

BYLAWS  
OF  
HUGGINS HOSPITAL  
WOLFEBORO, NEW HAMPSHIRE

CHARTERED IN 1907

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## ARTICLE I

### Name

Sec. 1. The name by which this corporation shall be known shall be: Huggins Hospital. (Sometimes referred to in these Bylaws as the "hospital.")

*Rev: 5/15/87*

Sec. 2. Throughout these Bylaws the use of the masculine gender "he" or "his," etc., shall also connote the feminine gender.

*Rev: 1/6/88*

*Rev: 12/15/16*

## ARTICLE II

### Objects of the Corporation

Sec. 1. To establish and maintain in the Town of Wolfeboro an institution with permanent facilities to provide medical diagnosis, treatment, nursing care, and associated services to sick, injured and disabled inpatients and outpatients.

Sec. 2. To change the character and scope of facilities and services offered in accord with a long-range master plan covering the growth and development of the institution in response to community health needs.

Sec. 3. To coordinate hospital facilities and services with associated services offered by others in the community, and to participate in the development of joint programs on a regional basis to assure the most effective, economical and efficient ways of providing services.

Sec. 4. To provide a standard of service of high quality as necessary to meet the requirements of Federal and State licensure of hospitals and the Medicare Conditions Of Participation for a Critical Access Hospital.

Sec. 5. To carry on educational activities related to hospital services and the promotion of general health in the community that in the opinion of the Board of Trustees is appropriate in light of facilities, personnel, and funds that are or can be made available.

Sec. 6. To promote and carry on research related to hospital services and the promotion of general health in the community that in the opinion of the Board of Trustees is appropriate in light of facilities, personnel, and funds that are or can be made available.

*Rev: 8/12/96*

*Rev: 7/1/08*

*Rev: 5/4/09*

*Rev: 6/18/09*

*Rev: 11/9/10*

Sec. 7. To participate in an integrated health system operated by its sole member, GraniteOne Health (the "System"), pursuant to the terms of an Affiliation Agreement dated as of June 29, 2016 (the "Affiliation Agreement").

*Rev: 12/30/16*

Sec. 8. This corporation is organized exclusively for charitable, scientific, and educational purposes as a not-for-profit corporation, and its activities shall be conducted for the aforesaid purposes in such a manner that no part of its net earnings shall inure to the benefit of any member, Trustee, officer, or individual.

Sec. 9. The corporation shall not substantially engage in carrying on propaganda or otherwise attempting to influence legislation.

Sec. 10. Upon dissolution of the corporation, and after payment of just debts and liabilities, all remaining assets shall be distributed to such organizations as the Trustees may vote and which enjoy an exempt status under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or successor provisions (the "Code").

*Rev: 12/15/16*

Sec. 11. The corporation shall provide services to its patients without regard to race, religion, national origin, and to the extent of its financial ability, the economic status of its patients.

Sec. 12. The corporation shall not restrict the use of its facilities to a particular group of physicians, such as a group, partnership, or association of physicians, to the exclusion of all other qualified doctors.

*Rev: 8/12/96*

*Rev: 7/01/08*

### ARTICLE III

#### Membership of the Corporation and its Reserved Powers

Sec. 1. The sole member of this corporation shall be GraniteOne Health, a New Hampshire voluntary corporation exempt from taxation under Section 501(c)(3) of the Code and a supporting organization under Section 509(a) of the Code (the "Member").

*Rev: 12/30/16*

Sec. 2. The Member will appoint to the corporation's Board of Trustees (the "Board of Trustees") one-quarter (1/4) of the corporation's Appointed Trustees (defined in Article IV below) pursuant to Article IV, Section 1(a) below

*Rev: 12/30/16*

Sec. 3. The Member will have the following powers of approval reserved to it (the "Reserved Powers"), which Reserved Powers are in the nature of ratification rights and may not be exercised by the Member to initiate or require actions by the Board of Trustees or the corporation. The following actions initiated by the Board of Trustees will require the Member'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 the corporation on the Affiliation Date (as defined in the Affiliation Agreement) and recorded on the corporation's financial statements as unrestricted assets, as well as certain parcels of real estate not required for the operation of the corporation and identified on Schedule 3.9.3.1(b) of the Affiliation Agreement (the "Pre-Affiliation Assets") contemplated by such budgets and proposed in accordance with those powers reserved to the Board of Trustees under Article IV, will not be subject to the approval of the Member;

- 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 corporation 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 the corporation 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 the Board of Trustees under Article IV which acquisition will not be subject to the approval of the Member;
- e. Authorization of the sale, disposition, mortgage, or encumbrance of any assets dedicated to the operations of the corporation involving assets of Five Hundred Thousand Dollars (\$500,000.00) or more, with the exception of real estate identified as part of the Pre-Affiliation Assets;
- f. Authorization of the corporation to enter into any merger, consolidation or joint venture; or to sell or dispose of substantially all of the assets of the corporation or any of its respective subsidiaries; or to create or acquire any subsidiary organization;
- g. Authorization of the corporation to institute any bankruptcy, insolvency or reorganization proceedings for itself or any subsidiary;
- h. Authorization of a capital investment by the corporation 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 extent funded by donor-restricted assets or the Pre-Affiliation Assets;
- i. Authorization to develop, implement or terminate clinical programs and clinical procedures by the corporation or its subsidiaries;
- j. The amendment of the Articles of Constitution or Bylaws of the corporation 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 Board of Trustees' appointment or reappointment of the corporation's Chief Executive Officer and the determination of the Chief Executive Officer's compensation.

*Rev: 12/30/16*

Sec. 4. All actions of the Member as the sole member of the corporation will be taken according to the Member's Articles of Agreement and Bylaws.

