

PROPOSED ORDINANCE AMENDMENT, AS AMENDED

Sponsored by

THE HONORABLE FORREST CLAYPOOL, EARLEAN COLLINS, ROBERTO MALDONADO, JOSEPH MARIO MORENO, JOAN PATRICIA MURPHY, MIKE QUIGLEY, AND DEBORAH SIMS, WILLIAM M. BEAVERS, JERRY BUTLER, JOHN P. DALEY, ELIZABETH “LIZ” DOODY GORMAN, GREGG GOSLIN, ANTHONY J. PERAICA, TIMOTHY O. SCHNEIDER, PETER N. SILVESTRI, AND LARRY SUFFREDIN, COUNTY COMMISSIONERS

ORDINANCE ESTABLISHING THE COOK COUNTY HEALTH AND HOSPITALS SYSTEM

BE IT ORDAINED, pursuant to Cook County's home rule authority under Article VII, Section 6(a) of the 1970 Constitution of the State of Illinois, by the Cook County Board of Commissioners (“County Board”) that Chapter 38, Health and Human Services, Article 1, In General, Sections 38-2 through 38-5 of the Cook County Code are removed from Article I, are inserted into a newly created Article IV, Cook County Health and Hospitals System, and are thereafter amended and renumbered as follows:

ARTICLE IV. COOK COUNTY HEALTH AND HOSPITALS SYSTEM

Sec. 38-70. Short Title.

This Ordinance shall be known and may be cited as the “Ordinance Establishing the Cook County Health and Hospitals System.”

Sec. 38-71. Declaration.

(a) The County Board hereby establishes the Cook County Health and Hospitals System (“CCHHS or System”) which shall be an agency of and funded by Cook County. All personnel, facilities, equipment and supplies within the formerly constituted Cook County Bureau of Health Services are now established within the CCHHS. Pursuant to the provisions contained herein, the CCHHS and all personnel, facilities, equipment and supplies within the CCHHS shall be governed by a Board of Directors (“System Board”) as provided herein. The System Board shall be accountable to and shall be funded by the County Board and shall obtain County Board approval as required herein. The County Board hereby finds and declares that the CCHHS shall:

- (1) Provide integrated health services with dignity and respect, regardless of a patient's ability to pay;
- (2) Provide access to quality preventive, acute, and chronic health care for all the People of Cook County, Illinois (the “County”);
- (3) Provide quality emergency medical services to all the People of the County;

- (4) Provide health education for patients, and participate in the education of future generations of health care professionals;
- (5) Engage in research which enhances its ability to meet the healthcare needs of the People of the County; and,
- (6) Perform, through the Cook County Department of Public Health, essential services of a local public health authority as provided in the Cook County Board of Health Ordinance, Sections 38-26 through 38-40 of the Cook County Code, other Cook County Ordinances imposing duties upon the Cook County Department of Public Health, and the regulations of the Cook County Department of Public Health promulgated thereunder; the Department of Public Health Act, 20 ILCS 2305/1 *et seq.*; the Civil Administrative Code of Illinois, 20 ILCS 2310/2310-1 *et seq.*; and as further detailed in regulations promulgated by the Illinois Department of Public Health under the Certified Local Health Department Code, 77 Ill. Adm. Code 600.110 *et seq.*; provided, however, that the County Board shall continue to serve as the Board of Health of Cook County.

(b) This Ordinance recognizes the essential nature of the Mission of the CCHHS as set forth in Section 38-74 of this Article and the need for sufficient and sustainable public funding of the CCHHS in order to fulfill its mission of universal access to quality health care.

Sec. 38-72. Definitions.

For purposes of this Ordinance, the following words or terms shall have the meaning or construction ascribed to them in this Section:

Chairperson means the chairperson of the System Board.

Cook County Code means the Code of Ordinances of Cook County, Illinois.

Cook County Health and Hospitals System also referred to as “CCHHS”, means the public health system comprised of the facilities at, and the services provided by or through, the Ambulatory and Community Health Network, Cermak Health Services of Cook County, Cook County Department of Public Health, Oak Forest Hospital of Cook County, Provident Hospital of Cook County, Ruth M. Rothstein CORE Center, and John H. Stroger, Jr. Hospital of Cook County, (collectively, the “CCHHS Facilities”).

County means the County of Cook, a body politic and corporate of Illinois.

County Board means the Board of Commissioners of Cook County, Illinois.

Director means a member of the System Board.

Fiscal Year means the fiscal year of the County.

Ordinance means the “Ordinance Establishing the Cook County Health and Hospitals System, as amended.

President means the President of the Cook County Board of Commissioners.

System Board means the eleven-member board of directors charged with governing the CCHHS.

Sec. 38-73. Establishment of the Cook County Health and Hospitals System Board of Directors (“System Board”).

