

The Monadnock Community Hospital

Corporation By-Laws

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BY-LAWS OF THE MONADNOCK COMMUNITY HOSPITAL

PREAMBLE

The Monadnock Community Hospital, (hereinafter called “MCH”), is a non-profit corporation organized under the laws of the State of New Hampshire.

The mission of MCH is to provide improve the health and well being of our community.

MCH is part of a hospital system through its single Member, GraniteOne Health pursuant to an Affiliation Agreement dated as of June 29, 2016 (the “Affiliation Agreement”).

Patients shall not be denied treatment on the basis of race, color, creed, national origin, source of payment, or of any other criteria not related to medical indications for admission. The individual's dignity and right to privacy shall be maintained at all times.

It is the purpose of MCH and its appointed officers to uphold the aims and objectives for which this organization was founded and fulfill its responsibilities in the manner prescribed by these By-laws, and to this end, the Board of Trustees is designated as the governing body of MCH.

ARTICLE I: MEMBER AND RESERVED POWERS

Section 1. Designation of Member. The sole Member of MCH shall be GraniteOne Health, a New Hampshire voluntary corporation that is exempt from taxation under section 501(c)(3) of the Internal Revenue Code.

Section 2. Powers. GraniteOne Health shall elect the elected members of MCH’s Board of Trustees who are nominated as set forth in Article II. GraniteOne Health shall also have the powers reserved to it (the “Reserved Powers”) that are enumerated in Appendix A, entitled Member’s Reserved Powers, attached to these By-Laws and incorporated by this reference. The Reserved Powers shall be in the nature of ratification rights, and may not be exercised by the Member to initiate or require actions by MCH.

Section 3. Action of the Member. All actions of the Member taken as the Member of MCH shall be taken according to the Member’s Articles of Agreement and By-Laws.

ARTICLE II: BOARD OF TRUSTEES

Section 1. Board Powers. The powers of MCH shall be vested in the Board of Trustees whereby the Board shall be responsible for the control and management of the property, programs, affairs and funds of MCH and shall have the power and authority to do and perform all acts and functions consistent with the Articles of Agreement, as amended from time to time, and these By-laws, including but not limited to, the appointment of officers of MCH, the approval of annual operating budgets, the direction of fund-raising activities, review of committee recommendations, and the general determination of MCH policy. MCH recognizes and affirms that the Board’s powers are limited by those powers reserved to GraniteOne, more specifically enumerated in Article I. The following powers are reserved exclusively to the Board of Trustees of MCH:

- a. The investment and expenditure of any assets subject to donor restrictions or those recorded on MCH’s Audited Financial Statements as “restricted” (the “Restricted Assets”)

held by MCH both before and after the Affiliation Date or the Pre-affiliation Assets held by MCH on the Affiliation Date as set out in the Affiliation Agreement (collectively the “MCH Endowment”);

- b. The determination and approval of fundraising activities conducted by MCH in MCHs’ service area, and the approval of any fundraising efforts proposed by GraniteOne in MCH’s service area;
- c. Termination of MCH’s CEO, however, prior to termination of the CEO, the Board of Trustees or GraniteOne’s CEO (whomever recommends termination) must identify the performance failures and discuss appropriate correction plans. If the MCH CEO fails to fulfill the correction plan, then the Board of Trustees may proceed with the termination of the CEO. If the Board of Trustees and the GraniteOne CEO cannot agree on an appropriate correction plan within forty-five (45) days of the request for termination, then the Board of Trustees may proceed with the termination of the CEO. No MCH CEO shall be terminated without a majority vote to terminate by the Board of Trustees;
- d. The appointment of three-quarters (3/4) of the members of the Board of Trustees. GraniteOne shall have the right to object to any appointee who does not meet the qualifying criteria by providing the Board of Trustees with a written objection identifying the criteria not satisfied. In the event of such objection, the Board of Trustees shall substitute an appointee that satisfies the criteria qualifications.

Section 2. Composition, Terms and Voting.

- a. Elected Members. There shall be no fewer than nine (9) nor more than sixteen (16) elected members (“Elected Trustees”) of the Board of Trustees. Three-quarters of the Elected Trustees shall be nominated to the Board by the sitting trustees, while one-quarter of the Elected Trustees shall be nominated by GraniteOne. Trustees shall serve from the date of election and shall continue to serve until a successor has been duly elected, or until he or she dies, resigns, is removed or becomes disqualified whichever shall first occur. The term of office shall be three (3) years. No person who is a regular (full-time, part-time) paid employee or spouse of an employee of Monadnock Community Hospital may serve as an Elected Trustee.
- b. Ex-officio Members. Ex-officio members with full voting privileges include the President/CEO of Monadnock Community Hospital, the President of the Monadnock Community Hospital Medical Staff, two (2) members of the active Medical Staff and the CEO of GraniteOne, or his or her designee. The CEO of GraniteOne shall be included in the one-quarter Elected Trustees nominated by GraniteOne. The Medical Staff members shall be nominated by the Medical Staff and elected by the Board of Trustees to serve for a three (3) year term, such elections to be held on a staggered basis.
- c. Terms of Service. Trustees may serve multiple terms; however, no Trustee with the exception of the President/CEO, may serve for more than three (3) consecutive terms

Section 3. Geographic Representation. Elected Trustees of the Board shall be chosen to represent the various communities served by MCH and to reflect a broad range of skills and needs of the area.

Section 4. Vacancies. Vacancies on the Board of Elected Trustees occurring prior to the end of any Elected Trustee's term shall be elected by GraniteOne Health from nominations by either vote of the Board at a meeting of the Board, for which notice has been given of the nomination process or by GraniteOne Health if the vacancy is from the group of Elected Trustees nominated by GraniteOne Health. New Elected Trustees shall be elected from those thus nominated. Each Trustee may vote for as many nominees as there are vacancies. Elected Trustees so elected shall hold office for the remainder of the term of the Elected Trustee who created the vacancy. The Board of Trustees shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

Section 5. Resignation. A Trustee may resign by delivering his or her written resignation to the Chair or Clerk of MCH, or to a meeting of the Board. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states. In case any elected Trustee shall be absent from three successive Board of Trustees meetings, unexcused by the presiding officer, such absence may be considered as offering his or her resignation as a Trustee, and whenever thereafter such resignation shall be accepted by vote of the Board of Trustees, Trusteeship shall cease.

