

AGENDA

GOVERNANCE COMMITTEE

Meeting Date: December 17, 2015
Time: 3:00 PM
Location: 125 Worth St /Room 532

Board of Directors

Call to Order - 3:00 PM

Mr. Gordon Campbell

Action Item

➤Governance Committee Minutes: November 17, 2015

➤Amending the Bylaws of the New York City Health and Hospitals Corporation (NYC Health + Hospitals) with respect to certain standing Committees to better enable NYC Health + Hospitals to conduct its business.

Mr. Salvatore Russo

OLD BUSINESS

NEW BUSINESS

ADJOURNMENT

Mr. Campbell



MINUTES

GOVERNANCE COMMITTEE

BOARD OF DIRECTORS

Meeting Date: November 17, 2015

Time: 2:00 p.m.

Location: 125 Worth Street - Room 519

ATTENDEES

Committee Members:

Lilliam Barrios-Paoli, Ph.D.

Bernard Rosen

Vincent Calamia, M.D.

HHC Staff:

Ramanathan Raju, M.D., President

Salvatore J. Russo, Esq., Senior Vice President & General Counsel

Deborah Cates, Chief of Staff, Board Affairs, Office of the Chair

Patricia Lockhart, Secretary to the Corporation, Office of the Chair

Dr. Barrios-Paoli called the meeting of the Governance Committee to order at 2:08 p.m. The minutes of September 24, 2015 were approved as submitted.

Next, Dr. Barrios-Paoli asked and received the Committee's approval to convene in Executive Session to discuss a personnel matter.

The Committee convened to discuss the appointment of Plachikkat V. (PV) Anantharam to the corporate officer position of Senior Vice President / Chief Financial Officer replacing Marlene Zurack who will be retiring the end of November.

Dr. Raju presented his rationale for selecting Mr. Anantharam for the position, which includes his 28-years of experience in the City's Office of Management and Budget (OMB) with the last 17 years serving as OMB's Deputy Director for Health and Social Services.

The Committee agreed with Dr. Raju and unanimously approved his recommendation for consideration by the full Board.

There being no further business, the meeting was adjourned at 2:54 pm.

/

RESOLUTION

Amending the By-Laws of the New York City Health and Hospitals Corporation (NYC Health + Hospitals) with respect to certain standing committees to better enable NYC Health + Hospitals to conduct its business

WHEREAS, the By-Laws of NYC Health + Hospitals may be altered by vote of majority of the whole number of the Board; and

WHEREAS, in accordance with the requirements of the By-Laws, Board members will be given at least a 14-day notice of the intent to vote to amend the By-Laws; and

WHEREAS, the By-Laws currently designate Medical and Professional Affairs/Information Technology, Community Relations, and Strategic Planning as a standing committees; and

WHEREAS, by resolution adopted on July 26, 2007, the Governance Committee was established as a special committee of the Board of Directors; and

WHEREAS, it is in the interest of NYC Health + Hospitals and in the governance and oversight role of the Board of Directors that Medical and Professional Affairs and Information Technology be subject to the Board's regular oversight and reviews as separate committees; and

WHEREAS, it is in the interest of NYC Health + Hospitals and in the governance and oversight role of the Board of Directors that the role of the Community Relations Committee be expanded to include discussion of advocacy for NYC Health + Hospitals on relevant legislative and political developments on a local, state and national level that effects the health care delivery environment and specifically NYC Health + Hospitals; and

WHEREAS, it is in the interest of NYC Health + Hospitals and in the governance and oversight role of the Board of Directors that the role of the Strategic Planning Committee be more appropriately described; and

WHEREAS, it is in the interest of NYC Health + Hospitals and in the governance and oversight role of the Board of Directors that the Governance Committee be made a standing committee and that its role and responsibilities be more appropriately described; and

WHEREAS, these amendments of the By-Laws will better enable NYC Health + Hospitals to conduct its business.

NOW, THEREFORE, be it

RESOLVED that that Article VI, Section 2 shall be amended (1) to replace the "Medical and Professional Affairs/Information Technology Committee" with the "Medical and

Professional Affairs Committee” and the “Information Technology Committee” and (2) to add the “Governance Committee” and,

BE IT ALSO FURTHER RESOLVED that Article VI, Section 4, which describes the duties and responsibilities of the Medical and Professional Affairs/Information Technology Committee shall be replaced with the following:

“Section 4. Medical and Professional Affairs Committee. The duties and responsibilities of the Medical and Professional Affairs Committee shall include the following:

A) review issues dealing with the quality and composition of professional services provided in the Corporation’s facilities, including nursing services, pharmacy, dietary services, laboratories and social services, and recommend policies and actions to the Board concerning these services;

B) review and recommend to the Board contractual arrangements for professional services with particular emphasis on monitoring and providing policy direction to corporate staff with respect to the services provided to the Corporation pursuant to its affiliation contracts with voluntary hospitals, medical schools and professional corporations;

C) review education and training issues for clinical personnel in the Corporation’s institutions;

D) formulate and recommend to the Board plans for delivery of comprehensive health care to the community;

E) promulgate policies rules and regulations with respect to medical and to other research conducted at the Corporation’s facilities; and

F) review strategic issues related to information management and technology and the management of clinical care.”