*Rev: 12/30/16*

## ARTICLE IV

## Board of Trustees

Sec. 1. The management and control of the affairs of the hospital shall be vested in a Board of Trustees composed of no less than eight (8) and not more than sixteen (16) Trustees appointed by the Member and the Board as described below (the “Appointed Trustees”). Additionally, the President of the hospital, the President of the Medical Staff and the Chief Executive Officer of the Member or his or her designee shall serve as Trustees ex officio with vote. The Appointed Trustees will be determined as follows:

- a. The Member will appoint one-quarter (1/4) of the Appointed Trustees of the corporation, which appointees will include the Member’s Chief Executive Officer or designee and may include one other member of senior management of the Member or of Catholic Medical Center.
- b. The remaining three-quarters (3/4) of the Appointed Trustees will be nominated and appointed by the Board of Trustees after providing the Member with an opportunity to object to any nominee as described in paragraph (c) below.
- c. The candidates appointed by the Member and by the Board will satisfy substantially the criteria set forth in the attached Exhibit A, which is made a part of these Bylaws, taken as a whole. The Member will 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 will substitute an appointee that satisfies the criteria qualifications.

*Rev: 12/30/16*

Sec. 2. Full or part-time employees or other compensated personnel of the hospital, or the domestic partner, parent or child thereof shall be eligible for nomination by the Board of Trustees, providing, however, that at no time shall such nominated and appointed employees, compensated personnel, domestic partner or parent or child thereof exceed a total of two (2) trustees or twenty- five percent (25%) of the Board of Trustees, whichever is less. No such Appointed Trustee or other employee Trustee serving ex officio shall, as a Trustee, initiate, participate in nor vote upon the hiring or termination of employee and compensated personnel salaries, terms of employment and other pecuniary benefits. Nor shall such a Trustee be eligible to serve as chairperson or vice chair of the Board of Trustees.

*Rev: 01/06/88*

*Rev: 06/18/09*

*Rev: 01/20/11*

*Rev: 11/17/11*

*Rev: 1/15/16*

*Rev: 12/30/16*

Sec. 3. Subject to the Reserved Powers, the Board shall have the power and authority to cause the corporation to do and perform all acts and things not inconsistent with the Legislation incorporating the Hospital, Articles of Constitution, and these Bylaws. In furtherance but not in limitation of the foregoing, the Board of Trustees will:

*Rev: 12/30/16*

- a. Adopt Hospital Corporate Bylaws, Medical Staff Bylaws and Rules and Regulations and approve any changes thereto.
- b. Appoint and elect committees to carry out its work.
- c. Annually approve the organization of the Medical Staff, and periodically approve the

- appointment and renewal of members of the Medical Staff, after considering the recommendations of the Medical Staff, and ensure that criteria for Staff appointment include verification of individual character, competence, training and experience.
- d. Establish a formal means of liaison with the Medical Staff.
  - e. Delegate to the Medical Staff the responsibility for providing appropriate professional care to the hospital's patients.

*Rev: 08/12/96*

*Rev: 11/17/11*

*Rev: 12/05/12*

- f. Appoint a President of the hospital and specify the terms, conditions and total annual compensation of his employment.
- g. Provide a physical plant, equipped and staffed to furnish appropriate services for patients.
- h. Establish a formal means of liaison with the volunteer groups whose activities are related to the hospital's purposes.
- i. Employ an independent Certified Public Accountant to audit the funds of the hospital.
- j. Appoint such other officials and prescribe their duties as may be deemed necessary.
- k. Ensure that the medical staff is accountable to the governing body for the quality of care provided to patients.
- l. Ensure that a contractor of services furnishes services that permit the hospital to comply with all applicable conditions Federal, State and local Municipal laws and the requirements of CAH Conditions of Participation.
- m. Ensure that patients are admitted to the hospital on the recommendation and under the care of a licensed practitioner permitted by the State to admit patients to a hospital.

Sec. 4. The following powers are reserved exclusively to the corporation's Board of Trustees and are not subject to the Reserved Powers:

- a. The investment and expenditure of (i) assets subject to donor restrictions and recorded on the hospital's financial statements as restricted, whether held before or after the Affiliation Date, and (ii) Pre-Affiliation Assets in accordance with the terms of the Affiliation Agreement.
- b. The determination and approval of fundraising activities conducted by the corporation in the hospital's service area, and the approval of any fundraising efforts proposed by the Member in the hospital's service area;
- c. Termination of the hospital President and chief executive officer (the "Hospital CEO"), however, prior to termination of the Hospital CEO, the Hospital Board of Trustees or the Member CEO (whoever recommends termination) will identify the performance failures and discuss appropriate correction plans. If the Hospital CEO fails to fulfill the correction plan, then the hospital Board of Trustees can proceed with the termination of the Hospital CEO. If the hospital Board of Trustees and the System CEO cannot agree on an appropriate correction plan within forty-five (45) days of the request for termination, then the hospital Board of Trustees can proceed with the termination of the CEO. The Hospital CEO shall not be terminated without a majority vote to terminate by the hospital Board of Trustees.

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- d. The nomination and appointment of three-quarters (3/4) of the Appointed Trustees as described in Section 1 of this Article IV above.

*Rev: 12/30/16*

Sec. 5. At the Annual Meeting up to five Trustees may be appointed for a term of four years. Trustees shall be eligible to be appointed to serve for not more than three consecutive terms.

Trustees serving in December 2014 who will have reached nine consecutive years of service on or before January 30, 2016 nevertheless will be eligible for re-election for one additional term of four years. Any Appointed Trustee may become again eligible for appointment after a hiatus of not less than one year following ineligibility after twelve consecutive years of service.

An Appointed Trustee may be removed from office at any time by an affirmative vote of not less than two-thirds of the other Trustees then eligible to vote.

*Rev: 08/12/96*

*Rev: 01/20/06*

*Rev: 05/04/09*

*Rev: 06/18/09*

*Rev: 01/17/15*

Sec. 6. If any vacancy among the Appointed Trustees of the Board of Trustees shall occur through any cause, the Member will appoint for the unexpired term a successor if the vacancy is among the Member's appointees, or the Board of Trustees will nominate and appoint for the unexpired term a successor (pursuant to the process in Section 1(c) above) if the vacancy is among the Board of Trustees' appointees.

*Rev: 12/30/16*

Sec. 7. Members of the Board of Trustees who have served five or more years shall be eligible to become Honorary Trustees, when because of illness, business or other good and sufficient reasons they cannot continue to serve actively. Such action shall be initiated by the Governance Committee. Honorary Trustees shall be eligible to attend meetings of the Board, and enter discussions, but shall not be eligible to initiate any action or to vote.