(a) The System Board is hereby created and established. The System Board shall consist of eleven (11) members called Directors. The County Board delegates governance of the CCHHS to the System Board. The System Board shall, upon the appointment of its Directors as provided herein, assume responsibility for the governance of the CCHHS.

(b) Notwithstanding any provision of this Ordinance, the Cook County Board of Health Ordinance, Sections 38-26 through 38-40 of the Cook County Code of Ordinances, and other provisions of the Cook County Code of Ordinances conferring authority and imposing duties and responsibilities upon the Board of Health and the Cook County Department of Public Health, shall remain in full force and effect.

Sec. 38-74. Mission of the CCHHS.

(a) The System Board shall have the responsibility to carry out and fulfill the mission of the CCHHS by:

- (1) Continuing to provide integrated health services with dignity and respect, regardless of a patient's ability to pay;
- (2) Continuing to provide access to quality primary, preventive, acute, and chronic health care for all the People of the County;
- (3) Continuing to provide high quality emergency medical services to all the People of the County;
- (4) Continuing to provide health education for patients, and continuing to participate in the education of future generations of health care professionals;
- (5) Continuing to engage in research which enhances the CCHHS' ability to meet the healthcare needs of the People of the County;
- (6) Ensuring efficiency in service delivery and sound fiscal management of all aspects of the CCHHS, including the collection of all revenues from governmental and private third party payers and other sources;
- (7) Ensuring that all operations of the CCHHS, especially contractual and personnel matters, are conducted free from any political interference and in accordance with the provisions of the Supplemental Relief Order and Consent Decree established in the federal civil litigation filed in the Northern District of Illinois under Case No. 69 C 2145 and titled *Shakman, et al. v. Democratic Organization, et al.* and all applicable laws; and,
- (8) Perform, through the Cook County Department of Public Health, essential services of a local public health authority as provided in the Cook County Board of Health Ordinance, Sections 38-26 through 38-40 of the Cook County Code, other Cook County Ordinances imposing duties upon the

Cook County Department of Public Health, and the regulations of the Cook County Department of Public Health promulgated thereunder; the Department of Public Health Act, 20 ILCS 2305/1 *et seq.*; the Civil Administrative Code of Illinois, 20 ILCS 2310/2310-1 *et seq.*; and as further detailed in regulations promulgated by the Illinois Department of Public Health under the Certified Local Health Department Code, 77 Ill. Adm. Code 600.110 *et seq.*; provided, however, that the County Board shall continue to serve as the Board of Health of Cook County.

(b) The System Board shall be responsible to the People of the County for the proper use of all funds appropriated to the CCHHS by the County Board.

Sec. 38-75. Nominating Committee.

(a) The Nominating Committee shall elect its chair from among its members and all decisions shall be by majority vote of the membership. The Nominating Committee shall include one (1) representative from each of the following organizations:

- (1) Civic Federation of Chicago;
- (2) Civic Committee of the Commercial Club of Chicago;
- (3) Chicago Urban League;
- (4) Healthcare Financial Management Association;
- (5) Suburban Primary Healthcare Council;
- (6) Illinois Public Health Association;
- (7) Metropolitan Chicago Healthcare Council;
- (8) Health and Medicine Policy Research Group;
- (9) Chicago Department of Public Health;
- (10) Cook County Physicians Association;
- (11) Chicago Federation of Labor;
- (12) Chicago Medical Society;
- (13) Association of Community Safety Net Hospitals; and
- (14) Midwest Latino Health Research Center.

(b) Pursuant to Ordinance 08-O-22, "Ordinance Concerning The Bureau of Health Services Notwithstanding Any Provision in Existing Ordinances," which ordinance is amended by this Ordinance, the Nominating Committee convened, selected the names of twenty (20) individuals and transmitted these names to the President for nomination to the System Board. Pursuant to Ordinance 08-O-22, "Ordinance Concerning The Bureau of Health Services Notwithstanding Any Provision in Existing Ordinances," which ordinance is amended by this Ordinance, the President then selected nine (9) names from among the names submitted by the Nominating Committee for the office of Director, and forwarded the list of nine (9) names to the County Board for its approval.

(c) Pursuant to this Amendatory Ordinance, the number of Directors on the System Board shall increase from nine (9) to eleven (11), one of whom shall be the

Chairperson of the County Board's Health and Hospitals Committee, serving *ex officio*. Accordingly, the President shall now select one (1) additional name from among the names initially submitted to the President by the Nominating Committee for nomination to the System Board, and shall transmit that name to the County Board for its approval, pursuant to Sec. 38-76 (b) (1) of this Ordinance.

Sec. 38-76. Members of the System Board.

(a) One of the eleven (11) Directors shall be the Chairperson of the Health and Hospitals Committee of the County Board who shall serve as an *ex-officio* member with voting rights. This Director shall serve as a liaison between the County Board and the System Board.