BE IT FURTHER RESOLVED that Article VI, Section 8, which describes the duties and responsibilities of the Community Relations Committee, shall be amended to add the following:

“E) discuss advocacy for the Corporation on relevant legislative and political developments on a local, state and national level that effect the health care delivery environment and specifically the Corporation.”

BE IT ALSO FURTHER RESOLVED that Article VI, Section 10, which describes the duties and responsibilities of the Strategic Planning Committee shall be replaced with the following:

“Section 10. Strategic Planning Committee. The duties and responsibilities of the Strategic Planning Committee shall include the following:

- A) to share and monitor metrics established for measuring goals and initiatives;
- B) to develop and monitor long term and strategic plans for the Corporation that are consistent with its mission and that reflect the needs of the population and health care industry needs;
- C) to recommend strategic directions to ensure the ability of the Corporation to carry out its mission;
- D) to evaluate Corporation policies and programs as these relate to long-term goals and objectives ;
- E) to review and evaluate all system-wide initiatives and plans to ensure consistency with the Corporation’s strategic plan, mission and demographic and health care industry trends.
- F) to report on relevant legislative and political developments on a local, state and national level that effect the health care delivery environment and specifically the Corporation.”

BE IT ALSO FURTHER RESOLVED that Article VI, Section 12 shall be renumbered as Section 14.

BE IT ALSO FURTHER RESOLVED that a new Article VI, Section 12 shall be included as follows:

“Section 12. Information Technology Committee. The duties and responsibilities of the Information Technology Committee shall include the following:

- A) review, appraise and monitor the Corporation’s IT strategy and significant IT related projects and investments;
- B) ensure that the Corporation’s IT programs effectively support the Corporation’s clinical and business objectives and strategies;
- C) review the financial, tactical and strategic benefits of proposed major IT related projects and technology architecture alternatives;
- D) review the progress of significant IT related projects and technology architecture decisions;

E) review and recommend to the Board contractual commitments for significant IT related projects that will be submitted to the Board for consideration; and

F) monitor the quality and effectiveness of the Corporation's IT security and IT disaster recovery capabilities.”

BE IT ALSO FURTHER RESOLVED that a new Article VI, Section 13 shall be included as follows:

“Section 13. Governance Committee. The duties and responsibilities of the Governance Committee shall including the following:

A) keep the Corporation's Board of Directors informed of current best governance requirements and current trends;

B) update corporate governance principles;

C) advise appointing authorities on skills/requirements of Board members.

D) evaluate the performance of the President;

E) review appointments of corporate officers.”

BE IT ALSO FURTHER RESOLVED that in Article IV, Section 1, “Goldwater Specialty Hospital and Nursing Facility” shall be replaced by “Henry J. Carter Specialty Hospital and Nursing Facility.”

EXECUTIVE SUMMARY

This resolution addresses changes to four committees of the Board of Directors:

1. The Governance Committee, which was created by resolution in 2007 to be a special committee of the Board, is now added as a standing committee. Its duties and responsibilities reflect what is required by law and what is actually brought before that committee.
2. The Medical and Professional Affairs/Information Technology Committee is separated into two individual committees. The existing description of the duties and responsibilities for each committee section has been preserved.
3. The description of the duties and responsibilities of the Strategic Planning Committee is amended to add functions that the committee has actually been addressing; specifically, : the monitoring of metrics to measure goals and initiatives, and reporting on legislative and political developments.
4. The description of the Community Relations Committee is amended to add to its duties and responsibilities.

In addition, a reference in the bylaws to Goldater Specialty Hospital and Nursing Facility is replaced by Henry J. Carter Specialty Hospital and Nursing Facility.



**NYC
HEALTH+
HOSPITALS**

BY-LAWS

December 2015 Proposed amendments:

Page 6 – Article IV, § 1

Page 12-Page 20 – Article VI, § 2, 4, 8, 10, 12, 13 and 14

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ARTICLE I

PREAMBLE

The New York City Health and Hospitals Corporation is a public benefit corporation created by the New York City Health and Hospitals Corporation Act (L. 1969, C. 1016, eff. May 26, 1969).