Section 6. Removal. An Elected Trustee may be removed at any time, with or without cause, by a two-thirds vote of the entire Board of Trustees other than the Trustee in question.

Section 7. Conflicts of Interest. The Conflict of Interest Policy with an effective date of May 2009 attached hereto as Appendix B, and any successor conflict of interest policy hereafter adopted, is incorporated herein by reference and made a part hereof.

Section 8. Board Performance. The Board will evaluate its own performance annually.

Section 9. Meetings.

- a. Annual Meeting. The annual meeting of the MCH Board of Trustees shall be held in the month of January of each year, immediately preceding the regular meeting, at a time and place as the Board may determine. At the annual meeting the number of Trustees shall be determined and Trustees shall be nominated to fill vacant positions.
- b. Regular Meetings. Regular meetings of the Board of Trustees shall be held as necessary, but not less than four times per year. Unless otherwise ordered by the Chair, these regular meetings shall be held on such date and at such time and place as may be designated in the notice for the meeting which reasonably in advance thereof shall be communicated to each Trustee by the Clerk.
- c. Special Meetings. Special meetings of the Board of Trustees may be called at any time by the Chair (or in the event of his or her absence or disability, by the Vice Chair) or any three Trustees acting jointly, provided that written notice thereof, setting forth the date, time, place, and purpose is mailed to each Trustee, at least three (3) days prior to the meeting, or is delivered electronically to each Trustee at least twenty-four hours prior to the meeting, in each instance at his or her address entered on the records of MCH. Special meetings without previous notice may be held at any time and place when all Trustees are present. Unless all Trustees are present, no business shall be transacted at a special meeting except that stated in the notice for the meeting.

- d. Waiver of Notice. Whenever notice of a meeting is required, such notice need not be given to any Trustee if a written waiver of notice, executed by him or her (or his or her attorney thereunto authorized) before or after the meeting is filed with the records of the meeting, or to any Trustee who attends the meeting without protesting the lack of notice to him or her prior thereto or at its commencement.
- e. Quorum. A quorum for a meeting of the Board of Trustees shall consist of a majority of the Elected Trustees, and a majority of the Board, including ex-officio members, but a lesser number may adjourn.
- f. Electronic Participation in Meetings. A Trustee may participate in a meeting by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting by such means constitutes presence in person at the meeting.
- g. Actions by Written Consent. Any action approved in writing by all Trustees shall be valid, regardless of whether a meeting of the Trustees has taken place. The written approval may be given by each Trustee electronically or in any other written form. The Clerk shall file such approvals with the minutes of the proceedings of the Board of Trustees. Such approvals shall have the same effect as a unanimous vote of the Board of Trustees for all purposes.

ARTICLE III: OFFICERS

Section 1.

- a. Officers. The officers of MCH will be Chair, Vice-Chair, Clerk, Treasurer and such other officers as the Board of Trustees may deem advisable.
- b. Election and Term. The Chair, Vice-Chair, Clerk and Treasurer shall be elected by the Trustees from their own number at the first regular meeting following the annual MCH meeting. The Chair and the Vice Chair shall hold office for one two-year term and until their successors are duly elected and qualified; either may be elected to not more than one (1) successive two (2) year term. Other officers shall hold office for the term of one year and until their successors are duly elected and qualified. A majority of votes cast shall be necessary for election.
- c. Vacancies. Vacancies occurring among the officers may be filled by the Board of Trustees.
- d. Removal. An officer may be removed at any time with or without cause, by vote of a majority of the Trustees.
- e. Resignation. An officer may resign by delivering his or her written resignation to the Chair or the Clerk or to a meeting of the Board of Trustees. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.
- f. Any Trustee elected as an officer during his or her regular term as a Trustee shall be exempt from the limit on terms a Trustee may serve for the term of any service as an elected officer.

ARTICLE IV: DUTIES OF OFFICERS

Section 1. Chair

- a. The Chair shall preside at all meetings of the Board of Trustees, call special meetings of the Board of Trustees, have general supervision over the affairs of MCH, report to the Board of Trustees from time to time all matters of interest coming within his or her notice relating to the general welfare of MCH; and attend to such other duties as may be incidental to his or her office or assigned to him by the Board.
- b. The Chair shall develop or cause to be developed an annual agenda to be presented at the first meeting following the annual meeting.
- c. The Chair or his/her appointed delegate, a Trustee, shall attend meetings of the Medical Staff.

Section 2. Vice-Chair

The Vice-Chair in the absence or disability of the Chair shall possess all the powers and perform all the duties of the Chair. The Vice-Chair shall be responsible for the coordination of Trustee education and monitor the compliance of the individual Board members with regard to the required continuing education. In addition, the Vice-Chair shall be responsible for overseeing the orientation of all new Board members.

Section 3. Clerk

The Clerk shall be responsible for: keeping records for annual and special meetings of MCH, and all meetings of the Board of Trustees; read the minutes thereof at proper subsequent meetings; issue calls for meetings; notify officers and committees of the election and appointment; carry on the correspondence on behalf of the Board of Trustees when so instructed; and shall attend to such other duties as may be assigned to him or her by the Board.

Section 4. Treasurer

It shall be the duty and responsibility of the Treasurer to exercise general supervision of the financial affairs of MCH not specifically delegated to the Finance Committee, and make recommendations pertaining thereto to the Board of Trustees.

ARTICLE V: COMMITTEES

Section 1.

- a. **Standing Committees of the Board.** The committees of the Board of Trustees shall be standing and special. Standing committees shall be: an Executive Committee, a Finance Committee, an Audit Committee, a Planning Committee, a Board Governance and Development Committee, a Philanthropy Committee and a Quality Council. The Finance Committee shall oversee an Investment Committee.
- b. **Appointment and Term of Committee Chairs.** The Chairs of all Committees shall hold office for one two-year term or until their successors are duly appointed and qualified; or be appointed to not more than one (1) successive two (2) year term, with the exception of the Treasurer, who by virtue of the office unless the Board appoints a delegee, can serve as Chair of the Investment and Finance Committees during the three, three-year terms as a Trustee. The Chair of the Board shall appoint the Chair of each Committee, unless otherwise specified in the description of any Committee.

