



**SONOMA VALLEY HEALTH CARE DISTRICT
BOARD OF DIRECTORS
REGULAR MEETING AGENDA
Thursday, January 10, 2013
6:00 p.m. Public Session**

**Location: Basement Conference Room
Sonoma Valley Hospital – 347 Andrieux Street, Sonoma CA 95476**

AGENDA ITEM	RECOMMENDATION	
MISSION STATEMENT <i>The mission of the SVHCD is to maintain, improve, and restore the health of everyone in our community.</i>		
1. CALL TO ORDER	Boerum	
2. PUBLIC COMMENT SECTION <i>At this time, members of the public may comment on any item not appearing on the agenda. It is recommended that you keep your comments to three minutes or less. Under State Law, matters presented under this item cannot be discussed or acted upon by the Board at this time. For items appearing on the agenda, the public will be invited to make comments at the time the item comes up for Board consideration. At all times please use the microphone.</i>	Boerum	
3. CONSENT CALENDAR: A. Quality Committee Minutes 11.28.12 B. Governance Committee Minutes 11.26.12 C. Finance Committee Minutes 12.04.12 D. Medical Staff Appointments and Reappointments 12.20.12	Boerum	Inform/Action
4. BOARD MEMBER ASSIGNMENTS: A. Board Committee Assignments B. District Representatives – Northern California Health Care Authority (JPA)	Boerum	Inform/Action
5. DIRECTION TO APPROVE PRIMA MEDICAL FOUNDATION BYLAWS REVISION	Mather	Inform/Action
6. STRATEGIC PLANNING PROCESS	Mather	Inform
7. RECOMMENDATION FOR 2013 ANNUAL BOARD RETREAT	Mather	Inform/Action
8. CONSTRUCTION COMMITTEE UPDATE: A. Status Report B. Review of Phase I Project Budget	Coss	Inform
9. FINANCIAL REPORT: A. November 2012 Financial Report	Reid	Inform

AGENDA ITEM	RECOMMENDATION	
10. ADMINISTRATIVE REPORT: A. Dashboard for November 2012	Mather	Inform
11. OFFICER & COMMITTEE REPORTS: A. Chair Report B. Quality Committee: 1. Annual Review of 2012 Work Plan C. Governance Committee: 1. 2012 Work Plan and Charter Review 2. Charter Amendments 3. 2013 Work Plan 4. Annual CEO Objective Setting Policy 5. Annual CEO Evaluation Policy 6. Confidential Hospital Information Policy D. JPA/Northern California Health Care Authority	Boerum Carruth	Inform/ Inform/Action
	Carruth	Inform/Action
	Boerum	Inform
12. ADJOURN: <i>The next regularly scheduled meeting of the SVHCD Board will be held on Thursday, February 7, 2013.</i>		

3.

CONSENT CALENDAR



**SONOMA VALLEY HEALTH CARE DISTRICT
QUALITY COMMITTEE
REGULAR MEETING MINUTES
Wednesday, November 28, 2012
Schantz Conference Room**

Committee Members Present	Committee Members Absent	Community Members Present	Administrative Staff Present
Sharon Nevins, Vice Chair Dr. Jerome Smith Dr. Paul Amara Joel Hoffman Jane Hirsch Brenda Epperly Dr. Howard Eisenstark John Perez Maida Herbst	Kevin Carruth, Chair Bob Burkhart	None	Dr. Robert Cohen, Chief Medical Officer Leslie Lovejoy, Chief Quality & Nursing Officer Mark Kobe, Director of Nursing Laura Gallmeyer, Contracts Analyst

AGENDA ITEM	DISCUSSION	CONCLUSIONS/ ACTION	FOLLOW-UP/ RESPONSIBLE PARTY
MISSION AND VISION STATEMENTS	<i>The mission of the SVHCD is to maintain, improve, and restore the health of everyone in our community.</i> <i>The vision of the SVHCD is that: SVH will be a nationally recognized, compassionate place of healing and known for excellence in clinical quality. We serve as the guide and indispensable link for our community's health care journey.</i>		
1. CALL TO ORDER	5:04 p.m. Mr. Carruth, the Quality Committee Chair was absent, therefore, Ms. Nevins, the Vice Chair, presided at the meeting.		
2. PUBLIC COMMENT <i>At this time, members of the public may comment on any item not appearing on the agenda. It is recommended that you keep your comments to three minutes or less. Under State Law, matters presented under this item cannot be discussed or acted upon by the Committee at this time. For items appearing on the agenda, the public will be invited to make comments at the time the item comes up for Committee consideration.</i>	There was no public comment.		

AGENDA ITEM	DISCUSSION	CONCLUSIONS/ ACTION	FOLLOW-UP/ RESPONSIBLE PARTY
3. CONSENT CALENDAR: A. Prior Meeting Minutes 10.24.12 B. Tracking Report for Uncorrected Items		MOTION: by Hirsch; second by Hoffman, to approve the Consent Calendar and carried. All in favor; none opposed.	
4. INTRODUCE THE NEW QUALILTY COMMITTEE MEMBERS	<i>Sharon Nevins, Vice Chair</i>		
	Ms. Nevins introduced the new Quality Committee members and gave a brief summary of their backgrounds.		
5. CONTRACT ADMINISTRATION	<i>Laura Gallmeyer (on behalf of Ellen Shannahan)</i>	MOTION: by Amara; second by Hirsch to approve the contract administration policy and brought to the Board. All in favor; none opposed.	
	Ms. Lovejoy briefly explained the purpose of the contract administration policy and procedure was that the Joint Commission and the State of California required on an annual basis for the SVHCD Board of Directors to be apprised of the contract process, how SVH reviews the contracts, the quality improvement efforts around them, and what contracts the Hospital have (clinical and non-clinical). Ms. Gallmeyer then presented the contract process.		
6. ACKNOWLEDGEMENT CONCERNING CONFIDENTIAL INFORMATION	<i>Sharon Nevins, Vice Chair</i>		
	Ms. Nevins explained the policy concerning the acknowledgement of confidential information for each Board Committee member to fill out, sign, and submit to the Board Clerk.		
7. QUALITY TRAINING FOR THE BOARD AND COMMITTEES	<i>Sharon Nevins, Vice Chair</i>		
	Ms. Nevins discussed the quality training for the Board and Board Committees for next year in order to understand the responsibilities as a Board Committee for the concept of quality. Dr. Eisenstark suggested having a physician from UCSF, who has the expertise on quality and safety, provide the training. Ms. Nevins recommended bringing this back at next month's meeting.		

AGENDA ITEM	DISCUSSION	CONCLUSIONS/ ACTION	FOLLOW-UP/ RESPONSIBLE PARTY
8. QUALITY COMMITTEE CHARTER REVIEW FEEDBACK FROM MEMBERS	<i>Sharon Nevins, Vice Chair</i>	MOTION: by	
	<p>Ms. Nevins discussed the current Quality Committee Charter, especially granting initial approvals for credentialing and reappointments from two Quality Committee members approving and temporarily grants credentials and privileges pending Board approval at the next Board meeting when the Quality Committee Chair and Vice Chair are not available. Dr. Smith added that this was already in the Medical Staff Bylaws.</p> <p>Dr. Eisenstark asked about the process and wording of the credentialing and reappointments.</p> <p>Ms. Nevins recommended adding to next month's agenda and deleting the word "policy" in the document, which the Charter is not.</p>		
9. QUALITY COMMITTEE REPORT TO THE BOARD FOR 2012	<i>Sharon Nevins, Vice Chair</i>		
	Ms. Nevins recommended bringing this back at next month's meeting.		
10. QUALITY COMMITTEE WORK PLAN FOR 2013	<i>Sharon Nevins, Vice Chair</i>		
	Ms. Nevins recommended bringing this back at next month's meeting.		
11. QUALITY REPORT	<i>Leslie Lovejoy</i>		
	<p>Ms. Lovejoy reported surveyors recently visited the Hospital. A federal survey was conducted by CMS who visited the SNF department. There were very few deficiencies and SVH worked on action plans. The deficiencies from the State pharmacy survey, which the Hospital had opportunities for improvement, particularly from crash carts. SVH was in the process of redefining the entire crash cart and standardizing to one type. All crash carts and contents at the Hospital are now up-to-date.</p> <p>IV fluid bags were also one of the deficiencies. The Environmental Services staff now has access to cleaning the medication areas under supervision by using a crash cart check list. The Hospital received a complaint from The Joint Commission and accepted the investigation and response provided by the Chief Quality and Nursing Officer and Director of Nursing.</p>		
12. DASHBOARD	<i>Leslie Lovejoy</i>		
	Ms. Lovejoy said the 2013 dashboard indicators had been identified and was presented to the Board for approval. The Board recommended the dashboard should be done on a quarterly basis than on a monthly basis.		

AGENDA ITEM	DISCUSSION	CONCLUSIONS/ ACTION	FOLLOW-UP/ RESPONSIBLE PARTY
13. POLICIES & PROCEDURES:	<i>Leslie Lovejoy</i>		
A. Adult Hypoglycemia	It was suggested by the Committee that the policy needed to be a protocol rather than a policy. Therefore, it was recommended to amend and brought back at January's meeting.		
14. CLOSING COMMENTS	<i>Sharon Nevins, Vice Chair</i>		
	There was no closing comment		
15. ADJOURN	6:15 p.m.		
16. UPON ADJOURNMENT OF THE REGULAR OPEN SESSION	<i>Sharon Nevins, Vice Chair</i>		
	There was no comment.		
17. REPORT OF CLOSED SESSION	<i>Sharon Nevins, Vice Chair</i>	MOTION: by Hirsch; second by Epperly to forward the Credentialing Report to the Board and carried. All in favor; none opposed.	



**SONOMA VALLEY HEALTH CARE DISTRICT
GOVERNANCE COMMITTEE
REGULAR MEETING MINUTES
Monday, November 26, 2012
Schantz Conference Room**

Committee Members Present Kevin Carruth, Chair Peter Hohorst Paula Davis	Committee Members Absent	Administrative Staff Present Kelly Mather, CEO
------------------------------------------------------------------------------------------	---------------------------------	----------------------------------------------------------

AGENDA ITEM	DISCUSSION	CONCLUSIONS/ ACTION	FOLLOW-UP/ RESPONSIBLE PARTY
MISSION AND VISION STATEMENTS	<p><i>The mission of the SVHCD is to maintain, improve, and restore the health of everyone in our community.</i></p> <p><i>The vision of the SVHCD is that: SVH will be a nationally recognized, compassionate place of healing and known for excellence in clinical quality. We serve as the guide and indispensable link for our community's health care journey.</i></p>		
1. CALL TO ORDER	9:07 a.m.		
2. PUBLIC COMMENT <i>At this time, members of the public may comment on any item not appearing on the agenda. It is recommended that you keep your comments to three minutes or less. Under State Law, matters presented under this item cannot be discussed or acted upon by the Committee at this time. For items appearing on the agenda, the public will be invited to make comments at the time the item comes up for Committee consideration.</i>	There was no public comment.		
3. CONSENT CALENDAR: A. Prior Meeting Minutes 10.24.12		MOTION: by Hohorst; seconded; to approve the Consent Calendar and carried. All in favor; none opposed.	
4. GOVERNANCE COMMITTEE REPORT TO THE BOARD FOR 2013	<i>Kevin Carruth, Chair</i>		

AGENDA ITEM	DISCUSSION	CONCLUSIONS/ ACTION	FOLLOW-UP/ RESPONSIBLE PARTY
	Mr. Carruth recommended a summary report compared to the Work Plan and the Charter. He suggested bringing it back at next month's meeting. There was a Bylaws change that was also recommended and Mr. Hohorst was to provide the wording.		
5. DEVELOP GOVERNANCE COMMITTEE WORK PLAN FOR 2013	<i>Kevin Carruth, Chair</i>		
	Mr. Carruth suggested not developing the Work Plan until a Board assessment had been done.		
6. REVIEW CHARTER FOR RECOMMENDED CHANGES	<i>Kevin Carruth, Chair</i>		
	Mr. Carruth recommended having every Board Committee to include at their next meeting's agenda the following: 1) To review what they did in 2012 and prepare a brief summary report to the Board in relation to the Charter and the Work Plan; 2) To review their Charters for changes; and 3) Develop a Work Plan for 2013. He strongly recommended that the CEO attend each Board Committee meetings for further discussions.		
7. UPDATE – BOARD POLICY ON CEO EVALUATION, COMPENSATION, SCHEDULE, ETC.	<i>Peter Hohorst</i>		
	Mr. Carruth recommended to review the documents, get feedback from the CEO, and brought back at next month's meeting.		
8. CEO CHANGE ORDER AUTHORITY	<i>Kelly Mather</i>		
	Ms. Mather discussed the Project Change Order policy. Mr. Hohorst would revise the wording.		
9. ACKNOWLEDGEMENT CONCERNING CONFIDENTIAL INFORMATION	<i>Kevin Carruth, Chair</i>		
	Mr. Carruth advised that the Policy Concerning Confidential Information should be included in all of the Board Committee agenda packets for the Committees to sign and submit to the Board Clerk.		
10. CLOSING COMMENTS	<i>Kevin Carruth, Chair</i>		
	There was no closing comment.		
11. ADJOURN	10:40 a.m.		



