

**CONTRACT MANAGEMENT SOFTWARE****REQUEST FOR PROPOSAL****ADDENDUM NUMBER: ONE (1)****MARCH 24, 2023**

**THIS ADDENDUM IS ISSUED PRIOR TO THE ACCEPTANCE OF THE FORMAL RFP'S. THE FOLLOWING CLARIFICATIONS, AMENDMENTS, ADDITIONS, DELETIONS, REVISIONS, AND MODIFICATION FORM A PART OF THE CONTRACT DOCUMENTS ONLY IN THE MANNER AND TO THE EXTENT STATED.**

**Q&A**

1. We'd like to request an extension? **Unfortunately, Broward Health is unable to grant an extension at this time.**
2. Can you please confirm if Broward is seeking a solution to manage general contracts (i.e. vendor agreements, affiliations, etc.) or a solution to manage payers contract? **Broward Health is seeking a solution to manage general contracts. However, a solution to manage payer contracts would be an option that could be included as an added feature in the "Added Value and Preferred Capabilities" column.**
3. Does Broward Health currently have in place a CMS such as Conga or DocuSign? **Broward Health currently utilizes Compliance 360 by SAI Global for its contract management system. Broward Health also utilizes DocuSign's electronic signature software, which integrates into Compliance 360, to execute its contracts.**
4. Can you please provide us with a copy of the Published General Administration and Procedures Manual that is in effect? **If you are referring to Section III.A.15 of the RFP pertaining to Broward Health's Conflict of Interest Policy and Section III.D of the RFP pertaining to Broward Health's Supplier Diversity Program then both policies are attached to this Addendum for review.**
5. How many total users? **There are approximately 3,000 in the current system today.**
  - a. How many internal users will require administrative level access? **Currently, there are 10 users with administrative access. However, this may change in the future and more users may be added.**
  - b. How many internal users will require the ability to add, edit and delete? **There are approximately 1,625 users who currently do intakes across Broward Health.**
  - c. How many internal users will require request only access? **All users should be able to initiate a request.**
  - d. How many internal users will require read-only access? **All users should have read access to the contracts.**
  - e. How many internal users do you project will require access to the system at any given time? **There are approximately 3,000 in the current system, but this number could fluctuate given the needs of Broward Health.**
6. Does your organization require data import services? If so, please expand upon the data migration / importing requirements for the Contract Management Software? (Such as record info, employee lists, vendor lists, etc.). **External services will be required by the vendor for migration of data. Amongst the**

data to be imported would be: Business Partners, Comments, DOCs, XLS, PDF, CSV files, JPG files and profiles of users/vendors.

- a. How many total electronic files (PDF, MS Word, etc) in current/legacy system into the Contract Management Software? **This is undeterminable at this time.**
  - b. How many total electronic files in current/legacy system? (Rows in the exported spreadsheet) **This is undeterminable at this time.**
  - c. Where are the legacy (historic) electronic contract files currently stored? (Shared folders, Sharepoint, document management system, paper, etc) **Current files are saved as SaaS in the cloud.**
7. Can you please expand upon your preferences to integrate with Adobe Acrobat? Please provide system details (system name and version, database used, scope of use, home-grown or commercial) if applicable. **In terms of integration, we need the contracting system to be able to convert Word and other documents to PDF format and preferably have OCR to read scanned documents. Converted documents should be easily readable and viewable in Adobe Acrobat.**
8. Are there any additional systems that may require a one-time data import such as a legacy Contract Management system? **No.**
9. Are the other systems installed/deployed on your organization's server(s) or is the vendor hosting the software (cloud/SaaS)? **Vendor hosts software and data on their site.**
10. Does Adobe Acrobat, ActiveX and VBScript have one of the following available for integration and your organization has licensed access: SOAP API, REST API? **Broward Health only has Adobe license.**
11. What documents/contract types would you like to author within the system (number of templates)? **Broward Health currently has approximately 115 contract templates that span from service agreements, supply chain agreements, business associate agreements, physician agreements, advertising agreements, educational agreements, clinical trial agreements, construction agreements, non-disclosure and confidentiality agreements, and other types of miscellaneous templates.**
12. Do you require professional services to configure templates?
- a. If so, how many would be required for the awarded vendor to configure?  
**Broward Health is not likely to require professional services to configure templates. However, this is an option that could be included as an added feature in the "Added Value and Preferred Capabilities" column.**
13. Do you require professional services to configure workflow processes? **Based on complexity of the workflows, assistance may be needed to create (complex) workflows. Other workflows can be created by IT if needed.**
- a. If so, how many would be required for the awarded vendor to configure? **One of the current Contract Workflow Processes has been included with this addendum and provides a general idea of the scope of organization review. .**
14. Can you please provide additional details about your organization's workflow/approval processes?

- a. Can you please provide number of steps and examples? **One of the current Contract Workflow Processes is provided with this Addendum to give you an idea of the general scope of organizational review.**
15. What kinds of contracts will be supported in CMS? Revenue or Non-Revenue? Vendor, Supplier, Patient? Or all of the above? **All of the above. However, a solution to patient contracts would be an added feature that should be included in the "Added Value and Preferred Capabilities" column.**
16. How many organizations (business units) will you be contracting under? **In our current system, the contracts are organized by the requesting region (a list has been provided with this Addendum). Within the database, each request is tagged with the requesting department (a list has been provided with this Addendum). This enables us to run reports based on the region and/or department.**
17. How many legal entities will you contract under? **Pursuant to our enabling legislation, we can only contract under the name North Broward Hospital District d/b/a Broward Health. However, from time to time, the North Broward Hospital District enters into contracts for and on behalf of its affiliated entities listed below:**
- North Broward Hospital District Charitable Foundation, Inc. d/b/a Broward Health Foundation
  - Children's Diagnostic & Treatment Center, Inc.
  - South Florida Health, Inc.
  - Community Health Networks of Broward, Inc. d/b/a Broward HealthPoint
18. How many contracts (legacy) will you, if any, migrate into solution? **Broward Health has approximately 19,000 contract records in the current system. It is to be determined how many of them will have to be migrated, but it will not be less than 16,000.**
19. How many new contracts will you transact through the system annually? **About 3,700 new contracts (including amendments to existing agreements) are signed annually.**
20. How many contract types (msa, nda, sow, etc) will you need set up? **Broward Health currently has approximately 115 contract templates that span from service agreements, supply chain agreements, business associate agreements, physician agreements, advertising agreements, educational agreements, clinical trial agreements, construction agreements, non-disclosure and confidentiality agreements, and other types of miscellaneous templates.**
21. How many contract templates (iterations of each type) will you need set up? **Broward Health currently has approximately 115 contract templates that span from service agreements, supply chain agreements, business associate agreements, physician agreements, advertising agreements, educational agreements, clinical trial agreements, construction agreements, non-disclosure and confidentiality agreements, and other types of miscellaneous templates.**
22. Broward Health systems will be HIPAA compliant, but will you need GDPR regulated data coverage? **Not at the moment, however, this is an aspect Broward Health may wish to explore in the future. Also, given the vastly changing laws surrounding data integrity and security, this may be a requirement in the upcoming future. As such, this is a feature that should be included in the "Added Value and Preferred Capabilities" column.**

23. Is Supplier Diversity a disqualifier if we don't meet this standard? Or just a mark on scorecard? **More information regarding this requirement can be found in Section III.D. of the RFP. Vendors can meet this requirement by being a certified diverse vendor or by utilizing certified diverse vendors. This constitutes 10% of the score but failing to meet it is not a disqualifying event.**
24. Are there any legal considerations you've laid out that are disqualifiers? **At the very least, the bidder should meet the minimum requirements set forth in the RFP and be able to agree, without modification, to Broward Health's contractual terms and conditions.**
25. Of the 3,000 requested licenses, how many users do you anticipate will be in the system at the same time? Do you have a preference of named vs concurrent users? **The number of users in the system at any given time will fluctuate, however; during peak usage approximately 1700+ users are in the system working.**
26. What is the size of the historical data that needs to be migrated? Where is that data currently housed? Are there any annotations that need to be extracted? **The current system does not allow for us to know the size of data. However, based on the data housed in C360, Broward Health can estimate the amount of data to be about 2TB in data to be imported.**
27. Is there a need for e-forms? **Not at the moment. However, this is a feature Broward Health may wish to explore in the future and should be included in the "Added Value and Preferred Capabilities" column.**
28. Is there a need for a customer facing portal? **Currently there is not see a need for a customer facing portal only internal. However, this is a feature Broward Health may wish to explore in the future and should be included in the "Added Value and Preferred Capabilities" column.**
29. Do you know the estimated number of workflows currently in place, or needed? **Broward Health utilizes three different workflows: Regular Contract, NDA/Insurance and Termination workflows. An overview of the workflow steps has been provide with this addendum.**
30. Approximately how many contracts are going to be stored in the system? Can you share how many are current (active)? **Broward Health executes approximately 3,700 contracts per year (including amendments, extensions, etc.)**
31. How many tools are going to be migrated to VENDOR XYZ? We see Compliance 360 but seeing if there are any other sources. **Only Compliance 360 will be migrated. There are no other sources.**
32. What are the ideal systems you are looking to integrate with via API and high level the type of data? **Currently, the only systems that need to be integrated would be SSO (Single Sign On) with AD (Active Directory). In future, there could be a possibility of needing additional integration to the C60 Software based on additional discovery.**
33. What are the top factors or functionality to selecting a CMS vendor? **The factors are weighted according to the scoring criteria and percentage distribution. The CMS should, at the very least, meet the minimum requirements in the RFP.**