(b) The remaining ten (10) Directors of the System Board shall be appointed and removed as follows:

- (1) For the initial Directors, the County Board shall approve or reject each of the names submitted by the President within fourteen (14) days from the date the President submitted the names, or at the next regular meeting of the County Board held subsequent to the fourteen (14) day period. Where the County Board rejects the President's selection of any name for the office of Director, the President shall within seven (7) days select a replacement name from the remaining names on the initial list of twenty (20) names. There is no limit on the number of names the County Board may reject. The County Board shall exercise good faith in approving the initial Directors as soon as reasonably practicable. In the event, the twenty (20) names initially submitted to the President by the Nominating Committee are exhausted before the County Board approves ten (10) names, the President shall direct the Nominating Committee to reconvene and to select and submit an additional three (3) names for each Director still to be appointed.
 - a. Each appointed Director, whether initial or subsequent, shall hold office until a successor is appointed. Any appointed Director shall be eligible for reappointment, but no appointed Director shall be eligible to serve more than two consecutive five-year terms.
 - b. Upon the expiration of an appointed Director's term, the successor Director shall be appointed in the same manner as the process set forth above for the nomination, selection and appointment of initial Directors; provided, however, that the Nominating Committee shall recommend three (3) names for each Director position to be filled at that time.
 - c. Any appointed Director may be removed for incompetence, malfeasance, neglect of duty, or any cause which renders the Director unfit for the position. The President or one-third (1/3) of the members of the County Board shall provide written notice to

that Director of the proposed removal of that Director from office; which notice shall state the specific grounds which constitute cause for removal. The Director in receipt of such notice may request to appear before the County Board and present reasons in support of his or her retention. Thereafter, the County Board shall vote upon whether there are sufficient grounds to remove that Director from office. The President shall notify the subject Director of the final action of the County Board.

(2) In the event of a vacancy in an appointed Director position on the System Board, the President may recommend a replacement name to the County Board for its approval from the remaining names on the most recent list of names recommended by the Nominating Committee. In the alternative, the President may direct that the Nominating Committee reconvene to prepare a new list of three (3) names for the vacancy within thirty (30) days of the President's request. The successor Director shall then be appointed in the same manner set forth above for the selection and appointment of initial Directors.

a. A vacancy shall occur upon the:

1. Resignation,
2. Death,
3. Conviction of a felony, or
4. Removal from the office of an appointed Director as set forth in Section 38-76(B)(1)(e) of this Article.

b. Any appointed Director who is appointed to fill a vacancy shall serve until the expiration of his predecessor's term.

(c) The appointed Directors are not employees of the County and shall receive no compensation for their service but may be reimbursed for actual and necessary expenses while serving on the System Board.

(d) Directors shall have a fiduciary duty to the CCHHS and the County.

Sec. 38-77. Qualifications of Appointed Directors.

The appointed Directors shall include persons with the requisite expertise and experience in areas pertinent to the governance and operation of a large and complex healthcare system. Such areas shall include, but not be limited to, finance, legal and regulatory affairs, healthcare management, employee relations, public administration, and clinical medicine. The Nominating Committee, the President and the County Board shall take this Section into account in undertaking their respective responsibilities in the recommendation, selection and appointment of Directors.

Sec. 38-78. Chairperson/Officers of System Board.

(a) The Directors shall select the initial Chairperson of the System Board from among the initial Directors. The Chairperson shall serve a one-year term and, thereafter, the System Board shall annually elect a chairperson from among the Directors.

(1) The Chairperson shall preside at meetings of the System Board, and is entitled to vote on all matters before the System Board.

(2) A Director may be elected to serve successive terms as Chairperson.

(b) The Directors may establish such additional offices and appoint such additional officers for the System Board as they may deem appropriate.

Sec. 38-79. Meetings of the System Board.

(a) The President shall call the first meeting of the System Board. Thereafter, the Directors shall prescribe the times and places for their meetings and the manner in which regular and special meetings may be called.

(b) Meetings shall be held at the call of the Chairperson, however, no less than twelve (12) meetings shall be held annually.

(c) A majority of the voting Directors shall constitute a quorum. Actions of the System Board shall require the affirmative vote of a majority of the voting members of the System Board present and voting at the meeting at which the action is taken.

(d) To the extent feasible, the System Board shall provide for and encourage participation by the public in the development and review of financial and healthcare policy. The System Board may hold public hearings as it deems appropriate to the performance of any of its responsibilities.

(e) The System Board shall comply in all respects with “An Act in relation to meetings,” as now or hereafter amended, and found at 5 ILCS 120/1, *et seq.*

(f) The System Board shall be an Agency to which the “Local Records Act,” as now or hereafter amended, and found at 50 ILCS 205/1, *et seq.* applies.

Sec. 38-80. General Powers of the System Board.

