

**FIRST COAST HEALTH ALLIANCE, LLC  
CHARTER**

**AUDIT, FINANCE, AND NETWORK CONTRACTS COMMITTEE**

1. **Establishment and Purpose.** The Audit, Finance, and Networks Contracts Committee is established by the Board for the purpose of overseeing the integrity of the Company's financial statements and the integrity of the Company's financial operations. The Committee shall also perform the following functions:
  - (a) Review and approve the independent auditor qualifications;
  - (b) Engage the independent auditor;
  - (c) Oversee the independent audits of the Company's finances;
  - (d) Conduct internal review and assessment of the Company's internal auditing and compliance functions; and
  - (e) Ensure the financial affairs of the Company are in compliance with legal and regulatory requirements.

The Committee shall be responsible for establishing internal controls regarding finance, accounting, and financial ethics.

The Audit, Finance, and Network Contracts Committee will also oversee all aspects of vendor and supplier management on behalf of the Company and its stakeholders, including, but not limited to:

- (f) Researching, seeking requests for proposals, and negotiating vendor and supplier contracts on behalf of the Company's stakeholders;
- (g) Setting and achieving cost containment goals through joint contracting with health care vendors and suppliers;
- (h) Exploring formation of group purchasing organizations and similar vehicles to contain costs;
- (i) Reviewing and approving other contracts of the Company that do not relate to third-party payer reimbursement for services furnished by Flagler Hospital or the physician members of the Company; and
- (j) Oversight of other issues relating to contract procurement and vendor or supplier management.

The Audit, Finance, and Network Contracts Committee will oversee all aspects of negotiating and managing third-party payer contracts for the Company and serving as the point of contact with third-party payers on behalf of the Company and its constituent members. The Committee shall also be responsible for overseeing the negotiation of contracts with third-party payers using means that are permissible under federal and state laws, including federal and state antitrust laws; relaying data and

other information developed and compiled by the Company's Quality Improvement and Quality Assurance Committee to obtain favorable reimbursement from third-party payers; and ensuring that clinical efficacy is built into third-party payer contracts. The Committee shall also be responsible for overseeing efforts to enhance the overall competitive attractiveness of the Company's clinically integrated network and overseeing other issues related to third-party payer reimbursement for the Company and its constituent members.

2. **Composition and Meetings.** The Audit and Finance Committee shall be comprised of the Treasurer of the Company, who shall serve as Chair of the Committee and not less than one (1) member of the Board of Managers representing the physician block of managers and one (1) member of the Board of Managers representing the hospital block of the Board of Managers. The Committee may also appoint as many non-Board members as are deemed necessary and chosen by the Board who possess particular expertise in financial and accounting matters. Each Audit and Finance Committee member shall be independent and free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Audit and Finance Committee. The Audit and Finance Committee members shall have a working familiarity with basic finance and accounting practices. The Treasurer shall serve for a term concurrent with his or her term of office. The other members of the Audit and Finance Committee shall be elected by the Board at its Annual Meeting and shall serve for a term of one (1) year. Members of the Committee may be reappointed for an unlimited number of terms. The Audit and Finance Committee shall meet at least two (2) times annually, or more frequently as circumstances dictate. Each regularly scheduled meeting of the Committee shall conclude with an executive session of the Committee, without any paid staff of the Company being present, and on such terms and conditions as the Audit and Finance Committee may elect.
3. **Resources and Authority of the Committee.** The Audit, Finance, and Network Contracts Committee shall have the authority to obtain advice and assistance from internal and external legal, accounting, or other advisors, and to retain consultants on reasonable and customary terms at the expense of the Company.

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**COMPLIANCE AND GOVERNANCE COMMITTEE**

1. **Establishment and Purpose.** The Corporate Compliance and Governance Committee is established by the Board to assist it in the implementation and management of the Company's Corporate Compliance Program. The Corporate Compliance Committee shall also manage the Company's system for internal governance controls, legal compliance, and ethics, and provide education to the Board of Managers and Members as with respect to laws, rules, regulations, and canons of ethics that must be observed by the Company.