In order to provide for the orderly implementation of this legislation, the Corporation's Board of Directors, therein provided, adopt the following By-Laws:

DRAFT

ARTICLE II

STATEMENT OF PURPOSES

The purposes of the Corporation include:

- (A) provide and deliver high quality, dignified and comprehensive care and treatment for the ill and infirm, both physical and mental, particularly to those who can least afford such services;
- (B) extend equally to all we serve comprehensive health services of the highest quality, in an atmosphere of human care and respect;
- (C) promote and protect, as both innovator and advocate, the health, welfare and safety of the people of the State of New York and of the City of New York;
- (D) join with other health workers and with communities in a partnership which will enable each of our institutions to promote and protect health in its fullest sense -- the total physical, mental and social well being of the people.

ARTICLE III

OFFICES

Section 1. Principal office. The principal office of the Corporation shall be located in the City of New York, State of New York.

Section 2. Other Offices. The Corporation may also have offices at such other places both within and without the State of New York as the Board may, from time to time, determine or the business of the Corporation may require.

DRAFT

ARTICLE IV

BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the Corporation shall be managed by the Board. The Board shall fulfill its responsibilities in a manner consistent with relevant law and regulations, including the conditions of participation under the Medicare program, and shall serve as the Governing Body of each of the facilities operated by the Corporation. Such facilities include but are not limited to, *Bellevue Hospital Center, Coney Island Hospital, Elmhurst Hospital Center, Harlem Hospital Center, Jacobi Medical Center, North Central Bronx Hospital, Kings County Hospital Center, Lincoln Medical And Mental Health Center, Metropolitan Hospital Center, Queens Hospital Center, Woodhull Medical and Mental Health Center, Coler Specialty Hospital and Nursing Facility, ~~Goldwater~~ Henry J. Carter Specialty Hospital and Nursing Facility, Dr. Susan Smith McKinney Nursing and Rehabilitation Center, Gouverneur Healthcare Services, Sea View Hospital Rehabilitation Center and Home.*

Section 2. Number of Directors. The Board shall consist of sixteen (16) directors.

Section 3. Qualifications of Directors. The Administrator of the Health Services Administration, the Commissioner of Health and Mental Hygiene, the Director of Community Mental Health Services, the Administrator of the Human Resources Administration and the Deputy Mayor/City Administrator, or their successors, shall be directors *ex officio*. Ten (10) additional directors shall be appointed by the Mayor, five (5) of whom shall be designated by the City Council. The President of the Corporation shall be the sixteenth director. Directors shall perform their Board responsibilities in person only and only directors *ex officio* may perform such responsibilities by agent.

Section 4. Meetings.

(A) Annual Public Meeting. The Board shall hold an annual public meeting at such date, place and hour as shall be designated in the notice to the public of the annual public meeting. Such meeting serves as the annual meeting of the Board mandated by the enabling statute. Such notice shall be given, not later than thirty (30) days before the meeting, in such manner as the Board may, by resolution, determine.

(B) Regular Meetings. Regular meetings of the Board shall be held on a monthly basis with a minimum of ten (10) such meetings per year. At least once each year, the Board shall convene as the Governing Body of each of the facilities listed in Section 1, above. In addition, the Board shall receive a written report from each of the facilities listed in Section 1, above at least once a year.

(C) Special Meetings. Special meetings of the Board shall be held whenever called by the Chair of the Board, the President or by four (4) directors. Any and all business may be transacted at a special meeting which may be transacted at a regular meeting of the Board.

(D) Time and Place of Meeting. The Board may hold its meetings at such time or times and such place or places within or without the State of New York as the Board may, from time to time, by resolution determine or as shall be designated in the respective notices or waivers of notice thereof.

(E) Notice of Meetings. Notices of regular meetings of the Board or of any adjourned meeting need not be given.

Notices of special meetings of the Board, or of any meeting of any committee of the Board, except the Executive Committee, which shall meet when deemed necessary, shall be mailed by the Secretary to each director or member of such committee, addressed to him or her at his or her residence or usual place of business, at least three (3) days before the day on which such meeting is to be held, or shall be sent by telegraph, cable or other form of recorded communications or be delivered personally or by telephone not

later than the day before the date on which such meeting is to be held. Such notice shall include the time and place of such meeting. Notice of any such meeting need not be given to any director or member of the committee, however, if waived by the director in writing or by telegraph, cable or other form of recorded communications, whether before or after such meeting shall be held, or if he or she shall be present at such meeting and shall not protest the lack of notice to him or her prior thereto or at its commencement.