*Rev: 12/05/13*

*Rev: 12/30/16*

Sec. 8. Up to five Associate Trustees may be elected annually at the Annual Meeting of the Trustees for a term of three years not to exceed a total of nine Associate Trustees serving at any one time. Associate Trustees may serve on committees as designated by the Chairman of the Board of Trustees and may initiate discussions and vote when serving as members of such committees. Associate Trustees shall be subject to the disclosure and conflict of interest policies pertaining to other Trustees. Associate Trustees shall receive minutes of committees served on and may receive minutes of the Board of Trustees. Associate Trustees may, but are not required to, attend regular meetings of the Board of Trustees and participate in discussions but may not vote at those Board meeting. In general, it is expected that an Associate Trustee shall reflect a special interest in the Hospital commensurate with the experience and capability of individual so elected. Vacancies may be elected pursuant to the provisions of Sec. 4 hereof.

*Rev: 12/15/16*

Sec. 9. There shall be six regular meetings; the last Thursday of January, the last Thursday of March, the last Thursday of May, the last Thursday of July, and the last Thursday of September, and the last Thursday of November. The regular Annual Meeting of the Board of Trustees shall be held on the last Thursday of January. Special meetings of the Board of Trustees shall be held whenever called by the Chairman of the Board of Trustees on his initiative or at the call of the Secretary upon written request of three of the Trustees.



Sec. 10. The Secretary shall cause to be prepared an agenda for each regular Trustee's meeting and send or e-mail it with the notice of said meeting to each Trustee and the President of the Medical Staff at least ten days before the date of said meeting.

Rev: 12/15/16

Sec. 11. Written notice of each special meeting shall be emailed or mailed at least seven days before the meeting, to each member of the Board. This notice shall state the purpose of the meeting and no business other than that stated in the notice shall be transacted at such special meeting. Any requirement for advance notice on matters to be acted upon, or other procedural requirements for a Board of Trustees meeting or Executive Committee meeting may be waived by a recorded vote of unanimous consent by all Trustees.

Rev: 12/05/13

Rev: 1/17/14

Rev: 12/15/16

Sec. 12. Ordinarily, voting will be done at Board and Committee meetings by Trustees personally present and after opportunity for adequate discussion and consideration. However, in the event of an emergency or time constraints not permitting an assembled meeting, voting may be conducted by electronic means such as email or facsimile provided that the specific issue or matter to be voted upon is fully set forth in such email, facsimile or similar communication and coupled with individual trustee's returned vote thereon. Such vote shall be conducted within two full business days following the day of message transmission. An affirmative vote by all of the Trustees eligible to vote of the Board or Committee involved is required to take action thereunder. The Secretary shall cause the originals of all such electronic votes to be retained as part of the permanent records of the Board of Trustees. A quorum for the transaction of business shall be nine Trustees, or 50% of Trustees, whichever is less. A special quorum for voting required by law upon financial matters of interested trustees shall consist of not less than nine Trustees having no statutorily disqualifying financial interest. Any vote to approve action that would result in the transfer and/or sale of more than 10% of the corporation's assets or other restructuring of the corporation requires an affirmative vote of at least 75% of Trustees eligible to vote.

Rev: 12/05/13

Rev: 1/17/14

Rev: 12/15/16

Sec. 13. At all meetings the Chairman of the Board of Trustees shall preside and the Secretary of the said Board shall act as Secretary of the meeting and cause to be kept a record of the proceedings.

Sec. 14. The Board of Trustees believes that regular attendance by its members is necessary in order for the membership to properly exercise its responsibilities and duties. To this end, any active Appointed Trustee who misses a majority of meetings in a calendar year which he is required or expected to attend, may, at the discretion of the Member if the absent Trustee is among the Member's appointees or of the Board of Trustees if the absent Trustee is among the Board of Trustees' nominees, be deemed to have resigned from the Board and shall thereupon be duly notified by the Secretary.

Rev: 12/15/16

Sec. 15. The chairman of the various standing committees of the Hospital shall report those committees' activities and recommendations as an agenda item at each regularly scheduled meeting of the full Board of Trustees.

Sec. 16. The Hospital corporation shall indemnify and hold harmless any trustee, officer, committee member, agent or employee including a voluntary and unpaid employee who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Hospital) by reason of any action alleged to have been taken, omitted or neglected by such person

while serving as director, officer, committee member, employee or agent of the Hospital, or is or was serving at the request of the Hospital as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expense, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with the claim, action, suit or proceedings if such person acted in good faith and in a manner such person reasonably believed to be, or not opposed to, the best interests of the Hospital, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such conduct was unlawful.

*Rev: 01/21/05*

*Rev: 10/28/11*

*Rev: 11/17/11*

*Rev: 12/05/12*

This right of indemnification shall inure to the individual or the individual's estate providing, however, the person entitled to indemnification, to the extent practicable, shall give timely notice to the Hospital, which shall have the right to intervene and control the defense or negotiations of all such claims made against the individual, whether during the individual's term of service or otherwise.

Such indemnification, unless ordered by a court, shall be made by the Hospital in a specific case upon a determination that indemnification of the trustee, officer, committee member, employee or agent has met the applicable standard of conduct set forth above. This determination shall be made:

- a. Firstly, by the Board of Trustees by majority vote of a quorum consisting of trustees who are not parties to the claim, action, suit of proceeding; or secondly and alternatively
- b. By independent legal counsel in a written opinion if such a quorum is not obtainable, or, even if obtainable, if a quorum of disinterested trustees so directs

Expenses, including attorneys' fees, incurred in investigating a claim or defending a civil or criminal action, suit or proceeding may be paid by the Hospital in advance of the final disposition of the claim, action, suit or proceeding upon receipt of an undertaking by or on behalf of the trustee, officer, committee member, employee or agent to repay such advances if it shall ultimately be determined that such person is not entitled to be indemnified by the corporation as authorized in this section.

To the extent that a trustee, officer, committee member, employee or agent of the Hospital has been successful on the merits or otherwise in defense of any action, suit or proceeding brought by the Hospital against him or her, he or she shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection therewith.