34. When is Broward looking to be implemented on a CMS system by? Is there an upcoming expiration date we need to be aware of. **Our current contract is set to expire mid-2024. Broward Health would like an implementation deadline and go-live date by the end of May 2024 or beginning of June 2024.**
35. Regarding contracting workflows, will workflows be requested for all major contract classes? Such as physician, supply chain, IT, payer, General, Real Estate, etc. **Yes. Broward Health would like to have the workflows be customizable and flexible to account for different types of reviews depending on the contract category.**
36. Are there contract templates you would like to incorporate? If so, approximately how many? **Broward Health currently has approximately 115 contract templates that span from service agreements, supply chain agreements, business associate agreements, physician agreements, advertising agreements, educational agreements, clinical trial agreements, construction agreements, non-disclosure and confidentiality agreements, and other types of miscellaneous templates.**

**END ADDENDUM ONE**



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Next Review:	10/2023
Sponsor:	Brian Kozik: SVP, COMPLIANCE & PRIVACY
Section:	GA-Corporate Compliance
Manuals:	Compliance

## GA-001-015 Conflict of Interest

### A. Purpose

North Broward Hospital District d/b/a Broward Health ("Broward Health") is a publicly funded institution with an obligation to preserve public trust and provide an environment where its Workforce Members, as defined below, are free from actual or perceived conflicts of interest. This Policy establishes a consistent process to identify, disclose, and manage conflicts of interest and financial arrangements between Broward Health and its Workforce Members, Physicians and Contractors.

This policy applies to all workforce members, which include employees, independent contractors, agents trainees, or other persons who perform work for or on behalf of Broward Health. This includes full-time, part-time, and pool employees; associates; directors; officers; managers; supervisors; members of the Board and members of standing committees; medical staff employed by or otherwise affiliated with Broward Health; medical students and all other affiliated students or others receiving training at any Broward Health facility; independent contractors, agents trainees, or other persons who provide goods or services to Broward Health.

This policy also applies to all Broward Health-affiliated entities including, but not limited to: hospitals, ambulatory surgery centers, hospices, home health agencies, physician practices, outpatient centers, clinics, and all Broward Health departments, groups, and divisions.

### B. Key Terms

For purposes of this Policy, the below terms shall have the meanings set forth below wherever they appear in this Policy, regardless of whether they are capitalized, unless:

1. The context in which they are used clearly requires a different meaning; or
  - A different definition is prescribed for a particular section of this Policy.

**Board Member:** Any member of a board of Broward Health's wholly owned entities, subsidiaries, or affiliates.

**Code of Ethics for Public Officers and Employees:** The Code of Ethics for Public Officers and Employees, Part III of Chapter 112, Florida Statutes, which contains standards of ethical conduct and disclosures applicable to public officers and employees.

**Commissioner:** a member of the Board of Commissioners of Broward Health.

**Committee Member:** a member appointed to a committee of the Board of Commissioners of Broward Health.

**Committee on Conflicts of Interest:** A Broward Health Committee established to gather facts and information on disputed management plans and conflicts of interest when an initial resolution cannot be established between the Corporate Compliance and Ethics Department, the Workforce Member's immediate supervisor, and/or the applicable member of Broward Health's administration. The members of the Committee on Conflicts of Interest include the Chief Compliance Officer, Executive Vice President and Chief Operating Officer, and General Counsel. When required the Committee on Conflicts of Interest will gather facts and information related to the disputed management plan and/or conflict of interest to present to the Chief Executive Officer ("CEO") of Broward Health. The final determination of resolution of such disputed management plan and/or conflict of interest will be made by the CEO after review of the facts and information gathered by the Committee.

**Conflicts of Interest:** A situation in which regard for a private interest tends to lead to disregard of a public duty or interest.

**Conflicts Management System:** Broward Health's electronic repositories that store Disclosure Forms, which includes review of Disclosure Forms and, if necessary, Management Plans.

**Contractor:** Means any person or entity having a Contract with Broward Health to provide goods or services of any kind.

**Immediate Family Member:** A husband or wife; birth or adoptive parent, child, or sibling; stepparent, stepchild, stepbrother, or stepsister; father-in-law; mother-in-law, son-in-law, daughter-in-law; brother-in-law, or sister-in-law; grandparent or grandchild; and spouse of a grandparent or grandchild.

**Incidental Disclosures:** Any changes in Significant Financial Interests or relevant Personal Interests that occur after the new hire or annual disclosure.

**Key Employees:** All employees with the title Manager and above, members of Supply Chain Services, members of the Contract Administration Department, members of the Case Management/ Social Workers Department, members of the Office of the General Counsel, members of the Corporate Compliance and Ethics Department, members of the Internal Audit Department, and employed physicians/providers.

**Key Medical Staff:** Medical Staff members in leadership positions (e.g., Chief of Staff, Department Chair, etc.), Medical Directors/Program Directors, and Medical Staff members who participate in the Pharmacy and Therapeutics Committee, Central Formulary Committee, Health Technology Committee, Quality/Peer Review Committee, and Medical Education Committee.

**Personal Interests:** Relevant activities that may have a non-financial benefit to a Workforce Member but may present an actual or apparent Conflict of Interest. Such interests may involve the Workforce Member or his or her immediate Family Members.



**Significant Financial Interests:** Monetary arrangements with individuals, businesses, or other entities, including but not limited to the following: **1- Debt Interests:** Holding of debt or debt securities by an individual or Immediate Family Member in any company or entity. **2- Equity Interests:** Ownership interest that exceeds 5% by an individual or Immediate Family Member of stock, stock options or other proprietary interests in any company or entity, whether said entity is publicly traded or privately owned. Significant Financial Interests do not include investments in mutual funds or retirement plans, such as 401(k) or 403(b) plans, where there is no individual control over selections within a fund.

**Outside Activities:** Workforce Member's relationships outside of Broward Health and his or her duties thereto including but not limited to the following activities: **1- Work Relationships with Entities outside of Broward Health:** A direct or indirect engagement (e.g., through an immediate family member) where salary or other remuneration is received as an employee, consultant, officer, contractor, or board member in any business or health care enterprise in the South Florida Tri-County Area, Palm Beach County, Broward County or Dade County, that produces services or products outside of Broward Health. **2- Relationships with Organizations Doing Business with Broward Health and Pharmaceutical/Medical Device/Suppliers:** A situation in which a Workforce member serves as an officer, director, employee, committee, member, advisor, agent, representative, or consultant, or in any other professional activity capacity for any company, firm, or business that, to the best of their knowledge, does or seeks to do business with Broward Health.

**3- Employment of Relatives and Partner Relationships in the Workplace:** Workforce members shall disclose any situation in which their relationship with an immediate family member result in a potential, perceived, or actual conflict of interest. A conflict of interest may be the result of a direct reporting relationship (e.g., a supervisory relationship) or an indirect reporting relationship (e.g., if one workforce member holds a position which may influence the status or compensation of an immediate family member).

**Management Plan:** A written document developed when a Workforce Member has a Significant Financial Interest or Ownership Relationship, or other circumstance that has the actual, potential, or perceived ability to impair their objectivity while performing his or her Broward Health duties. Its purpose is to formulate a strategy to mitigate or eliminate risks to the key personnel's objectivity. This document outlines steps necessary to manage the situation so that the Workforce Member's objectivity will not be compromised while performing his or her Broward Health duties.

**Medical Staff Member:** A Practitioner who has been granted and maintains Medical Staff membership and whose membership is in good standing pursuant to Broward Health's Medical Staff Bylaws.

**Workforce Member:** Any employee, independent contractor, agent, trainee, or other person who performs work for or on behalf of Broward Health. This includes full-time, part-time, and pool employees; associates; directors; officers; managers; supervisors; Board Members, and members of standing committees; Broward Health medical staff members; and others receiving training at any Broward Health facility; and others who provide goods or services to Broward Health.

### C. Policy

This policy establishes administrative principles, guidelines, review processes, and approvals that are required to maintain appropriate relationships with individuals and entities that may be in a position to



refer, recommend, arrange for, order, lease, or purchase any item, facility, item or service for which payment may be in whole or in part by a Federal or State health care program.

No Broward Health Workforce Member shall have any Financial Interest, direct or indirect, or engage in any business or transaction or professional activity or incur any obligation of any nature that is in conflict with the proper discharge of their duties in the best interest of any patient or Broward Health.

All Workforce Members must immediately disclose any actual or potential Financial Interest and/or Outside Activities as they develop. A Disclosure Form must be completed prior to transaction with Broward Health, unless otherwise exempt by this policy.

All Commissioners and Committee Members shall be subject to Section 2.7 of the Codified Resolutions of the Board of Commissioners of North Broward Hospital District, as amended from time to time.