- c. Appointment and Term of Committee Members. Committee members shall be appointed according to each Committee's specific requirements. Starting January 1, 2004, each Committee member shall serve from the date appointed until the end of the term and a successor has been duly appointed, or until the member sooner, resigns, is removed, dies, or becomes disqualified. Committee members shall be appointed for terms of three (3) years, unless otherwise specified in the description of any Committee. Committee members may serve multiple terms; however, no member with the exception of the President/CEO and Chief Financial Officer, may serve for more than three consecutive full terms as a Committee member or ex-officio member or a combination thereof.
- d. Vacancies. Member vacancies may be temporarily filled by the Executive Committee of the Board of Trustees.
- e. Removal. A member may be removed at any time with or without cause, by vote of a majority of the members of the Committee and approval of the Board of Trustees.
- f. Resignation. A member of any Committee may resign by delivering his or her written resignation to the Chair of the Committee or to a meeting of the Board of Trustees. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.
- g. Special Committees. Special committees may be appointed by the Chair with the concurrence of the Board of Trustees from time to time as the Board deems necessary or desirable. All members of special committees shall serve for a period of one year or as determined is appropriate by the Board of Trustees.
- h. Standing and special committees shall meet at the call of the committee chair or as directed by the Board and their meetings shall be governed by the provisions of Article II, Section 9 of these Bylaws.
- i. Minutes shall be recorded of all committee meetings.
- j. Quorums for the Compensation Committee, the Executive Committee and Governance Committee shall consist of a majority of the members.

Section 2. Executive Committee

- a. The Executive Committee shall consist of the: Chair, Vice Chair, Clerk, Treasurer, President/CEO, President of the Medical Staff, and two other members of the Board of Trustees. The two shall be elected to one-year terms by the Board of Trustees at its first meeting after its election. The Chair of the Board of Trustees shall serve as the chair of the Committee.
- b. The Executive Committee shall have power to transact all regular business of MCH during the interim between the meetings of the Board of Trustees provided that any action taken shall not conflict with the policies and expressed wishes of the Board of Trustees, and that it shall refer all matters of major importance to the Board of Trustees.
- c. The Executive Committee shall, at its option, appoint a special Compensation Committee, to be responsible for the annual performance review of the President/CEO and shall submit its salary recommendation for the ensuing year to the Board for approval. Alternatively, the Executive Committee can choose to perform this function itself.
- d. The Executive Committee shall meet at the call of the Chair or as directed by the Board of Trustees.

Section 3. Finance Committee

- a. The Board of Trustees shall elect three individuals to one-year terms on the Finance Committee. These individuals may be non-members of the Board who may serve on the Committee in preparation for a future position as a Board member. The Treasurer and MCH's Chief Financial Officer shall also each be a member of the Committee.
- b. The Finance Committee shall:
 1. Review the financial performance of MCH and any subsidiary;
 2. Review and recommend annual operating budgets and capital budgets to the Board of Trustees of MCH and any subsidiary and evaluate any significant deviations from the approved budgets;
 3. Review and recommend unbudgeted expenditures for major projects and equipment for MCH and any subsidiary;
 4. Review and recommend the purchase, sale, lease and/or mortgaging of any real property owned by MCH and any subsidiary;
 5. Review the debt structure of MCH and any subsidiaries and make loan recommendations to the Board of Trustees;
 6. Perform such other functions concerning the finances of MCH that the Board or the Executive Committee may, from time to time, assign.
 7. Oversee the performance of the Investment Committee.
 8. Report to the Board of Trustees the recommendations of the Investment Committee.
- c. Whenever three members of this Committee join in writing on any action within the authority of the Committee, such action shall be binding, notwithstanding that the Committee may not be assembled at the time.

Section 4. Audit Committee

- a. The Audit Committee shall consist of three or more members elected by the Board of Trustees. Except as hereinafter provided, all members shall be elected members of the Board of Trustees and shall not accept any consulting, advisory or other compensatory fees from the Hospital or any affiliate of the Hospital except in the member's capacity as a member of the Board of Trustees or any Board Committee. At least one member of the Audit Committee, who may be, but need not necessarily be, a member of the Board of Trustees, shall have expertise either by education, experience, or both, in preparing or auditing financial statements as well as experience with internal accounting controls and procedures for financial reporting. The Treasurer or a designee appointed by the Chair of Board of Trustees shall serve as the Chairman of the Committee. The Treasurer shall also be a member of the Committee.
- b. The Audit Committee shall:
 1. Review the audited financial statements and management letters associated with MCH and any subsidiary and report thereon to the Board.
 2. Select and establish compensation for an independent auditor.
 3. Approve all audit and non-audit service provided by the auditor.
 4. Resolve all disagreements between the auditor and management.

5. Establish, review and approve procedures for treatment of complaints submitted by employees (including, either confidentially or anonymously) and others regarding questionable accounting, internal accounting controls or auditing matters.
 6. Engage and compensate independent counsel or other advisors as necessary.
 7. Oversee management's obligation to provide reasonable assurance that MCH has controls and other procedures in place to assure accurate reporting.
 8. Report to the Board of Trustees.
- c. The quorum for any regular or special meeting of the Committee shall be three members of the Committee.

Section 5. Investment Committee

- a. The Investment Committee shall consist of three (3) or more members appointed by the Finance Committee and approved by the Board of Trustees. At least one (1) member shall also be an elected member of the Board of Trustees. The Treasurer or a designee appointed by the Chair of Board of Trustees shall serve as the Chairman of the Committee.
- b. The purpose of the Committee shall be to receive and have custody of all endowment funds, securities, and investments of MCH, with full power to invest, sell, assign, transfer, and deliver any stocks, bonds, mortgages, or other securities belonging to MCH and to authorize the execution of any documents necessary or incidental to that purpose. The Committee may employ such agents and/or investment counsel as it may deem proper and necessary with the consent of the Board of Trustees.
- c. The quorum for any regular or special meeting of the Committee shall be three members of the Committee including either the duly appointed Chairman of the Committee or the elected member of the Board of Trustees then serving on the Committee.
- d. Report to the Board of Trustees through the Finance Committee.