The provisions of this Section shall not extend to nor inure to the benefit of any insurer, by right of subrogation or otherwise.

*Rev: 5/15/87*

*Rev: 12/05/12*

Sec. 17. Each Trustee and officer shall complete a conflict of interest questionnaire upon assuming office and periodically update it as to any significant changes. A conflict of interest shall include any matter, financial or otherwise, in which a Trustee or officer, or a member of his or her immediate family, or an entity with which he or she is affiliated, has a direct or indirect involvement deemed presently or potentially adverse to the best interests of the Hospital.

Isolated instances, or transactions for goods or services for actual and reasonable costs in the ordinary course of business, shall not be disqualifying provided:

- a. The particular matter or transaction is fair to the Hospital, and

- b. The Trustee or officer has made a full disclosure to the governing board, and
- c. The governing board or executive committee, without participation, vote or presence of the particular Trustee or officer, approves the matter or transaction by a two-thirds vote.

*Rev: 1/17/79*

## ARTICLE V

### Officers of the Corporation

Sec. 1. The officers of the corporation shall consist of a Chairman of the Board of Trustees, Vice Chairman, Secretary, Treasurer, Assistant Treasurer, and the President. No person shall be qualified to hold office who is not a member of the Board of Trustees. Additionally, there shall be such administrative officers as appropriate to hospital operations.

*Rev: 1/15/16*

Sec. 2. All officers shall be elected at the Annual Meeting of the Board of Trustees, except the President, and shall hold office until the next Annual Meeting or until their successors are duly elected and qualified. The President shall be appointed by the Board of Trustees, approved by the Member under Article III Sec. 3(k), and shall hold office at the pleasure of the Board of Trustees but subject to the termination procedure described in Section 3.9.3.4 of the Affiliation Agreement.

*Rev: 12/30/16*

Sec. 3. Vacancies in any office may be filled by the Chairman of the Board of Trustees for the balance of the unexpired term pending a meeting of the Board.

*Rev: 12/15/16*

Sec. 4. The Chairman of the Board of Trustees shall preside at all meetings of the Board of Trustees and the Executive Committee. The Chairman will serve ex officio on all other Committees of the Board of Trustees with vote. He shall execute all contracts and agreements in excess of \$100,000 that have not been presented to the Trustees as part of the approved annual operating and capital budgets as well as deeds and other instruments authorized by the Board of Trustees or Executive Committee. He shall appoint all chairman of all committees unless the Bylaws otherwise provide and perform other duties as may from time to time be duly assigned to him and such duties as are usually associated with his office.

*Rev: 12/30/16*

Sec. 5. The Vice Chairman shall perform all duties assigned by the Chairman of the Board of Trustees and in the temporary absence of the Chairman of the Board of Trustees he shall perform the duties of the Chairman of the Board of Trustees. If the office of the Chairman of the Board of Trustees becomes vacant or the Chairman of the Board of Trustees is disabled, the Vice Chairman shall assume those duties until a successor Chairman of the Board of Trustees is elected and qualified.

*Rev: 05/26/00*

*Rev: 03/17/11*

*Rev: 12/20/12*

Sec. 6. The Secretary shall cause to be kept a record of the minutes of all the meetings and proceedings of the members of the corporation, the Board of Trustees, and the Executive Committee and shall timely furnish copies of the same to each Trustee. He shall attend to the giving and service of all notices provided for by these Bylaws. He shall have custody of the seal of the corporation. He shall, in general, perform all such duties as are usually incident to the office of Secretary.



Sec. 7. The Treasurer shall be the official custodian of all funds and securities of the corporation, and shall cause the same to be deposited in such banks or other depositories as the Board of Trustees may designate or approve. He shall in general perform all such duties as are usually incident to the office of the Treasurer. He may be required to give a bond in such sum and with such surety or sureties and in such form as shall be required by the Executive Committee, for the faithful performance of the duties of his office, the premium on such bond to be paid by the corporation. He shall submit a detailed statement of the financial transactions and condition of the corporation to the Trustees at each regular meeting of the Board and at such other times as may by them be requested.

*Rev: 12/05/13*

*Rev: 12/15/16*

Sec. 8. The Assistant Treasurer shall perform all duties assigned by the Chairman of the Board of Trustees and in the temporary absence of the Treasurer he shall perform the duties of the Treasurer. If the office of the Treasurer becomes vacant or the Treasurer is disabled, the Assistant Treasurer shall assume those duties until a successor Treasurer is elected and qualified.

Sec. 9. The duties of the President shall be as described in ARTICLE VI.

Sec. 10. All checks of the corporation shall be signed by the Treasurer or by any other officer or person thereunto authorized by the Executive Committee provided checks on the operating funds for such purposes as may be authorized by the Executive Committee may be signed by the President.

*Rev: 5/15/87*

*Rev: 12/20/12*

Sec. 11. The limits of time the officers may serve are:

- a. Chairman of the Board of Trustees: three annual elected terms and may not be re-elected as Chairman of the Board of Trustees until an interim of three (3) years.
- b. Vice Chairman: four annual elected terms and may not be re-elected as Vice Chairman until an interim of two (2) years.
- c. Secretary: four annual elected terms and may not be re-elected as Secretary until an interim of two (2) years.
- d. Treasurer: three annual elected terms and may not be re-elected as Treasurer until an interim of two (2) years.
- e. Assistant Treasurer: four annual elected terms and may not be re-elected as Assistant Treasurer until an interim of two (2) years.
- f. President: at the pleasure of the Board but subject to the termination procedure described in Section 3.9.3.4 of the Affiliation Agreement.

*Rev: 05/15/87*

*Rev: 12/30/16*

## ARTICLE VI

### President and Chief Executive Officer

Sec. 1. The President shall be employed under those terms and conditions approved by the Board of Trustees.

Sec. 2. The President is the Chief Executive Officer of the hospital representing the Board of Trustees in the management of the hospital. He shall have the authority and responsibility to operate the hospital and all of its activities and departments, subject to federal and state regulations and any policies adopted by the Board and orders which may be issued by the Executive Committee.

