



PARKLAND HEALTH & HOSPITAL SYSTEM

Executive Compliance Committee Charter

This charter (the “Charter”) sets forth the duties and responsibilities, and governs the operations of, the Parkland Health & Hospital System (“Parkland”) Executive Compliance and Ethics Committee (the “ECC”).

PURPOSE

Parkland is committed to:

- The care and safety of its patients;
- Ethical business practices;
- Full compliance with applicable Federal and state laws, regulations and administrative rules; and
- Maintaining and promoting an enterprise-wide culture that emphasizes integrity; individual and institutional acceptance of responsibility; effective self-policing; and transparency in the relationships between Parkland and its key stakeholders, including government clients, regulators and enforcement agencies.

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.

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 ECC advises and assists the CCO in developing and implementing Parkland’s Compliance and Ethics Program (the “Compliance Program”). The CCO and the ECC 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”).

DUTIES AND RESPONSIBILITIES

The ECC’s responsibilities include:

1. In support of the CCO, oversight and evaluation of the structure, operations and effectiveness of the Compliance Program.

2. 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;
3. Staying abreast of significant developments relating to the compliance expectations from federal and state legislators, regulators and/or enforcement officials;
4. 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;
5. 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;
6. Ensuring that annual compliance training is developed and conducted, and overseeing an annual compliance training plan addressing key compliance risks;
7. Reviewing and approving annually the compliance risk assessment and associated work plan, which includes compliance auditing and monitoring initiatives;
8. 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;
9. 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;
10. Assisting the CCO in fulfilling compliance reporting obligations to the Board GCE Committee by timely informing the CCO of any known audits, reviews and/or investigations by government agencies; potential overpayments to Federal health care programs and employment or engagement of an individual or entity who is currently, or is likely to be, excluded, debarred, suspended or otherwise declared ineligible to participate in Federal health care programs or Federal procurement or non-procurement programs.
11. Ensuring sustainability of changes implemented during the Corporate Integrity Agreement with the Department of Health and Human Services Office of Inspector General.
12. 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.
13. Periodically, and no less than annually, reviewing and revising, as appropriate, the Charter.

MEMBERSHIP AND COMPOSITION

The CCO will serve as the Chairperson of the ECC (the “Chair”). The Board GCE Committee will have ultimate authority as to the composition of the Committee. To ensure that the ECC has the insight, perspective and full support of the key organizational functions and the Divisions or Departments of Parkland, its membership will include the following:

- General Counsel;
- Chief Financial Officer;
- Chief Operating Officer;
- Chief Strategy and Integration Officer;
- Chief Medical Officer;
- Chief Nursing Officer;
- Chief Talent Officer;
- Chief Quality and Safety Officer;
- Senior Vice President, Transitional and Post-Acute Care;
- Senior Vice President, Internal Audit;
- Executive Director, Parkland Community Health Plan;
- Vice President, Research Administration;
- Senior Vice President, Revenue Cycle;
- Vice President, Compliance Oversight and Auditing and Monitoring; and
- Vice President, Compliance and Ethics Program Operations/Chief Privacy Officer.

Any individuals appointed as successors to these positions, or to those of other members of the ECC will serve on the ECC unless the Board GCE Committee determines otherwise. In the event that any of the foregoing offices or positions is vacant or otherwise unfilled for more than ninety (90) days, the position on the ECC will be assumed and performed by the officer or employee fulfilling the duties of that office or function, unless the Board GCE Committee determines otherwise. Unless the Board GCE Committee otherwise directs, immediately upon the termination of his or her employment with Parkland, a member will cease serving on the ECC.

As the Chair deems necessary or advisable, and at least annually, he/she will recommend to the Board GCE Committee, for its consideration and approval, additions or changes to the composition of the ECC.

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.

MEETINGS

The ECC shall meet at least four times annually and with such frequency throughout the year as the Chair determines necessary to ensure that the ECC fulfills its duties and responsibilities. At every meeting, the Chair will designate a Secretary to take and maintain minutes. Draft minutes

of each meeting will be prepared promptly and will be distributed to the members of the ECC for their review and approval.

Meetings of the ECC may be conducted in person or, as necessary, telephonically or by video conference using web-based or other communications channels, devices, modules or platforms. All ECC members are expected to attend each meeting, in person or telephonically.

A quorum representing a majority of the ECC members must be present (personally or telephonically) to transact business.

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.

AMENDMENTS

This Charter may be amended or revised only upon approval by the Board GCE Committee. The CCO shall be responsible for timely advising the Board GCE Committee of any proposed amendments or revisions to this Charter.

Created: 6/26/2007

Prior Review and Approval: 11/12/2015, 02/03/15, 02/25/16, 05/26/16, 11/10/16, 03/15/17, 5/31/17

Revised: *DRAFT IN PROCESS* 7/12/18