**SONOMA VALLEY HEALTH CARE DISTRICT
FINANCE COMMITTEE
REGULAR MEETING MINUTES
Tuesday, December 4, 2012
Schantz Conference Room**

Committee Members Present	Committee Members Absent	Administrative Staff Present
Richard Fogg, Chair Bill Boerum Sharon Nevins Shari Glago Mary Smith Dr. Subhash Mishra Steve Barclay Richard Conley Phil Woodward		Rick Reid, CFO Kelly Mather, CEO Jeannette Tarver, Director of Finance Peter Hohorst, Board Chair Michelle Donaldson, Assistant Hospital Administrator & Director of Surgery

AGENDA ITEM	DISCUSSION	CONCLUSIONS/ ACTION	FOLLOW-UP/ RESPONSIBLE PARTY
MISSION AND VISION STATEMENTS	<p><i>The mission of the SVHCD is to maintain, improve, and restore the health of everyone in our community.</i></p> <p><i>The vision of the SVHCD is that: SVH will be a nationally recognized, compassionate place of healing and known for excellence in clinical quality. We serve as the guide and indispensable link for our community's health care journey.</i></p>		
1. CALL TO ORDER	<p>5:00 p.m.</p> <p>Mr. Fogg introduced the two new Finance Committee members and discussed their backgrounds. Each attendee briefly introduced themselves.</p>		
<p>2. PUBLIC COMMENT</p> <p><i>At this time, members of the public may comment on any item not appearing on the agenda. It is recommended that you keep your comments to three minutes or less. Under State Law, matters presented under this item cannot be discussed or acted upon by the Committee at this time. For items appearing on the agenda, the public will be invited to make comments at the time the item</i></p>	<p>There was no public comment.</p>		

AGENDA ITEM	DISCUSSION	CONCLUSIONS/ ACTION	FOLLOW-UP/ RESPONSIBLE PARTY
<i>comes up for Committee consideration.</i>			
3. CONSENT CALENDAR: A. Prior Meeting Minutes 10.23.12		MOTION: by Nevins; second by Barclay, to approve the Consent Calendar with minor revisions and carried. All in favor; none opposed.	
4. DEVELOP FINANCE COMMITTEE WORK PLAN FOR 2013	<i>Richard Fogg, Chair</i>		
	Mr. Reid discussed the proposed Work Plan for 2013 recommended by the Governance Committee. Ms. Nevins suggested having the Committee educate themselves on perspective environment reports. She and Ms. Glago would put together a presentation and proposal at the February 2013 meeting.		
5. FINANCE COMMITTEE CHARTER REVIEW & FEEDBACK FROM COMMITTEE MEMBERS	<i>Richard Fogg, Chair</i>		
	Mr. Fogg briefly discussed getting feedback from the Committee of the Charter to be brought to the Board. Mr. Fogg recommended adding a sentence that read, “the Finance Committee Chair will sit in the Audit Committee” under the “General” section of the Charter. Ms. Glago suggested having the Finance Committee Chair draft his perspective of the year in review at next month’s meeting.		
6. UPDATES	<i>Rick Reid, CFO</i>		
	Mr. Reid reported SVH received the first year reimbursement for EHR of \$1.2 million. SVH was in final review with the Napa State contract and expected to be finalized in January 2013 with a retroactive date back in July 1, 2012. Consolidations with Palm Drive Hospital went well. Implemented Paragon for the Admitting and Finance departments on November 4, 2012. Some reorganization changes took place in the I.T. department. Have added an Analyst, Clinical Educator, and Project Manager. The Project Manager would not be managing personnel, but would be managing the implementation of the project. There were also changes made in the Steering Committee.		
7. OCTOBER 2012 FINANCIALS	<i>Rick Reid, CFO</i>		
	Mr. Reid reported volumes were under budget for inpatient and under budget for SNF		

AGENDA ITEM	DISCUSSION	CONCLUSIONS/ ACTION	FOLLOW-UP/ RESPONSIBLE PARTY
	<p>days. Over budget for outpatient revenue. Under budget by 4 for surgical cases. Total operating revenue was almost \$4 million on a budget for almost \$4 million. Revenue was over budget by \$2,002. Operating expenses were under budget by \$9,885. Operating margin was right on budget. Net income before restricted contributions of \$54,488 on a budget of \$18,915 and received restricted contributions of \$12,633. EBIDA before restricted contributions was 9% on a budget of 7%. Year-to-date expenses were \$17 million and on a year-to-date basis revenue was under budget by \$53,000. Expenses were under budget by \$252,000. Operated margin was \$199,000. Net income before restricted contributions of \$159,000 on a budgeted loss of \$37,000. \$196,000 better than budget for a net income after restricted contributions of \$290,000 on a budget of \$152,000. Net revenue was right on budget and made up for the losses with lower inpatient revenue by better outpatient revenue. Community Benefit (SVH's charity care policy) had a couple of large write-offs from patients who did not have the means to pay for the healthcare they received. Bad debts were better than budget, due to lower volume of self-paid patients than what was budgeted for the month.</p> <p>Mr. Reid announced the new self pay payment policy given a 60% discount and an additional 10% if paid within 21 days. SVH would start tracking the cash receipts from that and would do a year to year comparison.</p> <p>On the expense side salaries were under budget and FTEs were under budget by 6. Salaries, wages, and agency costs were under budget by \$16,243. The Hospital accrued of about \$140,000 a year for the EHR. There were no restricted Foundation contributions, but last month SVH had \$114,000 for the Radiology Room.</p>		
8. PROJECTED CASH FLOWS	<i>Rick Reid, CFO</i>		
	Mr. Reid discussed the projected cash flow. The goal was to have accounts payable down between 45 and 50 days.		
9. RECOMMENDATION FROM CONSTRUCTION COMMITTEE ON FINANCING	<i>Rick Reid, CFO</i>		
	<p>Mr. Reid reported the funding and financing of \$41,239,000 that was approved by the Board. A recommended budget adjustment of \$1,370,000 was not approved by the Board. SVH received donations as of the end of October 2012 of \$2,064,354 with a total cash of \$33,564,354.</p> <p>He added at last month's Construction Committee meeting the Committee approved the changes in the existing part of the second floor when the project was not in scope. The cost of the total project would be \$1,200,000. The total expected cash was \$8,000,000 with an adjusted gap of \$2,245,000.</p> <p>The Committee recommended bringing this back at next month's meeting.</p>		

AGENDA ITEM	DISCUSSION	CONCLUSIONS/ ACTION	FOLLOW-UP/ RESPONSIBLE PARTY
10. ACKNOWLEDGEMENT CONCERNING CONFIDENTIAL INFORMATION	<i>Rick Reid, CFO</i>		
	This agenda item was recommended by the Committee to be brought back to the Governance Committee to adjust the wording on the second sentence of the form.		
11. ADJOURN	7:00 p.m.		

Richard Fogg, Chairman

5.

PRIMA
BYLAWS



Meeting Date: January 10, 2013
Prepared by: Kelly Mather, CEO
Agenda Item Title: DIRECTION TO APPROVE PRIMA MEDICAL FOUNDATION BYLAWS REVISIONS

Recommendations:

That the Board agrees to direct the two Prima Medical Foundation board members, Kelly Mather and Robert Cohen, M.D., to approve the revisions to the Prima Bylaws and grant authority to approve the final decision on how Sections 3.3 and 3.8 will read at the January meeting of that board.

Background:

Prima Medical Foundation has been in existence since May 2011. The Foundation was formed by Marin General Hospital, Meritage IPA (formerly Marin IPA), Sonoma Valley Hospital and Prima Medical Group. The current board structure includes three directors from Marin General Hospital, two directors from Sonoma Valley Hospital, two directors from MIPA, two directors from Prima Medical Group, and three community at large members.

The current foundation has 55 physician FTEs, six of which are in Sonoma. The Foundation has grown extremely fast in Marin County since its inception. Due to the large number of physicians supported by this Foundation serving Marin County versus the small number of Sonoma based physicians, the Foundation structure and increased level of financial support needed for expansion should have majority risk and representation by Marin General Hospital.

The revisions are mainly found in Article 3, Board of Directors. The board shall now consist of 15 voting members with the majority of directors represented by Marin General Hospital. See attached.

Consequences of Negative Action/Alternative Actions:

If we do not make a change in the Foundation structure as presented in the Bylaws changes, Prima Medical Foundation would continue to be the responsibility of all four organizations represented on the current board of directors. Sonoma Valley Hospital does not have the financial capacity to support the potential practice losses of 55 plus physician FTEs.

Financial Impact:

There is no financial impact if we approve the Bylaws revisions. If we do not, then Sonoma Valley Hospital may be at risk for any future losses that result from the high level growth in Marin County.

Attachment:

Recommended Prima Medical Foundation Bylaws with Revisions

January 4, 2013

Kelly Mather
Chief Executive Officer
Sonoma Valley Hospital
347 Andrieux Street
Sonoma, CA 95476

Re: Prima Medical Foundation

Dear Kelly:

In connection with the recent restructure and recapitalization of Prima Medical Foundation (PMF), the Board of PMF, including representatives from Sonoma Valley Hospital (SVH), will be asked to support the modifications to the Bylaws of PMF that, as detailed in the attached, have the result of causing PMF to operate as a consolidated affiliate of Marin General Hospital (MGH). This will be accomplished by providing MGH with the right to appoint a majority of the Board of Directors of PMF, including two seats currently appointed by SVH.

The purpose of this letter is to request SVH's support for these modifications. The advantages to the new structure are that PMF will now have a clearly identified controlling entity and we believe that PMF will be able to improve its overall performance as part of our developing integrated delivery system. Although SVH would lose the "right" to appoint members to the board, we believe that this is offset by the additional security provided to SVH and that this is a step in the natural evolution of our system.

Also, by this letter, MGH commits to use its appointment authority to ensure that at least one representative from SVH shall be appointed to the PMF Board so long as SVH remains as an affiliate of Marin General Hospital.

Thank you for your support of this important initiative.

Sincerely,

Lee Domanico
Chief Executive Officer

AMENDED AND RESTATED
BYLAWS OF
PRIMA MEDICAL FOUNDATION

[December 31, 2012][January 1, 2013]

- Formatted:** Justified, Line spacing: single
- Formatted:** Line spacing: single
- Formatted:** Indent: Left: 0", Line spacing: single
- Deleted:** May 3, 2011 ¶
== -Section Break (Continuous)- ==

**BYLAWS
OF
PRIMA MEDICAL FOUNDATION**

Formatted: Centered, Indent: Left: 0", First line: 0", Right: 0", Line spacing: single

Deleted:

**ARTICLE 1,
NAME: PURPOSES; MEMBERS**

Deleted:

Deleted: _

Section 1.1 Name. The name of this corporation is Prima Medical Foundation ("Foundation").

Section 1.2 Purposes. The Foundation is a nonprofit public benefit corporation within the definition of the California Nonprofit Corporation Law. The property of the Foundation is irrevocably dedicated to public, charitable, educational, and hospital purposes which meet the requirements of Section 501(c)(3) of the Internal Revenue Code and Sections 23701 and 214 of the California Revenue and Taxation Code. The specific and primary purposes of the Foundation are to perform and carry out charitable healthcare functions and purposes by establishing, operating and maintaining multi-specialty medical clinics for the provision of healthcare services in California, pursuant to the provisions of Section 1206(1) of the California Health and Safety Code, and by engaging in, sponsoring, advancing, encouraging and promoting charitable healthcare, educational and medical research activities.

The Foundation shall operate in a way which benefits and serves the community rather than serving private interests. To further the community benefit, Foundation's specific purposes shall include the following:

- to participate in, or make a good faith effort to participate in, the Medicare and Medi-Cal programs, with any such participation being in a nondiscriminatory manner;
- for those patients unable to pay, it will: (a) provide medical services for those in immediate need of care; (b) not discriminate against them; and (c) provide them with charity care if they meet predetermined criteria;
- to conduct research, with the results available to the public in accordance with the Bayh-Dole Act, or other applicable state or federal laws;
- to conduct health education programs open to the public; and
- to integrate all medical functions and records for each individual patient.

Section 1.3 Membership. The Foundation shall have no members.

Formatted: Justified, Right: 0", Line spacing: single

Formatted: Justified

Deleted:

**ARTICLE 2,
OFFICES**

Section 2.1 Principal Office. The principal office for the transaction of the business of the Foundation shall be in Marin County, California, at a location determined from time to time by the Board of Directors.

Formatted: Centered, Indent: Left: 0", Right: 0", Line spacing: single

Deleted: _

Deleted: ¶

Section 2.2 Other Offices. The Foundation may have such other branch or subordinate offices as the Board of Directors may determine from time to time.

Formatted: Justified, Line spacing: single

**ARTICLE 3,
BOARD OF DIRECTORS**

Section 3.1 Management by Board of Directors. Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws, the business and affairs of the Foundation shall be managed and all corporate powers shall be exercised by or under the ultimate direction of the Board of Directors.

Section 3.2 Number of Voting Directors. The Board of Directors shall consist of fifteen (15) voting members until changed by amendment to these Bylaws. The Foundation's Chief Executive Officer shall serve as an ex-officio non-voting member of the Board of Directors.

Section 3.3 Composition and Selection of the Board.