Section 6. Planning Committee

- a. The Board of Trustees shall elect, at the first meeting after the annual meeting of MCH, seven members, four (4) of whom shall be Trustees and three (3) individuals representing the medical staff, the community, and MCH), to serve a one-year term with the Planning Committee. The Chair of the Board of Trustees shall select a member of the committee to serve as chair of the committee.
- b. The Planning Committee shall:
 1. Update the Board's strategic plan as needed;
 2. Conduct a biennial review of MCH's mission statement;
 3. Evaluate new projects or proposals referred to it by the Board for subsequent adoption by the Board in the Strategic Plan.
 4. Oversee the preparation of MCH's Community Benefit Plan.
- c. The Committee may employ such agents as it may deem proper or necessary with the consent of the Board of Trustees. The Committee shall meet not less frequently than once annually or at the call of the Chair.

Section 7. Quality Council

- a. The Board of Trustees provides oversight for the MCH Quality, Safety and Performance Improvement Program.
- b. Membership of the Quality Council consists of at least two (2) members of the Board of Trustees appointed annually by the Chair of the Board, at least two (2) members of the Active Medical Staff (one inpatient and one outpatient) appointed annually by the President of the Medical Staff, members of MCH's Executive Team, one (1) Department Manager and one (1) employee appointed annually by the President/CEO. The Council is chaired by a member of the Board of Trustees and appointed by the Chair of the Board of Trustees. The Quality Council meets as often as necessary at the call of its Chair, but at least ten (10) times each year.
- c. The Council shall ensure that a program of care is formulated to meet each patient's needs, and that such program is carried out by the personnel of MCH and its Medical Staff.
- d. The Council shall be responsible for maintaining the Plan for Improving Organizational Performance and assuring its implementation by professional and clinical staff.
- e. The Council shall provide regular reports of its activities to the Board of Trustees.
- f. All records and proceedings of this Council and its designees shall be confidential and privileged to the fullest extent allowed by New Hampshire law, including R.S.A. 151:13-a. Moreover, any persons who provide information to this committee shall be entitled to the full protection from liability provided by New Hampshire law.

Section 8. Board Governance and Development Committee

- a. The Board Governance and Development Committee shall consist of the following five (5) members: the Chair of the Board of Trustees, the Vice-Chair of the Board of Trustees, the immediate past Chair of the Board of Trustees (if that person is still a member of the Board of Trustees, and if not, then a member of the Board of Trustees selected by the Chair), the President of the Medical Staff or a designee, and one other member of the Board of Trustees who shall be selected annually by the Chair of the Board of Trustees. The Chair of the Board of Trustees shall serve as Chair of the Committee.
- b. The Committee shall be responsible for (i) presenting nominations to fill vacancies on the Board of Trustees, and presenting nominations at the first regular meeting of the Trustees following the annual meeting, for Chair, Vice-Chair, Clerk and Treasurer; (ii) reviewing and formulating recommended changes to the Bylaws; (iii) developing and implementing education and orientation programs; and (iv) developing goals and objectives for self-evaluation of the Board of Trustees.
- c. The committee shall meet not less than four times during each calendar year.

Section 9. Philanthropy Committee

The Philanthropy Committee shall consist of one (1) or more members of the Board of Trustees and nine (9) or more members of the community served by MCH, all of whom shall be appointed by the Chair of the Board. The MCH development officer shall serve as an ex-officio member of the Committee. The Committee shall develop and oversee the MCH fundraising initiatives and events and promote MCH as a worthy recipient of charitable gifts and bequests. The Committee shall annually review MCH's use of donated funds to assure expenditures are consistent with the purposes of any gift and the needs of MCH.

ARTICLE VI: PRESIDENT/CEO

Section 1.

- a. The Board of Trustees shall select and employ a competent, experienced President/CEO who shall be its direct executive representative in management of MCH, and whose qualifications and detailed responsibilities shall be as defined in writing by the Board of Trustees. The President shall be the Chief Executive Officer of MCH and shall be given the necessary authority and held responsible for the administration of MCH in all its activities and departments subject only to such policies as may be adopted and such orders as may be issued by the Board of Trustees or by any of its committees to which it has delegated power for such action. He or she shall act as the “duly authorized representative” if the Board of Trustees has not formally designated some other person for that specific purpose.
- b. The powers and duties of the President/CEO shall include:
 1. preparation and submission of an annual budget, showing expected receipts and expenditures, and of a strategic plan;
 2. selection, employment, control and discharge of employees of MCH and the development and maintenance of employee personnel policies and practices;
 3. maintenance of the physical properties of MCH in a good state of repair and operating condition;
 4. supervision of the business affairs of MCH to insure that funds are collected and expended to the best advantage of MCH;
 5. cooperation with the Medical Staff and with all those concerned with the rendering of professional medical services;
 6. preparation and presentation to the Board or an appropriate committee thereof of periodic reports reflecting the professional medical services and financial activities of MCH and preparation and submission of such special reports as may be, from time to time, required by the Board or its committees;
 7. attendance at all meetings of the Board and its committees unless excused there from;
 8. serving as liaison officer and channel of communication for all official communications between the Board and its committees and the Medical Staff and the MCH administration;
 9. execution of all contracts and other legal documents on behalf of MCH, unless some other person is specifically designated by the Board or by law;
 10. performance of such other duties as may be assigned by the Board or its committees or as may be appropriate to the interests of MCH.
- c. When there is a vacancy in the position of President/CEO, the person to fill the vacancy shall be selected by the Board of Trustees.
- d. The President/CEO is responsible for the implementation of all non-medical aspects of MCH 's operation, in line with policies established by the Board of Trustees, and is responsible for coordinating these functions with the patient care requirements of the Medical Staff.