Sec. 3. The President shall act as the duly authorized representative of the Board of Trustees in all matters in which the Board of Trustees has not formally designated some other person or committee to so act. He shall be an officer of the corporation and shall serve as a voting member of the Board of Trustees.

Sec. 4. The President shall attend all regular meetings of the Board of Trustees, the monthly meetings of the Executive Committee, and such other meetings as the Board of Trustees or any of its committees shall request him to attend.

Sec. 5. The President shall furnish to the Trustees at the annual meeting a detailed report reflecting the professional service and financial activities of the hospital, together with recommendations that to him may seem advisable.

Sec. 6. The President shall keep the Board of Trustees and other key personnel informed of all changes and recommendations for the improved operation of the hospital made by other official agencies.

*Rev: 08/12/96*

*Rev: 01/20/06*

*Rev: 05/04/09*

Sec. 7. The authority and duties of the President shall include the responsibility for:

- a. Development and submission to the Board of Trustees for approval of a plan of organization of the hospital.
- b. Selection, employment, control and discharge of employees.
- c. Development and maintenance of personnel policies and practices for the hospital.
- d. Maintenance of physical properties in a good state of repair and operating condition.
- e. Development and maintenance of a "Disaster Plan" and its periodic testing.
- f. Supervision of business affairs to insure that funds are collected and expended to the best advantage.
- g. Preparation of an annual budget reflecting receipts and expenditures of the hospital.
- h. Serving as the liaison officer and channel of communications between the Board of Trustees or any of its committees and the Medical Staff.
- i. Cooperating with the Medical Staff and with all concerned with the rendering of professional service to insure that high quality care is provided to patients.

Performance of all other duties not specifically delegated that may be necessary in the best interest of the hospital.

*Rev: 5/15/87*

## ARTICLE VII

### Committees

Sec. 1. The standing committees of the Board of Trustees shall be elected or appointed annually. They are:

- a. Executive Committee
- b. Finance and Budget Committee
- c. Planning and Facilities Committee
- d. Governance Committee
- e. Joint Conference Committee
- f. Quality Care and Service Excellence Committee
- g. Huggins Hospital Foundation Committee

*Rev: 01/17/14*

*Rev: 12/15/16*

Sec. 2. The Chairman of the committees shall be appointed by the Chairman of the Board of Trustees.

Sec. 3. Ad hoc committees may be appointed by the Chairman of the Board of Trustees from time to time as required. The Chairmen of these ad hoc committees shall be appointed by the Chairman of the Board of Trustees.

*Rev: 05/20/88*

*Rev: 11/05/10*

*Rev: 09/16/13*

*Rev: 12/05/13*

#### Sec. 4. **Executive Committee:**

- a. The Executive Committee shall consist of nine members: the duly elected officers (Chairman of the Board of Trustees, Vice Chairman, Secretary, Treasurer, and Assistant Treasurer); the President, who is appointed by the Board of Trustees; the immediate past-Chairman of the Board of Trustees; and two members-at-large to be elected by the Board of Trustees. Members-at-large shall serve for a maximum of two (2) years and shall not be re-elected to the Executive Committee for an interim of two (2) years except as an officer.

*Rev: 12/15/16*

- b. In the interim between meetings of the Board of Trustees, the Executive Committee shall have and exercise full power and control in the management and operation of the hospital except as otherwise provided by these Bylaws. Any major change of procedure or major new policy matters or purchase or sale or encumbering of real estate in excess of \$300,000 shall be submitted to the Board of Trustees for consideration and action before becoming effective. All actions of the Executive Committee may be changed or revoked by vote of the Board of Trustees.
- c. The Executive Committee shall have authority to accept for and on behalf of the corporation, gifts under such terms and conditions as the Committee deems advisable.

- d. The Executive Committee shall be responsible for the application of the income and principal of the various charitable endowment and trust funds, provided, however, the terms and conditions of the various donated funds shall be strictly adhered to.

*Rev: 01/21/05*

*Rev: 11/05/10*

*Rev: 09/16/13*

- e. The Executive Committee shall recommend to the Board of Trustees the terms and conditions of employment of the President /Chief Executive Officer through the Executive Compensation Committee which consists of the Chairman of the Board, Past Chairman of the Board and current Vice Chairman of the Board for consideration and action by the Board of Trustees.

*Rev: 12/15/16*

- f. The Executive Committee shall submit a report as to the condition and operation of the hospital and of its own activities to the Trustees at each regular meeting of the Board, and at such other times as said Board may request. These reports may be in the form of minutes of its meetings.

- g. The Executive Committee shall meet in those months when there is not a regular Board meeting at such time and place as shall be designated by the Chairman of the Board of Trustees. Special meetings of the Executive Committee may be called at any other time by the Chairman of the Board of Trustees or at the call of the Secretary upon the request of three members of the Committee.

*Rev: 12/15/16*

- h. Four members shall constitute a quorum.

- i. When the full board is not in session the Executive Committee shall act upon recommendations from the Medical Staff and Clinical Staff for initial and renewal appointments to the Medical and Clinical Staff. In acting upon such appointments, the Executive Committee shall follow the same procedure as for the full Board set forth in the following Article VII Medical Staff Bylaws, Sec. 2 Procedure for Appointment

*Rev: 01/21/05*

*Rev: 01/20/06*

*Rev: 11/05/10*

*Rev: 12/5/12*

*Rev: 9/16/13*

*Rev: 12/15/16*

**Sec. 5. Finance and Budget Committee:** The Finance and Budget Committee shall consist of the Treasurer, who shall act as Chairman, the Assistant Treasurer, President, one other Trustee and one member of the Medical Staff to be annually appointed by the Chairman of the Board of Trustees.

- a. It shall devise ways and means of securing capital and operating funds for the support and development of the hospital.
- b. The Finance and Budget Committee is responsible for overseeing the management of the Hospital's investment accounts, including operating, charitable, endowment and trust funds. The Finance and Budget Committee shall ensure the Hospital's various accounts are managed within the parameters specified in the Investment Policy Statement that has been adopted by the Board of Trustees with respect to each account. and shall have the authority to make all Investment decisions, except that it must obtain the approval of the Board of Trustees before:

*Rev: 12/15/16*



1. Amending an Investment Policy Statement that has been adopted by the Board of Trustees;
2. Terminating the services of an investment manager; and engaging a new investment manager or replacing a manager who has been terminated.