(a) Directors Selected by Marin General Hospital Corporation ("MGHC"). For so long as the Funding Agreement between Foundation and MGHC remains in effect or any amounts remain owing to MGHC by Foundation thereunder, MGHC shall select three (3) members of the Board of Directors as follows:

(i) Six (6) members of the Board of Directors (of which three may be, but are not required to be, employees of MGHC or one of its Affiliates) shall be selected by MGHC without any nomination process. (For purposes of these Bylaws, "Affiliate" means, with respect to any entity, any entity or person that owns or controls directly or indirectly such entity, any entity or person that controls or is controlled by or is under common control with such entity, and each of such entity's senior executive officers, directors and managers.)

(ii) One (1) member of the Board of Directors shall be nominated by MIPA (as defined in Subsection (b) below) which nominee shall not be an Interested Person (as defined in Section 3.8 below) and shall not be a MIPA Affiliated Person; provided, however, that if MGHC does not approve MIPA's first [two(2)/three(3)] nominees, [which approval MGHC shall not unreasonably withhold,] then MGHC shall select such member [who shall qualify under the criteria set forth in [Section] [Exhibit]].

(iii) One (1) member of the Board of Directors shall be nominated by PMG (as defined in Section (c) below) which nominee shall not be an Interested Person (as defined in Section 3.8 below) and shall not be a PMG Affiliated Person; provided, however, that if MGHC does not approve PMG's first [two(2)/three(3)] nominees, [which approval MGHC shall not unreasonably withhold,] then MGHC shall select such member [who shall qualify under the criteria set forth in [Section] [Exhibit]].

(iv) Upon the termination of the Funding Agreement between Foundation and District and the payment by Foundation to District of all amounts due thereunder, the MGHC designated directors' terms shall immediately and automatically terminate and those seats on the Board of Directors shall thereafter become "at large" seats and shall be elected as provided for in subsection (d) below.

(b) Directors Selected by Marin Individual Practice Association ("MIPA"). For so long as the exclusive Provider Agreement between Foundation and MIPA remains in effect, MIPA shall select three (3) members of the Board of Directors as follows:

Deleted:

Formatted: Centered, Indent: Left: 0", Right: 0", Line spacing: single

Deleted: _

Deleted:

Deleted: ¶

Deleted: twelve (12)

Formatted: Justified, Right: 0", Line spacing: single

Deleted:

Deleted: (i) . All three (3)

Formatted: Justified, Indent: Left: 0", First line: 1", Line spacing: single, Numbered + Level: 1 + Numbering Style: i, ii, iii, ... + Start at: 1 + Alignment: Left + Aligned at: 1" + Tab after: 2.46" + Indent at: 2.46", Tab stops: Not at 0.98" + 1.45" + 2.46"

Deleted: and

Formatted: Justified, Indent: Left: 0", First line: 1", Space Before: 11.75 pt, Line spacing: single, Numbered + Level: 1 + Numbering Style: i, ii, iii, ... + Start at: 1 + Alignment: Left + Aligned at: 1" + Tab after: 2.46" + Indent at: 2.46", Tab stops: Not at 0.98" + 1.46" + 2.46"

Deleted: done

Deleted: f

Deleted: (b) . Directors Selected by Sonoma Valley Hospital ("SVH"). For so long as the Funding Agreement between Foundation and SVH remains in effect or any amounts remain owing to SVH by Foundation thereunder, SVH shall select two (2) members of the Board of Directors as follows:¶

¶

¶ (i) Both members of the Board of Directors may be, but are not required to be, an employee of SVH or one of its Affiliates and shall be selected by SVH without any nomination process.¶

¶

(i) Subject to Section 3.8 below, all three (3) members of the Board of Directors may be MIPA Affiliated Persons and shall be selected by MIPA without any nomination process. For the purposes of this section of these Bylaws, "MIPA Affiliated Person" shall mean an individual who is a present, or has within the past five (5) years been, a member, shareholder, partner, employee or contractor of, or otherwise has or had a compensation arrangement with, MIPA.

- Deleted: (i) . Two (2)
- Deleted: Directors
- Deleted: Director
- Deleted: past or

(ii) Upon the termination of the Provider Agreement between Foundation and MIPA, the MIPA designated directors' terms shall immediately and automatically terminate and those seats on the Board of Directors shall thereafter become "at large" seats and shall be elected as provided for in subsection (d) below.

- Deleted: (ii) . At least one (1) member of the Board of Directors shall be a person who is not a MIPA Affiliated Director and shall be selected by MIPA without any nomination process ("MIPA Non-Affiliated Director"). ¶

(iii) MIPA's right to designate members of the Board of Directors shall automatically terminate upon any transfer by MIPA of a majority ownership interest of, or control of, MIPA to Sutter Health or any of its Affiliates without the consent of the Board of Directors pursuant to Sections 3.10(b)(vi), and those seats on the Board of Directors shall thereafter become "at large" seats and shall be elected as provided for in subsection (d) below.

- Deleted: f
- Deleted: ¶
- Deleted:)
- Deleted: . (d)

(c) Directors Selected by Prima Medical Group, Inc. ("PMG"). For so long as the exclusive Professional Services Agreement between Foundation and PMG remains in effect, PMG shall select three (3) members of the Board of Directors as follows:

- Deleted: (i) . Two (2)
- Deleted: Directors
- Deleted: Director
- Deleted: past or

(i) Subject to Section 3.8 below, all three (3) members of the Board of Directors may be PMG Affiliated Persons and shall be selected by PMG without any nomination process. For the purposes of this section of these Bylaws, "PMG Affiliated Person" shall mean an individual who is a present, or has within the past five (5) years been, a member, shareholder, partner, employee or contractor of, or otherwise has or had a compensation arrangement with, PMG.

- Deleted: (ii) . At least one (1) member of the Board of Directors shall be a person who is not a PMG Affiliated Director and shall be selected by PMG without any nomination process ("PMG Non-Affiliated Director"). ¶

(ii) Upon the termination of the Professional Services Agreement between Foundation and PMG, the PMG designated directors' terms shall immediately and automatically terminate and those seats on the Board of Directors shall thereafter become "at large" seats and shall be elected as provided for in subsection (d) below.

- Deleted: f
- Deleted: ¶
- Deleted:)

(iii) PMG's right to designate members of the Board of Directors shall automatically terminate upon any transfer by PMG of a majority ownership interest of, or control of, PMG to Sutter Health or any of its Affiliates without the consent of the Board of Directors pursuant to Sections 3.10(b)(vi), and those seats on the Board of Directors shall thereafter become "at large" seats and shall be elected as provided for in subsection (d) below.

- Formatted
- Deleted: e

(d) Directors Selected At Large. One (1) member (or more as provided hereunder) of the Board of Directors shall be selected by MIPA and PMG, provided as to each that it is entitled to select directors pursuant to subparagraphs (a) – (d) above at such time. No at large director may be an Interested Person as defined in Section 3.8, a MIPA Affiliated Person or a PMG Affiliated Person; provided, however, that if MIPA's right to designate members of the Board of Directors terminates pursuant to subsection (b)(ii) or (iii) above, at large directors may be MIPA Affiliated Persons, and, if PMG's right to designate members of the Board of Directors terminates pursuant to subsection (c)(ii) or (iii) above, at large directors may be PMG Affiliated Persons. If MIPA or PMG is not entitled at any time to designate at large directors hereunder, then the remaining of them shall fill any vacancy in the at large director position(s). If neither MIPA nor PMG is entitled at any time to designate at large directors hereunder, then MGHC, if it is entitled to designate members of the Board of Directors pursuant to subsection (a) above, shall fill any vacancy in the at large director position(s), and, if MGHC is not so entitled, then the sitting directors who were not designated or approved by MGHC,

- Deleted: the approval of
- Deleted: are
- Deleted: interested director
- Deleted: or an individual
- Deleted: past or present
- Deleted: , or any of their
- Deleted: directors
- Deleted: subparagraphs
- Deleted: . If none of
- Deleted: MIPA are
- Deleted: then sitting at la
- Deleted: vacancies in

shall fill any vacancy in the at large director position(s).

Deleted: positions.

Section 3.4 Term. All directors who are designated pursuant to subparagraph (a) through (d) of Section 3.3 of these Bylaws shall hold office until removed or he or she resigns as provided for in these Bylaws, or, if the director is designated pursuant to Section 3.3 (a), (b) or (c), until such date as the entity that designated the director no longer is entitled to designate directors on which date the director shall be deemed to resign. All at large directors selected pursuant to subparagraph (e) of Section 3.3 of these Bylaws shall hold office for one (1) year. Any director who fills the unexpired term of a vacant director position shall serve until the end of that unexpired term. At the end of a director's term, the director must be reelected to serve any additional terms.

Formatted: Line spacing: single

Deleted: .

Section 3.5 Removal. MGHC may remove any of its designated directors at any time. MIPA may remove any of its designated directors at any time. PMG may remove any of its designated directors at any time. The "at large" director(s) may be removed at any time by the affirmative vote of eight (8) directors, including at least one of the directors designated by each of MGHC, MIPA and PMG as are entitled at such time to designate directors pursuant to Section 3.3 herein.

Formatted: Justified, Indent: Left: 0", Right: 0", Line spacing: single

Deleted: SVH may remove any of its designated directors at any time.

Deleted: MMPC may remove its designated director at any time.

Deleted: remaining

Deleted: directors

Deleted: three (3) or more of

Deleted: . SVH

Formatted: Justified, Indent: Left: 0", Line spacing: single

Section 3.6 Resignation. Any director may resign at any time by giving written notice to the Chair or Secretary of the Board of Directors. Such resignation, which may or may not be made contingent on formal acceptance, shall take effect on the date of receipt or at any later time specified in the resignation.

Section 3.7 Vacancies. Vacancies for director positions shall be filled in accordance with the procedure set forth in Section 3.3 of these Bylaws. A vacancy or vacancies on the Board of Directors shall be deemed to exist in the case of the death, resignation or removal of any director, or if the Board of Directors by resolution declares vacant the office of a director who has been declared of unsound mind by an order of court or convicted of a felony, or if the authorized number of directors is increased.

Formatted: Justified, Line spacing: single

Formatted: Justified, Indent: Left: 0", Right: 0", Line spacing: single

Formatted: Font: Not Bold, Underline

Deleted: interested person

Section 3.8 Interested Directors. Not more than forty-nine percent (49%) of the persons serving on the Board of Directors at any time may be interested persons. An Interested Person is (1) any person being compensated by the Foundation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise (excluding any reasonable compensation paid to a director for serving in such capacity); and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, mother-in-law, or father-in-law of any such person. No violation of the provisions of this Section shall affect the validity or enforceability of any transaction entered into by the Foundation. Notwithstanding any other provision of these Bylaws, at no time shall more than thirty-three and one third percent (33-1/3%) of the persons serving on the Board of Directors be owners, partners, shareholders, employees or contractors of, or otherwise have a compensation arrangement with MIPA, PMG or any other physician or physician group which contracts with the Foundation to provide physician services in conjunction with the Foundation, or be interested or financially related, directly or indirectly, to any such person.

Formatted: Font: Bold

Deleted: %)

Section 3.9 Restricted Grants and Gifts. The directors shall, in the exercise of their fiduciary obligations to the Foundation and to the public, protect and maintain separately all funds or assets of the Foundation derived from grants or gifts expressly restricted by the grantors or donors to health care, scientific research, education or other charitable purposes.

Deleted: ¶

Section 3.10 Supermajority Voting Requirements.

Formatted: Justified

Deleted:

(a) Notwithstanding anything to the contrary expressed or implied in these Bylaws, the Foundation shall not, unless authorized by the consent of ten (10) or more of the directors:

(i) file for bankruptcy, make a general assignment for the benefit of creditors, or take any similar action;

(ii) make any material change in the nature of the Foundation's business; or

(iii) take any action that would make it impossible to carry on the ordinary business activities of the Foundation; and

(b) Notwithstanding anything to the contrary expressed or implied in these Bylaws, the Foundation shall not, unless authorized by the consent of ten (10) or more of the directors, including at least one of the directors designated by each of MGHC, MIPA and PMG if it is entitled at such time to designate directors pursuant to Section 3.3 herein, provided further that as to MGHC, its Funding Agreement with the Foundation has not been terminated due to breach by MGHC thereunder, or due to Government Action as defined therein, and MGHC has not provided notice to Foundation, or been deemed to have provided notice to Foundation, of its termination of the Funding Agreement thereunder:

(i) sell, exchange, or otherwise dispose of any assets outside the ordinary course of business;

(ii) engage in any dissolution, liquidation, merger, consolidation, conversion or reorganization or issue any corporate memberships;

(iii) amend the Foundation's Articles of Incorporation or these Bylaws;

(iv) borrow funds from any person or entity other than MGHC, Sonoma Valley Hospital, MIPA or PMG or one of their Affiliates;

(v) enter into a management agreement with any person or entity pursuant to which it would reasonably be interpreted that Foundation is transferring management control of its operations to a third party;

(vi) approve, at the request of either MIPA or PMG, MIPA's or PMG's transfer of a majority ownership interest or control to Sutter Health or any of its Affiliates; or

(vii) approve the extension beyond December 31, 2015 of the amendments made effective January 1, 2013 to this Article 3 of the Bylaws. If this extension is not approved prior to or on December 31, 2015, then this Article 3 shall be revised on January 1, 2016, with no further action required by the Board of Directors, to those provisions in effect as of December 31, 2012.