Subject to the Mission of the CCHHS and consistent with this Ordinance, the System Board shall have following powers and responsibilities:

(a) To appoint the Chief Executive Officer of the CCHHS (“CEO”) or interim CEO, if necessary, as set forth in Sec. 38-81 hereinafter, to hire such employees and to contract with such agents, and professional and business advisers as may from time to time be necessary in the System Board’s judgment to accomplish the CCHHS’ Mission

and the purpose and intent of this Ordinance; to fix the compensation of such CEO, employees, agents, and advisers; and, to establish the powers and duties of all such agents, employees, and other persons contracting with the System Board;

(b) To exercise oversight of the CEO;

(c) To develop measures to evaluate the CEO's performance and, to report to the President and the County Board at six (6) month intervals regarding the CEO's performance;

(d) To authorize the CEO to enter into contracts, execute all instruments, and do all things necessary or convenient in the exercise of the System Board's powers and responsibilities;

(e) To determine the scope and distribution of clinical services; provided, however, if the System Board determines that it is in the best interest of the CCHHS to close entirely one of the three CCHHS hospitals, such closure will require County Board approval;

(f) To provide for the organization and management of the CCHHS, including, but not limited to, the System Board's rights and powers to approve all personnel policies, consistent with existing state laws, collective bargaining agreements, and court orders;

(g) To submit budgets for the CCHHS operations and capital planning and development, which promote sound financial management and assure the continued operation of the CCHHS, subject to approval by the County Board;

(h) To accept any gifts, grants, property, or any other aid in any form from the federal government, the state, any state agency, or any other source, or any combination thereof, and to comply with the terms and conditions thereof;

(i) To purchase, lease, trade, exchange, or otherwise acquire, maintain, hold, improve, repair, sell, and dispose of personal property, whether tangible or intangible, and any interest therein;

(j) In the name of the County, to purchase, lease, trade, exchange, or otherwise acquire, real property or any interest therein, and to maintain, hold, improve, repair, mortgage, lease, and otherwise transfer such real property, so long as such transactions do not interfere with the Mission of the CCHHS; provided, however, that transactions involving real property valued at \$100,000 or greater shall require express approval from the County Board;

(k) To acquire space, equipment, supplies, and services, including, but not limited to, services of consultants for rendering professional and technical assistance and advice on matters within the System Board's powers;

(l) To make rules and regulations governing the use of property and facilities within the CCHHS, subject to agreements with or for the benefit of holders of the County Board's obligations;

(m) To adopt and from time to time amend or repeal bylaws and rules and regulations consistent with the provisions of this Ordinance;

(n) To encourage the formation of a not-for-profit corporation to raise funds to assist in carrying out the Mission of the CCHHS;

(o) To engage in joint ventures, or to participate in alliances, purchasing consortia, or other cooperative arrangements, with any public or private entity, consistent with state law;

(p) To have and exercise all rights and powers necessary, convenient, incidental to, or implied from the specific powers granted in this Ordinance, which specific powers shall not be considered as a limitation upon any power necessary or appropriate to carry out the CCHHS' Mission and the purposes and intent of this Ordinance;

(q) To perform, through the Cook County Department of Public Health, essential services of a local public health authority as provided in the Cook County Board of Health Ordinance, Sections 38-26 through 38-40 of the Cook County Code, other Cook County Ordinances imposing duties upon the Cook County Department of Public Health, and the regulations of the Cook County Department of Public Health promulgated thereunder; the Department of Public Health Act, 20 ILCS 2305/1 *et seq.*; the Civil Administrative Code of Illinois, 20 ILCS 2310/2310-1 *et seq.*; and as further detailed in regulations promulgated by the Illinois Department of Public Health under the Certified Local Health Department Code, 77 Ill. Adm. Code 600.110 *et seq.*; provided, however, that the County Board shall continue to serve as the Board of Health of Cook County, and

(r) To be the governing body of the licensed hospitals or other licensed entities within the CCHHS.

Sec. 38-81. Chief Executive Officer.

(a) The System Board shall appoint a Chief Executive Officer of the CCHHS ("CEO") or an interim CEO as necessary.

(b) The System Board shall conduct a nationwide search for a CEO which shall be concluded no later than one hundred eighty (180) days from the date of the County Board's approval of the appointment of the initial System Board.

(c) The CEO shall have the responsibility for

- (1) Full operational and managerial authority of the CCHHS, consistent with existing federal and state laws, court orders and the provisions of this Ordinance;
 - (2) Preparing and submitting to the System Board the Budgets and Strategic and Financial Plans required by this Ordinance;
 - (3) Operating and managing the CCHHS consistent with the Budgets and Financial Plans approved by the County Board;
 - (4) Overseeing expenditures of the CCHHS;
 - (5) Subject to Section 38-74(A)(7) of this Ordinance, hiring and discipline of personnel in conformity with the provisions of this Ordinance, all state laws, court orders, and collective bargaining agreements;
 - (6) Negotiating collective bargaining agreements as set forth in Sec. 38-84(C); and
 - (7) Carrying out any responsibility which the System Board may delegate; however, said delegation shall not relieve the System Board of its responsibilities as set forth in this Ordinance.
- (d) The CEO shall report to the System Board.
- (e) The CEO shall provide, through the System Board, quarterly reports to the County Board concerning the status of operations and finances of the CCHHS.