*Rev: 09/16/13*

*Rev: 12/05/13*

- c. The Finance and Budget Committee will present to the full Board of Trustees not later than its scheduled Fall meeting each year, its recommended annual operating and capital budgets for the ensuing fiscal year. The full Board of Trustees will consider and act upon such proposed operating and capital budgets.
- d. The Finance and Budget Committee will review the capital outlay required to implement long-range development plans and will project possible sources of funds required to finance their implementation.
- e. No new Separate and individual financial obligation exceeding \$100,000 a year (except for emergencies) incurred subsequent to approval of the annual operating and capital budgets, shall be entered into or become effective without first obtaining approval of the full Board of Trustees.

*Rev: 12/15/16*

- f. The auditor's annual reports, including reports to management, will be furnished to the individual trustees and the auditors shall make their corresponding oral reports to the assembled trustees at the next scheduled meeting of the full Board of Trustees following the completion of the auditor's reports.

*Rev: 1/21/05*

*Rev: 11/15/10*

*Rev: 9/18/12*

*Rev: 12/5/12*

- g. The Finance and Budget Committee shall review annually the Hospital's insurance coverage and cost and coordinate with other relevant committees and agencies to recommend to the Trustees a program of loss control, risk management, appropriate coverage and insurance entitlements and performance.

*Rev: 12/5/13*

*Rev: 12/15/16*

**Sec. 6. Planning & Facilities Committee:** This Committee shall consist of at least six members, and at least one of these will be a member of the Executive Committee. Three members shall be appointed from the Board of Trustees by the Chairman of the Board of Trustees, one of whom he shall designate as Chairman of said Committee. Two Medical Staff representatives will be elected by the Medical Staff. The President will serve as a member of the Committee and as its Secretary. Responsibilities of the Committee include:

- a. To assess the health and medical care needs of the hospital community through the Community Health Needs Assessment and plan and recommend an appropriate organizational and institutional response.
- b. To develop and maintain a long-range plan for the operations of Huggins Hospital with consideration of the fiscal implications of such plan. The plan will be reviewed annually.

*Rev: 01/15/93; 11/5/10; 12/12/12*

*Revised: 1/31/19*

- c. To oversee the general status of physical plant, equipment and grounds and making recommendations to the Trustees for appropriate renovations, replacement and expansion.
- d. The Planning and Facilities Committee will meet quarterly and at the call of the Chair.

**Sec. 7. Governance Committee:** This Committee shall consist of five Trustees to be appointed by the Chairman of the Board of Trustees, one of whom will be appointed Chairman of said Committee. This Committee shall meet at least quarterly, and at other times, at the call of the Chairman of said Committee. It shall:

*Rev: 12/15/16*

- a. Consider and recommend appropriate undertakings in education, ethics and conflicts of interest policies.
- b. Review annually the Hospital bylaws, and make recommendations to the Board concerning revisions or amendments to the same. All proposed revisions and amendments to the bylaws shall be referred to this Committee for study and written recommendations to the Board.
- c. Research and present the names of nominees for membership on the Board of Trustees at the Annual Meeting of the Board of Trustees or at any other time when a vacancy occurs.

*Rev: 12/15/16*

- d. Present for election at the Annual Meeting of the Board of Trustees the names of those recommended as honorary members or associate members of the Board of Trustees.

*Rev: 12/15/16*

- e. Present at the January Meeting of the Board a slate of officers for the ensuing year.

*Rev: 05/15/87*

*Rev: 05/04/09*

*Rev: 06/18/09*

*Rev: 11/05/10*

*Rev: 03/08/11*

*Rev: 03/17/11*

*Rev: 12/05/12*

*Rev: 12/12/12*

*Rev: 09/16/13*

*Rev: 12/05/13*

**Sec. 8. Joint Conference Committee:** This Committee shall comprise a liaison group to discuss and make recommendations to the Board of Trustees on Medical Staff, quality of patient care and administrative matters and be the official point of coordination between the Board of Trustees, President, and Medical Staff. It shall consist of the Chairman of the Board and three members appointed by the Chairman of the Board from the Quality and Service Excellence Committee, the President, the Medical Director, the head of the Clinical Staff and three members designated by the Medical Staff. The Chairman of the Committee shall be appointed by the Chairman of the Board of Trustees.

*Rev: 12/5/13*

- a. The Committee will meet quarterly on the second Wednesday, each March, June, September, and December unless the Committee Chairman designates other dates.
- b. In the interim between regular meetings, meetings will be called by the Chairman of said Committee at the request of any two members.

**Sec. 9. Huggins Hospital Foundation Committee:** This committee shall be primarily responsible for fund-raising to support the charitable purposes of Huggins Hospital, including all fund-raising activities, donations, gifts to support special projects that have been approved by the Trustees. The Committee shall consist of not less than four or more than ten members appointed by the Chairman of the Board from among Trustees, Associate Trustees and others of special interest.

*Rev: 12/05/13*

*Rev: 12/15/16*

- a. The Committee shall submit quarterly reports to the Board of Trustees summarizing their activities.

*Rev: 09/16/13*

*Rev: 12/15/16*

**Sec. 10. Quality Care and Service Excellence Committee:** The committee shall consist of five (5) members, all of whom shall be Trustees, and shall meet at least quarterly. Members and the Chair of the Committee shall be appointed by the Chairman of the Board of Trustees. The Committee Shall:

- a. Monitor Hospital policies to ensure that the expectations of patients are met or exceeded by both the quality of patient care and the excellence of the service they receive.
- b. Receive and consider all reports on the work of the Medical and Clinical staff and make such recommendations to the Board of Trustees in respect thereto as the Committee considers to be in the best interests of the hospital and its patients.
- c. Annually review the policies and procedures in respect to credentialing the Medical and Clinical Staff.
- d. Receive and make recommendations to the Board of Trustees respecting any communications, requests, or recommendations presented by the Medical and Clinical Staff through its duly authorized representatives.
- e. Designate one or more Committee members to serve as a Trustee representative on the hospital's Joint Medical Staff-Administration Quality Improvement Committee. Such member will report on the activities of the Quality Improvement Committee as a standing agenda item at each Committee meeting.
- f. Recommend to the Board of Trustees the adoption of amendments to, or repeal of, bylaws, rules and regulations governing the Medical and Clinical Staff.

