Disclosure Statement to

the Compliance Department within thirty (30) days of hire or within thirty (30) d
ays of learning of acquiring a new Outside Activity, and annually thereafter.

052022 policy renumbered, previously known and numbered as SYS.COMP.007

C.A If any person has reasonable cause to believe that an Individual failed to disclose an Actual, Apparent, or Potential Conflict of Interest, that person shall promptly inform the Compliance Department directly or raise a concern through the Parkland Integrity Line (1-800-351-0093) or online through the Parkland Integrity Line portal.

3 Addressing Conflicts of Interest

A. Actual, Potential and Apparent Conflicts of Interest will be addressed by the Compliance and Ethics Department. Management Plans are used to eliminate, reduce, or manage, to the extent possible, circumstances that create Conflicts of Interest.

1. Actual Conflicts of Interest will be addressed in a manner to eliminate the conflict to the extent possible or otherwise manage the conflict to prevent inappropriate decisions and maximally reduce the risk to Parkland.

2. Potential Conflicts of Interest will be managed to avoid the development of an Actual Conflict of Interest.

3. Apparent Conflicts of Interest will be managed appropriately.

4. Enforcement

Failure to comply with this policy may result in progressive discipline up to and including termination of employment (or other enforcement action in accordance with applicable governance procedure and/or bylaws).

4. Oversight of Conflict of Interest Management Program ("Program")

A. The Executive Compliance Committee ("ECC") has established the Conflicts of Interest Sub-Committee which works at the direction of the ECC and is chaired by the Chief Compliance and Ethics Officer ("CCO") or his/her designee. The Compliance Department manages the activities of the Program on behalf of the Sub-Committee.

1. Affiliate organizations coordinate with the Compliance Department for Program activities involving all Individuals associated with the affiliate organization.

Conflicts of Interest Policy	SYS.COMP.058	Published: 6/13/2022
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~~B. Financial Conflicts of Interest related to federally sponsored research shall be addressed separately by the Research Administration Department in accordance with Parkland's Financial Conflict of Interests in Research Policy.~~

052022 policy renumbered, previously known and numbered as SYS.COMP.007

~~5. Enforcement~~

~~A. Situations involving potential non-compliance with this Policy will be referred to the Sub-Committee for review.~~

052022 policy renumbered, previously known and numbered as SYS.COMP.007

~~B. Failure to submit a completed disclosure statement by the deadline may result in disciplinary action in accordance with applicable Parkland policies, bylaws, guidelines or other appropriate.~~

~~1. Delinquent disclosures for employees and contract employees ("POIs") will be reported to the Office of Talent Management and the individual's immediate supervisor and/or sponsor.~~

~~2. Delinquent disclosures for non-employed members of the Medical Staff will be reported to the Professional Medical Affairs Office.~~

~~3. Delinquent disclosures for Board Members will be forwarded to the Chief Governance Officer and Chair of the Governance Compliance and Ethics Committee of the Board of Managers.~~

DEFINITIONS:

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

~~Board: refers to the Board of Managers of Parkland Health and Hospital System.~~

~~Board Member: is anyone who is a member of the Parkland Board, a member of the board of a Parkland-controlled affiliate, or a member of any subcommittee thereof.~~

~~Compensation: includes salary, sales commissions, revenue, wages, fees, stipends, royalties, or other remuneration.~~

Conflicts of Interest: a circumstance whereby an individual's duty, responsibility, and/or loyalty to Parkland is inappropriately influenced by non-Parkland related duties, responsibilities and/or loyalties.

A Conflict of Interest can be characterized as Actual, Apparent, or Potential.

- An Actual Conflict of Interest exists when secondary duties, responsibilities, or loyalties affect an individual's capacity to carry out Parkland responsibilities in an independent and objective manner.
- An Apparent Conflict of Interest arises when an objective person, with knowledge of the relevant facts, perceives that an individual's secondary interests have

improperly influenced or could influence professional judgment or bias decision making.

- A Potential Conflict of Interest exists when there is a reasonable expectation that circumstances will evolve such that an Actual Conflict of Interest will occur.

Designated Individual: Any person who is (1) a Board Member, (2) an employee or contracted person of Parkland serving at the manager level or above, (3) a medical director or physician who serves in an administrative or advisory position, or who has authority to enter into contracts on behalf of Parkland, (4) all members of Parkland's Medical Staff (5) All Non-Physician Clinical Providers, (6) certain other Individuals who serve in a position to commit Parkland resources through selection, purchasing, or contracting of goods or services, or otherwise commits resources on behalf of Parkland, and (6) Individuals who manage funds or full-time employees ("FTE") received through outside grants.

This term also includes any other Individual who is designated at the discretion of the Conflict of Interest Subcommittee and Compliance and Ethics Department.