**D. Procedures**

- a. **Disclosure of Conflict of Interest or Financial Disclosure:** All Broward Health Workforce Members are required to complete a Disclosure Form which shall require a detailed description of any Conflict of Interest or Financial Interest. The Disclosure Form will be obtained, reviewed, and stored as follows:

<b>Reporting Category</b>	<b>Disclosure Form Submission</b>	<b>Disclosure Review Process</b>	<b>Incidental Disclosures</b>
Employees	Upon Hire	HR notifies of any information related to a conflict and/or a potential conflict that needs reviews by Corporate Compliance & Ethics Department.	Ongoing.
Key Employees	Upon Hire & Annual Certification	Annual disclosure process through the conflict management system.	Ongoing and at least annually.
Key Medical Staff	Upon engagement and/or Annual Certification	Annual disclosure process through the conflict management system.	Ongoing and at least annually.
Board members, Commissioners and Committee Members	Upon appointment and Annual Certification	Annual disclosure process through the conflict management system.	Ongoing and at least annually.
Contracted Physician	Upon engagement unless a documented exception is applicable	Contracting process through the contract management system.	Ongoing in accordance with the agreement terms.
Contractor	Upon engagement unless a documented exception is	Contracting process through the contract management system.	Ongoing in accordance with the agreement

	applicable		terms.
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The Disclosure Form is valid for one (1) year from date of signature.

If a Workforce Member is in doubt about a situation, it should be fully disclosed. Workforce Members may direct any questions regarding disclosure to the Corporate Compliance and Ethics Department.

**b. Management of Conflicts of Interests and Financial Interest Disclosures:**

1. Corporate Compliance and Ethics Department Review:

- a. The Corporate Compliance and Ethics Department is responsible for initially reviewing and evaluating each disclosure made by a Workforce Member and for determining whether a Conflict of Interest or Financial Interest exists that requires a management plan as dictated under this policy.
- b. In reviewing a Disclosure Form, more information may be requested as appropriate from the Workforce Member in order to review the disclosure. Workforce Member will be required to comply with any such requests.

2. Review and Evaluation of Disclosure:

- a. If a Conflict of Interest or Significant Financial Interest is disclosed by a Workforce Member that requires mitigation, it will be reviewed and evaluated by the applicable Workforce Members supervisor, in consultation with the Corporate Compliance & Ethics Department. Depending on the nature of the Disclosure, the Corporate Compliance & Ethics Department may further consult with the General Counsel's office (e.g., when the disclosure implicates a risk of fraud, waste, and abuse).
- b. If an arrangement with a Workforce Member requires a written agreement and the disclosure information indicates a financial relationship pursuant to Stark Law may exist, language will need to be added to the agreement to satisfy requirements with Stark Law and Anti-Kickback Statute. In addition, additional requirements may be needed to comply with policies and procedures related to Referral Source Arrangements.

Workforce Members	Management Plan Developed by:	If no resolution or agreement to management plan.
Board Member or Board Committee Member	CEO or designee Chief Compliance Officer General Counsel	Conflicts Committee
Employee	Immediate Supervisor Corporate Compliance & Ethics Department Human Resources	Conflicts Committee in Consultation with Human Resources
Key Employee	Immediate Supervisor Corporate Compliance & Ethics Department Human Resources	Conflicts Committee in Consultation with Human Resources
Medical Staff Member	Regional CMO Corporate Compliance & Ethics Department	Conflicts Committee in Consultation with the Corporate CMO

Key Medical Staff	Regional CMO Corporate Compliance & Ethics Department	Conflicts Committee in Consultation with the Corporate CMO
Contractor	Regional CEO or designee Corporate Compliance & Ethics Department	Conflicts Committee

**E. Enforcement**

Any inaccurate or discovered, undisclosed information by a Workforce Member at the time of submission of the Disclosure form that constitutes a Conflict of Interest or Financial Interest will be considered a violation of this Policy.

All Workforce Members whose responsibilities are affected by this Policy are expected to be familiar with the basic procedures and responsibilities created by this policy. Failure to comply with this Policy will be subject to appropriate remedial and/or disciplinary action, up to and including termination of any employment or other relationship, in accordance with the GA-004-238 Enforcement and Discipline.

**F. Document Retention**

Broward Health will retain all documents relating to this policy for as defined by GA-004-135 Record, Retention, Storage and Disposal.

**G. Exceptions**

This Policy and the requirement of submitting the Disclosure is not applicable to:

- a. Any state, federal, or tribal government and/or public entity including, but not limited to, any state, federal, or tribal branch, department, division, bureau, commission, authority, board, local government, special district, political subdivision, public school, community college, or state or government university.
- b. Any organizations exempt from taxation under the Internal Revenue Code, 26 U.S.C. § 501, and that are providing monetary compensation or in-kind contributions to Broward Health through a research or other charitable grant.
- c. Organizations whose securities trade on public markets and organizations that disclose certain business and financial information regularly to the public.
- d. Organizations or entities that Broward Health submits bids to in response to requests for proposals or other competitive solicitations; and
- e. Managed Care organizations acting in the capacity as a managed care company.
- f. Any other individuals or entities who the Chief Compliance and Officer, or his or her designee, decides should be exempt from such requirement for good cause.

In the event any of these exceptions are applicable to a given entity, organization, individual, or situation, the circumstances and/or exempting status must be properly documented within the applicable arrangement in Broward Health's electronic contracting system or other centralized location designated by Corporate Compliance and Ethics Department.

**H. Interpretation and Administration of Policy**

Administration and Interpretation of this Policy is the responsibility of the Chief Compliance and Privacy Officer in consultation with the General Counsel.

**I. Related Policies**

- a. GA-004-441 Physician Financial Arrangement Review, Approval, Tracking and Monitoring
- b. GA-004-238 Enforcement and Discipline
- c. GA-004-002 Compliance and General Counsel Protocol
- d. GA-004-007 Compliance with Federal Anti-Kickback Statute and Stark Law

**J. References**

- a. Physician Self-Referral Law, 42 U.S.C. § 1395nn
- b. Anti-Kickback Statute, 42 U.S.C. § 1320a–7b(b)

## Attachments

[Disclosure Form for Conflict of Interest, Physician Ownership & Financial Arrangements](#)

## Approval Signatures

Step Description	Approver	Date
Final Approver	Brian Kozik: SVP, COMPLIANCE & PRIVACY	10/2021
	Lucia Pizano-Urbina: AVP, COMPLIANCE [LH]	10/2021



Origination:	11/2019
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Last Revised:	11/2019
Next Review:	01/2023
Sponsor:	Jorge Hernandez: VP, SUPPLY CHAIN/CPO
Section:	GA-System Governance
Manuals:	General Administrative

## GA-001-045 Supplier Diversity

### I. PURPOSE

It is the mission of the Office of Supplier Diversity (OSD) to provide accessibility to all Diverse Vendors seeking inclusion in the procurement opportunities with Broward Health (BROWARD HEALTH). The vision of OSD is to be the leader in diverse supply chain management.

### II. DEFINITIONS

The words and acronyms defined in this Policy shall have the meanings set forth in the Master Procurement Code (the "Code") regardless of whether they are capitalized, unless:

- a. The context in which they are used clearly requires a different meaning; or
- b. A different definition is prescribed for a particular section of this Policy.

Words not defined shall be given their common and ordinary meaning unless the context in which they are used requires otherwise.

For purposes of this Policy, the below terms shall have the following meanings associated with them:

**Broward Health:** the North Broward Hospital District d/b/a Broward Health, a political subdivision of the State of Florida.

**Second Tier Direct:** spend with Broward Health's diverse vendors which are working directly with a prime vendor/contractor on a Broward Health contract / project (i.e. such as a sub-contractor or supplier of the contract/project)

**Second Tier In-Direct:** spend with small, minority and women owned businesses that support a prime vendor/contractor's overall business strategy, but do not directly support Broward Health's contract/project (i.e. such as a diverse vendor providing office supplies or accounting services)

**Broward Health Certification Partner:** governmental agencies and non-governmental national organizations approved by Broward Health's SD policy for SBE/MBE/WBE certification recognition.

**Certified Diverse Vendor (CDV):** vendors approved as a SBE/MBE/WBE with one of Broward Health's approved certification partners. **ONLY** Certified Diverse Vendors are eligible to participate in Broward Health's Supplier Diversity Program enhancements.

**Commercial Useful Function:** to own, operate and maintain a licensed establishment in which commodities are bought and regularly sold to the general public in the usual course of doing business or an establishment which professional services are offered to the general public in the usual course of doing business.

**Diverse Vendor (DV):** any Broward Health Certified or Verified Small, Minority or Woman Business Enterprise (SBE/MBE/WBE).

**Front:** a business concern that falsely claims to be owned and controlled by minority persons or women or a business concern that provides fraudulent or incorrect information regarding the size of the firm.

**Good Faith Effort:** the process of documenting a prime vendor/consultant/contractor's efforts of solicitation and utilization of certified diverse vendors during the bid process and/or on a project/contract with CDV subcontracting requirements. (i.e. Prime Vendor/Contractor/Consultant, must contact BROWARD HEALTH's Office of Supplier Diversity for assistance).