*Rev: 05/15/87*

*Rev: 05/04/09*

*Rev: 06/18/09*

*Rev: 11/05/10*

*Rev: 03/09/11*

*Rev: 09/16/13*

*Rev: 10/05/13*

*Rev: 12/5/13*

*Rev: 1/17/14*

## ARTICLE VIII

### Medical Staff

#### Sec. 1. Organization

- a. The Board of Trustees shall organize the physicians, dentists, and allied health professionals who may be granted privileges in the hospital, into a staff under Medical Staff Bylaws approved by the Board of Trustees.
- b. The Board of Trustees shall, in the exercise of its discretion:
  1. Delegate to the Medical Staff the primary responsibility for providing appropriate professional care to the hospital's patients.
  2. Delegate to the Medical Staff the authority to initially evaluate the professional competence of staff members and applicants for staff privileges.
  3. When telemedicine services are furnished through an agreement with a distant-site hospital or telemedicine entity, the Board of Trustees may choose to rely upon the credentialing and privileging decisions made by the governing body of the distant-site hospital or telemedicine entity regarding individual distant-site physicians or practitioners.

*Rev: 11/30/17*

4. Require the Medical Staff to make recommendations to the Board concerning initial staff appointments, re-appointments, and the assignment or curtailment of privileges.
- c. There shall be Bylaws, Rules and Regulations for the Medical Staff, setting forth its organization and government. The Medical Staff Bylaws and Rules Regulations relating to such organization and government shall be approved by the Board before they become effective.

*Rev: 9/16/16*

*Rev: 12/15/16*

- d. The Board of Trustees may propose amendments to the Bylaws and Rules and Regulation of the Medical Staff.

*Rev: 5/15/87*

*Rev: 6/18/09*

1. Within 60 days the Medical Staff must act on such proposals.
2. If amendments proposed by the Board of Trustees are not acceptable to the Medical Staff, alternative proposals may be offered by the Medical Staff within 60 days. The Board of Trustees may then agree to the alternative proposal or offer a further alternative proposal of its own.
3. The Board of Trustees may act unilaterally to amend the Medical Staff Bylaws, Rules and Regulations, in the event that: The Medical Staff fails to act within the above time limits; or the Medical Staff and the Board of Trustees fail to agree after three alternatives have been offered and considered.
4. The Board of Trustees shall consider recommendations of the Medical Staff and appoint to the Medical Staff physicians, dentists, and allied health professionals, who meet the general qualifications for membership or clinical privileges as set forth in Sec. 2 hereafter of these Bylaws and the Bylaws of the Medical Staff.

5. Physicians employed by the hospital:

*Rev: 05/15/87*

- a. Physicians employed by the hospital in a purely administrative capacity with no clinical duties are subject to the regular personnel policies of the hospital and to their contract or other terms of employment, and need not be members of the Medical Staff.
- b. Physicians employed by the hospital, either full-time or part-time, whose duties are medico-administrative in nature and include Medical Staff clinical responsibilities or functions involving their professional capabilities as physicians, must be members of the Medical Staff, achieving this status by the same procedure provided for other Medical Staff members. Medical Staff membership may or may not be made contingent on continued employment.

Termination of employment for reasons other than matters pertaining to professional competency may be effected by the President in accordance with applicable employee personnel policies.

- c. Any physician whose engagement by the hospital requires membership on the Medical Staff as described above shall not have his Medical Staff privileges terminated without the same due process provisions as must be provided for any other member of the Medical Staff, unless otherwise stated by contract.
- d. Each member of the Medical Staff shall have appropriate authority and responsibility for the care of his patients, subject to such limitations as are contained in these Bylaws and in the Bylaws, Rules and Regulations for the Medical Staff and subject, further, to any limitations attached to his appointment
- e. The Medical Staff shall conduct a continuing review and appraisal of the quality of professional care rendered in the hospital, and shall report such activities and their results to the Board of Trustees.

Sec. 2. Procedure for Appointment

- a. All applicants for appointment to the Medical Staff shall be in writing and shall be presented in duplicate on prescribed form to the President of the hospital. They shall contain full information concerning the applicant's education, licensure, practice, previous hospital experience, and any unfavorable history with regard to licensure or hospital privileges. The applicant will submit three references as to his professional qualifications and shall signify his agreement to abide by the Bylaws and Rules and Regulations of the Medical Staff, and the Bylaws of Huggins Hospital.
- b. The President shall refer one copy of each application to the Secretary of the Medical Staff and one to the Secretary of the Board of Trustees.
- c. The Secretary of the Medical Staff shall present the application to the Medical staff at its first regular meeting thereafter, at which time it shall be referred to the Credentials Committee of the Medical Staff.

*Rev: 5/15/87*

*Rev: 5/04/09*

- d. The Credentials Committee shall investigate the reputation, qualifications, and standing of the applicant and shall submit a report of the findings at the next regular meeting of the Medical Staff, recommending that the application be accepted, deferred for a specified time period, or rejected.

- e. If the recommendation be that the application is acceptable and that the applicant be appointed to the Medical staff, the recommendation shall ordinarily be granted.
- f. The Board of Trustees shall either accept the recommendation of the Medical Staff or shall refer the application back to the Secretary of the Medical Staff for further consideration and final recommendation.
- g. When applications are returned by the Board of Trustees for further consideration, the Medical Staff shall again consider the application at the time provided by the Bylaws of the Medical Staff for its next regular meeting. The Secretary of the Medical Staff shall transmit to the Secretary of the Board of Trustees the Medical Staff's final recommendation, together with reasons therefor. The Secretary of the Board of Trustees shall present this final recommendation to the Board of Trustees which shall vote to appoint or reject the applicant. If the final recommendation of the Medical Staff has not been received by the Secretary of the Board within ten days after the Medical Staff meeting, as provided above, the Board of Trustees may take final action on the application without such recommendation.