Financial Interest: means during any twelve-month period (retrospective or prospective) the Individual or Relative has;

- An ownership interest (e.g., bonds, securities, stocks, stock options, equity interests, or any other investment) with any person, business or entity that conducts business, seeks to conduct business, or competes with Parkland (excluding investments in publicly traded securities valued at less than $10,000 and investments managed in a mutual fund or retirement account); or
- Received royalties, license fees, or other compensation from copyright, patent, or trademark from any person, business or entity that conducts business, seeks to conduct business, or competes with Parkland; or
- Received Compensation from any person, business or entity thatconducts business, seeks to conduct business, or competes with Parkland.

Gratuity: anything of value offered by a Vendor in exchange for an official act (or omission thereof) by an Individual with regards to their official Parkland obligations and responsibilities.

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~~Management Plan: written requirements that address an Individual's identified Conflict of Interest.~~

~~Outside Activities: activities/commitments that transpire outside the context of the Individual's Parkland duties and responsibilities but are related to or in a similar industry as the Individual's professional responsibilities. For example, Individual or Relative serves;~~

- ~~As a board member, council member, director, trustee, officer or in any other fiduciary or key employee capacity for an outside business entity.~~
- ~~On the council or advisory board of a professional, civic, business, medical or research organization, whether for-profit or not-for-profit.~~

~~This does not include activity with outside organizations in which the service is primarily personal in nature rather than professional and is done on the Individual's own time.~~

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

~~Relative: Spouse, same gender domestic partner, biological parent, adoptive parent, foster parent, parent-in-law, parent of same-gender domestic partner, grandparent, grandchild, adult who stood in local parentis to the employee during childhood, biological child, adoptive child, foster child, child of same gender domestic partner, child-in-law, sister/sister-in-law, brother/brother-in-law, aunt, uncle, niece, nephew, cousin, step relations (parent, child, sister, brother), member of household, or significant other.~~

~~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.~~

Workforce Member: An Officer, board member, employee, volunteer, member of the medical staff, contractor, vendor, trainee or other person whose conduct, in the performance of work for Parkland, is under the direct control of Parkland or a Parkland Affiliate, whether or not he or she is paid by Parkland or a Parkland Affiliate.

052022 policy renumbered, previously known and numbered as SYS.COMP.007

REFERENCES:

Parkland Code of Conduct, https://phhs.sharepoint.com/Compliance/Documents/coc-eng.pdf

Parkland Integrity Line portal, http://parklandintegrityline.ethicspoint.com/

052022 policy renumbered, previously known and numbered as SYS.COMP.007

PURPOSE:

The purpose of this Policy is to ensure that the mission and purposes of Parkland Health ("Parkland") are carried out in a manner that is free of undue outside influence, loyalty, or desire for personal gain. This Policy sets forth the requirement to maintain appropriate relationships and to disclose relationships that may appear to affect professional judgement.

SCOPE:

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

POLICY:

1. Duty to Maintain Appropriate Relationships

    A. Workforce Members are required to maintain appropriate relationships with third parties, including patients and their families, health care practitioners, donors, suppliers, subcontractors and competitors. No outside party may be afforded an opportunity or apparent opportunity to inappropriately influence any Parkland decision or activity.

2. Affirmative Duty to Disclose Outside Interests and Activities

    A. Workforce Members must disclose to the Compliance and Ethics Department any outside interest, activity or relationship that could appear to affect an individuals' professional judgement.

3. Addressing Conflict of Interest

    A. Actual, Potential and Apparent Conflicts of Interest will be addressed by the Compliance and Ethics Department.

4. Enforcement

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A. Failure to comply with this policy may result in progressive discipline up to and including termination of employment (or other enforcement action in accordance with applicable governance procedure and/or bylaws or governance procedure)

DEFINITIONS:

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

Conflicts of Interest: a circumstance whereby an individual's duty, responsibility, and/or loyalty to Parkland is inappropriately influenced by non-Parkland related duties, responsibilities and/or loyalties.

A Conflict of Interest can be characterized as Actual, Apparent, or Potential.

- An Actual Conflict of Interest exists when secondary duties, responsibilities, or loyalties affect an individual's capacity to carry out Parkland responsibilities in an independent and objective manner.
- An Apparent Conflict of Interest arises when an objective person, with knowledge of the relevant facts, perceives that an individual's secondary interests have improperly influenced or could influence professional judgment or bias decision making.
- A Potential Conflict of Interest exists when there is a reasonable expectation that circumstances will evolve such that an Actual Conflict of Interest will occur.

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

Workforce Member: An Officer, board member, employee, volunteer, contractor, vendor, trainee, or other person whose conduct, in the performance of work for Parkland, is under the direct control of Parkland or a Parkland Affiliate, whether or not he or she is paid by Parkland or a Parkland Affiliate.

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FY24 Budget
(as of June 30)

	FY23	FY24	Comments
Salaries	2,769,193	3,423,184	Salary increases due to change in market demands, run-rate, expected merit, etc. Includes the addition of (1) FTE [auditor – individual contributor level].
Professional Fees	1,049,430	1,028,500	
Supplies	200,932	198,501	
Other Expense	49,319	102,899	Projected changes in cost for subscription services and contracted services.
Total	4,374,299	4,974,587	