**Minority Business Enterprise (MBE):** any for profit legal entity which is organized to perform a commercial useful function and which is at least 51% owned, managed, and operated by minority person(s), as defined by an approved Broward Health Certification Partner.

**Non-Certified Diverse Vendor:** any vendor that does not currently hold a CDV eligibility letter from Broward Health.

**Non-Diverse Vendor:** any vendor that has not been designated as a certified or verified Diverse Vendor with Broward Health.

**Participation:** any activity involving Diverse Vendors that results in dollars awarded to SBE/MBE/WBEs.

**Procurement Divisions:** Contracts Administration (CA) and Supply Chain Services (SCS)

**Small Business Enterprise (SBE):** firms certified as a local, state, or National/Federal SBE by one of Broward Health's approved Certification partners for Small Business status.

**SBE/MBE/WBE Certification:** the process and necessary documentation required to determine whether a vendor is a small, minority or women business enterprise, as defined by an approved Broward Health Certification Partner.

**Supplier Diversity Enhancements:** strategies designed by Broward Health which are intended to increase procurement opportunities with Certified Diverse Vendors.

**Vendor Development:** the practice of providing specific and directed technical assistance to Broward Health's Certified Diverse Vendors that enhances their capability to do business with Broward Health.

**Verified Diverse Vendor (VDV):** vendors identified via the vendor registration process, by self-declaring size, minority or woman owned business status via completing the verified diverse vendor affidavit. Vendors seeking VDV status as a small business must provide proof of SBE certification by a Federal, State or Local governmental agency, not listed as a Broward Health approved certification partner. Vendors that register as a small business in the Federal Government – System for Award Management (SAM), must provide a copy of the firm's SAM registration profile; noting the confirmed size standard by the SBA, DUNS number, and SAM Registration Expiration date.

**VRS:** Broward Health's online "vendor managed" Vendor Registration System (VRS). The system is the resource pool for all vendors to include CDVs and VDV's.

**Woman-Owned Business Enterprise (WBE):** any for profit legal entity, which is organized to perform a commercial useful function, and which is at least 51% owned, managed and operated by one or more women, as defined by an approved Broward Health Certification Partner.

**Note:** SBE, MBE and WBE certification status is determined by Broward Health's Approved Certification Partners.

## III. POLICY

### A. SUPPLIER DIVERSITY STRUCTURE

OSD is aligned with Broward Health's Procurement Division, incorporating Diverse Vendor Development/ Advocacy & Diverse Supply Chain Management and reports directly to the Vice President of Supply Chain Services / Chief Procurement Officer.

1. Supplier Diversity Functional Areas:

- a. Outreach - Broward Health reaffirms its commitment to equal access procurement via its outreach efforts. Such efforts include Internal initiatives such as the Annual Supplier Diversity EXPO and Key Contact Matchmaking (Staff and Broward Health Prime Vendors/Contractors). In addition, External Outreach Initiatives include Vendor Advocacy and Matchmaking; Research & Development (Best Practices); and SD Promotion & Marketing (i.e. the presence and participation of Supplier Diversity and Procurement Staff in public forums, EXPOs, organizations and publications that advocate diversity within procurement). Also, Certification Outreach, serving on certification committees of Broward Health's approved certification partners (including governmental and non-governmental agencies) to ensure the integrity of the certification process.
- b. Vendor Development – Broward Health is committed to conducting business with diverse vendors and ensuring those wanting to do business with Broward Health are ready, willing and able to provide quality products/services at a competitive price. Broward Health's Vendor Development Initiatives include: the application of Supplier Diversity Enhancements, Second Tier Matchmaking, and Technical Assistance (TA). OSD provides in-house procurement TA and business development TA via referral to Broward Health's Supplier Diversity Resource Partners.
- c. Compliance – Via its compliance initiatives, OSD ensures systems, procedures, processes, and individuals conform to the policies, regulations and contractual agreements governing Certified Diverse Vendor participation.
  - i. Contract Compliance ensures all segments of the procurement process are complied with; tracking all phases of the process from the assignment of the Supplier Diversity Enhancement RFP/RFQ language to contract completion, verifying assigned certified diverse vendor participation levels have been met, and communicating any noncompliance to the project/contract manager. **ONLY** CDV spend will meet the contract requirement for diverse vendor participation.  
Should the Prime Vendor/Contractor fail to meet the established Supplier Diversity Participation/ Enhancement, as identified in the RFP and/or Contract process, a waiver may be requested via the OSD and approved by the Procurement Steering Committee ("PSC"). OSD will document the Prime Vendor/Contractor's "good faith efforts" and present to the PSC for approval.
  - ii. Certification and Verification Compliance ensures that all segments of the certification and verification process is complied with, that those vendors in the Diverse Vendor Resource Pool are "what they say they are," and the spend and participation levels of the Diverse Vendors (certified and verified) are recorded accurately via current Data Management reporting tools.

The verified vendor status is intended to be a "temporary" status, as it is Broward Health's goal to have all Small, Minority and Women owned businesses certified as such. Verified vendors are NOT eligible to participate in Broward Health's SD Program enhancements; **ONLY** Broward Health Certified Diverse Vendors are eligible to participate. The Verified Diverse Vendor process ensures Broward Health accounts for all Diverse Vendor participation accurately.

**B. ADMINISTRATIVE PROCEDURES**

1. Procurement Process:



The Procurement Process is governed by Broward Health's Procurement Code, which provides direction and guidance for the internal operations of the procurement of supplies, equipment, and services. The following are the procurement acquisition categories as defined by the Procurement Code:<sup>1</sup>

1. Micro Purchases or Commitments up to and including Threshold Category 1;
2. Small Purchases or Commitments exceeding Threshold Category 1 and up to and including Threshold Category 2;
3. Medium Purchases or Commitments exceeding Threshold Category 2 and up to and including Threshold Category 3; and
4. Large/Formal Purchases or Commitments exceeding Threshold Category 3.<sup>2</sup>

Broward Health has designed methods, which are intended to increase certified Diverse Vendor participation in the procurement process. For procurement requests falling within the Micro, Small, or Medium Purchase category, as defined within the Procurement Code, an informal quotation process and vendor selection process is used in accordance with Broward Health's Procurement Code to ensure the equitable inclusion of Certified Diverse Vendors (CDV). Informal quotations processed via VRS will be subject to the standard 5% Quote Price Tolerance ("QPT") (i.e., if a CDV is within 5% of the lowest quote, the CDV will be automatically selected by VRS and awarded upon final review.) Also, informal quotations not processed via VRS may be subject to the standard 5% QPT.

For formal procurement requests (i.e., procurement requests falling within the Large Purchases category, as defined within the Procurement Code), which are presented at the PSC and deemed available for CDV participation, OSD will assign a Supplier Diversity (SD) Enhancement to be approved at PSC in collaboration with the procurement divisions and the project/contract manager. The SD Enhancement is designed to encourage greater participation by Broward Health's Certified Diverse Vendors in the procurement process. Formal procurement requests/Large Purchases not submitted or not timely submitted (i.e., walk-on requests) to PSC shall be reviewed by the OSD for Certified Diverse Vendor participation prior to release for public bid and approved electronically in accordance with PSC procedures.

Vendors registered in Broward Health's VRS will receive notification of procurement opportunities within their specified product/service code(s), according to Broward Health Procurement Code.

## 2. Supplier Diversity Enhancements:

The OSD, in collaboration with the Procurement Divisions and/or the Project/Contract Custodian/Manger, when feasible, will develop, design and otherwise structure potential Broward Health's procurement requests utilizing one or more of the following Supplier Diversity Enhancements in order to encourage and maximize Certified Diverse Vendor participation. Once the Supplier Diversity Enhancement has been approved by PSC, it shall be incorporated into the procurement request/document and the final contract. **ONLY** Certified Diverse Vendors are eligible to participate in these SD Enhancements:

- a. Reduction of Large Contracts;
- b. Payment and Performance Bond Waiver;
- c. Prohibit Double Bonding Requirement;
- d. Prompt Payment Mandate;
- e. Quote Price Tolerance (QPT) Initiative;
- f. Request for Proposal (RFP) Scoring Criteria;

- g. Subcontracting Initiative;
- h. Targeted Marketing; and
- i. Any other options approved by the PSC.

These enhancements are more fully described as follows:

**a. Reduction of Large Contracts** - Procurement Requests may be evaluated prior to release by the PSC to determine the feasibility of reducing them. This is aimed at providing greater opportunity and inclusion of Certified Diverse Vendors to obtain contracts of manageable size. If the PSC determines that the Procurement Request can be broken down into smaller components, then it may direct the appropriate staff to develop the Procurement Request in a particular manner and size. The methodology used for subdividing the Procurement Requests can be tailored to the unique factors present in each situation. Various options are available including:

- i. The full quantity of a given purchased item, service or project on a Procurement Request may be placed on a separate Procurement Request.
- ii. A partial quantity of a given item, service or project on a Procurement Request may be placed on a separate Procurement Request.
- iii. The term of a contract may be shortened.
- iv. Work to be performed may be grouped according to geographic location and placed on a separate Procurement Request.
- v. Unrelated areas of work to be performed or portions of work not requiring completion by a single bidder may be placed on separate Procurement Requests.