Sec. 38-82. Strategic and Financial Plans.

- (a) As soon as practicable following the establishment of the System Board, the President shall provide to the System Board copies of the audited financial statements and of the books and records of account of the Bureau of Health Services for the preceding five (5) Fiscal Years of the County.
- (b) The System Board shall recommend and submit to the President and the County Board Strategic and Financial Plans as required by this Section.
- (c) Each Strategic and Financial Plan for each Fiscal Year, or part thereof to which it relates, shall contain:
- (1) A description of revenues and expenditures, provision for debt service, cash resources and uses, and capital improvements, each in such manner and detail as the County's Budget Director shall prescribe;

- (2) A description of the strategy by which the anticipated revenues and expenses for the Fiscal Years covered by the Strategic and Financial Plan will be brought into balance;
 - (3) Such other matters that the County Board, in its discretion, requires; provided, however, that the System Board shall be provided with a description of such matters in sufficient time for incorporation into the Strategic and Financial Plan.
- (d) Strategic and Financial Plans shall not have force or effect without the approval of the County Board and shall be recommended, approved and monitored in accordance with the following:
- (1) The System Board shall recommend and submit to the President and the County Board, on or before one hundred eighty (180) days subsequent to the date of the appointment of the initial Directors or as soon as practicable thereafter, an initial Strategic and Financial Plan with respect to the remaining portion of the Fiscal Year ending in 2008 and for Fiscal Years 2009 and 2010. The Board shall approve, reject or amend this initial Strategic and Financial Plan within forty-five (45) days of its receipt from the System Board.
 - (2) The System Board shall develop a Strategic and Financial Plan covering a period of three (3) Fiscal Years.
 - (3) The System Board shall include in each Strategic and Financial Plan estimates of revenues during the period for which the Strategic and Financial Plan applies. In the event the System Board fails, for any reason, to include estimates of revenues as required, the County Board may prepare such estimates. In such event, the Strategic and Financial Plan submitted by the System Board shall be based upon the revenue estimates prepared by the County Board.
 - (4) The County Board shall approve each Strategic and Financial Plan if, in its judgment, the Strategic and Financial Plan is complete, is reasonably capable of being achieved, and meets the requirements set forth in this Section. After the System Board submits a Strategic and Financial Plan to the President and the County Board, the County Board shall approve or reject such Strategic and Financial Plan within forty-five (45) days or such Strategic and Financial Plan is deemed approved.
 - (5) The System Board shall report to the President and the County Board, at such times and in such manner as the County Board may direct, concerning the System Board's compliance with the Strategic and Financial Plan. The President and the County Board may review the System Board's operations, obtain budgetary data and financial

statements, require the System Board to produce reports, and have access to any other information in the possession of the System Board that the President and the County Board deem relevant. The County Board may issue recommendations or directives within its powers to the System Board to assure compliance with the Strategic and Financial Plan. The System Board shall produce such budgetary data, financial statements, reports and other information and comply with such directives.

- (6) For each Strategic and Financial Plan applicable to a Fiscal Year subsequent to the current Fiscal Year, the System Board shall regularly reexamine the revenue and expenditure estimates on which it was based and revise them as necessary. The System Board shall promptly notify the President and the County Board of any material change in the revenue or expenditure estimates in that Strategic and Financial Plan. The System Board may submit to the President and the County Board, or the County Board may require the System Board to submit, modified Strategic and Financial Plans based upon revised revenue or expenditure estimates or for any other good reason. The County Board shall approve or reject each modified Strategic and Financial Plan pursuant to paragraph (D)(4) of this Section.

Sec. 38-83. Preliminary CCHHS Budget and Annual Appropriation Ordinance.

(a) The System Board shall not make expenditures unless such expenditures are consistent with the County's Annual Appropriation Bill ("Annual Appropriation Ordinance") as provided in 55 ILCS 5/6-24001 *et seq.*

(b) The System Board may, if necessary, recommend and submit to the President and the County Board, for approval by the County Board, a request for intra-fund transfers within the Public Health Fund to accommodate any proposed revisions by the System Board to the line items set forth for the Bureau of Health Services in the existing Fiscal Year 2008 Annual Appropriation Ordinance.