Section 3.11 Related Party Transactions. Notwithstanding anything to the contrary expressed or implied in these Bylaws, the Foundation shall not enter into an agreement with a party that is entitled to designate a director pursuant to Section 3.3 herein, unless the agreement is authorized by the consent of a majority or more of the directors not designated by that party.

ARTICLE 4.

- Deleted: eight or more of ...
- Deleted: (i)
- Formatted ...
- Formatted ...
- Deleted: (ii) .
- Formatted ...
- Deleted:
- Deleted: (iii) .
- Formatted ...
- Formatted ...
- Formatted ...
- Deleted: eight
- Deleted: . SVH
- Deleted: each of
- Deleted: and SVH
- Deleted: or SVH, ...
- Deleted: or SVH, ...
- Deleted: (i)
- Formatted ...
- Formatted ...
- Deleted: (ii) .
- Formatted ...
- Formatted ...
- Formatted ...
- Deleted: (iii)
- Formatted ...
- Formatted ...
- Deleted: (iv) .
- Formatted ...
- Deleted: SVD
- Formatted ...
- Deleted: (v)
- Formatted ...
- Deleted: or
- Formatted ...
- Deleted: (vi) .
- Formatted ...
- Deleted: .
- Formatted ...
- Formatted ...
- Formatted ...
- Deleted:

MEETINGS OF THE BOARD OF DIRECTORS

Deleted: .

Section 4.1 Annual Meeting. An annual meeting of the Board of Directors shall be held each year at a time and place to be determined by the Board of Directors at its first meeting. At such annual meeting, the Board of Directors shall select the officers of the Foundation and shall conduct such other business as is appropriate. Annual meetings shall be held at the principal office of the Foundation unless the place of the meeting is by resolution of the Board of Directors set for another place. Notice of the annual meeting shall not be required unless the place of the meeting is by resolution of the Board of Directors set for another place.

Section 4.2 Regular Meetings. Regular meetings of the Board of Directors, in addition to the annual meeting, shall be held at least annually, at the times and places designated by the Board of Directors by written notice sent by the Chair of the Board. In the absence of such designations, regular meetings shall be held at the principal office of the Foundation. Once such a notice has been sent by the Chair of the Board, regular meetings may be held without notice.

Deleted: quarterly

Section 4.3 Special Meetings. Special meetings of the Board of Directors for any purpose may be called at any time by the Chair of the Board, the President/CEO, the Secretary, or any two (2) directors.

Deleted: ¶

Section 4.4 Notice of Special Meetings. Notice of the time and place of special meetings shall be given to each director by one of the following methods: (i) personal delivery of written notice; (ii) first-class mail, postage paid; (iii) telephone communication, either directly to the director or to a person at the director's office who would reasonably be expected to communicate such notice promptly to the director; (iv) facsimile; or (v) electronic communication such as electronic mail. All such notices shall be given or sent to the director's address, telephone number or facsimile number as shown on the records of the Foundation. The notice shall specify the time and place of the meeting. Notices sent by first-class mail shall be deposited into a United States mail box at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, facsimile, or electronic communication such as electronic mail shall be given at least forty-eight (48) hours before the time set for the meeting.

Section 4.5 Meetings by Conference Telephone. Directors may participate in any meeting, whether annual, regular or special, through the use of conference telephone or similar communication equipment, so long as all directors participating in the meeting can hear one another. All directors participating in a meeting pursuant to this Section 4.5 shall be deemed to be present in person at any such meeting.

Section 4.6 Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be valid as though taken at a meeting duly held after regular call and notice, if (i) a quorum is present; and (ii) either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

Formatted: Justified, Line spacing: single

Section 4.7 Quorum. A majority of the number of existing directors (excluding vacancies), including at least one of the directors designated by each of MGHC, MIPA and PMG as are entitled at such time to designate directors pursuant to Section 3.3 herein, shall constitute a quorum for the transaction of business, except to adjourn.

Deleted:

Deleted: three or more of

Deleted: .SVH

Section 4.8 Board Action. Except as otherwise set forth in these Bylaws, every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, subject to the provisions of the California Nonprofit Corporation Law, including those provisions relating to (i) approval of contracts or transactions in which a director has a direct or indirect material financial interest; (ii) appointment of committees; and (iii) indemnification of directors. Except as set forth in these Bylaws or as required by the provisions of the California Nonprofit Corporation Law, a meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of one or more directors from the meeting, if any action taken is approved by at least a majority of the required quorum for that meeting.

Deleted:
Formatted: Justified, Space Before: 10.05 pt, Line spacing: single, Tab stops: 0.02", Left + 0.98", Left
Deleted: ¶

Section 4.9 Adjournment. A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Deleted: .
Deleted: ¶
Formatted: Justified, Line spacing: single

Section 4.10 Notice of Adjournment. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 4.11 Action by Written Consent. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board of Directors, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consents shall be filed with the minutes of the proceedings of the Board of Directors.

Section 4.12 Fees and Compensation of Directors and Committee Members. Directors and members of committees may receive such compensation, if any, for their services, and such reimbursement of expenses, as may be determined by resolution of the Board of Directors to be just and reasonable.

Formatted: Indent: Left: 0", Right: 0", Line spacing: single

Section 4.13 Conflict of Interest Policy. The Board of Directors shall develop and adhere to a conflict of interest policy that incorporates the provisions of Section 5233 of the California Nonprofit Corporation Law.

ARTICLE 5, COMMITTEES

Deleted:
Deleted: _
Deleted: ¶

Section 5.1 Establishment of Committees. The Foundation shall have the standing committees and special committees set forth in these Bylaws and such other standing committees or special committees as may be established by resolution of the Board of Directors from time to time in accordance with these Bylaws.

Section 5.2 Composition of Committees. Standing committees shall be consistent with California Nonprofit Corporation Law and shall include at least two (2) members of the Board of Directors. The Board of Directors may appoint other directors to be alternate members of any committee who shall act on behalf of any committee member who is absent from a committee meeting. The Board of Directors or the committee may select other persons, whether or not members of the Board of Directors, to attend meetings of the committee and to participate in the discussion and activities of the committee; provided, however, that such additional persons attending the committee meeting shall not be entitled to vote and shall attend only at the discretion of the committee. The President/CEO shall

serve ex officio as a non-voting member of each standing or special committee; provided, however, that such person may vote to break any ties.

Section 5.3 Powers: Restrictions and Limitations.

(a) Standing Committees. Subject to the duty of the Board of Directors to exercise ultimate direction over the activities and affairs of the Foundation, the Board of Directors may delegate to any standing committee the power to manage or direct any activity of the Foundation, except that no committee, regardless of Board action, may:

- (i) take any final action on matters which, under the California Nonprofit Corporation Law, also requires members' or directors' approval;
- (ii) fill vacancies on the Board of Directors or in any committee;
- (iii) fix compensation of the directors for serving on the Board of Directors or on any committee;
- (iv) amend or repeal bylaws or adopt new bylaws;
- (v) amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- (vi) appoint any other committees of the Board of Directors or the members of these committees;
- (vii) expend corporate funds to support a nominee for director after there are more people nominated for director than can be elected; or
- (viii) approve any transaction (i) to which the Foundation is a party and one or more directors has a material financial interest; or (ii) between the Foundation and any person or entity in which one or more of its directors has a material financial interest.

(b) Special Committees. The Board of Directors may authorize any special committee to carry out certain specified functions or responsibilities, or to provide such advice and recommendation as the Board of Directors shall require, but no special committee shall have authority to determine Foundation policy or otherwise exercise any powers of the Board of Directors with respect to the business and affairs of the Foundation.

(c) Subcommittees. The Board of Directors or any standing or special committee may authorize any subcommittee to carry out certain specified functions or responsibilities, or to provide such advice and recommendation as the Board of Directors or any such committee shall require, but no subcommittee shall have the authority to determine Foundation policy or otherwise exercise any powers of the Board of Directors with respect to the business and affairs of the Foundation.

Section 5.4 Executive Committee. There shall be an Executive Committee of the Board which is empowered to act for the Board, to the full extent permitted by law, for the purpose of directing operational management and policies of the Foundation from time to time, when, in the judgment of the Committee, such directives would be in the interest of the Foundation, and to take all such further action between meetings of the Board, when in the judgment of the Committee, prompt action is

Deleted: ¶

Deleted: (i) .

Deleted: ¶

Deleted:

Deleted: (ii) .

Deleted: (iii) .

Deleted: ¶

Deleted: ¶
- (iv)

Deleted:

Deleted: - (v)

Deleted: ¶

Deleted: - (vi)

Deleted: ¶

Deleted: (vii)

Deleted: (viii)

Deleted: ¶

Deleted: c

Deleted: ¶

needed and it is not practical to convene a Board meeting, or the matter is not consequential enough to submit to the full Board and action is needed before the Board's next regularly scheduled meeting. The Committee shall consist of ~~three~~ directors. Each of MGHC, MIPA and PMG shall designate one of ~~the~~ members of the Board of Directors to serve as a member of the Committee. Any vacancy on the Committee shall be filled by the entity that originally designated the member who previously served in that position. The members of the Committee shall annually appoint a Chairman of the Committee. All requirements imposed upon the full Board under California law and the Bylaws with respect to meetings, notice and waiver of notice shall also apply to the Committee. The Committee shall meet in person or by telephone conference, videoconference or other means of communications permitted under applicable California law, monthly, except during months in which there is a meeting of the full Board of Directors, and otherwise at the request of the Chairman of the Committee or a majority of the members of the Committee. Four members of the Committee shall constitute a quorum for the transaction of business, except to adjourn. Actions may be taken only by unanimous written consent. Minutes of each meeting shall be prepared by such person as is designated by the Committee Chairman. The Committee may meet with other members of the Board, members of management, consultants or advisors as it may deem necessary or appropriate. The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities. In particular, the Committee shall have direct and unrestricted access to the Foundation's management and non-management personnel and all corporate records, and it shall have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors. At each regularly-scheduled meeting of the Board of Directors, the Executive Committee shall provide a full report of all such actions taken or decisions made by the Executive Committee since the previous regularly-schedule meeting of the Board. The Board shall review the actions taken and decisions made by the Executive Committee as presented and shall ratify, modify or rescind such actions or decisions; provided however, that any action taken by the Executive Committee shall be fully effective until modified or rescinded by the actions of the Board. Annually, the Executive Committee shall report to the Board of Directors regarding the Foundation's compliance with the requirements of Sections 1206(L) of the California Business and Professions Code. The Committee may, in the intervals between meetings of the Board, exercise all or any of the powers of the Board, except that the Committee may not take any of the actions set forth in Section 3.10 or Section 5.3 of these Bylaws.

Deleted: four
Deleted: SVH,
Deleted: its designated

Section 5.5 Meetings and Actions of Committees.

Formatted: Justified
Deleted:
Formatted: Indent: Left: 0", Right: 0", Space Before: 9.8 pt, Line spacing: single, Tab stops: 0.51", Left + 0.99", Left
Deleted: ¶

(a) Meetings and actions of any standing committee, special committee or ~~subcommittee~~ shall be governed by, and held and taken in accordance with, the provisions of these Bylaws concerning meetings of the Board of Directors with such changes in the content of these Bylaws as are necessary to substitute the committee or subcommittee and its members for the Board of Directors and its members, except that the time for regular meetings of any committee or subcommittee may be determined either by resolution of the Board of Directors or by resolution of such committee or subcommittee. Special meetings of any committee or subcommittee may also be called by resolution of the Board of Directors. Notice of special meetings of any committee or subcommittee shall also be given to any and all alternate members, who shall have the right to attend such meetings, subject to the discretion of the committee or subcommittee. Minutes shall be kept of meetings of any committees or subcommittees and shall be filed with the corporate records. The Board of Directors may adopt rules for the governing of any committee or subcommittee not inconsistent with the provisions of these Bylaws.

(b) Each standing and special committee may limit its committee meetings to ~~committee~~ members if it determines that a matter to be discussed by the committee concerns a labor or personnel issue, a contract negotiation, or litigation. When the standing or special committee or the Board of

Deleted: ¶

Directors is discussing a contract negotiation or litigation in which any member of the Board of Directors of MGHC, or a physician group which provides professional services to the Foundation may have a direct or indirect interest, members of the Board of Directors and persons who are partners, shareholders or employees of MGHC, or of any such physician group, as applicable, may not participate in the discussion or vote on such matter. Subject to these exceptions, any director may attend any committee meeting as an observer or to participate in discussions.

Deleted: , SVH

Deleted: , SVH

Section 5.6 Limitation of Committee Composition. Notwithstanding any other provision of these Bylaws, except in the case of those Clinical Committees and Advisory Councils described in these Bylaws or established by the Board of Directors or the President/CEO, no more than thirty-three and one-third percent (33-1/3%) of the persons serving on any standing or special committee may be persons who are members, shareholders, partners, employees or contractors of, or otherwise have a compensation arrangement with, MIPA, PMG or any other physician or physician group which contracts with the Foundation to provide physician services in conjunction with the Foundation, or have a direct or indirect financial relationship with any such person.

Deleted:

Deleted: .

ARTICLE 6, CLINICAL COMMITTEES

Section 6.1 Establishment of Clinical Committees. The Foundation shall have those Clinical Committees described below, plus any additional Clinical Committees created by the Board of Directors from time to time. All such Clinical Committees described below or created by the Board of Directors from time to time shall assist the Medical Director(s) in managing the professional aspects of the Foundation and the provision of healthcare services to the Foundation's patients.