Supply Chain Services shall assure that any incremental cost associated with subdividing a Procurement Request is documented and made known to the PSC prior to making its determination.

**b. Payment and Performance Bond Waiver** - Bonding requirements in the construction and architectural fields present obstacles to Diverse Vendors desiring to participate in Broward Health's procurement process due to their inability to meet the standards of the surety companies. Under Florida Statute 255.05, a political subdivision at its own discretion may exempt any person entering into a contract which is for \$200,000 or less for the construction of a public building, for the prosecution and completion of a public work, or for repairs upon a public building or a public work.

Broward Health's bond waiver initiative shall operate as follows:

- i. Broward Health's bond waiver initiative will apply to contracts involving Certified Diverse Vendors up to \$200,000 except those projects, which the PSC deems to have exceptional risk, and therefore would require bonding.
- ii. Waiver of the performance bond may not eliminate the requirement for a bid bond. A cashier's check will be accepted in lieu of the bid bond. This requirement should be reviewed on a case-by-case basis, and a waiver of this requirement has to be approved by the PSC.
- iii. Bidding on projects eligible for the bond waiver initiative should not be limited to local businesses. However, preference shall be given to local vendors in the manner indicated in Administrative Procedures.

Companies participating in the bond waiver initiative must successfully complete one (1) project before receiving another award under this initiative. Otherwise, companies shall not be limited to any set number of

projects on an annual basis.

**c. Prohibition on Double Bonding Requirement**

- i. PSC may require that on projects in which the prime contractor's payment and performance bond covers the work of the subcontractors, that Broward Health not require separate bonding from the subcontractors and prohibit prime contractors from requiring separate bonds from subcontractors.
- ii. Double bonding requirements are often cost-prohibitive and discourage the participation and utilization of Diverse Vendors in construction projects.
- iii. Bonding by the subcontractor may be required if the PSC deems the proposed project to have exceptional risk and therefore will require bonding.

**d. Prompt Payment Mandate** - Upon the written request of the certified Diverse Vendor to the OSD, Broward Health will pay the vendor within fifteen (15) days from the date received in Broward Health's Accounts Payable Department or the project/contract payment administration department. In addition, prime contractors are required to pay Diverse Vendor/Subcontractors within fifteen (15) days from the date the prime contractor is paid. This mandate is an effort to lessen the financial burden of Diverse Vendors and assist these vendors in participating in the procurement process.

**e. Quote Price Tolerance (QPT) Initiative** – QPT will be applied to the Informal (Micro/Small/Medium Purchases as defined in the Procurement Code) and Formal (Large Purchases as defined in the Procurement Code) procurement process. Informal procurement requests will be subject to the standard 5% QPT and processed in accordance with the Procurement Code. Informal quotations processed via VRS will be subject to the standard 5% Quote Price Tolerance (i.e. if a CDV is within 5% of the lowest quote, the CDV will be automatically selected by VRS and awarded upon final review.) Additionally, informal quotations not processed via VRS may be subject to the standard 5% QPT.

Under the formal procurement process, this initiative provides Broward Health with the opportunity to include a predetermined price tolerance by OSD and approved at the PSC for Certified Diverse Vendors. For purposes of illustration and assuming the QPT criteria was contained in the original Request for Quote (RFQ) specifications, a CDV who quotes a price that is higher than the lowest priced (Non-CDV) respondent, and within the defined tolerance level could be awarded the contract. The RFQ should clearly state that the quote is subject to the QPT Initiative and that, if the quote of a CDV is within the prescribed price tolerance level, the award of the RFQ is to the CDV. The maximum QPT that will be applied to any RFQ is 5% with a dollar value cap of \$25,000. Also consideration will be given to the value of the RFQ and historical Diverse Vendor Participation in the specific product/service code.

**f. RFP Scoring Criteria** - The scoring matrix for Broward Health's formal procurement requests (Large Purchases) will include, when feasible, a scoring factor determined by the Office of Supplier Diversity and approved at the PSC. The Certified Diverse Vendor scoring portion of the RFP will be evaluated by the OSD. The original scoring evaluation form(s) will be forwarded to Supply Chain Bid Office for filing with RFP documentation. This CDV scoring criteria will apply to respondents who are Broward Health Certified Diverse Vendors or Non-Certified Diverse Vendors with documented solicitation and utilization of Diverse Vendors with its proposal at the time of submission. The RFP scoring range, applied to any procurement request, will be a minimum of 5 evaluation points to a maximum of 20 evaluation points. The scoring factor will be determined by the current number of Broward Health Diverse Vendors in the specific product/service code divided by the Total number of Broward Health Registered vendors within the same product/service code. Then, that scoring factor percentage is applied via the matrix below.

RFP Scoring Criteria Application Matrix:

- 0.5 to 5% .....apply 5 evaluation points to the RFP
- 5.1% to 10%.....apply 10 evaluation points to the RFP
- 10.1% to 15%.....apply 15 evaluation points to the RFP
- 15.1% to 20%.....apply 20 evaluation points to the RFP

The RFP evaluation points may be adjusted up or down based on the following considerations:

- Historical Diverse Vendor Participation in the specific product/service category
- The number of product and/or service/trade areas for which subcontracting/2<sup>nd</sup> tier is feasible,
- The value of the project/contract, and
- Collaboration with the project/contract custodian/manger and/or procurement division(s)

**g. Subcontracting Initiative** – Broward Health shall apply subcontracting participation for Broward Health Certified Diverse Vendors for formal procurement requests (i.e., Large Purchases), when feasible in accordance with the Procurement Code. Diverse Vendor subcontracting is the mandatory usage of Broward Health certified Diverse Vendors to perform a predetermined percentage of the total work required under contract. Such contracts shall include a clause stipulating penalties for failure to meet the predetermined percentages. The predetermined subcontracting percentage is determined by the Office of Supplier Diversity and approved at the PSC.

This enhancement requires Broward Health non-Certified Diverse Vendors/Prime Contractors/Consultants to comply with the assigned CDV subcontracting participation. The subcontracting participation will be determined by the current number of Broward Health Diverse Vendors in the specific product/service code divided by the Total number of Broward Health-registered vendors within the same product/service code. That percentage is then applied via the matrix below.

Subcontracting Application Matrix:

- 0.5 to 10% .....apply 10% subcontracting participation
- 10.1% to 15%.....apply 15% subcontracting participation
- greater than 15.1%.....apply 20% subcontracting participation

The CDV subcontracting participation may be adjusted up or down based on the following considerations:

- Historical Diverse Vendor Participation in the specific product/service category
- The number of product and/or service/trade areas for which subcontracting / 2<sup>nd</sup> tier is feasible,
- The value of the project/contract, and
- Collaboration with the project/contract custodian/manger and/or procurement division(s)

**h. Targeted Marketing** - This is an initiative to provide Diverse Vendors with an opportunity to compete for Broward Health procurement requests based on company size.

i. Any other options approved by the Procurement Steering Committee.

### 3. Priorities for Award:

Whenever equally responsive Procurement Requests have been submitted, preference shall be given to vendors in the following sequence:

- a. Broward County or Broward Health Certified Diverse Vendor;
- b. Broward County vendor;
- c. Miami-Dade or Palm Beach County Broward Health Certified Diverse Vendor;
- d. Miami-Dade or Palm Beach County vendor;

- e. Any Broward Health Certified Diverse Vendor located in Florida outside the tri-county area;
- f. Florida vendors; or
- g. Any Broward Health Certified Diverse Vendor located outside the State of Florida.

4. Applicability of Diverse Vendor Participation with Group Purchasing Organization - Prime Vendors and General Consultants/Contractors:

Broward Health does a significant amount of business through group purchasing organizations. These contractual arrangements allow Broward Health to receive quality goods and services at a competitive price. Similarly, Broward Health utilizes general contractors/consultants when a new facility is to be constructed or there is a major addition to an existing one. This arrangement provides benefits to Broward Health in terms of accessing their construction expertise and in obtaining favorable pricing arrangements with subcontractors. Supplier Diversity Enhancements may apply to group purchasing - prime vendors and general consultants/contractors. Broward Health will communicate its Diverse Vendor participation commitment to these prime vendors and general consultants and contractors, and will encourage them to utilize diverse vendors/subcontractors to the maximum level feasible.

The Office of Supplier Diversity will serve as a resource to the group purchasing organizations – prime vendors and general consultants/contractors to assist in identifying Diverse Vendors that may be utilized. Prime vendors and general consultants/contractors will be required to provide Diverse Vendor Utilization Reports (UR) to the OSD indicating products/services provided, the total subcontract value, and the payments to date.

Additional information may be requested by the OSD to allow proper assessment of the efforts of the prime vendors or general consultants/contractors in meeting the letter and intent of Broward Health's Supplier Diversity policy.