(c) For Fiscal Year 2009 and each Fiscal Year thereafter, the System Board shall recommend and submit a Preliminary Budget for the CCHHS to the President and the County Board, for approval by the County Board, not later than forty-five (45) days prior to the first date for submission of budget requests set by the County's Budget Director.

(d) Each Preliminary Budget shall be recommended and submitted, in accordance with the following procedures:

- (1) Each Preliminary Budget submitted by the System Board shall be based upon revenue estimates contained in the approved Strategic and Financial Plan applicable to that budget year.

(2) Each Preliminary Budget shall contain such information and detail as may be prescribed by the County's Budget Director. Any applicable fund deficit for the Fiscal Year ending in 2008 and for any Fiscal Year thereafter shall be included as an expense item in the succeeding Fiscal Year's Budget.

(e) The County Board shall approve each Preliminary Budget if, in its judgment, the Budget is complete, is reasonably capable of being achieved, and will be consistent with the Strategic and Financial Plan in effect for that Fiscal Year. The Board shall approve or reject each Preliminary Budget within forty-five (45) days of submission to the County Board or such Preliminary Budget is deemed approved. Such Preliminary Budget shall be included in the President's Executive Budget Recommendation.

(f) The CCHHS's Annual Appropriation shall be monitored as follows:

(1) The County Board may establish and enforce such monitoring and control measures as the County Board deems necessary to assure that the revenues, commitments, obligations, expenditures, and cash disbursements of the System Board continue to conform on an ongoing basis with the Annual Appropriation Ordinance. If, in the discretion of the County Board, and notwithstanding the approved Annual Appropriation Ordinance, the County Board imposes an expenditure limitation on the System Board, the System Board shall not have the authority, directly or by delegation, to enter into any commitment, contract, or other obligation that would result in the expenditure limitation being exceeded. Any such commitment, contract or other obligation entered into by the System Board in derogation of this Section shall be voidable by the County Board. An expenditure limitation established by the County Board shall remain in effect for that Fiscal Year or unless revoked earlier by the County Board.

(2) The System Board shall report to the President and the County Board at such times and in such manner as the County Board may direct, concerning the System Board's compliance with each Annual Appropriation Ordinance. The President and the County Board may review the System Board's operations, obtain budgetary data and financial statements, require the System Board to produce reports, and have access to any other information in the possession of the System Board which the President and the County Board deem relevant. The County Board may issue recommendations or directives within its powers to the System Board to assure compliance with the Annual Appropriation Ordinance. The System Board shall produce such financial data, financial statements, reports and other information and comply with such directives.

(3) After approval of each Annual Appropriation Ordinance, the System Board shall promptly notify the President and the County Board of any

material change in the revenues or expenditures set forth in the Annual Appropriation Ordinance. In Fiscal Year 2009 and thereafter, the System Board has the authority to make intra-fund transfers within the Public Health Fund, if necessary, to accommodate any proposed revisions by the System Board to the line items set forth in the Annual Appropriation Ordinance. Such transfers shall be reported by the CEO in the quarterly reports required in Section 38-81(E) of this Article.

- (4) The County Comptroller is hereby authorized to process invoices and make payments against line items set forth in the Annual Appropriation Ordinance at the direction of the System Board or, if authorized by the System Board, at the direction of the CEO. The System Board shall provide the Comptroller with all documentation necessary for the Comptroller to perform this accounts payable function and to perform the budget control function. The Comptroller shall also issue payroll checks for employees within the CCHHS.

Sec. 38-84. Human Resources.

(a) Notwithstanding the provisions of the Cook County Code, including, but not limited to, provisions pertaining to Personnel Policies, the System Board shall have authority over all human resource functions currently performed by the Cook County Bureau of Human Resources with regard to all employees, including physicians and dentists, within the CCHHS, including, but not limited to, position classification, compensation, recruitment, selection, hiring, discipline, termination, grievance, affirmative action, performance management, probationary periods, training, promotion and maintenance of records. The System Board shall adopt written rules, regulations and procedures with regard to these functions. Until such time as the System Board adopts its own rules, regulations or procedures with regard to these functions, the existing Personnel Rules, regulations and procedures of the County shall apply. The System Board may exercise the authority granted in this Section, in whole or in part, pursuant to its discretion and consistent with existing collective bargaining agreements and obligations.

(b) Employees within the CCHHS are employees of the County, and as such shall be free from any political interference in accordance with the Supplemental Relief Order and Consent Decree established in the federal civil litigation filed in the Northern District of Illinois under Case No. 69 C 2145 and titled *Shakman, et al. v. Democratic Organization, et al.*

(c) The CEO shall participate with the County in negotiating collective bargaining agreements covering CCHHS employees. All such collective bargaining agreements must be approved by the System Board and the County Board.

(d) The System Board or the CEO shall not hire or appoint any person in any position in the CCHHS unless it is consistent with the Annual Appropriation Ordinance in effect at the time of hire or appointment.