Deleted: ¶

Section 6.2 Composition of Clinical Committees. The Care Management Committee shall be composed of five (5) physicians practicing in connection with the Foundation through MIPA or PMG. The Quality Improvement Committee, plus any additional Clinical Committees created by the Board of Directors from time to time, shall be composed of at least five (5) physicians practicing in connection with the Foundation through MIPA or PMG. The Chair of each Clinical Committee shall be elected annually by the membership of each committee.

Section 6.3 Care Management Committee. The Care Management Committee shall develop and implement policies and procedures for utilization review and care management relating to the provision of health care services to Foundation patients. The Care Management Committee shall also have those powers and duties as may be prescribed by the Board of Directors from time to time. All care management and utilization review determinations may be appealed to the full Board of Directors of the Foundation.

Formatted: Justified

Section 6.4 Quality Improvement Committee. The Quality Improvement Committee shall develop and implement policies and procedures for quality assurance relating to the provision of health care services to Foundation patients. The Quality Improvement Committee shall also determine the credentialing procedures and standards for the Foundation and which physicians meet such standards. The Quality Improvement Committee shall also have those powers and duties as may be prescribed by the Board of Directors from time to time. All quality of care determinations may be appealed to the full Board of Directors of the Foundation.

Formatted: Justified,
Indent: Left: 0", Right:
0", Line spacing: single

Section 6.5 Term; Removal and Resignation. The members of the Clinical Committees shall hold office for a term of one (1) year and until a successor is elected and qualified. The Board of Directors may remove at any time, with or without cause, a member or members of any Clinical Committee. Any member of any Clinical Committee may resign upon written notice to the Board of Directors, and

such resignation shall be effective immediately upon acceptance by the Board of Directors but not later than the date set forth in such resignation.

**ARTICLE 7,
OPERATING AND ADVISORY COMMITTEES**

Section 7.1 Establishment of Operating and Advisory Committees. The Foundation shall have such operating and advisory committees as are created by the Board of Directors and/or the President/CEO from time to time.

Section 7.2 Operations Committee. There shall be an Operations Committee which is empowered to manage the day-to-day affairs of the Corporation, subject to the authority of the Board of Directors. The Committee shall consist of nine (9) members. MGHC shall designate three (3) members of the Committee and each of MIPA and PMG shall designate two (2) members of the Operations Committee. One at large member shall be appointed to the Operations Committee by the seven (7) members designated by MGH, MIPA and PMG. The Foundation's Chief Executive Officer shall be the final member of the Operations Committee. Any vacancy on the Committee shall be filled by the entity or person that originally designated the member who previously served in that position. The members of the Committee shall annually appoint a Chairman of the Committee. All requirements imposed under California law and the Bylaws with respect to meetings, notice and waiver of notice shall also apply to the Committee. The Committee shall meet in person or by telephone conference, videoconference or other means of communications permitted under applicable California law, monthly, and otherwise at the request of the Chairman of the Committee or a majority of the members of the Committee. Five (5) members of the Committee shall constitute a quorum for the transaction of business, except to adjourn. Action also may be taken only by [unanimous][majority] written consent. Minutes of each meeting shall be prepared by such person as is designated by the Committee Chairman. At each regularly-scheduled meeting of the Board of Directors, the Committee shall provide a report of all actions taken or decisions made by the Committee since the previous regularly-scheduled meeting of the Board. The Board shall review the actions taken and decisions made by the Committee as presented and shall ratify, modify or rescind such actions or decisions. 7.3 Authority. Advisory committees shall be advisory to the President/CEO and/or the Board of Directors, and no advisory committee is or may be authorized to take any action on behalf of the Foundation. An advisory committee may, however, make recommendations to the President/CEO and/or the Board of Directors regarding the Foundation's operations, and may develop and present information in support of its recommendation.

Section 7.4 Research and Education Committee. The Foundation shall have a Research and Education Committee. The Research and Education Committee shall have at least three voting members. The Committee shall meet as frequently as necessary, but not less than quarterly. The duties and responsibilities of the Research and Education Committee shall be:

- to oversee the development and implementation of the Foundation's research and education programs;
- to evaluate the scientific merit and statutory or regulatory compliance of proposed research projects;
- to prioritize proposed research or education projects and recommend appropriate projects to the Board of Directors;

Deleted:

Deleted:

Deleted: Authority.

Formatted: Justified, Line spacing: single

Deleted: 3

Formatted: Indent: Left: 0.5", Right: 0", Line spacing: single

- to monitor progress of pending research or education projects supported by the Foundation;
- to assure compliance with applicable state and federal laws governing the conduct of medical and human subjects research;
- to carry out such other duties as shall be delegated to it by the Board of Directors.

Section 7.5 Term, Removal and Resignation. The members of any operating and advisory committees shall hold office for a term of one (1) year and until a successor is appointed. The members of any operating or advisory committee may be removed by the Board of Directors at any time with or without cause. Any member of any operating or advisory committee may resign upon written notice to the Board of Directors, and such resignation shall be effective immediately upon acceptance by the Board of Directors but not later than the date set forth in such resignation.

Deleted: 4

ARTICLE 8.

OFFICERS

Section 8.1 Officers. The officers of the Foundation shall be the Chair of the Board, President/CEO, Secretary and Treasurer. The Foundation may also have, at the discretion of the Board of Directors, such other officers as may be appointed in accordance with the provisions of Section 8.3 of these Bylaws. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President/CEO or the Chair of the Board.

Section 8.2 Election of Officers. Except as otherwise set forth in this Article 8, the officers of the Foundation shall be chosen by the Board of Directors on an annual basis, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment. The Chair of the Board, Secretary and Treasurer shall hold office for a term of one (1) year. The Chair of the Board, Secretary and Treasurer may be elected for more than one (1) term, but no person shall serve more than two (2) consecutive full terms in any given office, except where the Foundation nominating committee deems special circumstances warrant a third term and it is approved by the Board of Directors. Any person who fills the unexpired term of a person elected to serve as the Chair of the Board, Secretary or Treasurer shall serve until the end of that unexpired term.

Section 8.3 Subordinate Officers. The Board of Directors may appoint, and may authorize the Chair of the Board, the President/CEO, or another officer to appoint any other officers that the business of the Foundation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified from time to time by the Board of Directors.

Section 8.4 Removal of Officers. Subject to the rights, if any, of an officer under any contract of employment, and except as otherwise set forth in this Article 8, any officer may be removed, with or without cause, by the Board of Directors at any regular or special meeting of the Board.

Formatted: Justified, Indent: Left: 0", Line spacing: single

Section 8.5 Chair of the Board. The Chair of the Board, who shall be a member of the Board of Directors, shall preside at meetings of the Board of Directors and shall exercise and perform such other powers and duties as may be prescribed by the Board of Directors or these Bylaws. For so long as MGHC's Funding Agreement with Foundation has not been terminated due to breach by MGHC thereunder, or as a result of Government Action as defined therein, and MGHC has not provided notice to Foundation, or been deemed to have provided notice to Foundation thereunder, of MGHC's

Formatted: Justified, Indent: Left: 0", Right: 0", Line spacing: single

election to terminate the Funding Agreement, MGHC shall be entitled to appoint from the currently sitting members of the Board of Directors the Chairman of the Board.

Section 8.6 President/Chief Executive Officer. The President/Chief Executive Officer ("President/CEO") shall, subject to the control of the Board of Directors, be the chief executive officer of the Foundation and generally supervise, direct, and control the business and management personnel and staff of the Foundation. The President/CEO shall have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws.

Section 8.7 Secretary. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of directors, committees of directors, and members, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at such meetings, the number of members present or represented at members' meetings, and the proceedings of such meetings. The Secretary shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors required by the bylaws to be given. The Secretary shall preside, in the absence of the Chair of the Board, at all meetings of the Board of Directors, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

Section 8.8 Assistant Secretaries. The Board may from time to time appoint one or more persons to serve as Assistant Secretaries. Any such Assistant Secretary shall have the powers and authorities of the Secretary in the absence of the Secretary, including the power and authority to sign documents on behalf of the Corporation, and shall exercise and perform such other powers and duties as may be prescribed by the Board from time to time.

Section 8.9 Treasurer. The Treasurer shall be responsible for financial control policies, establishment of borrowing policies, monitoring compliance with loan documents, recommending independent accountants and auditors, and such other duties as are delegated to him or her by the President/CEO. The Treasurer shall, for purposes of the California Nonprofit Public Benefit Corporation Law, be designated as the chief financial officer of the Board.

**ARTICLE 9,
INDEMNIFICATION**

Section 9.1 Definitions. For the purposes of this Article 9, "covered person" means any person who is or was a director or officer of the Foundation, or is or was serving at the request of the Foundation as a member of any committee, subcommittee or advisory committee of the Foundation or as a director, officer, manager or member of the governing body of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise; "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative, against any covered person in his or her capacity as such, including any threatened, pending, or completed action or proceeding against any covered person who is or was serving as a trustee, investment manager, or other fiduciary of any employee benefit plan or trust maintained by the Foundation; and "expenses" includes, without limitation, attorneys' fees, costs and other expenses incurred in the defense of any proceedings and attorneys' fees, costs and other expenses of establishing a right to indemnification under this Article 9.

Section 9.2 Successful Defense by Covered Person. To the extent that a covered person has been successful on the merits in the defense of any proceeding referred to in Section 9.3 or 9.4 of this Article 9 or in the defense of any claim, issue or matter therein, the covered person shall be

Deleted:

Deleted:

indemnified against expenses actually and reasonably incurred by the covered person in connection therewith. If a covered person either settles any proceeding or sustains a judgment rendered against him, then the provisions of Sections 9.3, 9.4 and 9.5 of this Article 9 shall determine whether the covered person is entitled to indemnification.

Section 9.3 Actions Brought By Persons Other Than the Foundation. Subject to the required findings pursuant to Section 9.5, the Foundation shall indemnify any covered person who *was* or is a party or is threatened to be made a party to any proceeding (other than an action brought by or in the right of the Foundation to procure a judgment in its favor, an action brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law (Self-Dealing Transactions), or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust), against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with the proceeding.

Formatted: Justified, Right: 0", Line spacing: single

Section 9.4 Action Brought By or On Behalf of the Foundation. Subject to the required findings pursuant to Section 9.5, the Foundation shall indemnify any covered person who was or is a party or is threatened to be made a party to any threatened, pending or completed proceeding brought by or in the right of the Foundation, or brought under Section 5233 of the California Corporations Code, or brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with the proceeding. Notwithstanding the foregoing, no indemnification shall be made under this Section 9.4 with respect to any of the following:

(a) Any claim, issue or matter as to which such covered person shall have been adjudged to be liable to the Foundation in the performance of such covered person's duty to the Foundation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such covered person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;

Deleted: ¶
Formatted: Right: 0", Space Before: 10.55 pt, Line spacing: single, Tab stops: 0.52", Left + 0.99", Left

(b) Any amounts paid settling or otherwise disposing of a threatened or pending action, with or without court approval; or

Deleted: ¶

(c) Any expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval unless it is settled with the approval of the Attorney General.

Deleted: ¶

Section 9.5 Determination of Satisfaction of Standard of Conduct. The indemnification granted to a covered person in Sections 9.3 and 9.4 may be made by the Foundation only if authorized in the specific case upon a determination that indemnification of the covered person is proper in the circumstances because the covered person has met the applicable standard of conduct set forth below:

Formatted: Justified, Line spacing: single

(a) Required Standard of Conduct for Actions Brought By Persons Other Than the Foundation. With respect to indemnification pursuant to Section 9.3, the covered person seeking reimbursement must be found, in the manner provided below, to have acted in good faith and in a manner he or she reasonably believed to be in the best interest of the Foundation and, in the case of a criminal proceeding, to have had no reasonable cause to believe his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the covered person did not act in good faith and in a manner which the covered person reasonably believed to be in the best interest

Formatted: Justified, Indent: Left: 0", Right: 0", Line spacing: single
Deleted: ¶

of the Foundation or that the covered person had reasonable cause to believe that his or her conduct was unlawful.

(b) Required Standard of Conduct for Actions Brought By or On Behalf of the Foundation. With respect to indemnification pursuant to Section 9.4, the covered person seeking reimbursement must be found, in the manner provided below, to have acted in good faith, in a manner he or she reasonably believed to be in the best interest of the Foundation and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances.

(c) Manner of Determination of Good Faith Conduct. The determination that indemnification is proper in the circumstances because the covered person has met the applicable standard of conduct set forth above may be made either by (i) the Board of Directors by a majority vote of a quorum consisting of Directors who are not parties to the proceeding, or (ii) by the court in which such proceeding is or was pending upon application made by the Foundation or the covered person or the attorney or other person rendering a defense, whether or not such application by the covered person, attorney or other person is opposed by the Foundation.

Section 9.6 Limitations. No indemnification or advance shall be made in any circumstance when it appears that the indemnification or advance would be inconsistent with a provision of the Articles of Incorporation, these Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification, or that the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 9.7 Advance of Expenses. Expenses incurred by any covered person in defending any proceeding shall be advanced by the Foundation before the final disposition of proceeding upon receipt of an undertaking by or on behalf of the covered person to repay the amount of the advance unless it is determined ultimately that the covered person is entitled to be indemnified as authorized in this Article 9, unless and to the extent the Board determines in the specific case that there is a reasonable likelihood that indemnification of the covered person has not met the applicable standard of conduct set forth in Section 9.5 or that indemnification of the covered person would otherwise be inconsistent with this Article or applicable law.