5. Certification and Verification Process:

It is the goal of Broward Health to have all vendors that meet the SBE/MBE/WBE certification criteria of one of Broward Health's approved certification partners to become certified as such. As, the verification process for verified diverse vendors is intended to be a "temporary status.

a. Certified Diverse Vendor Process

Broward Health accepts various local, state, federal, and non-government national SBE, MBE, and WBE Certifications. All vendors wishing to be recognized as Broward Health Certified Diverse Vendors (CDVs) must register in VRS and upload a current (valid more than 60 days of expiration) SBE/MBE/WBE certification certificate/document issued by one of Broward Health's approved certification partners. A current list of Broward Health's approved Certification Partners can be obtained via the Vendor Registration web page or by contacting Supply Chain – Office of Supplier Diversity. Also, the updated list will be available in VRS via the Supplier Diversity Screen's Certification Partner drop down button, during the online registration process.

Once vendor registration is complete and a current SBE/MBE/WBE certification certificate/document uploaded (within 60 days of registering as a vendor), OSD will validate diverse vendor status within 10 business days and an email notification will be sent via VRS.

VRS is a "vendor managed" system; therefore, the vendor is responsible for updating vendor information to include current SBE/MBE/WBE certification certificate/document. Any changes occurring in ownership and/or managerial/operational control of the firm, the vendor must notify the approving certification partner, immediately. Expired Diverse Vendor status notifications will be sent out via VRS, in accordance with the validated SBE/MBE/WBE certificate/document in VRS.

An online Broward Health Certified Diverse Vendor directory will be accessible for Prime Vendors and Contractors to utilize as a resource tool to identify Certified Diverse Vendors by product / services codes.

b. Verified Diverse Vendor Process

Those diverse vendors that do not have a current SBE/MBE/WBE certification certificate/document from one of Broward Health's approved Certification Partners or choose not to be certified as a SBE/MBE/WBE with one of Broward Health's approved certification partners are encouraged to complete the Verified Diverse Vendor (VDV) affidavit. The VDV affidavit affirms the company owner's minority ancestral origin or legal gender or the company's SBE status. This process is conducted via the vendor registration process, whereby the vendor self-declares via a notarized Verified Diverse Vendor Affidavit that the firm is 51% owned, operated and managed by minorities and/or women or is certified as a SBE or has self-declared SBE status with a Federal, State or Local governmental agency, not listed as an approved Broward Health certification partner. Vendors that register as a small business in the Federal Government – System for Award Management (SAM), must provide a copy of the firm's SAM registration profile; noting the confirmed size standard by the SBA, DUNS number, and SAM Registration Expiration date.

The VDV affidavit must be uploaded into VRS with 60 days after completing vendor registration. OSD will then validate VDV status and email notification will be sent within 10 business days, via VRS.

Verified Diverse Vendors are **NOT** eligible to participate in the Supplier Diversity Program Enhancements. The verified diverse vendor process ensures Broward Health accounts for all diverse vendor spend accurately and is intended to be a temporary status, until the diverse vendor is able to provide a current SBE/MBE/WBE certification certificate/document from one of the approved Broward Health certification partners.

6. Data Management:

a. Vendor Registration System (VRS) - Diverse Vendor Resource Pool

Broward Health will maintain a comprehensive database of registered and Diverse Vendors (certified & verified) to serve as a vendor resource pool. The database will be available for access by all procuring divisions. Prime Vendors and Consultants/Contractors will be able to access Certified Diverse Vendor via the VRS – Certified Diverse Vendor Directory.

Broward Health will have uniformed product/service (P/S) codes. The vendor will select P/S codes during the online vendor registration process. Also, the vendor will elect whether or not they would like to be considered a Diverse Vendor with Broward Health. All Diverse Vendors (certified or verified) will be validated in VRS by OSD. Notification of procurement opportunities will be communicated via VRS.

b. Statistical Reporting

The OSD is responsible for maintaining Diverse Vendor procurement statistical data. This data provides the basis for enhancing the accessibility of Diverse Vendors to procurement opportunities with Broward Health. Also, the data provides the basis for achieving the objectives of Broward Health's Supplier Diversity Program and self-benchmarking performance.

An End of Fiscal Year ("EOY") Diverse Vendor Participation Report will be included in the Board of Commissioners Finance Committee Meeting Agenda (Book), as an informational report. The EOY report will also be made available via the Procurement Portal on the intranet.

Broward Health is committed to the maximum level of diverse vendor participation. Broward Health will continue to benchmark self-performance against the established baseline performance of prior years' Diverse Vendor achievements. The annual diverse vendor performance may be presented to the Board of Commissioners with any adjustments to the rate of spend for approval, as needed.



#### 7. Retention of Supplier Diversity Records:

Supplier Diversity records will be retained for 3 fiscal years in accordance with the Florida Department of State General Records Schedule for State and Local Government Agencies GS1 –SL Item #169 Minority Business Records effective February 19, 2015. Supplier Diversity records include:

- a. Supplier Diversity Committee (SDC) minutes will be retained for 3 fiscal years, this does not include the former Minority Business Enterprise Committee (MBEC) minutes, which are maintained in accordance with Board Committee minutes
- b. Diverse Vendor Files (Certification and Verification) – dispose 3 fiscal years after Expiration
- c. Contract Compliance Files – dispose 3 fiscal years after contract/project has closed
- d. Diverse Vendor Participation Procurement Statistical Reports (electronic copies may still be available for historical trend reporting) - dispose 3 fiscal years after the reporting period ends
- e. Outreach and Operational files – dispose 3 fiscal years after completion/expiration

## IV. RELATED POLICIES

GA-001-150, Master Procurement Code

## V. INTERPRETATION AND ADMINISTRATION

Administration and Interpretation of this policy is the responsibility of the Chief Procurement Officer.

- I. <sup>^</sup> Capitalized terms used but not defined herein have meanings assigned to them in the Procurement Code.
- II. <sup>^</sup> All references herein to "informal" purchases, commitments, or quotations refer to Micro, Small, and Medium Purchases or Commitments as defined in the Procurement Code. All references herein to "formal" purchases, commitments, or quotations refers to Large Purchases or Commitments as defined in the Procurement Code.

### Attachments

No Attachments

### Approval Signatures

Step Description	Approver	Date
	Alexander Fernandez: SVP, CHIEF FINANCIAL OFFICER	01/2022
	Jorge Hernandez: VP, SUPPLY CHAIN/CPO	01/2022



## **I. CONTRACT WORKFLOW PROCESS (main workflow)**

- A. Initial Contract Data Entered:** The Contract Initiator will initiate a contract request through NBHD's Contracts Management System, Compliance 360 ("C360"),<sup>1</sup> in accordance with the workflow process, which may be altered from time to time.
- B. Ethics Review:** Disclosures listed in the Disclosure Form will be sent to the Regional Compliance Managers who will analyze whether there are actual or perceived conflicts. If an actual or perceived conflict is identified, Corporate Compliance will work with appropriate leadership to determine the appropriate mitigation, which may include the development of a management plan or additional provisions within the overarching agreement.
- C. Contract Request Approval:** The Chief Executive Officer/Executive approver of each NBHD region or department (or his or her designee) must approve each contract request.
- D. Initial Compliance Review:** All Contract requests must be reviewed and identified as either a Referral Source Arrangement or Non-Referral Source Arrangement and/or Covered Person. The Corporate Compliance & Ethics Department checks any Business Partners listed in Contract Questionnaire against the disclosure database to determine if there are any issues that might prevent NBHD from entering into agreement.
- E. POD-in-Process:**
- i. Contract Administration staff will complete due diligence screenings of the Business Partner including any trade names.  
Due diligence screenings include: StreamlineVerify (OIG, SAM, AHCA, DOH, and Division of Corporations, as applicable).
  - ii. Contract Administration staff drafts contract using an approved template<sup>2</sup> created by NBHD General Counsel's Office.  
When a Business Partner provides its own contract draft, Contract Administration staff may process this contract along with an approved NBHD addendum or without one if approved by assigned attorney "as-is".
  - iii. Draft contracts and/or addendums may be sent to the Business Partners for initial review.
  - iv. Related Business Partners: All Business Partners must have individual profiles in C360 which will be related to the arrangements created to fulfill the contract requests. Contract Administration staff must relate (link) all Business Partners identified on the contract draft and any subcontractors disclosed on the Subcontractor Disclosure Form.

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<sup>1</sup> SAI Global Compliance Inc.'s application Compliance 360 ("C360") is used to initiate, process and manage the contracts of NBHD.

<sup>2</sup> These forms can be found at NBHD's intranet, known as "MyPlace", under the Supply Chain Team Site SharePoint, under legal tab.

**F. Contract Review:** The initial contract draft will be sent to the appropriate internal NBHD reviewing departments, as necessary, by the Contract Administration staff.

**1) Ethics Review**

- i. If an additional disclosure is revealed during the contracting process Contract Administration staff will coordinate an Ethics Review.
- ii. Provide a comment in C360 noting any disclosures made by each Business Partner.

**2) Risk Review**

- i. Contract Administration staff may send the contract to the NBHD Corporate Risk Management Department for review.
- ii. The Corporate Risk Management Department will advise on whether or not the appropriate levels of insurance coverage are memorialized in the contract draft and whether certificate of insurance provided is satisfactory.
- iii. The Corporate Risk Management Department may advise on any other liability issues identified in the contract draft.