- e. The President/CEO shall be reviewed at least annually by the Executive Committee, or at its option, the appointed Compensation Committee representing the Board of Trustees. The findings will be reported in writing accompanied by its recommendations to the Board of Trustees.
- f. The President/CEO shall present a personal agenda to the Board of Trustees at the start of the fiscal year outlining the President/CEO's plans for the upcoming year.

ARTICLE VII: MEDICAL STAFF

Section 1. Membership

- a. The Medical Staff of MCH shall be composed of those persons who have met the qualifications established by the current Bylaws of the Medical Staff and whose membership has been approved by the Board of Trustees. No applicant shall be denied Medical Staff membership and/or clinical privileges on the basis of sex, race, creed, color, or national origin or on the basis of any other criterion lacking professional justification.
- b. Members of the Medical Staff shall be appointed by the Board of Trustees upon written nomination from the Medical Staff, to serve until the next biennial appraisal date. It shall be the responsibility of the Medical Staff to evaluate the professional competence and to make appropriate recommendations to the Board of Trustees concerning Medical Staff appointments, re-appointments, and clinical privileges. Such evaluations shall include peer review of the clinical practice of each Medical Staff member, and shall ensure that each member observes all of the ethical principles of his or her profession. All recommendations to the Board of Trustees for Medical Staff appointment must include a clear delineation of clinical privileges. Privileges granted shall be commensurate with the current licensure, relevant training or experience, current competence, judgment, character, and ability to perform the privileges requested of the individual. A bi-annual appraisal of each member of the staff seeking reappointment shall be submitted to the Board of Trustees, including consideration of his or her physical and mental capabilities, as well as re-determination of his or her clinical privileges.
- c. Each applicant for Medical Staff membership shall agree in writing to abide by the MCH Bylaws and the Medical Staff Bylaws and Rules and Regulations.
- d. Each member of the Medical Staff is required to have a minimum of \$1,000,000 per claim and \$3,000,000 in the aggregate per year professional liability insurance with a company licensed or approved by this state. Members will submit annually a certificate of insurance that verifies compliance with this requirement.
- e. The Medical Staff Bylaws shall provide for review and appeal procedures on decisions concerning membership and privileges, including the right to be heard when requested by the practitioner, and the Board of Trustees shall take action on any such matters within ninety (90) days.
- f. When the Board of Trustees does not concur with a Medical Staff recommendation relative to a Medical Staff appointment, reappointment, or termination of appointment, or the granting or curtailment of clinical privileges, there shall be a review of the recommendation by an ad hoc combined committee of the Medical Staff and Board of Trustees before the Board of Trustees renders a final decision.

Section 2. Organization

- a. The Medical Staff shall establish its own executive committee, which shall be responsible for general supervision of the staff, in consultation with the President.
- b. The Medical Staff shall, subject to Board of Trustees approval, adopt its own Bylaws, Rules and Regulations, and policies under which the Medical Staff regulates itself. The Bylaws shall include provisions for 1) peer review of clinical practice, 2) continuing utilization review activities with MCH, and 3) an established method for advising the Board of Trustees of recommendations ensuing from these activities. The Medical Staff shall review its Bylaws bi-annually. Neither the Medical Staff nor the Board of Trustees may unilaterally amend Medical Staff Bylaws or Rules and Regulations.
- c. Any procedural or policy changes passed by vote of the Medical Staff shall be published for and sent to all current and future Medical Staff members.

ARTICLE VIII: AUXILIARY

Section 1.

There may be a charitable organization working for the benefit of MCH, known as the Monadnock Community Hospital Auxiliary Association, or such other name as may be approved by the Board of Trustees of MCH.

Section 2.

The Monadnock Community Hospital Auxiliary Association shall, subject to approval of the Board of Trustees of MCH, adopt its own bylaws stating the policies under which the Auxiliary regulates itself.

ARTICLE IX - COMMUNITY ADVISORY COMMITTEE.

Section 1. The purpose of the Community Advisory Committee is to facilitate communication among the MCH Board, any subsidiary, and the community. The Community Advisory Committee shall be initially comprised of those persons who were Corporators of MCH on September 30, 1997. The Chair of the Community Advisory shall be the immediate past Chair of the MCH Board, who, if not continuing as an elected member of the MCH Board, shall serve as an ex-officio member of the MCH Board, and the Vice-Chair shall be the representative of Monadnock Community Hospital Volunteers. Membership of the Community Advisory Committee shall henceforth consist of persons who reside in MCH's primary service area who meet such other membership criteria as are imposed from time to time by MCH or the Community Advisory Committee.

ARTICLE X: INDEMNIFICATION

Section 1. Undertaking to Indemnify

Any person made or threatened to be made a party to any action or proceeding, whether civil or criminal, by reason of the fact that he, his testator or intestate, is or was a Trustee, officer, employee or agent of MCH, or serves or served any other corporation or other entity or organization in any capacity at the request of MCH while he was a Trustee, officer, employee or agent of MCH, shall be and hereby is indemnified by MCH, if he acted in good faith and with a reasonable belief that his conduct was in the best interests of MCH.

Section 2 Scope

This indemnification shall be against all judgments, fines, amounts paid in settlements and reasonable expenses, including attorneys fees actually and necessarily incurred, as a result of any such action or proceeding, or any appeal, to the fullest extent permitted and in the manner prescribed by the laws of the State of New Hampshire as they may be amended from time to time, or any other law or laws as may be applicable to the extent any other law is not inconsistent with the law of New Hampshire.

Section 3. Contractual Undertaking

The foregoing provision of this article shall be deemed to be a contract between MCH and each Trustee, officer, employee or agent of MCH serving in such a capacity at any time while this Article is in effect. Any repeal or modification of this Article shall not affect any rights or obligations existing at the time of such repeal or modification as it relates to any action or proceeding theretofore or thereafter brought or threatened based in whole or in part upon conduct occurring prior to the repeal or modification. However, the right of indemnification provided in this Article shall not be deemed exclusive of any other rights to which any Trustee, officer, employee or agent of MCH, may now be or hereafter become entitled apart from this Article.

ARTICLE XI: AMENDMENTS

These By-laws may be altered or amended at any meeting of the Trustees by a majority of the Trustees present and voting provided notice of the change is specified in the call for the meeting.