Section 9.8 Contractual Rights of Non-directors and Non-officers. Nothing contained in this Article 9 shall affect any right indemnification to which persons other than directors and officers of the Foundation may be entitled by contract or otherwise.

Section 9.9 Indemnification of Employees and Agents. Nothing contained in this Article 9 is intended or shall be construed to preclude or limit the Foundation from providing indemnification to employees or agents of the Foundation.

Section 9.10 Fiduciaries of Employee Benefit Plans. Notwithstanding any other provisions of this Article 9 to the contrary, the Foundation shall, to the extent permitted by applicable law, indemnify any covered person who was or is a party to, or is threatened to be made a party to, any proceeding arising out of or related to such covered person's service, role or capacity as a fiduciary of an employee benefit plan of the Foundation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any such proceeding. Nothing contained in this Article shall limit any right to indemnification to which any such covered person may be

Deleted: ¶

Deleted: ¶

Formatted: Justified, Right: 0", Line spacing: single

entitled by a contract or otherwise, which shall be enforceable to the extent permitted by applicable law.

Section 9.11 Directors' and Officers' and Fiduciary Liability. The Foundation shall purchase and maintain directors' and officers' and fiduciary liability insurance for the benefit of any covered persons in such capacity; provided, however, that the Foundation shall have no power to purchase and maintain such insurance to indemnify any covered person for a violation of Section 5233 of the California Nonprofit Public Benefit Corporation Law. Notwithstanding any other provision of this Article 9, the Foundation shall not be liable under this Article 9 to indemnify any covered person against expenses, liabilities or losses incurred or suffered in connection with, or make any advances with respect to, any proceeding against any covered person to the extent that the amount of such expenses, liabilities or losses are otherwise paid to such covered person pursuant to any liability insurance policy maintained by or for the Foundation.

Formatted: Justified,
Indent: Left: 0", Right:
0", Line spacing: single

Section 9.12 Severability. Each and every paragraph, sentence, term and provision of this Article 9 is separate and distinct so that if any paragraph, sentence, term or provision of this Article 9 shall be held to be invalid or unenforceable for any reason, such invalidity or unenforceability shall not affect the validity or enforceability of any other paragraph, sentence, term or provision of this Article 9. To the extent required, any paragraph, sentence, term or provision of this Article 9 may be modified by a court of competent jurisdiction to preserve its validity and to provide the covered person with, subject to the limitations set forth in this Article 9 and any agreement between the Foundation and such covered person, the broadest possible indemnification permitted under applicable law.

Section 9.13 Subrogation. If the Foundation pays a claim under this Article 9, the Foundation shall be subrogated to the extent of such payment to all of the rights of recovery of the covered person, who shall execute all papers required and shall do everything that may be necessary or appropriate to secure such rights, including the execution of such documents necessary or appropriate to enable the Foundation effectively to bring suit to enforce such rights.

Section 9.14 Effect of Repeal or Modification. Any repeal or modification of this Article 9 shall not adversely affect any right of indemnification of any covered person existing at the time of such repeal or modification with respect to any action or omission occurring prior to such repeal or modification.

ARTICLE 10, **RECORDS AND REPORTS**

Formatted: Centered,
Indent: Left: 0", Right:
0", Line spacing: single

Section 10.1 Maintenance and Inspection of Articles and Bylaws. The Foundation shall keep at its principal office, the original or a copy of the Articles and Bylaws as amended to date, which shall be open to inspection by the directors at all reasonable times during office hours.

Deleted:

Deleted:

Section 10.2 Rights of Inspection. Each director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Foundation and each of its subsidiary corporations. This inspection by a director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

Section 10.3 Annual Reports. The Foundation shall provide to every director, within one hundred twenty (120) days of the close of the Foundation's fiscal year, an audited report containing, in appropriate detail, the following information:

(a) The assets and liabilities, including the trust funds, of the Foundation as of the end of

Deleted: (a) .

Deleted: ¶

the fiscal year;

(b) The principal changes in assets and liability, including trust funds, during the fiscal year;

(c) The revenue or receipts of the Foundation, both unrestricted and restricted to particular purposes, for the fiscal year;

(d) The expenses or disbursements of the Foundation, for both general and restricted purposes, during the fiscal year; and

(e) Any information required by Section 6322 of the California Nonprofit Corporation Law.

**ARTICLE 11.
AMENDMENTS**

Except as otherwise set forth in the California Nonprofit Corporation Law, these Bylaws may be adopted, amended, or repealed only as provided in Article 3, Section 3.10 of these Bylaws.

Adopted by the Board of Directors effective as of December , 2012.

_____, Secretary

Deleted:

Deleted: (b)

Formatted: Font: 12 pt

Deleted: (c)

Formatted: Font: 12 pt

Deleted: (d)

Deleted: ¶

Deleted: (e)

Deleted: ¶

Deleted:

Deleted:

Formatted: Indent: First line: 0", Line spacing: single

Deleted:

Formatted: Justified, Indent: Left: 0", Right: 0", Line spacing: single

Deleted: May 3, 2011

Formatted: Justified, Line spacing: single

Formatted: Justified, Indent: Left: 0"

Formatted: Justified, Indent: Left: 0", Right: 0", Line spacing: single

Formatted: Justified

7.

ANNUAL BOARD
RETREAT



Meeting Date: Thursday, January 10, 2013

Prepared by: Kelly Mather, CEO and Paula Davis, CHRO

Agenda Item Title: BOARD RETREAT - ESTES PARK CONFERENCE

Recommendations:

Approve Board members to attend the Estes Park Institute Conference as 2013 education and Board retreat. The conference will be held April 14-17, 2013, at Half Moon Bay. The attendees will include five (5) Board members. Included in attending this conference would be time set aside for the Board annual assessment.

Background:

The Estes Park Institute conference offers education on the most important topics in the healthcare industry with a blend of the fundamental principles every health care leader must know, and the emerging issues that have just come forward. For more than 30 years, the Estes Park Institute has been perfecting a dynamic conference program dedicated to helping hospital leadership teams discover the newest ideas, innovations and best practices in health care. The mission of Estes Park Institute is to educate teams of health care executives, physicians and trustees so that they can better serve their patients and all of the people in their local communities, and can exercise leadership in the health care field. In order to fulfill the mission of the Sonoma Valley Health Care District 'to maintain, improve and restore the health of everyone in our community', it is important to feel informed and able to exercise the responsibilities through setting goals and assessing our capabilities to respond appropriately to the overall healthcare environment. By attending this esteemed conference, our leaders will learn and explore with health care experts the current trends, innovations and solutions to help navigate the challenges presented by health reform and a rapidly changing health care environment.

Consequences of Negative Action/Alternative Actions:

It is a rare opportunity for the Estes Park Institute to be held where there is no air travel involved for organizations who want to attend. In the event it was not approved for the leaders identified herein to attend this particular conference, it may be a lost opportunity due to increased cost and travel arrangements. Further, other arrangements for a professional

facilitator or attending a less insightful conference would need to be arranged at still a higher cost. An alternate suggestion would be to have eight (8) rather than twelve (12) attend the conference consisting of 5 Board members plus CEO, CNQO and CFO in an effort to reduce costs.

Financial Impact:

The Board retreat in 2012 was professionally facilitated by Accord and was considered a retreat as well as an assessment of the board strengths and weaknesses. The cost for this event was \$20,100 and resulted in an excellent plan for moving forward. Additionally, the Board attended the AHA (American Hospital Association) conference for Board education at a cost of \$4,500. Estes Park is \$5,900 for a team of four plus room and meals. This would be a significant reduction in cost for excellent Board education. Cost for any staff to attend this program is in the current fiscal year budget and selection would be made internally.

Selection Process and Contract History:

The reputation of Estes Park Institute precedes this recommendation. It has been referenced as an outstanding program and excellent for Board level and hospital leaders that is thought provoking, stimulating, well organized and presented. Again, it is a rare opportunity to have this conference near our location.

Board Committee:

Governance Committee unanimously recommends to board for approval.

Attachment:

Estes Park Conference Information and schedule

CONFERENCE INFORMATION

The Ritz-Carlton, Half Moon Bay
HALF MOON BAY (SAN FRANCISCO), CALIFORNIA
April 14–17, 2013



THE ESTES PARK INSTITUTE



For more than 30 years, the Estes Park Institute has been perfecting a dynamic conference program dedicated to helping hospital leadership teams discover the newest ideas, innovations and best practices in health care. We provide continuing education conferences for hospital executives, trustees and medical staff leaders, bringing them together to help them set—and reach—the higher goals that will help them better serve their patients and communities.

Our esteemed Fellows share critical insights into the turbulent health care environment. Each speaker provides detailed best practices regarding specific issues—patient safety, regulatory reform, finance, communications, and more. The result is a timely and relevant program focused on helping you find the right solutions for your own hospital's future.

The Estes Park Institute conferences take place at destinations that offer the perfect blend of relaxing scenery and academic substance. As your hospital's leadership team learns together, you'll strengthen the bonds of teamwork that will continue to benefit your hospital—and your community—long after the conference ends. At the Estes Park Institute, we believe there is something bigger than hospitals and health systems, more important than the latest state-of-the-art equipment, even more critical than the bottom line. It's the patient.

Our MISSION

The Estes Park Institute believes health care must have a moral center, and that health care leaders and professionals have the highest duty and responsibility in our society. The mission of Estes Park Institute is to educate teams of health care executives, physicians and trustees so that they can better serve their patients and all of the people in their local communities, and can exercise leadership in this field. We fulfill that mission by presenting up-to-the-minute information, analysis and insight into the problems and opportunities that shape health care in the United States.

HALF MOON BAY (SAN FRANCISCO), CALIFORNIA



April 14–17, 2013
The Ritz-Carlton, Half Moon Bay

Join us at this exciting new location! Conveniently situated just 23 miles southwest of the San Francisco International Airport, The Ritz-Carlton, Half Moon Bay, combines the beauty of the northern California coast with the history of old Scotland in a spectacular cliffside resort. Dine on innovative cuisine in ocean-view restaurants, play a round of golf on one of two championship golf courses, explore miles of walking trails, or just relax on the bluff and take in breathtaking coastal views of the vast Pacific coast.

Deluxe Room/Golf Course or Courtyard View – \$305
Guest Houses/Golf Course View – \$305
Deluxe Room/Coastal Views of the Pacific Ocean – \$365

Special incentives are available for groups of 10 or more.
For details, call 1-800-727-8225.



Program TOPICS



At every Estes Park Institute conference, we cover the most important topics in the industry—a blend of the fundamental principles every health care leader must know, and the emerging issues that have just appeared on the health care scene. While the form and schedule of our conference program remains the same for each conference, the content and discussion are continually changing. Topics covered at each conference include:

New Program Topic
The future of community hospitals may depend on whether you deliver coordinated post-acute care or end your patient responsibility at discharge. The COMPASS PROJECT, by the Estes Park Institute, allows you to take the first steps in patient-centered care coordination with confidence. We are redefining post-acute coordinated care to deal with bundled payments and unnecessary re-admissions.

- Coordination of care and the latest from Estes Park Institute's involvement in the Compass Project
- Improving Communication
- Patient Safety & Quality Improvement
- Culture
- The Community Hospital
- Accountable Care Organizations
- Reimbursement
- Delivery System Transformation
- Hospital/Physician Coordination
- Episode-Based (Bundled) Payments
- Private Insurer and MMCO Initiatives
- Health Care Reform
- Collaborating and Integrating Lawfully
- Financial Stability and Fiduciary Responsibility
- Fraud and Abuse
- Patient-Centered Care
- Physician Leaders Roundtable
- Generosity and Philanthropy
- New Medical Staff Models
- CEO Roundtable
- Hospital Value-Based Purchasing
- Delivery of Care and Cost Reduction
- The Patient Experience
- The Science of Transformation
- Conflicts of Interest for Physicians on Boards
- Leadership's Role in Safety
- Changing Role of IT
- Negotiation Skills
- Personal Transformation
- Motivational Management
- The New Patient
- Aging
- Peer Review
- Innovation
- Genetics
- Organizational Development
- Serving as Board Chair

Conference SCHEDULE



SUNDAY

- CONFERENCE REGISTRATION 11:00 AM – 4:45 PM
OPENING GENERAL SESSION 4:00 PM – 6:00 PM
CONFERENCE RECEPTION 6:00 PM – 7:00 PM

MONDAY

- REGISTRATION & CONTINENTAL BREAKFAST 6:30 AM – 8:00 AM
GENERAL SESSION 8:00 AM – 12:15 PM

TUESDAY

- CONTINENTAL BREAKFAST 6:30 AM – 8:00 AM
GENERAL SESSION 8:00 AM – 11:45 AM
LUNCH (*on own*) 11:45 AM – 1:00 PM
CONCURRENT PROGRAMS 1:00 PM – 4:00 PM
*including The Compass Project,
A New Direction for Patient Care*

WEDNESDAY

- CONTINENTAL BREAKFAST 6:30 AM – 8:00 AM
INTERACTIVE CONCURRENT SESSIONS 8:00 AM – 9:50 AM
BREAK 9:50 AM – 10:15 AM
GENERAL SESSION 10:15 AM – 11:30 AM
CONFERENCE ADJOURNS 11:30 AM

General Sessions

In an Estes Park Institute general session, executives, physicians and trustees come together to hear real solutions to a broad range of problems and challenges facing health care organizations today. Hearing the same message as a team stimulates discussion and provides a strong foundation for generating a take-home plan to implement new ideas and strategies.