(e) Nothing herein shall diminish the rights of Cook County employees who are covered by a collective bargaining agreement and who, pursuant to this Ordinance, are placed under the jurisdiction of the System Board, nor diminish the historical representation rights of said employees' exclusive bargaining representatives, nor shall anything herein change the designation of "Employer" pursuant to the Illinois Public Labor Relations Act. The System Board shall honor all existing collective bargaining agreements, between Cook County and exclusive bargaining representatives, which cover employees under the jurisdiction of the System Board.

Sec. 38-85. Procurement and Contracts.

(a) The System Board shall have authority over all procurement and contracts for the CCHHS. The System Board shall adopt written rules, regulations and procedures with regard to these functions which must be consistent with the provisions set forth in the Cook County Code on Procurement and Contracts; provided, however, that approval of the County Board or County Purchasing Agent required under the Cook County Code on Procurement and Contracts are not required for procurement and contracts within the CCHHS. The System Board shall act in place of the County Board in any contract, bylaws or agreement with the County which requires the approval or other action of the County Board unless expressly prohibited otherwise in this Ordinance or unless the contract expressly provides that the System Board shall not have such authority. Until such time as the System Board adopts its own rules, regulations or procedures with regard to Procurement and Contracts, the existing provisions of the Cook County Code pertaining to Procurement and Contracts shall apply. The System Board may exercise the authority granted in this Section, in whole or in part, pursuant to its discretion.

(b) No contract or other obligation shall be entered into by the System Board unless it is consistent with the Annual Appropriation Ordinance in effect.

(c) Any multi-year contracts entered into by the System Board must contain a provision stating that the contract is subject to County Board approval of appropriations for the purpose of the subject contract; and that in the event funds are not appropriated by the County Board, the contract shall be cancelled without penalty to, or further payment being required by, the System Board or the County. The System Board shall give the vendor notice of failure of funding as soon as practicable after the System Board becomes aware of the failure of funding. Multi-year contracts shall also contain provisions that the System Board's or County's obligation to perform shall cease immediately upon receipt of notice to the vendor of lack of appropriated funds; and that the System Board's or County's obligation under the contract shall also be subject to immediate termination or cancellation at any time when there are not sufficient authorized funds lawfully available to the System Board to meet such obligation.

Sec. 38-86. Disclosure of Interests Required.

(a) Any Director, officer, agent, or professional or business adviser of the System Board or the CEO who has direct or indirect interest in any contract or transaction with the CCHHS, shall disclose this interest in writing to the System Board which shall in turn notify the President and the County Board of such interest.

(b) This interest shall be set forth in the minutes of the System Board, and the Director, agent, or professional or business adviser or CEO having such interest shall not participate on behalf of the CCHHS in any way with regard to such contract or transaction unless the System Board or County Board waives the conflict.

(c) The Cook County Board of Ethics shall have jurisdiction over the investigation and enforcement of this Section and over the sanctions for violations as set forth in Sections 2-601 and 2-602 of the Cook County Code of Ethical Conduct.

(d) Employees of CCHHS shall be bound by the Cook County Code of Ethical Conduct set forth in the Cook County Code, Article VII, Ethics.

Sec. 38-87. Annual Report of System Board.

(a) The System Board shall submit to the President and the County Board, within six (6) months after the end of each Fiscal Year, a report which shall set forth a complete and detailed operating and financial statement of the CCHHS during such Fiscal Year.

(b) Included in the report shall be any recommendations for additional legislation or other action which may be necessary to carry out the mission, purpose and intent of the System Board.

Sec. 38-88. Managerial and Financial Oversight.

(a) The County Board may conduct financial and managerial audits of the System Board and the CCHHS.

(1) The County Board may examine the business records and audit the accounts of the System Board or CCHHS or require that the System Board examine such business records and audit such accounts at such time and in such manner as the County Board may prescribe. The System Board shall appoint a certified public accountant annually, approved by the County Board, to audit the CCHHS' financial statements.

(2) The County Board may initiate and direct financial and managerial assessments and similar analyses of the operations of the System Board and CCHHS, as may be necessary in the judgment of the County Board, to

assure sound and efficient financial management of the System Board and the CCHHS.

- (3) The County Board shall initiate and direct a management audit of the CCHHS at least once every year. The audit shall review the personnel, organization, contracts, leases, and physical properties of the CCHHS to determine whether the System Board is managing and utilizing its resources in an economical and efficient manner. The audit shall determine the causes of any inefficiencies or uneconomical practices, including inadequacies in internal and administrative procedures, organizational structure, uses of resources, utilization of real property, allocation of personnel, purchasing policies and equipment.
- (4) The County Board may direct the System Board to reorganize the financial accounts and management and budgetary systems of the System Board or CCHHS in a manner that the County Board deems appropriate to achieve greater financial responsibility and to reduce financial inefficiency.