Approved by the MCH Board of Trustees to be effective on December 30, 2016

Attested to by:

Norman Makechnie, Esquire, Clerk, MCH Board of Trustees

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APPENDIX A

The following actions initiated by MCH shall require GraniteOne Health's approval:

- a. Adoption of the annual capital and operating budgets, provided that the expenditure of any of the cash reserves, board-designated reserves, surplus assets and other assets held by MCH on the Affiliation Date and recorded on MCH's financial statements as unrestricted assets, as well as certain parcels of real estate not required for the operation of MCH (the "Pre-Affiliation Assets") contemplated by such budgets and proposed in accordance with those powers reserved to MCH under Article II, will not be subject to the approval of GraniteOne;
- b. Approval of any strategic plans or material nonclinical programming and marketing plans, including material modifications thereof;
- c. Authorization of debt incurred, assumed, or guaranteed by the hospital in excess of Five Hundred Thousand Dollars (\$500,000.00), other than as provided for in any approval annual capital or operating budget;
- d. Authorization of any material acquisition, disposition, formation, organization or investment by MCH of or in any other corporation, partnership, limited liability company, other entity or joint venture, other than an acquisition funded with Pre-Affiliation Assets proposed in accordance with those powers reserved to MCH under Article II will not be subject to the approval of GraniteOne;
- e. Authorization of the sale, disposition, mortgage, or encumbrance of any assets dedicated to the operations of MCH involving assets of Five Hundred Thousand Dollars (\$500,000.00) or more, with the exception of real estate identified prior to the Affiliation;
- f. Authorization of MCH to enter into any merger, consolidation or joint venture; or to sell or dispose of substantially all of the assets of MCH or any of its respective subsidiaries; or to create or acquire any subsidiary organization;
- g. Authorization of MCH to institute any bankruptcy, insolvency or reorganization proceedings for itself or any subsidiary;
- h. Authorization of a capital investment by MCH or any of its subsidiaries in any individual entity or project in the form of cash or either tangible or intangible property in excess of Five Hundred Thousand Dollars (\$500,000.00), except as provided in any approved annual capital or operating budget or to the extended funded by the Restricted Assets or the Pre-Affiliation Assets;
- i. Authorization to develop, implement or terminate clinical programs and clinical procedures by MCH or its subsidiaries;
- j. The amendment of the Articles of Agreement or Bylaws of MCH or its subsidiaries to the extent that it would (a) impact the Reserved Powers; or (b) reasonably be expected to have a material strategic, competitive or financial impact on the System or any of its members; and
- k. The MCH Board of Trustees' appointment or reappointment of the MCH CEO and the determination of the CEO's compensation.

APPENDIX B: CONFLICT OF INTEREST POLICY

MONADNOCK COMMUNITY HOSPITAL

ADMINISTRATION

Reference: None

Distribution: Hospital-wide

Attachment: Disclosure Form, Attachment "A"

Page 1 of 6

Effective Date: 05/2009

Replaces: Policy 08/2005

Revised: 03/2015

CONFLICT OF INTEREST POLICY

POLICY: All Monadnock Community Hospital (the "Hospital") Trustees, officers, senior administrators, managers and other employees, independent contractors or individuals in a position to exercise substantial influence over the affairs of the Hospital (including members of its medical staff) shall protect the interests of MCH when contemplating entering into a transaction or arrangement that might benefit the private interest of any individual described above or that might result in special benefit being given to any private individual or group beyond the general benefits provided by the charitable operations of the Hospital. .

PROCEDURES:

I. GOVERNING PRINCIPLES.

A. Scope

The following statement of policy applies to each member of the Board of Trustees, to all members of committees with board-delegated powers, and to all Officers, Senior Administrators and Department Managers, of the Hospital and to any other person in a position to exercise substantial influence the affairs of the Hospital. It is intended to serve as a guideline for all persons employed by the Hospital or serving the Hospital in positions of significant responsibility.

B. Definitions

1. **Organizational Managers.** - All Hospital Trustees, officers, senior administrators, managers and other employees, independent contractors or individuals in a position to exercise substantial influence over the affairs of the Hospital (including members of its medical staff) and including all members of Hospital Committees with Board-delegated powers. A person shall be covered by this definition if he or she is in a position to exercise substantial influence over the affairs of the Hospital even though he or she has never exercised that influence.
2. **Immediate Family Member** - A person's Immediate Family Members include his or her husband, wife, natural 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 grandparent or grandchild.
3. **Financial Interest** - A financial interest exists if an Organizational Manager or his or her Immediate Family Member has, directly or indirectly, through business or investment:
 - a. An ownership or investment interest in any entity with which the Hospital has a transaction or arrangement;
 - b. A compensation arrangement with the Hospital or with any entity or individual with which the Hospital has a transaction or arrangement ("compensation" includes direct and indirect remuneration; and substantial gifts and/or favors);
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Hospital is negotiating a transaction or arrangement.
4. **Interested Persons** - All Organizational Managers who have a Financial Interest in a Transaction with the Hospital.

II. GENERAL REQUIREMENTS -- DISCLOSURE, RECORDKEEPING AND RELATED MATTERS.

A. Annual Review and Disclosure Requirements.

An effective Organizational Management group cannot consist of individuals entirely free from at least perceived conflicts of interest. Although such potential conflicts may be deemed inconsequential, it is everyone's responsibility to ensure that potential conflicts of interest are disclosed and appropriately addressed. Thus, the Board and the Administration shall require each Organizational Manager annually to:

1. Review this policy;
2. Disclose any existing Financial Interest;
3. Agree to disclose the existence and nature of any Financial Interest in any transaction contemplated by the Hospital, and

4. Acknowledge by his or her signature that he or she has read and understands this policy, is acting and, will continue to act in compliance with the letter and spirit of this policy, understands the applicability of this policy to committees and subcommittees with Board-delegated powers; and understands the general requirement that a tax-exempt organization must engage primarily in activities in furtherance of its tax exempt purposes.