Interactive Sessions

Our workshop-style interactive sessions drill down by offering a choice of topics for each individual team member's area of expertise. The Estes Park Institute Fellows delve into the nuts and bolts of specific issues and conclude with a discussion period, enabling participants to ask questions about how these topics apply to their own organization.



Conference PROGRAM

SUNDAY

GENERAL SESSION

DESIGNING CARE SYSTEMS TO CREATE VALUE AND CONTINUOUS IMPROVEMENT

Gary Kaplan, MD

The challenges to community health care providers are increasing. Fundamental shifts in reimbursement coupled with shortages in primary care and an aging population mean that doing more of what we've always done isn't a pathway to success. Most important, physicians must be on the same page with the organization. When not aligned, no organization can effectively achieve its mission. This session will describe an approach to building relationships and synergy between the hospital and clinicians. The importance and effectiveness of adopting a comprehensive management system will also be highlighted. Lessons learned from these approaches can be widely applied to generate better performance and professional satisfaction leading to better, faster and more affordable health care.

ELECTION RESULTS: IMPLICATIONS FOR THE HEALTH SYSTEM

Stuart Altman, PhD

PANEL: John Horty, LLB, Moderator, Gary Kaplan, MD and Stuart Altman, PhD

MONDAY

GENERAL SESSION

TORT REFORM: HOW TO END DEFENSIVE MEDICINE

Linda Haddad, JD

Tort reform has taken many different forms in the states and is frequently discussed at the federal level, but physicians and hospitals can implement changes now that significantly diminish the impact that litigation, or fear of litigation, has on medical practice. This session will discuss elements of statutory tort reform but also include such successful efforts as Apology or Sorry laws, early intervention and protocol driven practice, which have been used to great effect.

MISSION: POWER FOR THE MOST AUDACIOUS INNOVATIONS

Leanne Kaiser Carlson, MSHA

Too often we focus narrowly on what we are paid to do and how to maximize benefit to our health systems at the risk of not looking enough at how to deliver greater health and lower cost. If we focus too much on our bottom line and not enough on how well we are meeting human need, we ultimately jeopardize our own survival. A mission is not just something nice to write and publish. A mission is the source of power and constant in the most audacious innovation taking place today.

PHYSICIAN GROUP PRACTICES PARTNERING WITH HOSPITALS: HOW TO ACHIEVE SUSTAINABLE INTEGRATION IN A TIME OF CRISIS

John Tiscornia, CPA

How do we achieve operating excellence and financial performance while improving our health care service to the community as physicians and hospitals? The health care environment, including both economic and quality indicators, is forcing the integration of physicians and hospitals in delivering both in-patient and out-patient care. This session addresses integration and an approach to successfully overcoming such issues as culture, governance, cost, quality, and change management. It is critical that the hospital governing board, the physicians and management are using the same game plan to achieve a lasting partnership. This partnership will be critical to changing the health care model and bending the cost curve.

EMPLOYERS AND PROVIDERS: BUILD SYNERGY FOR SUCCESS

Gary Kaplan, MD

Employers and providers are both feeling considerable anxiety. Providers fear declining reimbursement and employers are concerned about cost escalations threatening their survival. As markets transform, new opportunities are becoming evident for mutually beneficial alliances. Creating and leveraging these partnerships will be discussed, with concrete examples that can be applied in communities across the U.S. Regardless of political developments, creating value together can create stability in a world seemingly full of chaos and uncertainty.



MERGERS & AFFILIATIONS: TO DEAL OR NOT TO DEAL

THE STRATEGY: Steve Tringale

THE EXECUTION: Dan Mulholland, JD

THE PERSUASION: Steve Rivkin

Q&A

Just what you need to know about mergers and acquisitions, from three perspectives: operational, legal and communications. This session will explore best practices, the business potential and financial rationales, the latest in legal strategies, and the effect on people issues and external reputation.

TUESDAY

GENERAL SESSION – THE FUTURE OF THE COMMUNITY HOSPITAL

TRANSFORMING HEALTH CARE TO PROVIDE HIGH QUALITY CARE, WITHOUT HARM TO PATIENTS

Della Lin, MD

ELIMINATING HEALTH DISPARITIES

Charlotte Jefferies, JD

EMPLOYED PHYSICIANS ON MEDICAL STAFFS AND BOARDS

Linda Haddad, JD

Organizations change as physicians become employed. How can they integrate these new relationships into the leadership of the organization? Employment must be more than a change in the physicians' compensation. It can be a critical step in clinical integration activities.

FROM OPINION TO OBJECTIVITY: WILL WE LOSE OUR SOULS?

Richard Ya Deau, MD

The science of medicine is accelerating at a rate that outpaces the ability of physicians and other providers to practice their profession. Many decisions that formerly were made based upon a physician's experience and judgment are now determined by testing that includes vast data bases of information that no single human has mastered. At the same time, reimbursement has decreased to levels where many physicians can no longer practice effectively within the time frame necessary just to keep the doors of the practice open. Patients are still needing and demanding close personal supervision of their diseases, acute and chronic. Are there systems for providing both optimum scientifically driven and individualized therapeutics?

CARE COORDINATION IN A “NO DISCHARGE” SYSTEM

Steve Tringale, John Harty, LLB, Barry Bittman, MD and Rob Mechanic, MBA

CONCURRENT PROGRAM #1 – THE ESTES PARK “COMPASS” PROJECT

COORDINATION OF CARE AND BUNDLED PAYMENTS

Steve Tringale, John Harty, LLB, Barry Bittman, MD, Rob Mechanic, MBA and Stuart Altman, PhD

CONCURRENT PROGRAM #2 – AN INSTITUTION IN CRISIS

HOW TO COPE WITH A CRISIS

Steve Rivkin

Bad things can happen to the best of hospitals: assaults, shootings, explosions, surgical mistakes, suspicious deaths, helicopter crashes, theft of records, unexpected strikes. Most crises are unexpected and unpleasant. They can mean loss of reputation, loss of revenue, loss of life. This session will explain the dos and don'ts for leadership and an overall plan for how to respond.

MANAGING WITHIN TO PROTECT HOSPITAL INTEGRITY: VULNERABILITY INSIDE THE WALLS OF THE HOSPITAL

Jim Kopf

How do you protect the integrity of your hospital from a variety of risks – safety, compliance issues, identity theft, pharmacy and IT security, etc.? What is the responsibility of senior management concerning theft, compliance risk management, response to allegations, data analysis? How do you handle and protect the whistle blower? What is the responsibility of government agencies, and what do you do if your organization is audited or evaluated?

AN INSTITUTION IN CRISIS – WHAT SHOULD THE BOARD KNOW TO MEET THE CHALLENGES: OPTIMIZING GOVERNANCE AND PERFORMANCE, MITIGATING RISK, AND CONTROLLING COST THROUGH INFORMATION TECHNOLOGY

John Tiscornia, CPA

The delivery of health care and creating a healthy community is rapidly becoming dependent on Information Technology (IT). As the health care industry prepares for coordinated care organization, utilizing IT practices is becoming a critical part of cost control and quality of care. Historically, Governing Boards have not needed to delve into the linkage between IT, strategy, cost, and quality. As health care organizations become responsible for an episode of care and for the health of a specific population, providers, management, hospital leaders, and boards all need to think of IT as a strategic advantage. It is critical that governance be optimized and that the Board be ready not only to lead change but also to stand behind the consequences of change.



GOING OFF THE GRID: CONCIERGE MEDICINE AND OTHER STRATEGIES FOR RECONNECTING WITH YOUR PATIENTS

Dan Mulholland, JD

CHALLENGE THE PANEL: WHAT IS YOUR CRISIS “DU JOUR?”

CONCURRENT PROGRAM #3

STAGING FOR JOY, CONTRIBUTION, GROWTH, AND HEALTH

Leanne Kaiser Carlson, MSHA and Leland Kaiser, PhD

It is an art to stage one’s life for joy, growth and contribution. And it is an art as an organizational leader to stage ideal habitats for others. Staging is part of the modern practice of alchemy and is built on the awareness that spaces allow some things to happen and disallow others. What can’t happen in your organization may be able to happen somewhere else. You can wait until the right space comes along to support what you wish to create, or you can shift your existing space.

CHECKLISTS: THE GOOD, THE BAD AND PREVENTING THE UGLY

Della Lin, MD

WEDNESDAY

INTERACTIVE CONCURRENT SESSIONS – Period One (choose one)

READING THE TEA LEAVES: WHAT ALL OF THOSE GENETICS REPORTS TELL US

Richard Ya Deau, MD

A real set of genetic sequencing information is reviewed, showing how information about genetic sequencing is presented and what the typical health care system will have to guide them in their therapeutics. How are prototypical reports brought into a health care system? We need to have institutions that are prepared to support their providers in their practices, using information they are not trained to understand and don’t have time to make a viable and valued part of their practices.

MOVE OVER MEDICARE: PAYMENT REFORM IN THE COMMERCIAL INSURANCE MARKET AND HOW IT WILL AFFECT YOU

Rob Mechanic, MBA

GLOVES OFF! HOW TO FIGHT BACK AGAINST INSURANCE COMPANIES

Dan Mulholland, JD

“NO DOCTOR LEFT BEHIND”: CONNECTING PHYSICIANS TO THE PROCESS OF HEALTH CARE TRANSFORMATION

Charlotte Jefferies, JD

INTERACTIVE CONCURRENT SESSIONS – Period Two (choose one)

RE-ENGINEERING (REINVENTING) HEALTH CARE IN YOUR COMMUNITY

Barry Bittman, MD

Introducing a rational re-engineering strategy based on a “Community Care Network,” a cost-effective extension of a community hospital that supports the ongoing needs of its patients through physician-directed coordinated care. It’s comprised of an interdisciplinary team of health professionals who work with college students formally trained through a didactic interactive college course. Under team supervision, each student health coach’s primary responsibility is to inspire and motivate patients to become more actively engaged in their health and well-being. Everyone wins – patients receive dedicated continuum of care, physicians receive support, students benefit from real-world experience, community health and well-being are enhanced, and the health care system advances.

WILL CMS’S CHANGING FINANCIAL ARCHITECTURE CHANGE THE WAY IT PAYS PROVIDERS?

Stuart Altman, PhD

CONFLICTS AND COMPETITION

Linda Haddad, JD

As physicians and hospitals form new and different alliances between and among themselves, potential for conflicts of interest explode. Roles must be clarified. A process for identifying and dealing with conflicts must be developed. Can physicians employed by a competitor stay on your medical staff? Can you direct all ED patients and hospitalist referrals to the employed physician group?

BOARD CHAIR ROUNDTABLE

(Invitational Session)

John Horty, LLB

GENERAL SESSION

PPACA AND GOVERNMENT REGULATIONS AND ENFORCEMENT: A DIFFERENT KIND OF MANDATE

Jim Kopf

The PPACA directs HHS to promulgate new and strengthen existing regulations and enforcement: an enhanced compliance program for hospitals and providers that will be audited and evaluated; greater emphasis on recouping money through advanced investigative and data analysis techniques; expand the authority of the Office of Inspector General, the Office of Civil Rights, and the Center for



Medicare and Medicaid Services. What actions are being initiated by HHS to address the PPACA mandates?

THE GENEROUS IMPULSE: MOVING BEYOND FRACTURING SELF-INTERESTS

Leanne Kaiser Carlson, MSHA

We were born with an instinct for generosity. Yet only a fraction of it expresses in our interactions and organizational culture. Now we are learning from the science of generosity what inhibits or releases the generous impulse. Organizations that understand this can vastly increase the amount of philanthropic resource they attract. But the greatest power is beyond this. In a time when many organizations are pulled apart by fracturing self-interests, generosity is the basis of how to act as one and design for wider circles of prosperity. It enables a higher abundance than we could otherwise achieve.

TAKE AWAY THE EXCUSES

Della Lin, MD

The Estes Park Institute conference program is subject to change.

“Very good experience. The conference was full of valuable information and insight; the facilities were wonderful and the area beautiful.”

“Thought provoking, stimulating, timely and well presented.”

“Great and welcoming conference. I am new to the board and felt empowered by all the information delivered in a professional, power-packed way. Thank you!”

“...very impressed with forward thinking on health care reform and inclusion of practical next steps...Excellent speakers; very well organized. We will be back.”

“Outstanding program - this is my fourth and all have been outstanding.”

“Great information to take back to my board! This has been a very positive experience.”

“Educational offerings appealed to everyone. Definitely will be back!!”



SENIOR FELLOWS

Our experts exemplify a higher standard in health care education by providing realistic solutions, innovative tools and inspiration to challenge the status quo. Don't miss an opportunity to introduce yourself and chat with them at the conference reception, breakfast, or following a session. They're eager to help you apply what you are learning to your own organization. They're committed to improving health care in your community, and they welcome your questions and comments.