(F) Quorum and Manner of Acting. A majority of the whole number of directors shall be present in person at any meeting of the Board in order to constitute a quorum for the transaction of business at such meeting, and the vote of a majority of those directors present at any such meeting at which a quorum is present shall be necessary for the passage of any resolution or act of the Board, except as otherwise expressly required by these By-Laws. In the absence of a quorum for any such meeting, a majority of the directors present thereat may adjourn such meeting, from time to time, until a quorum shall be present.

(G) Robert's Rules of Order shall prevail at all meetings of the Board except as otherwise herein provided.

(H) Order of Business. The order of business of each meeting of the Board shall be as follows:

1. Acceptance of the minutes of the last Regular meeting and all Special meetings;
2. Chair's Report;
3. President's Report;
4. Old and New Business;
5. Committee Reports;
6. Facility Governing Body / Executive Session
7. Adjournment.

However, it shall be within the discretion of the person acting as chair of the meeting to deviate from the order of business herein provided.

(I) Organization. At each meeting of the Board, one of the following shall act as Chair of the meeting and preside thereat, in the following order of precedence: (a) the Chair of the Board; (b) the Vice-Chair of the Board; (C) the President; (d) any director chosen by a majority of the directors present thereat. The Secretary or, in his or her absence, any person whom the Chair shall appoint shall act as Secretary of such meeting and shall keep the minutes thereof.

(J) Minutes of Meetings. Minutes of all meetings of the Board and its committees, including a record of attendance, must be kept. Upon approval, such minutes shall be signed by the Secretary and permanently filed and maintained in the principal office of the Corporation and at each of the Corporation's facilities.

Section 5. Resignation. Any director, other than a director holding office ex officio, may resign at any time by giving written notice of resignation, including an effective date therefor, to the Mayor or to the Chair of the Board. Any such resignation shall take effect at the time specified therein. If no effective date is specified therein, the resignation shall take effect thirty (30) days from the date of receipt of such notification by the Chair of the Board or by the Mayor.

Section 6. Vacancies and Removal. Whenever the number of directors appointed by the Mayor shall for any reason be less than ten (10), the vacancy may be filled by the Mayor, provided that if the office so vacated was held by a director designated by the City Council, the successor appointed by the Mayor shall be so designated. A director appointed to fill a vacancy shall be appointed for the unexpired portion of the term of his or her predecessor in office. Any of these directors may be removed by the Mayor for cause after a hearing.

ARTICLE V

OFFICERS OF THE BOARD

Section 1. Titles. The officers of the Board of Directors shall be a Chair of the Board and a Vice-Chair of the Board. The Chair of the Board shall be the Administrator of Health Services of the City of New York. The Vice-Chair shall be chosen by the Board from among themselves and shall be elected annually.

Section 2. Duties and Functions.

(A) Chair of the Board. The Chair of the Board shall:

(1) preside, if present, at meetings of the Board; (2) be an ex officio member of all committees except the Audit Committee; (3) appoint committees with the approval of the Board; and (4) perform such duties as from time to time may be assigned by the Board.

(B) Vice-Chair of the Board. The Vice-Chair of the Board shall, if present and if the Chair of the Board shall be absent or shall be unable to act, preside at all meetings of the Board. The Vice-Chair of the Board shall perform such duties as from time to time may be assigned by the Board.

(C) Other Presiding Officers. In the event that both the Chair and the Vice-Chair of the Board may be absent, or in any other way may be unable to serve, then the President shall serve as Presiding Officer. If he or she is absent or is otherwise unable to serve, the Board shall, by majority vote of those present, pick a member to be Presiding Officer at that meeting.

ARTICLE VI
COMMITTEES

Section 1. General Provisions.

(A) Standing and Special Committees. Committees of the Board shall be standing or special. A standing committee is one whose functions are determined by a continuous need. The function and duration of a special committee shall be determined by its specific assignment, as stated in a resolution of the Board creating it.

(B) Composition. Each of the standing committees, except the Audit Committee, shall be composed of the Chair of the Board, the President, and at least three (3) Board members appointed in the manner hereinafter specified.

(C) Appointment. The Chair of the Board shall annually appoint, with the approval of a majority of the Board, members of the Board to the standing committees.

(D) Committee Chair. The Chair of each committee, both standing and special, shall be designated by a majority vote of the Board.

(E) Meetings. Each standing committee shall meet as deemed necessary.

(F) Quorum. A quorum, which shall be at least one-half of all of the members of a committee, standing or special, shall be required for a committee to transact any business unless otherwise stated in these By-Laws.

(G) Committee Action. All actions of a committee, standing or special, shall be taken by a majority vote of the members in attendance at a committee meeting.

(H) Reports. Each committee shall report to the Board, at its regular meetings, on all business transacted by it since the last regular Board meeting.