**3) Compliance Language Review**

- i. Contract Administration staff may send contracts to NBHD Corporate Compliance Department for review where there has been changes made to the NBHD's standard compliance language.
- ii. Contract Administration staff may send contracts to the NBHD Corporate Compliance Department for review of privacy concerns, including but not limited reviews of Business Associate Agreements ("BAA"), as defined under HIPPA or determination whether BAA is needed.

**4) IT Review**

Contract Administration staff may send contracts to the NBHD Information Technology Department for review.

**5) Legal Review**

- i. Based on the amount, level of risk, complexity and other circumstances the Contract Administration staff will determine which contracts shall be referred to the NBHD General Counsel's Office for review. However, all contracts that are determined to be a Referral Source Arrangement and all contracts with total value over Two Hundred Fifty Thousand Dollars (\$250,000.00) must be reviewed by the General Counsel's Office.
- ii. The General Counsel's Office will request and upload a Fair Market Value and/or Commercial Reasonableness report from a third-party vendor if required.

**G. Internal Stakeholder Review:** NBHD employee, who owns and/or utilizes the contract ("Internal Stakeholder") may have the opportunity to review, comment and approve revised or updated contract revisions.

**H. Business Partner Contract Review:** Contract Administration staff may send the drafted and/or revised contract to the business partner for review.

**I. Contract Request Final Approval:** Contract Administration staff will send the drafted and/or revised contract to the respective CEO to approve after it has been reviewed by various internal approvers and negotiated with the BP.

**J. POD Coordinator Review:** When a Non- Referral Source Arrangement contract is finalized, the POD Coordinator or other Contract Administration staff designee will review the arrangement in the Centralized Contract Management System and ensure the file is compliant with NBHD's policies and procedures.

**K. Compliance Final Review:** When a Referral Source Arrangement contract is finalized, NBHD's Compliance Department will review the arrangement and ensure that it is compliant with NBHD's policies and procedures.

**L. Business Partner Signature:** In cases where the Business Partner did not sign the NBHD contract upon initial review, the Contract Administration staff will request the signature from the BP via DocuSign application or via email.

- i. Contract Administration staff may request a signature directly from the BP or may request the Contract Initiator to obtain the signature from the BP.

**M. Hold:** An arrangement can be placed in Hold Status Step if an arrangement remains in either Internal Stakeholder Review, Business Partner Review, or Business Partner Signature Requested steps without a substantive response after two follow-ups by Contract Administration staff.

- i. When Contract Administration staff receives a substantive response allowing to resume processing the contract will be moved to the next workflow step.

**N. Legal Final Review / Final FMV**

- i. If a contract request was deemed a Referral Source Arrangement and the proposed compensation in the agreement is less than or equal to the 75th percentile of the FMV, the General Counsel's Office will complete a final review and upload the final FMV report, if not already uploaded.
- ii. If a contract request was deemed a Referral Source Arrangement and the proposed compensation in the agreement is greater than the 75th percentile of the FMV, the General Counsel's Office will complete its review, upload the final FMV, if not already updated, and the arrangement will be sent for NBHD Board Approval.
  - a. If rejected by the Board, the Contract Administration staff will reject the contract in C360.
  - b. If a contract request was determined to be a Non-Referral Source Arrangement, the General Counsel's Office will complete its final

review.

**O. Contract Management Secondary Review:** Contract Administration Management will review every arrangement and prepare the file for Corporate Executive Management review, approval and signature.

**P. Contract Signing:** Contract Administration Management will meet with Corporate Executive Management to review and execute all contract requests or will submit approved contract for signature via DocuSign application. When needed, electronic copy of the approved contract will be emailed or taken to the Corporate Executive Management to be printed and executed.

**Q. Contract Completion:** Contract Administration staff will upload all fully executed Contracts and supporting documentation to C360 and perform other tasks finalizing the database population. Thereafter, the arrangement will be placed in executed status.

**R. Notifications:** Contract Management database is configured to send out various notifications to the Contract Initiator, VP, CEO, CFO, CMO and/or Internal Stakeholder (“Department Authority”) to keep them updated as to the contract workflow status and prompting them to take action when required.

i. Contract Initiator and Department Authority will receive automated notifications when a contract approaches its expiration 180, 90, 60, 45, 30 and 15 days prior to set Expiration Date. Contract Administration staff is also responsible for monitoring these notifications and shall reach out to internal stakeholders to prompt them to initiate amendments, terminations or auto-renewals as the case may be.

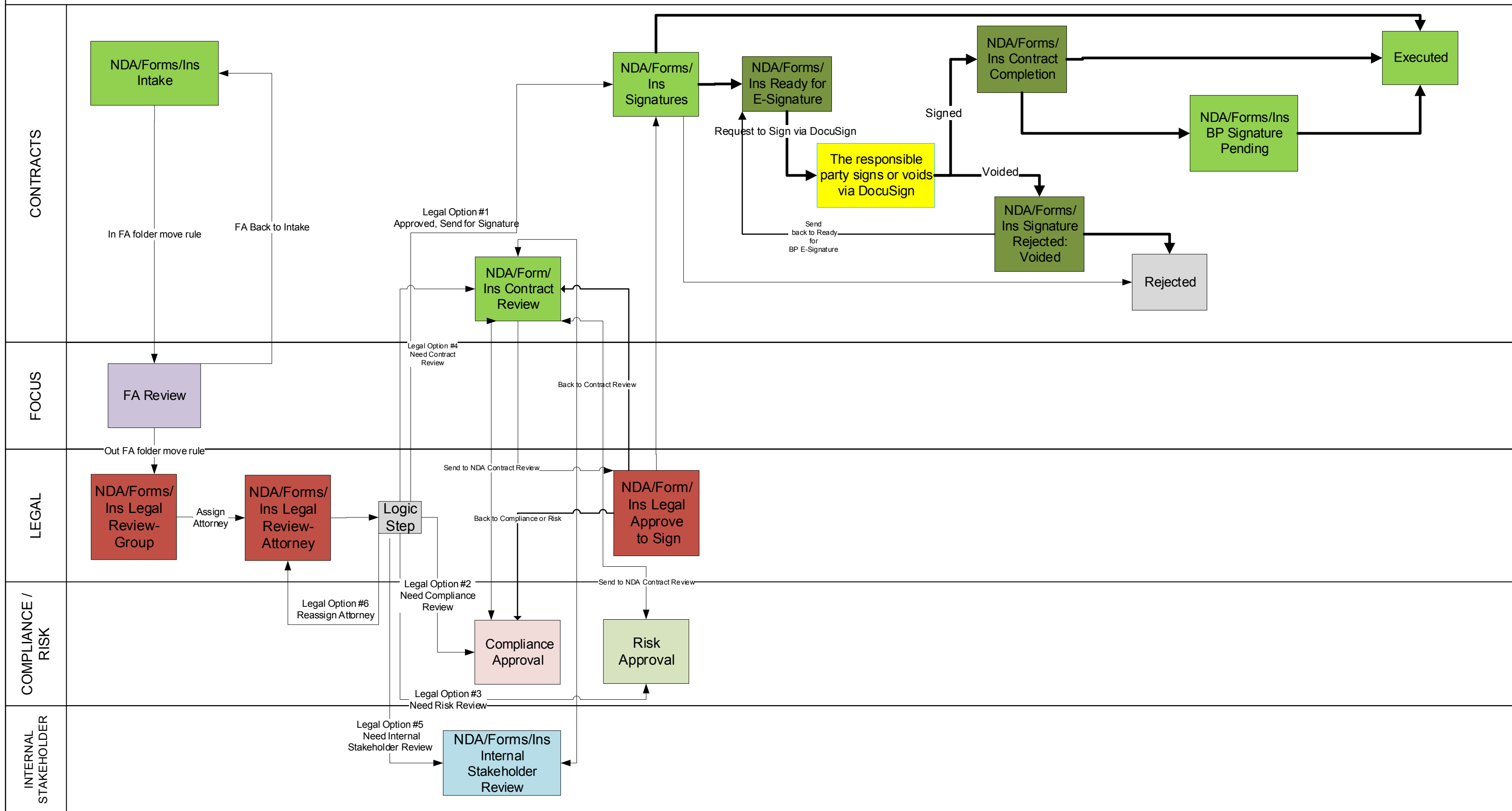
## **II. CONTRACT TERMINATIONS workflow**

- A.** Termination Questionnaire<sup>3</sup> shall be submitted to Contract Administration staff within sufficient time frame to allow for termination request to be processed per contract terms. No other forms required unless specifically requested.
- B.** Workflow Revision
- C.** Initial Contract Data Entered Step
- D.** Contracts Request Approval Step
- E.** POD in-Process Step
- F.** Contract Review Step
- G.** Legal Review Step
- H.** Secondary Contract Management Review Step
- I.** Contract Completion Step
- J.** Execution of Termination Request
- K.** Termination Pending (after execution contract will stay in this status until the date of the termination)
- L.** Terminated