B. Determination of Appropriateness of Disclosure.

In the event that an Organizational Manager is uncertain as to the appropriateness of listing in the disclosure form a particular relationship, the Corporate Compliance Officer, the Chair of the Board of Trustees and/or Chief Executive Officer should be consulted. They, in turn, may elect to consult with legal counsel, the Executive Committee, or the Board of Trustees, in executive session. Such information, including information provided on the disclosure form, shall be held in confidence except when, after consultation with the reporting Organizational Manager, the Hospital's best interest would be served by disclosure.

The following interpretation is provided to help Organizational Managers determine whether a relationship should be disclosed:

1. Business Relationship - A relationship must be disclosed if:
 - a. The Organizational Manager, or an Immediate Family Member of the Organizational Manager, directly engages in one or more transactions with the Hospital from which the Organizational Manager or an Immediate Family Member of the Organizational Manager receives annual aggregate benefits in excess of \$500; or
 - b. The Organizational Manager, or an Immediate Family Member of the Organizational Manager is an owner, employee, officer or director of an entity which engages in one or more transactions with the Hospital from which the entity receives annual aggregate benefits in excess of \$500.
2. Substantial Benefit Arrangement.

An arrangement in which the Organizational Manager or an Immediate Family Member of the Organizational Manager has indirect dealings with a corporation or person that has a business relationship with the Hospital and the Organizational Manager or his or her Immediate Family Member receives benefits directly or indirectly in cash or property receipts from the corporation or person totaling \$10,000 or more per year must be disclosed.
3. Violations of the Conflict of Interest Policy
 - a. If the governing board or committee has reasonable cause to believe an Organizational Manager has failed to disclose actual or possible conflicts of interest or Financial Interests, it shall inform the Organizational Manager of the basis for such belief and afford the Organizational Manager an opportunity to explain the alleged failure to disclose.
 - b. If, after hearing the Organizational Manager's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the Organizational Manager has failed to disclose an actual or possible conflict of interest or Financial Interest, it shall take appropriate disciplinary and corrective action.

C. Charitable Service.

Organizational Managers serve the public trust and have an obligation to fulfill their responsibilities in a manner consistent with this fact. All decisions of Organizational Managers are to be made solely in furtherance of the charitable purposes of the Hospital, and with the goal of promoting and advancing the Hospital's integrity and charitable purposes.

D. Release of Transaction Records.

Every Organizational Manager agrees that, if he or she or an Immediate Family Member is an Interested Person to a transaction with the Hospital, and the Director of Charitable Trusts or an auditor for the Internal Revenue Service requests copies of contracts, payment records, vouchers, other financial records or documents, the Organizational Manager shall provide copies of such documents in response to such request. The Organizational Managers acknowledge their understanding that documents so provided may be disclosed to the public for inspection and copying, subject to confidentiality laws.

E. Periodic Reviews

To ensure that MCH operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to MCH's written policies, and are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or an excess benefit transaction.
3. When conducting the periodic reviews as provided in Section II, E, the Hospital may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of Trustees of its responsibility for ensuring periodic reviews are conducted.

III. PARTICULAR TRANSACTIONS.

A. Prohibited Financial Transactions.

1. Unfair Transactions. The Hospital may not engage in any business with an Organizational Manager which is not fair to the Hospital or which impairs its ability to perform its charitable mission.
2. Loans. The Hospital shall not lend money or property to any Hospital officer or Trustee. The Hospital may loan money to physicians only in accordance with recruitment efforts which are consistent with Internal Revenue Service requirements (including documentation of the loan in a promissory note reflecting a reasonable rate of interest, adequate security for the note and loan forgiveness, if any, upon continued service in the community for a period of at least three years, which time is specified at the time the loan is made).
3. Real Estate. The Hospital shall not sell, lease for a term greater than 5 years, purchase or convey any real estate or interest in real estate to or from a Hospital officer or Trustee unless the sale or lease is fair to the Hospital and has been approved by the Probate Court. However, the Hospital may accept a bona fide gift of real estate to the Hospital by an officer or Trustee or other Organizational Manager.

B. Transactions with Interested Persons.

1. Applicability. The Hospital will, at times, apply this policy when it enters into contracts or arrangements that involve an Interested Person, might create a Financial Interest or may otherwise result in a conflict of interest. Such transactions include, without limitation, the following: (a) agreements to acquire physician practices; (b) physician employment agreements, including physician recruitment efforts; or (c) consulting or management services agreements that would create a Financial Interest.
2. Disclosure of Financial Interest and Procedure for Determining whether Financial Interest creates Conflict of Interest. As provided in Section II.A.3 of this Policy, any Organizational Manager who is an Interested Person to a transaction or would have a Financial Interest in a proposed transaction must disclose the nature of his or her Financial Interest to the Board of Trustees. Upon learning that an Organizational Manager is or would be an Interested Person to a transaction, the Board shall determine whether the Financial Interest is of a nature that could influence the Interested Person or impair his or her ability to assess whether the transaction is in the best interest of the Hospital. If so, the Board shall find that the Interested Person has a conflict of interest. A Pecuniary Benefit Transaction, as defined in Section III. C. 1. below, shall constitute *a per se* conflict of interest.
3. Procedures for Addressing Conflicts of Interest. If a conflict of interest is found, contracts and arrangements benefiting an Interested Person shall be entered into by the Hospital only if the Board approves the arrangement subject to the conditions applicable to Pecuniary Benefit Transactions set forth in Section III.C.2, except publication.

C. Pecuniary Benefit Transactions - Transactions in which an Officer or Trustee, or an Immediate Family Member of an Officer or Trustee is an Interested Person.