(I) Special Committees. The Board may, by resolution passed by a majority of the whole number of directors, designate special committees, each committee to consist of three (3) or more directors, one of whom shall be the Chair of the Board, and each such committee shall have the duties and the functions as shall be provided in such resolution.

Section 2. Standing Committees. The following committees shall be designated as standing committees:

- Executive Committee
- ~~Medical and Professional Affairs/Information Technology Committee~~
- Medical and Professional Affairs Committee
- Audit Committee
- Finance Committee
- Capital Committee
- Community Relations Committee
- Quality Assurance Committee
- Strategic Planning Committee
- Equal Employment Opportunity Committee
- Information Technology Committee
- Governance

Section 3. Executive Committee

(A) Designation and Membership. The Executive Committee shall be composed of the Chair of the Board, who shall be the Chair of the Executive Committee, the President, and other members appointed by the Chair of the Board with the approval of the Board.

(B) Functions and Powers. The Executive Committee, subject to any limitations prescribed by the Board, shall possess and may exercise during the intervals between meetings of the Board, the powers of the Board in the management of the business and affairs of the Corporation except for: (1) the power to amend or

to repeal these By-Laws or to adopt new By-Laws; and (2) the power to fill vacancies in any committee of the Board. At each meeting of the Board the Executive Committee shall make a report of all action taken by it since its last report to the Board.

(C) Meetings and Quorum. The Executive Committee shall meet as often as may be deemed necessary and expedient at such times and places as shall be determined by the Executive Committee. Five (5) members of the Executive Committee shall constitute a quorum. The Chair of the Board shall preside at meetings of the Executive Committee and, in his or her absence, the President shall preside thereat. All members of the Board of Directors shall be duly notified prior to all Executive Committee meetings.

Section 4. Medical and Professional Affairs / Information Technology Committee. The duties and responsibilities of the Medical and Professional Affairs Committee shall include the following:

(A) review issues dealing with the quality and composition of professional services provided in the Corporation's facilities, including nursing services, pharmacy, dietary services, laboratories and social services, and recommend policies and actions to the Board concerning these services;

(B) review and recommend to the Board contractual arrangements for professional services with particular emphasis on monitoring and providing policy direction to corporate staff with respect to the services provided to the Corporation pursuant to its affiliation contracts with voluntary hospitals, medical schools and professional corporations;

(C) review education and training issues for clinical personnel in the Corporation's institutions;

(D) formulate and recommend to the Board plans for delivery of comprehensive health care to the community;

(E) promulgate policies rules and regulations with respect to medical and to other research conducted at the Corporation's facilities; and

(F) review strategic issues related to information management and technology and the management of clinical care.

(A) With respect to Medical and Professional Affairs business of the Committee, the duties and responsibilities shall be to:

1. review issues dealing with the quality and composition of professional services provided in the Corporation's facilities, including nursing services, pharmacy, dietary services, laboratories and social services, and recommend policies and actions to the Board concerning these services;

2. review and recommend to the Board contractual arrangements for professional services with particular emphasis on monitoring and providing policy direction to corporate staff with respect to the services provided to the Corporation pursuant to its affiliation contracts with voluntary hospitals, medical schools and professional corporations;

3. review education and training issues for clinical personnel in the Corporation's institutions;

4. formulate and recommend to the Board plans for delivery of comprehensive health care to the community;

5. promulgate policies rules and regulations with respect to medical and to other research conducted at the Corporation's facilities; and

6. review strategic issues related to information management and technology and the management of clinical care.

(B) With respect to Information Technology ("IT") business of the Committee, the duties and responsibilities shall be to:

1. review, appraise and monitor the Corporation's IT strategy and significant IT related projects and investments;

2. ensure that the Corporation's IT programs effectively support the Corporation's clinical and business objectives and strategies;

3. review the financial, tactical and strategic benefits of proposed major IT related projects and technology architecture alternatives;

4. review the progress of significant IT related projects and technology architecture decisions;

5. review and recommend to the Board contractual commitments for significant IT related projects that will be submitted to the Board for consideration; and

6. monitor the quality and effectiveness of the Corporation's IT security and IT disaster recovery capabilities.

Section 5. Audit Committee. The Audit Committee shall consist of members designated by the Board, other than those serving ex officio, except that the Chair of the Board may be a member if he or she is not compensated by the City of New York. The duties and responsibilities of the Audit Committee shall be to:

(A) approve the selection, retention or termination of independent auditors;

(B) review the proposed scope of the audit and related fees;

(C) inquire about and be aware of all work (audit, tax systems) that the independent auditor performs;

(D) review the annual financial statements and the results of the audit with management, the internal auditors and the independent auditors;

(E) review the memorandum, if any, prepared by the independent auditors setting forth any questionable or possibly illegal activities and take appropriate action;

(F) be available to meet with the independent auditors to resolve problems that arise in connection with the audit if and when this becomes necessary.