*Rev: 05/15/87*

*Rev: 05/04/09*

*Rev: 04/13/11*

- h. When final action has been taken by the Board of Trustees, the Secretary of the Board of Trustees shall so notify the President of the hospital, who shall transmit the decision to the applicant. If the applicant is accepted, the President shall secure his signature to the Bylaws, Rules and Regulations of the Medical Staff and the Bylaws of Huggins Hospital. If the applicant is rejected, he shall be given the right to hearing and to appellate review as provided in the Bylaws of the Medical Staff and in accord with Section 5 of this Article.

#### Sec. 4. Terms of Appointment and Re-appointment

- a. The initial term of appointment to the Active Medical Staff shall be provisional for a period of one year only, during which time the applicant's performance and clinical competence will be observed by the President of the Medical Staff and Chief of the Department/Service. After the one-year period of time is concluded and the individual has satisfied all the requirements for Staff eligibility, the applicant shall automatically become eligible for a two-year appointment. If, at the end of that time, the individual has not satisfied the requirements for Staff eligibility, his/her provisional status shall automatically terminate and the member shall be given written notice of said termination and of his/her entitlement to the procedural rights specified in the Medical Staff Bylaws.
- b. With the exception of initial appointments, all re-appointments to the Medical Staff shall be made by the Board of Trustees for a term of two years renewable by the Board of Trustees without formal reapplication. Prior to action of the Board of Trustees the Staff shall submit its recommendations for re-appointment. Bi-annually the Staff will include delineations of privileges and additions, deletions or modification of previously approved delineations of privileges. In case of recommendations for curtailment of privileges or a failure to recommend any member to the staff, the Medical Staff shall state its reasons. The Board of Trustees may at its own initiative refuse re-appointment to any member, but in such case, the reasons for such action shall be reported to the Medical Staff.

*Rev: 8/12/96*

*Rev: 4/5/09*

*Rev: 4/13/11*

- c. Appointment to the Medical Staff shall confer on the appointee only such clinical privileges as have been granted by the Governing Body, in accordance with these Bylaws.

#### Sec. 5. Appeals - Right to Hearings and to Appellate Review

- a. The Medical Staff Bylaws will include a mechanism for review, when requested by the practitioner, of decisions and recommendations concerning staff appointment and re-appointments, and the granting, curtailment, suspension, or revocation of clinical privileges. The final decision of the Board of Trustees, after an appellate review by the Board, will be rendered within 60 days of the date the matter is referred to the Board.
- b. Whenever the Board does not concur in a Medical recommendation relative to appointment, re-appointment or clinical privileges, a review of the recommendation by a joint committee of three members of the Medical Staff and three members of the Board will be conducted before a final decision is reached by the Board. The Trustee members of such a review committee shall be appointed by the Executive Committee of the Board.

Sec. 6. The President of the Medical Staff shall be notified of, and attend, all meetings of the Board of Trustees and its Executive Committee and shall be entitled to participate as a Trustee, ex officio with a vote at meetings. In his absence, the Vice President of the Medical Staff shall attend.

*Rev: 5/15/87*

*Rev: 4/13/11*

*Rev: 1/17/97*

*Rev: 05/4/09*

*Rev: 1/22/10*

### ARTICLE IX

#### Auxiliary

Sec.1. Groups auxiliary to Huggins Hospital may be organized as approved by the Board of Trustees. The organization and bylaws of groups auxiliary to Huggins Hospital shall be subject to approval by the Board of Trustees.

Sec. 2. Auxiliary groups may be established for the purposes of:

- a. Raising funds for Huggins Hospital;
- b. Volunteering services in, or on behalf of, Huggins Hospital.
- c. Otherwise promoting the comfort and welfare of Huggins Hospital patients.

Sec. 3. The heads of other auxiliary groups may be invited by the Chairman of the Board of Trustees to attend regular meetings of the Board of Trustees.

Sec. 4. Each auxiliary group will furnish a written annual report of its activities to the Board of Trustees as at the close of each hospital fiscal year. Each group which raised funds for hospital benefit will also submit an annual financial statement at the close of its fiscal year.

*Rev: 5/15/87*

### ARTICLE X

#### Fiscal Year

Sec. 1. The fiscal year of the hospital shall be from October 1 to September 30.

*Rev: 5/15/87*

## ARTICLE XI

### Seal

Sec. 1. The seal of the corporation shall be circular in forma, and shall have inscribed on its face the name of the corporation and the year of its incorporation.

*Rev: 5/15/87*

## ARTICLE XII

### Amendment

Sec. 1. Subject to the Reserved Power of the Member described in Article III, Section 3(j) above, the Bylaws may be amended by a Majority vote of the Board of Trustees at any regular meeting or at any special meeting called therefore; provided, however, that notice in writing of any proposed amendment shall be mailed or emailed to all Trustees ten days before the meeting at which said proposed amendment is to be voted.

*Rev: 05/15/87*

*Rev: 12/05/13*

*Rev: 12/30/16*



## EXHIBIT A

### **Hospital Board of Trustee Criteria**

1. Employment or personal experience, and/or professional status that reflect a record of accomplishment or reveals expertise that will help the Board of Trustees fulfill its duties.
2. Well regarded in the communities served by the Hospital, with a long-term, good reputation for high ethical standards.
3. Demonstrates an understanding of the Hospital's mission, as well as the mission, vision and principles of the System as set forth in Section 1 and 2 of the Affiliation Agreement.
4. Demonstrates a strategic perspective, an awareness of the dynamics of the complex and ever-changing healthcare environment and the need to anticipate and capitalize on opportunities that enhance the vision and principles of the Hospital as well as the System as set forth in Sections 1 and 2 of the Affiliation Agreement.
5. Service and experience with other non-profit or healthcare boards with a record of preparation, attendance, participation, interest and initiative.
6. Willing and enthusiastic promoter of the Hospital as well as the System.
7. Geographic residence or other connection to the area served by the Hospital.
8. Connections with public and influential community organizations and stakeholders important to the Hospital.
9. Willingness and availability to contribute time and energy to the Hospital's Board and its committees.
10. Respect for the missions and identity of each Hospital within the System.

*Rev: 12/30/16*