The Compliance and Governance Committee will assist the Board in perpetuating the effectiveness of the Company through:

- (a) Periodic review of the Company's Operating Agreement and developing and recommending revisions for consideration by the Managers;
  - (b) Periodic review of the Board of Managers' operational policies and procedures and developing recommendations for action by the Managers;
  - (c) Evaluating the performance of the Board of Managers;
  - (d) Identifying and sharing with the Managers and the Members the qualities and characteristics required for effective governance and periodically evaluating governance processes and procedures;
  - (e) Identifying and nominating new Managers as vacancies on the Board of Managers become open due to resignations or expirations of terms of office; and
  - (f) Otherwise serving as a Nominating Committee for other vacancies of officers, committee membership, or positions that open in the Company.
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2. **Composition and Meetings.** The Compliance and Governance Committee shall be comprised of the President of the Board of Managers, plus one (1) member of the Board of Managers representing the physician block of managers and one (1) member of the Board of Managers representing the hospital block of the Board of Managers, and as many other Board members and non-Board Members as are deemed necessary for the Committee to accomplish its purposes. The Governance Committee members, other than the President of the Board, shall be chosen by the Board and shall serve for a term of one (1) year commencing at the Annual Meeting of the Board. Committee members may be reappointed for an unlimited number of terms. The President of the Company shall serve for a term concurrent with his or her term in office and shall serve as Chair of the Governance Committee. The Compliance and Governance Committee shall meet at least one (1) time annually, or more frequently as circumstances dictate. At least once per year, the meeting shall conclude with an executive session of the Governance Committee, without any paid member of the staff of the Company being present, and on such terms and conditions as the Governance Committee may elect.

3. **Resources and Authority of the Committee.** The Compliance and Governance Committee shall have the authority to obtain advice and assistance from internal or external legal, accounting, or other advisors, and to retain consultants on reasonable and customary terms at the expense of the Company.

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**QUALITY IMPROVEMENT AND QUALITY ASSURANCE COMMITTEE**

1. **Establishment and Purpose.** The Quality Improvement and Quality Assurance Committee is established by the Board for the purpose of monitoring and assuring all aspects of quality improvement, quality assurance, and clinical management of the Company, including, but not limited to:
  - (a) Alignment of efforts of Flagler Hospital and the physician members of the Company in areas of quality management, quality improvement, and peer review with the purpose of improving patient care in the Flagler Hospital service area;
  - (b) Development of clinical care pathways and treatment protocols among stakeholders in the Company;
  - (c) Development and implementation of standards credentialing criteria for physicians;
  - (d) Collating, analyzing, and disseminating clinical data;
  - (e) Monitoring clinical activities of participating physicians and assuring compliance with approved clinical protocols; and
  - (f) Identifying and developing clinical co-management relationships and disease management protocols to achieve efficient and effective care processes, all for the purpose of improving overall population health and patient care in the Flagler Hospital service area.
  
2. **Composition and Meetings.** The Quality Improvement and Quality Assurance Committee shall be comprised of at least two (2) members of the Board of Managers representing the physician block of managers – one (1) of whom shall be a primary care physician and one (1) of whom shall be a specialty care physician, plus at least one (1) member of the Board of Managers representing the hospital block of Managers. The Board may also appoint as many other Board and non-Board members as it deems necessary who possess particular expertise in the matters which fall within the Committee’s responsibility. It is envisioned that the Committee will be comprised of physicians representing the areas of physician specialty consistent with the composition of the Membership of the Company. The members of the Committee shall be appointed by the Board at each Annual Meeting and shall serve for a term of one (1) year. Members of the Committee may be reappointed for an unlimited number of terms. The Committee shall choose a Chair from among the Board members serving on the Committee. The Committee shall meet at least four (4) times annually, or more frequently as circumstances dictate in order to perform its duties.
  
3. **Resources and Authority of the Committee.** The Quality Improvement and Quality Assurance Committee shall have the authority to obtain advice and assistance from internal and external technical or other advisors and to retain consultants on reasonable and customary terms at the expense of the Company upon prior approval of the Board.