1. Definition/Applicability. A Pecuniary Benefit Transaction is any transaction with the Hospital in which an officer or Trustee, or Immediate Family Member of an officer or Trustee has a Financial Interest (as defined herein in Section I.B.3.) However, Pecuniary Benefit Transaction shall not include:
 - a. Reasonable compensation for services of an executive director or expenses incurred in connection with official duties of officers or Trustees;
 - b. A benefit provided to an officer or Trustee or the Immediate Family of the officer or Trustee, if:
 - 1) The benefits are part of the programs, benefits or payments to members of the general public;

- 2) The Hospital has written eligibility criteria for such benefit in accordance with its bylaws and applicable rules; and
 - 3) The officer or Trustee or Immediate Family member meets all of the eligibility criteria for receiving such benefits.
- c. The transaction is continuing and was entered into before the person with the Financial Interest in it became an officer or Trustee.
 - d. Transactions in which the Financial Interest is limited to reasonable compensation for professional services of members of the Hospital's Medical Staff who also serve on the Board of Trustees of the Hospital, provided that no more than 25 percent of the members of the Board of Trustees receive compensation for professional services from the Hospital.
2. Rule. The Hospital may enter into Pecuniary Benefit Transactions only if it is in the best interests of the Hospital, and, in addition to the general requirements applicable to transactions with Interested Persons set forth in Section III.B.2., all of the following conditions are met:
- a. Fairness - The transaction is for goods or services purchased or benefits provided in the ordinary course of business of the Hospital, for the actual or reasonable value of the goods or services or for a discounted value, and the transaction is fair to the Hospital;
 - b. Notice to Board - The transaction is considered by the Board of Trustees at a meeting for which the call included notice of consideration of the transaction;
 - c. Approval by Super-majority - After full disclosure of all material facts of the transaction and discussion by the Board, the transaction receives the affirmative vote of at least two-thirds of all the disinterested members of the Board of Trustees, which majority also equals or exceeds the quorum requirement specified in the Hospital's bylaws; and the action is recorded in the minutes of a Board meeting;
 - d. Nonparticipation of Person(s) with Conflict – The person who has the Financial Interest in the transaction and any other Trustee or officer who has had a Pecuniary Benefit Transaction with the Hospital in the same fiscal year may not be present during the discussion of the transaction, participate in such discussion (except to respond to questions as the Board may require), or vote on the transaction.
 - e. Publication Requirement - If the transaction, or the aggregate of transactions with the same officer or Trustee in a given fiscal year equals or exceeds \$5,000 then, in addition to the forgoing procedures, the Hospital shall publish notice of the transaction in a newspaper of general circulation in Peterborough, New Hampshire, and give written notice to the Director of Charitable Trusts, before consummating the transaction. Such notice must state: (i) it is given to comply with NH RSA 7:19-a., (ii) the name of the Hospital, (iii) the name of the officer or Trustee who will receive a benefit from the transaction, (iv) the nature of the transaction, and (v) the specific dollar amount of the transaction.

D. Committee Participation.

1. Physicians who receive compensation from the Hospital, directly or indirectly, cannot be members of any committee that is responsible for evaluation of compensation paid by the Hospital to any physician.
2. No member of a committee responsible for determining compensation levels for any medical care provider or other personnel may vote on a matter pertaining to his or her compensation.

IV. RECORD KEEPING.

A. List of Transactions.

1. General List. The Hospital shall maintain a list of: (1) all persons declaring a Financial Interest in any transaction; (2) the nature of the interest disclosed; (3) whether the Board determined it to constitute a conflict of interest; (4) the names of those persons present for discussions and votes on the transaction; (5) a summary of the contents of the discussion (including alternatives to the transaction); and (6) a record of the vote.
2. Pecuniary Benefit Transaction List. In addition to the list described in subparagraph 1 above (which shall include Pecuniary Benefit Transactions) the Hospital shall maintain a separate Pecuniary Benefit Transaction List, which shall include: (1) the names of those with the Financial Interest in the transaction; and (2) the amount of benefit they accrued.

- a. Disclosure to Board of Trustees and Contributors - The Pecuniary Benefit Transaction List shall be made available for inspection by members of the Board of Trustees and contributors to the Hospital.
- b. Reporting to Division of Charitable Trusts - The Pecuniary Benefit Transaction List shall also be reported to the New Hampshire Division of Charitable Trusts annually.

B. Record of Basis for Decision

The basis for the Board of Trustees' decision in any transaction involving an Interested Person must be documented in its Minutes. For example, if compensation is being established, the Minutes should include a review of the individual that establishes that the individual's compensation is reasonable in light of his or her performance and market data. The Minutes must also contain the names of the persons who disclosed or otherwise were found to have a Financial Interest in connection with an actual or possible conflict of interest, the nature of the Financial Interest, any action taken to determine whether a conflict of interest was present and the Board of Trustees' decision as to whether a conflict of interest in fact existed, the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement and a record of any votes taken in connection with the proceedings.

Approved by: _____ Date _____
 Cynthia K. McGuire, FACHE
 President and CEO

Approved by: _____ Date _____
 Chair of the Board of Trustees

Reviewed on/by: _____
 MONADNOCK COMMUNITY HOSPITAL Administration Page 1 of 1

Reference: None
Distribution: Hospital-wide
Attachment: Disclosure Form, Attachment "A"

Effective Date: 05/2009
Replaces: 08/2005
Revised: 03/2015

CONFLICT OF INTEREST POLICY

Appendix A: Disclosure Form for all Monadnock Community Hospital (the "Hospital") Trustees, officers, senior administrators, managers and other employees, independent contractors or individuals in a position to exercise substantial influence over the affairs of the Hospital (including members of its medical staff and all members of Hospital Committees with Board-delegated powers).

Please complete the following and return this form.

1. Are you aware of any relationship that you or an Immediate Family Member may have in any entity that may cause you to have a Financial Interest in a business relationship involving the Hospital? Yes ___ No ___

If yes, please list the relationship(s) and explain the details of your Financial Interest as thoroughly as possible, including an estimate of the total annual benefit you may receive as a result of the Financial Interest.

2. Did you or any Immediate Family Member receive, during the past 12 months, any gifts or loans from any source from which the Hospital buys goods or services or otherwise has significant business dealings? Yes ___ No ___

If yes, please list such loans or gifts, their source, and their approximate value

3. Do you agree to disclose the existence and nature of any Financial Interest in any transaction contemplated by the Hospital of which you may become aware during the next year? Yes ___ No ___

I certify that I have read and understand the Conflict of Interest Policy, that I am acting and will continue to act in compliance with the letter and spirit of this policy, that I understand the applicability of the policy to committees and subcommittees with board-delegated powers, and that I understand the general requirement that a tax-exempt organization must engage primarily in activities in furtherance of its tax-exempt purposes.

Name: _____

Date: _____

Signature: _____

Title: _____