Section 6. Finance Committee. The duties and responsibilities of the Finance Committee shall include the following:

(A) supervise the preparation and recommend to the Board for submission to the City of New York the annual consolidated revenue and expense budget of the Corporation;

(B) recommend to the Board policies and actions with respect to collection of revenues;

(C) ensure that the funds of the Corporation are properly deposited and accounted for and recommend policies for such deposits to the Board;

(D) account for Corporation property, both real and personal; and

(E) monitor performance against budgets.

Section 7. Capital Committee. The duties and responsibilities of the Capital Committee shall include the following:

(A) recommend to the Board of Directors policies and objectives in the area of capital development for the guidance of Corporation officers, facility Executive Directors, and key staff members;

(B) supervise the preparation and recommend to the Board for submission to the City of

New York the annual capital budget of the Corporation;

(C) formulate policies and recommendations for the long-range development of facilities to include supervising the preparation of major programs and master plans, as well as the inter-agency coordination of such planning with the appropriate City and State agencies;

(D) establish standards, policies and procedures for the selection and approval of architectural and engineering contracts;

(E) review and approve any transfers or surrender of Corporation facilities or lands and the acquisition and/or leasing of additional property and facilities for Corporation purposes.

Section 8. Community Relations Committee. The duties and responsibilities of the Community Relations Committee shall include the following:

(A) review and recommend to the President plans for the formation of community advisory boards;

(B) formulate and recommend to the Board the policies of the Corporation concerning its relationship with the community;

(C) provide clarification and interpretation of established policies on community relationships;

(D) evaluate the efforts of the Corporation, and its facilities to establish, maintain and improve effective participation by the community.

(E) discuss advocacy for the Corporation on relevant legislative and political developments on a local, state and national level that effect the health care delivery environment and specifically the Corporation.

Section 9. Quality Assurance Committee. The Quality Assurance Committee shall act on behalf of the Board for purposes of discharging the governing body's obligations in overseeing the quality assurance process for HHC facilities. The Board shall, at least annually, assess the performance of the Quality Assurance Committee in fulfilling the governing body's quality assurance responsibilities. Any member of the Board may attend meetings of the Quality Assurance Committee and may refer any quality assurance issue for deliberation or for action by the Quality Assurance Committee or by the full Board. Board members may also discuss quality assurance issues or problems concerning HHC facilities at any meeting of the Board.

The duties and responsibilities of the Quality Assurance Committee shall include the following:

(A) assuring that each facility is fulfilling mandates in the areas of quality assurance, credentialing of physicians and dentists, overall operations and responsiveness to Federal, State and other regulatory surveillance and enforcement activities. With respect to quality assurance, this shall include oversight of and participation in such functions of the quality assurance committee of the facilities such as: reviewing services in order to improve the quality of medical and dental care of patients and to prevent medical and dental malpractice; overseeing and coordinating malpractice prevention programs; and insuring that information gathered pursuant to the programs is utilized to review and to revise policies and procedures;

(B) assuring that there is a systematic and effective mechanism for communication among members of the Board of Directors in their role as members of the governing body, and the administration and medical staff of each HHC facility. This communication should facilitate direct participation by the governing body in quality assurance activities and other issues of importance as set forth above;

(C) monitoring the progress at Corporation facilities towards meeting appropriate

HHC goals and objectives related to its health care programs;

(D) reviewing quality assurance activities of each of the Corporation's facilities on at least a quarterly basis.

The chair of the Community Relations Committee shall be an ex officio member of the Quality Assurance Committee and shall be responsible for reporting to the Community Relations Committee and the Council of Community Advisory Boards concerning the deliberations of the Quality Assurance Committee.

Section 10. Strategic Planning Committee. The duties and responsibilities of the Strategic Planning Committee shall include the following:

- (A) to share and monitor metrics established for measuring goals and initiatives;
- (B) to develop and monitor long term and strategic plans for the Corporation that are consistent with its mission and that reflect the needs of the population and health care industry needs;
- (C) to recommend strategic directions to ensure the ability of the Corporation to carry out its mission;
- (D) to evaluate Corporation policies and programs as these relate to long-term goals and objectives;
- (E) to review and evaluate all system-wide initiatives and plans to ensure consistency with the Corporation's strategic plan, mission and demographic and health care industry trends.
- (F) to report on relevant legislative and political developments on a local, state and national level that effect the health care delivery environment and specifically the Corporation

~~(A) to develop and monitor long term and strategic plans for the Corporation which are consistent with its mission and which reflect the needs of the population and health care industry needs;~~

~~(B) to recommend long term and strategic planning strategies to insure the ability of HHC to carry out its mission;~~

~~(C) to evaluate HHC policies and programs as these relate to long term strategic planning;~~

~~(D) to review and evaluate all facility capital and strategic initiatives and plans to ensure consistency with HHC's strategic plan, demographic and health care industry trends.~~

Section 11. Equal Employment Opportunity Committee. The duties and responsibilities of the Equal Employment Opportunity Committee shall be to address issues related to the recruitment and retention of minority and women staff, and contracting with minority and women-owned businesses, as these affect the Corporation.