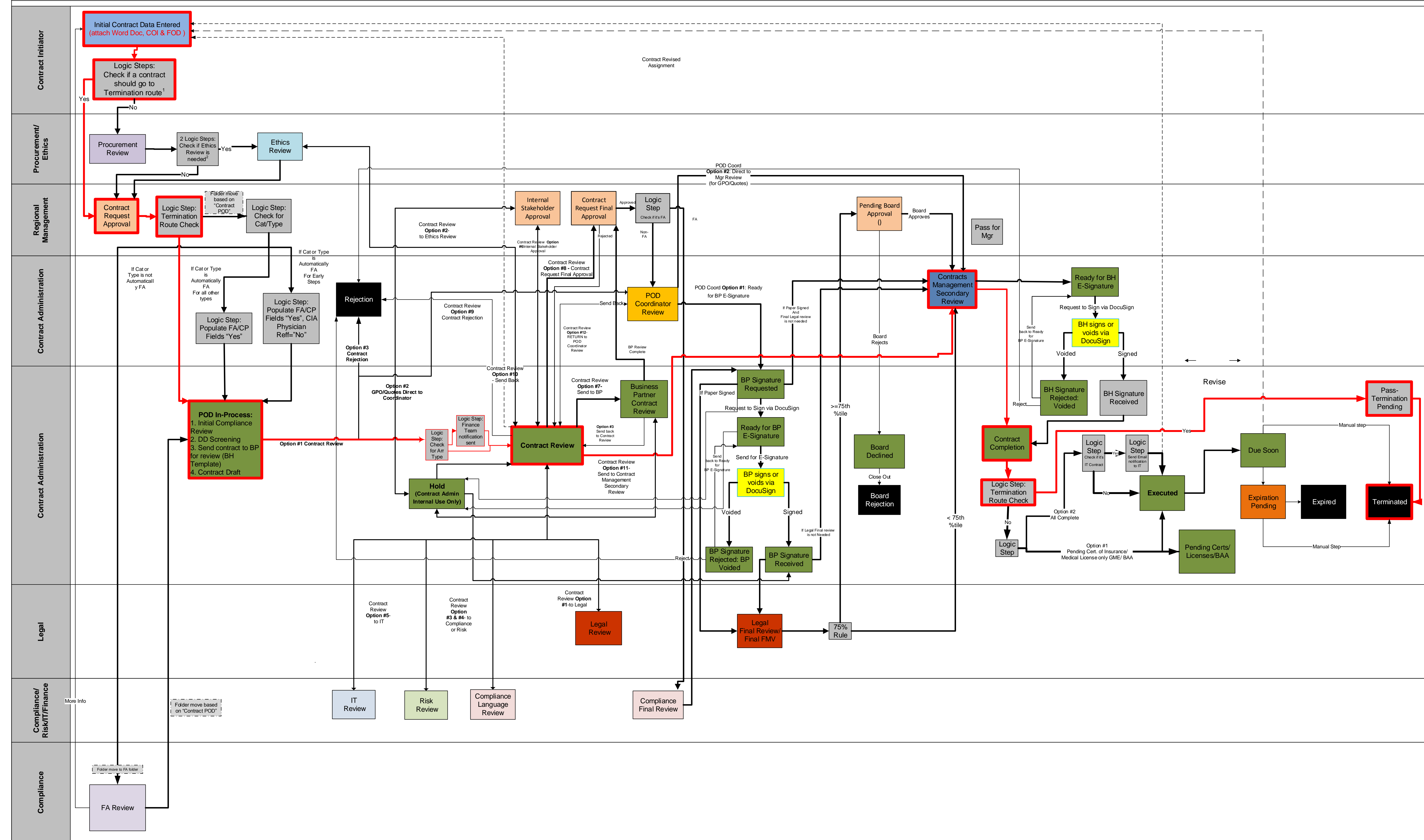
**III. NDA/FORMS/INSURANCE/GRANT APPLICATIONS workflow**

- A.** Request shall be sent to Contract Administration staff via email with the document requiring review and execution. No other forms are required unless specifically requested. Various other documents may be processed in this workflow at the discretion of the Contract Administration management.
- B.** Initiation of Requests
- C.** Initial Compliance Review
- D.** Contract Review
- E.** Legal Review
- F.** If needed: Compliance review, Internal Stakeholder Review, Risk Review
- G.** Legal Approve for Signature
- H.** Contract Management Review
- I.** Execution of Request

NDA/FORMS/INSURANCE/SETTLEMENT AGREEMENTS WORKFLOW



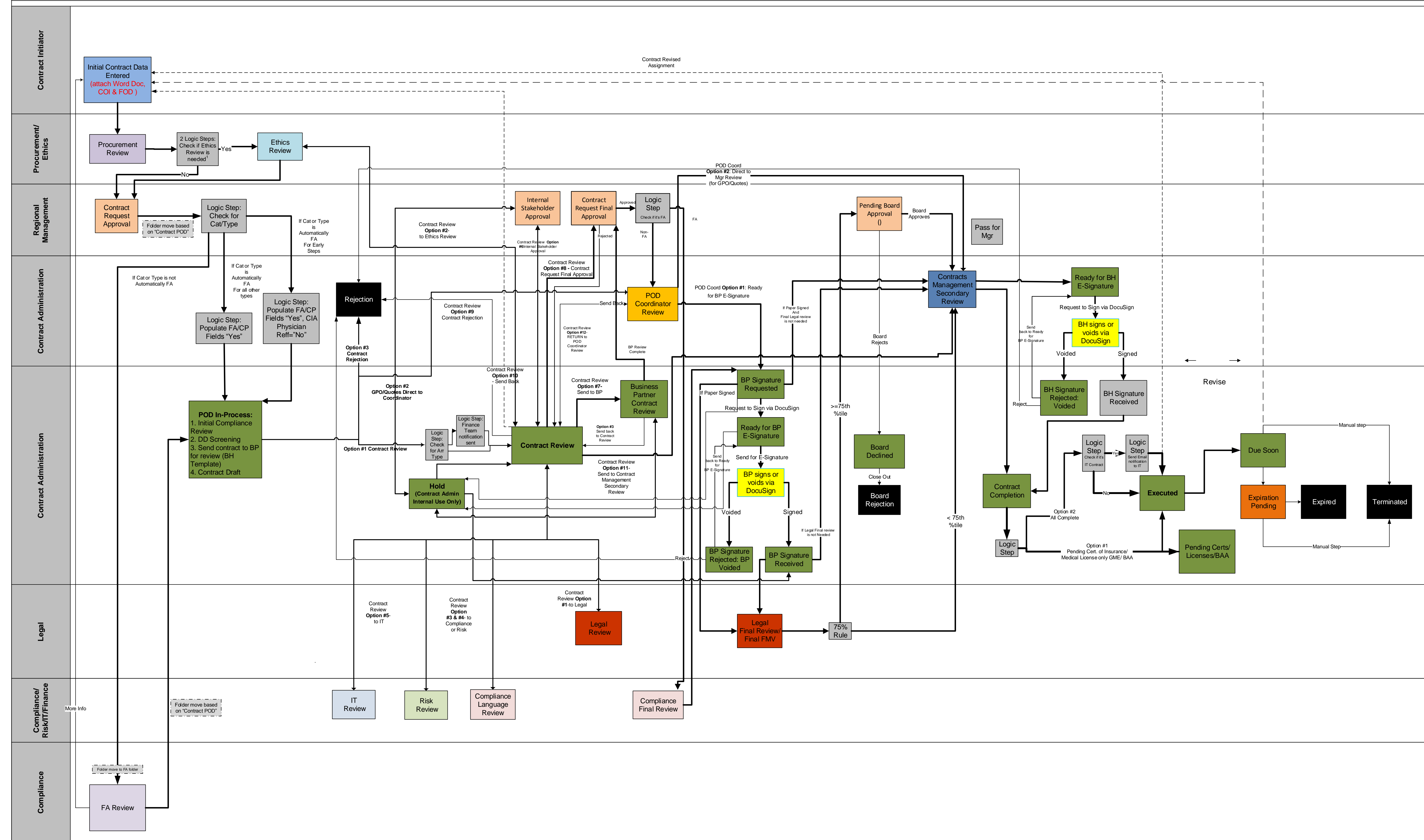
**Broward Contract Workflow Process (08-10-2020 revision)**



→ Termination Route  
<sup>1</sup> The contract will skip Procurement/Ethics Review and go directly to Contract Request Approval step if the user selected answer "N/A- this contract should be terminated" to at least one of the following questions:  
 1- "Have FOD/COI forms been obtained?" (Y/N)  
 2- "Are there disclosures?" (Y/N)  
<sup>2</sup> Two logic steps are used to check if the contract should be routed to the Ethics Review or Contract Request Approval based on the answers to the two questions:  
 1- "Have FOD/COI forms been obtained?" (Y/N)  
 2- "Are there disclosures?" (Y/N)  
 1-Y 2-Y – Ethics Review  
 1-Y 2-N – Contract Request approval  
 1-N 2-Y – Ethics Review  
 1-N 2-N – Ethics Review



**Broward Contract Workflow Process (08-10-2020 revision)**



<sup>1</sup> Two logic steps are used to check if the contract should be routed to the Ethics Review or Contract Request Approval based on the answers to the two questions:  
 1 - "Have FOD/COI forms been obtained?" (Y/N)  
 2 - "Are there disclosures?" (Y/N)  
 1-Y 2-Y – Ethics Review  
 1-Y 2-N – Contract Request approval  
 1-N 2-Y – Ethics Review  
 1-N 2-N – Ethics Review