(b) The System Board and the CCHHS shall be subject to audit in the manner now or hereafter provided by statute or ordinance for the audit of County funds and accounts. A copy of the audit report shall be submitted to the President, the Chairperson of the Finance Committee of the County Board, the Chairperson of the Health and Hospitals Committee, and the Director of the County Office of the Auditor.

Sec. 38-89. Indemnification.

(a) The County shall defend and indemnify patient care personnel and public health practitioners, including, but not limited to, physicians, dentists, podiatrists, fellows, residents, medical students, nurses, certified nurse assistants, nurses aids, physicians assistants, therapists and technicians (collectively “practitioners”) acting pursuant to employment, volunteer activity or contract, if provided for therein, with the County with respect to all negligence or malpractice actions, claims or judgments arising out of patient care or public health activities performed on behalf of the CCHHS. The County shall also defend and indemnify the members of the Nominating Committee and the System Board with respect to all claims or judgments arising out of their activities as members thereof which defense and indemnification shall be subject to the same provisions which apply to the defense and indemnification of practitioners as set forth below.

- (b) The County shall not be obligated to indemnify a practitioner for:
 - (1) Punitive damages or liability arising out of conduct which is not connected with the rendering of professional services or is based on the practitioner’s willful or wanton conduct.

- (2) Professional conduct for which a license is required but the practitioner does not hold a license.
 - (3) Conduct which is outside of the scope of the practitioner's professional duties.
 - (4) Conduct for which the practitioner does not have clinical privileges, unless rendering emergency care while acting on behalf of the CCHHS.
 - (5) Any settlement or judgment in which the County did not participate.
 - (6) The defense of any criminal or disciplinary proceeding.
- (c) To be eligible for defense and indemnification, the practitioner shall be obligated to:

- (1) Notify, within five (5) days of receipt, the Cook County Department of Risk Management and the Civil Actions Bureau of the Cook County State's Attorney's Office of any malpractice claim made against the practitioner and deliver all written demands, complaints and other legal papers, received by the practitioner with respect to such claim to the Department of Risk Management.
 - (2) Cooperate with the State's Attorney's Office in the investigation and defense of any claim against the County or any practitioner, including, but not limited to, preparing for and attending depositions, hearings and trials and otherwise assisting in securing and giving evidence.
 - (3) Promptly notify the Cook County Department of Risk Management and the Civil Actions Bureau of the Cook County State's Attorney's Office of any change in the practitioner's address or telephone number.
- (d) All actions shall be defended the Cook County State's Attorney. Decisions to settle indemnified claims shall be made by the County or the State's Attorney's Office, as delegated by the County, and shall not require the consent of the indemnified practitioner. If a practitioner declines representation by the State's Attorney's Office, the County shall have no obligation to defend or indemnify the practitioner.

Sec. 38-90. Applicability of the Cook County Code.

Except as otherwise provided herein, provisions of the Cook County Code shall apply to the System Board and the CCHHS and their Directors, officers, employees and agents. To the extent there is a conflict between the provisions of this Ordinance and any other provision in the Cook County Code, the provisions in this Ordinance shall control.

Sec. 38-91. Transition.

(a) The County Board recognizes that there will be a necessary transition period between the adoption of this Ordinance and the point at which the System Board is capable of assuming all of its powers and responsibilities as set forth in this Ordinance. The Office of the President shall cooperate with the System Board during this transition to enable the System Board to assume fully its authority and responsibilities in as timely a manner as practicable. Such cooperation shall include accommodating requests from the System Board to provide adequate staffing at the CCHHS through the transfer or reassignment of personnel to the CCHHS, including, but not limited to, personnel to perform human resource and procurement/contracting functions.

(b) In order to avoid unnecessary duplication of services, the System Board, on behalf of the CCHHS, may, at its discretion, continue to utilize various ancillary services provided through the Office of the President, including, but not limited to, those services provided by the Office of Capital Planning and Policy, the Bureau of Information Technology, the Department of Risk Management, the Department of Facilities Management, the Department of Real Estate Management, the Office of the Comptroller, and the Office of the County Auditor.

(c) Any contracts entered into by the County on behalf of the Bureau of Health prior to the adoption of this Ordinance shall remain in effect; provided, however, that the System Board shall act in place of the County Board in any contract, bylaws or agreement with the County which requires the approval or other action of the County Board unless expressly prohibited otherwise in this Ordinance.

Sec. 38-92. Severability.

Any provision of this Ordinance declared to be unconstitutional or otherwise invalid shall not impair the remaining provisions of this Ordinance.

Sec. 38-93. Termination of CCHHS.

The Cook County Health and Hospital System and this Ordinance shall terminate after three (3) years from the effective date of this Ordinance, unless the Cook County Board of Commissioners acts to renew its powers and responsibilities.