STUART ALTMAN, PHD

Stuart Altman is the Sol C. Chaikin Professor of National Health Policy at the Florence Heller Graduate School for Social Policy, Brandeis University. Previously, he served on the National Bipartisan Commission on the Future of Medicare. He is a member of the Institute of Medicine of the National Academy of Sciences, and serves on the Board of Trustees of the Tufts-New England Medical Center.



BARRY BITTMAN, MD

Barry Bittman is a neurologist, researcher, author, international speaker, award-winning producer/director, and inventor. As Chief Innovations Officer of Meadville Medical Center, he pioneered a new paradigm for treating the whole person. He also serves as the CEO of the Yamaha Music & Wellness Institute, a non-profit organization dedicated to outcome-based research in collaboration with renowned medical and educational institutions.



LEANNE KAISER CARLSON, MSHA

Leanne Kaiser Carlson is a futurist who senses what is possible and advises CEOs, boards, providers, philanthropists, and foundations. She is a founder of the Kaiser Institute, a place of exploration and strategy-building for the future. Ms. Kaiser Carlson also is a writer, hospital board member, teacher, and member of the VHA Foundation Board, which funds innovations in health care.



LINDA HADDAD, JD

Linda Haddad is a Senior Partner in the Pittsburgh law firm of Horty, Springer & Mattern. She serves on the faculty of the American College of Physician Executives, and has presented in programs conducted by the American Health Lawyers Association, medical societies and hospital associations. Ms. Haddad is listed in *The Best Lawyers in America* and *Pennsylvania Super Lawyers*.



JOHN HORTY, LLB

John Horty is Chairman of the Estes Park Institute and the Managing Partner of the Pittsburgh-based law firm Horty, Springer & Mattern. He is the President and Editor of *HortySpringer Publications*, and previously has served on the Board of Mercy Health System, and as Chairman of the Board of St. Francis Hospital and Central Medical Hospital, all in Pittsburgh. He is an Honorary Fellow of the American College of Health Care Executives.

**CHARLOTTE JEFFERIES, JD**

Charlotte Jefferies is a Senior Partner with the Pittsburgh law firm of Horty, Springer & Mattern, and a research editor for *HortySpringer Publications*. She has worked as a health planner and is a member of the Executive Committee of the National Practitioner Data Bank. Ms. Jefferies is a member of the Advisory Board of the Study of Women's Health Across the Nation.

**LELAND KAISER, PHD**

Leland Kaiser is a health care futurist, an executive coach, and an organizational consultant. A pioneer in the emerging areas of health care, Dr. Kaiser is Founder and President of Kaiser Consulting, a health care consulting firm. He also is Co-Founder of the Kaiser Institute, a postgraduate educational program that provides advanced training in integrative medicine, intuition and philanthropy.

**GARY KAPLAN, MD**

Gary Kaplan was named Chairman and CEO of Virginia Mason Medical Center in February 2000. He serves on the Virginia Mason Medical Center Board of Directors, is Chair of the Management Committee, and serves on the Board of Governors of Benaroya Research Institute and the Board of the Virginia Mason Foundation. Dr. Kaplan has practiced Internal Medicine at Virginia Mason Medical Center since 1982.

**HON. JOHN KITZHABER, MD**

Dr. John Kitzhaber is the current Governor of Oregon, where he served two previous terms as Governor, and is a former emergency physician and legislator. He is the Past President of the Oregon State Senate, where he authored and implemented the groundbreaking Oregon Health Plan. Before beginning his current term of office, Dr. Kitzhaber served as President of the Estes Park Institute.

**JAMES KOPF**

Jim Kopf's experience includes 26 years as a federal law enforcement officer with the Office of Inspector General, the Department of Health and Human Services, and the Federal Bureau of Investigation. He co-authored and was the Director of Operation Restore Trust, a Presidential initiative that set the current standard for health care fraud investigations.

**DAVID LAWRENCE, MD**

Dr. David Lawrence retired in May 2002 as Chairman and CEO of Kaiser Foundation Health Plan and Kaiser Foundation Hospitals. Dr. Lawrence currently serves on the boards of Agilent Technologies, Raffles Medical Group of Singapore, McKesson Corporation, and the RAND Health Advisory Board, among others. He also serves in advisory roles to the biotechnology industry.

**DELLA LIN, MD**

Dr. Della Lin is an inaugural National Patient Safety Foundation/Health Forums Patient Safety Leadership Fellow (2002) and continues as core faculty. She is also on the steering committee for the VHA West Coast Patient Safety Fellowship. Dr. Lin works with organizations and hospitals in their Board, MEC, joint leadership, and patient safety seminars. She is currently the Hawaii Physician Lead for the CUSP: STOP BSI initiative and continues an active clinical practice in Honolulu.

**ROBERT MECHANIC, MBA**

Robert Mechanic is Senior Fellow at the Heller School of Social Policy and Management at Brandeis University, and Executive Director of the Health Industry Forum. Mr. Mechanic is an expert on fixed-fee contracts for the delivery of care in hospitals and medical group practices in Massachusetts. His work has been published in the *New England Journal of Medicine*, *JAMA*, *Health Affairs*, *Business and Health*, and *Benefits Quarterly*.

**DAN MULHOLLAND, JD**

Dan Mulholland is a Senior Partner in the Pittsburgh law firm of Horty, Springer & Mattern. Named in 1997 by the *National Law Journal* as one of 40 health care attorneys who have “made their mark” and listed in *The Best Lawyers in America*, he regularly advises clients on hospital medical staff, corporate tax fraud and abuse, and compliance matters.

**STEVE RIVKIN**

Steve Rivkin is the Founder of Rivkin & Associates, a marketing and communications consultancy. He has worked with more than 100 hospitals and health care groups on marketing, communications and crisis management. Mr. Rivkin is a former journalist and has coauthored five books on topics from marketing strategy to collecting, borrowing and adapting new ideas.

**JOSEPH SCHERGER, MD, MPH**

Joe Scherger is Vice President for Primary Care at Eisenhower Medicine Center in Rancho Mirage, California. He is Clinical Professor of Family & Preventive Medicine at the University of California, San Diego School of Medicine (UCSD). He is also Medical Director for Quality and Informatics at Lumetra. Dr. Scherger's main focus is on the redesign of office practice using the tools of information technology and quality improvement.

**JOHN TISCORNIA, MBA, CPA**

John Tiscornia is a Managing Director at Huron Healthcare and a former partner and director of Arthur Andersen national health care practice. He is a Clinical Professor in the Graduate School of Public Health and Community Medicine at the University of Washington. Mr. Tiscornia's experience ranges from managed care organizations to strategic financial planning.

**STEVEN TRINGALE**

Steven Tringale is the Managing Director of Hinckley, Allen & Tringale Health Strategies, a limited liability partnership serving clients in the health care industry. Mr. Tringale was Vice President of Blue Cross in Massachusetts for a number of years, and is now a consultant to community hospitals on changes in health insurance. He has presented to numerous groups, and testified in front of many state legislatures and before Congress.

**RICHARD YA DEAU, MD**

Dr. Richard Ya Deau was trained at the Mayo Clinic and practiced surgical oncology in St. Paul, MN, where he also served as President and then Chairman of the Foundation for Health Care Evaluation. He has served as Chief of Bethesda Lutheran Hospital's medical staff, taught at the University of Minnesota School of Nursing, and was instrumental in establishing the second hospice in the United States.

Most senior fellows will present at each conference. In addition to the Estes Park Institute Senior Fellows, Guest Fellows with specific expertise may be invited to present at various conference locations.



Additional Conference INFORMATION

TARGET AUDIENCE

The Estes Park Institute conference experience is for the entire leadership team—executives, physicians and trustees. With the future of the community hospital so dependent on cooperation among governance, administration and physician leaders—especially employed physicians—the Estes Park Institute is committed to the development of these teams.

CONFERENCE OBJECTIVE

The objective of an Estes Park Institute conference is for health care leaders to learn and explore with our health care experts the current trends, innovations and solutions to help navigate the challenges presented by health reform and a rapidly changing health care environment.

CONTINUING EDUCATION CREDITS

CME/ACCME: This activity has been planned and implemented in accordance with the Essential Areas and Policies of the Accreditation Council for Continuing Medical Education (ACCME) through the joint sponsorship of the University of Pittsburgh School of Medicine and the Estes Park Institute. The University of Pittsburgh School of Medicine is accredited by the ACCME to provide continuing medical education for physicians.

ACHE: The Estes Park Institute is authorized to award approximately 16 hours of pre-approved ACHE Qualified Education credit (non-ACHE) for this program toward advancement or recertification in the American College of Healthcare Executives. Participants in this program wishing to have the continuing education hours applied toward ACHE Qualified Education credit should indicate their attendance when submitting application to the American College of Healthcare Executives for advancement or recertification.

NAMSS: This program has been approved by the National Association of Medical Staff Services for approximately 16 hours of continuing education units. Medical staff services and credentialing professionals are responsible for verifying attendance at continuing education activities relative to their recertification. For your convenience, we will provide a certificate as proof of attendance.



Conference REGISTRATION

EACH REGISTRATION INCLUDES:

- Attendance at one Estes Park Institute conference
- Complimentary attendance for spouse/ community member
- Continental breakfast each morning for registrants and guests
- Opportunities to network with the Estes Park Institute Fellows and Registrants
- Online access to all presentation, reference and resource materials
- CME/ACCME, ACHE and NAMSS credit

TUITION

\$5,900 (each team of four)
\$1,695 (single)

Upon registration, you will be sent accommodation information. Tuition for a physician, health care executive, or board member includes attendance at one Estes Park Institute conference and complimentary admittance for his/her spouse or a community representative who is not directly affiliated with the health care organization, but who may be involved in community health initiatives.

CANCELLATION POLICY

All cancellations must be confirmed in writing. Written cancellations received by Estes Park Institute 30 or more days prior to the opening of the conference are eligible to receive a refund, less a processing fee of \$150 per person. Cancellations received within 15–29 days of the opening of the conference are not eligible for a refund, but money will be held on account up to 12 months for transfer to another Estes Park Institute conference. Cancellations within 14 days of the opening of the conference and “no show” registrants are not eligible for refund or transfer.

FACULTY DISCLOSURE

In accordance with the Accreditation Council for Continuing Medical Education requirements on disclosure, information about relationships of presenters with commercial interests (if any) will be included in materials distributed at the time of the conference.

AMERICANS WITH DISABILITIES ACT STATEMENT

We encourage participation by all individuals. If you have a disability, advance notification of any special needs will help us to better serve you. Please notify us of your needs at least two weeks in advance of the program.



1 ONLINE:
EstesPark.org

2 CALL:
800-727-8225

3 FAX THIS FORM TO:
724-548-1383

4 MAIL THIS FORM TO:
Estes Park Institute
P.O. Box 400
Englewood, CO 80151

SELECT CONFERENCE:

_____ **San Diego, CA**
Hotel del Coronado
November 4–7, 2012

_____ **Maui, HI**
Grand Wailea
January 27–February 1, 2013

_____ **Naples, FL**
The Ritz-Carlton, Naples
February 10–13, 2013

_____ **La Quinta (Palm Springs), CA**
La Quinta Resort & Club
March 24–27, 2013

_____ **Half Moon Bay (San Francisco), CA**
The Ritz-Carlton, Half Moon Bay
April 14–17, 2013

(At the Hawaii conference, Wednesday is an open day. Wednesday sessions will take place on Thursday, and an additional day of sessions will take place on Friday.)

_____ Contact Name		_____ Contact Title	
_____ Contact Email		_____ Contact Phone	_____ Fax
_____ Health Care Organization			_____ Number of Beds
_____ Street Address			
_____ City	_____ State	_____ Zip	
_____ CEO Name		_____ CEO Title	
_____ CEO Email		_____ Name of System (if applicable)	

METHOD OF PAYMENT

- Bill hospital/health system
- Check enclosed (payable to: Estes Park Institute)
- Bill our credit card:

_____ Account #

_____ Name on Card

_____ Authorized Signature

_____ Type of Card _____ Expiration Date

TOTAL PAID REGISTRANTS:

_____ \$5,900 (each team of four) _____ \$1,695 (single)

TOTAL AMOUNT DUE: \$ _____

Upon registration, you will be sent accommodation information.

Tuition for a physician, health care executive, or board member includes attendance at one Estes Park Institute conference and complimentary admittance for his/her spouse or a community representative who is not directly affiliated with the health care organization, but who may be involved in community health initiatives.

Cancellation Policy

All cancellations must be confirmed in writing. Written cancellations received by the Estes Park Institute 30 or more days prior to the opening of the conference are eligible to receive a refund, less a processing fee of \$150 per person. Cancellations received within 15–29 days of the opening of the conference are not eligible for a refund, but money will be held on account up to 12 months for transfer to another Estes Park Institute conference. Cancellations within 14 days of the opening of the conference and “no show” registrants are not eligible for refund or transfer.

Registrant Names

(Space may be reserved and names submitted at a later date. Additional names may be attached on a separate sheet.)

_____ Registrant Name

_____ Registrant Title

_____ Registrant Email

_____ Spouse / Community Representative

_____ Registrant Name

_____ Registrant Title

_____ Registrant Email

_____ Spouse / Community Representative

_____ Registrant Name

_____ Registrant Title

_____ Registrant Email

_____ Spouse / Community Representative

_____ Registrant Name

_____ Registrant Title

_____ Registrant Email

_____ Spouse / Community Representative