Section 12. Information Technology Committee. The duties and responsibilities of the Information Technology Committee shall include the following:

(A) review, appraise and monitor the Corporation's IT strategy and significant IT related projects and investments;

(B) ensure that the Corporation's IT programs effectively support the Corporation's clinical and business objectives and strategies;

(C) review the financial, tactical and strategic benefits of proposed major IT related projects and technology architecture alternatives;

(D) review the progress of significant IT related projects and technology architecture decisions;

(E) review and recommend to the Board contractual commitments for significant IT related projects that will be submitted to the Board for consideration; and

(F) monitor the quality and effectiveness of the Corporation's IT security and IT

disaster recovery capabilities.

Section 13. Governance Committee. The duties and responsibilities of the Governance Committee shall including the following:

- (A) keep the Corporation's Board of Directors informed of current best governance requirements and current trends;
- (B) update corporate governance principles;
- (C) advise appointing authorities on skills/requirements of Board members.
- (D) evaluate the performance of the President;
- (E) review appointments of corporate officers.

Section 14. Committee Attendance. If any member of a standing or special committee of the Board will not be present at a scheduled committee meeting, the member may ask the Chair of the Board to request that another Board member, not a member of that committee, attend the scheduled meeting and be counted as a member for purposes of quorum and voting.

ARTICLE VII

OFFICERS OF THE CORPORATION

Section 1. Titles. The officers of the Corporation shall be the President (and Chief Executive Officer), one or more Executive Vice Presidents, one or more Senior Vice Presidents, one or more Vice Presidents, a General Counsel and a Secretary.

Section 2. Appointment. The President (and Chief Executive Officer) shall be chosen by the Board from persons other than themselves and shall serve at the pleasure of the Board. The President shall appoint all other officers of the Corporation, subject to the approval of the Board. All such other officers are subject to removal by the President.

Section 3. Resignation. Any officer may resign at any time by giving written notice of resignation, which may include an effective date therefor, to the President or the Secretary to the Corporation. Such resignation shall take effect when accepted by the President.

Section 4. Duties and Functions.

(A) President. Shall have general charge of the business and affairs of the Corporation and shall have the direction of all other officers, agents and employees. He or she shall, if present and in the absence of the Chair of the Board and the Vice-Chair of the Board, preside at all meetings of the Board. The President may assign such duties to the other officers of the Corporation as he or she deems appropriate.

(B) Executive Vice President. The President may appoint an Executive Vice President. At the request of the President or if the President shall be unable to act because of absence or disability, the Executive Vice President shall perform all the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions placed on the President. This individual shall have such powers and duties as shall be prescribed by the President subject to approval by the Board.

(C) Senior Vice Presidents; Vice Presidents. Each Senior Vice President or Vice President shall have such powers and duties as shall be prescribed by the President subject to approval by the Board. One senior officer so designated shall have charge and custody of and be responsible for all funds and securities of the Corporation.

(D) General Counsel. The General Counsel shall be the principal legal officer for the Corporation. The General Counsel shall advise the Board of Directors, President, Vice Presidents and Executive Directors of all Corporation facilities on all legal matters affecting policy and operations, including contractual agreements, labor law, municipal and State law affecting capital and expense budget administration, personnel administration, medical and hospital law, Federal, State and City legislative matters, as well as perform such other duties as the Board may, from time to time, assign.

(E) Secretary. The Secretary shall keep the records of all meetings of the Board and the Executive Committee. He or she shall affix the seal of the Corporation to all deeds, contracts, bonds or other instruments requiring the corporate seal when the same shall have been signed on behalf of the Corporation by a duly authorized officer. The Secretary shall be the custodian of all contracts, deeds, documents and all other indicia of title to properties owned by the corporation and of its other Corporate records (except accounting records).

ARTICLE VIII

EXECUTIVE DIRECTORS

Section 1. Appointment & Term. There shall be an Executive Director for each facility who shall be appointed by the President and shall serve at the pleasure of the President.