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**MEDICAL INFORMATICS AND TECHNOLOGY COMMITTEE**

1. **Establishment and Purpose.** The Medical Informatics and Technology Committee is established by the Board for the purpose of overseeing all aspects of medical informatics, electronic health systems, business infrastructure, and technology for the Company, including, but not limited to, the review of system purchases, providing recommendations regarding such purposes, and the implementation of medical information systems, electronic health records, and other technology. The Committee will be responsible for assuring that the Company achieves regulatory compliance with regard to medical informatics, electronic health systems, and technology on behalf of Flagler Hospital and the physician members of the Company. The Committee shall oversee and coordinate the installation, updating, training, and other activities with respect to information systems, ensure the observance of HIPAA privacy and security standards, and oversee all other medical informatics and technology-related issues on behalf of the Company.
2. **Composition and Meetings.** The Medical Informatics and Technology Committee shall be comprised of at least one (1) member of the Board of Managers representing the physician block of the Managers and one (1) representative of the Board of Managers representing the hospital block of the Managers, plus the Chief Information Officer of Flagler Hospital. The Board may appoint as many members of the Board and non-Board members as determined necessary by the Board from time to time for the Committee to accomplish its purposes. The members of the Committee shall be chosen annually by the Board and shall serve terms of one (1) year. Members of the Committee may be appointed for an unlimited number of terms. The Committee shall choose a Chair from among the Board members serving on the Committee. The Committee shall meet as often as necessary, at the call of the Chair, to accomplish its purposes.
3. **Resources and Authority of the Committee.** The Medical Informatics and Technology Committee shall have the authority to create subcommittees comprised of Board member and non-Board member subject matter experts as it deems necessary and appropriate for it to achieve its purposes. Subcommittees shall be organized for specific purposes to assist the Committee. Each subcommittee shall be chaired by a Board member of the Committee. The Committee shall also have the authority to obtain advice and assistance from consultants and other advisors on reasonable and customary terms at the expense of the Company upon the prior approval of the Board.

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**MARKETING AND EDUCATION COMMITTEE**

1. **Establishment and Purpose.** The Marketing and Education Committee is established by the Board for the purposes of assisting the Board of Managers in developing and implementing a marketing plan for the Company; developing and promoting an educational campaign to encourage patient compliance with care protocols; and developing and implementing a continuing education program for network physicians to facilitate compliance with clinical protocols and payer contract requirements.
2. **Composition and Meetings.** The Marketing and Education Committee shall be comprised of at least one (1) member of the Board of Managers representing the physician block of managers and at least one (1) member of the Board of Managers representing the hospital block of Managers, and as many Board members and non-Board members as are necessary for the Committee to accomplish its purposes. Marketing and Education Committee members shall be chosen by the Board and shall serve for a term of one (1) year commencing at the Annual Meeting of the Board. Members of the Committee may be reappointed for an unlimited number of terms. Members of the Committee shall select the Chair of the Committee. The Committee shall meet at least one (1) time annually, or more frequently as circumstances dictate.
3. **Resources and Authority of the Committee.** The Marketing and Education Committee shall have the authority to obtain advice and assistance from internal or external consultants on reasonable and customary terms at the expense of the Company upon prior approval of the Board.

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**EXECUTIVE COMMITTEE**

1. **Establishment and Purpose.** The Executive Committee is established by the Board to fulfill the duties delegated to it by the Board and shall have and exercise all powers of the Board at such times when the Board is not in session.
  
2. **Composition and Meetings.** The Executive Committee shall consist of the President, the Vice President, the Treasurer, and the Secretary of the Board of Managers. The Medical Director and the Executive Director shall sit on the Executive Committee *ex officio*, without vote. The members of the Committee shall serve terms concurrent with their terms as officers of the Board of Managers. The President shall serve as Chair of the Committee. The Committee shall meet at the call of the President. Action taken by the Executive Committee shall be subject to ratification by the Board at the Board's next succeeding meeting. The minutes of each meeting shall be reviewed by the Board and, upon approval by the Board, made a part of the minutes of the next succeeding meeting of the Board. The Executive Committee shall also plan the agenda for any upcoming meetings of the Board.
  
3. **Resources and Authority of the Committee.** The Executive Committee shall have the authority to obtain advice and assistance from internal and external legal, accounting, or other advisors, and to retain consultants on reasonable and customary terms at the expense of the Company.