Section 2. Vacancies. Whenever there shall be a vacancy in the position of Executive Director in any facility administered by the Corporation due to resignation, death, incapacity, termination or any other reason, the President shall select an Acting Executive Director to perform the duties of the Executive Director until such times as an Executive Director shall be appointed by the President. When neither an Executive Director nor an Acting Executive Director has been appointed, the Chief Operating Officer of the respective facility shall have such powers and responsibilities as held by the Executive Director until such time as an Executive Director appointment decision is made by the President.

Section 3. Duties and Functions. The Executive Director shall:

(A) be responsible at all times for directing, coordinating and supervising the administration of the appropriate facility and for carrying out the policies of the Board and the President, and the rules and regulations of the medical board;

(B) provide liaison between the Board, the medical staff of the appropriate facility, the departments of the facility, and the community;

(C) organize the administrative functions of the facility, delegate duties and establish formal means of accountability on the part of subordinates;

(D) make or send reports to the Board, the President and the medical staff on the overall activities of the appropriate facility, including medical care, the budget, and the plan for the achievement of specific objectives and the periodic review and evaluation of this plan;

(E) designate an individual to act for him or her in his or her absence.

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ARTICLE IX

MEDICAL BOARDS

Section 1. Medical Staff By-Laws. The medical staff at each facility shall develop bylaws, rules and regulations which set forth its organization and governance. Proposed bylaws, rules and regulations shall be recommended by the organized medical staff to the President. Such bylaws, rules and regulations of the medical staff shall be approved by the President, on behalf of the Board. Such bylaws, rules and regulations shall be concerned with but not limited to the following areas:

- (A) appointments, reappointments and other changes in staff status;
- (B) granting of clinical privileges;
- (C) disciplinary actions;
- (D) all matters relating to professional competency;
- (E) such specific matters as may be referred by the Board to the medical staff, or required by applicable Federal and State law.

Section 2. Method of Appointment. Appointments to the medical staff of each facility shall be made biennially -- or as often as otherwise required by law or by the Joint Commission on Accreditation of Healthcare Organizations -- by the President upon recommendation by the appropriate committee of the organized medical staff.

Section 3. Medical Staff Evaluation. The medical staff shall conduct an on-going review and evaluation of the quality of professional care rendered in the facility and shall report such activities and their results to the Board.

ARTICLE X

PERSONNEL REVIEW BOARD

The Board shall create a Personnel Review Board to consist of three (3) members and shall designate one (1) member thereof. The Personnel Review Board shall have such powers and duties as are provided by law in the Corporation's enabling legislation.

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ARTICLE XI

COMMUNITY ADVISORY BOARDS

The President shall establish a Community Advisory Board for each facility administered by the Corporation. The Community Advisory Board shall consider and advise the Corporation with respect to the plans and programs of the Corporation. The members of each Community Advisory Board shall be representative of the community served by its facility. Each Community Advisory Board shall develop bylaws, which shall become effective upon approval by the President.

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ARTICLE XII

AUXILIARY AND VOLUNTEER ORGANIZATION

The President shall authorize such Auxiliary organizations as deemed necessary to accomplish the objectives of the Corporation, and its facilities. The purposes and functions of such bodies shall be clearly delineated. Their bylaws, rules and regulations, and changes thereto, shall be subject to approval by the President before becoming effective. The President may define the terms and conditions under which individuals who are not members of the official volunteer Auxiliaries may serve the facilities and/or the Corporation.

ARTICLE XIII

SUBSIDIARY CORPORATIONS

Pursuant to McKinney's Unconsolidated Laws, Section 7385.20, the Corporation has the power to organize wholly-owned subsidiary public benefit corporations to exercise and perform any part of its functions or activities. The Chair of the Board shall appoint members to the Board of Directors of any such subsidiary with the approval of a majority of the Board. The powers and duties of any subsidiary corporation shall be subject to the constraints set forth in the foregoing provision of the Corporation's Enabling Legislation.

The Corporation's Board of Directors shall exercise those powers reserved to the Corporation in the Certificate of Incorporation of any subsidiary corporation.

ARTICLE XIV
CONTRACTS, CHECKS, DRAFTS,
BANK ACCOUNTS, ETC.

Section 1. Execution of Document. The Board shall designate the officers, employees and agents of the Corporation who shall have the power to execute and deliver deeds, contracts, mortgages, bonds, debentures, checks, drafts and other orders for the payment of money and other documents for and in the name of the Corporation and may authorize such officers, employees and agents to delegate such power (including authority to redelegate) by written instrument to other officers, employees or agents of the Corporation.

Section 2. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation or otherwise in such banks or trust companies organized in New York or national banks doing business in New York City as the Board shall determine.

ARTICLE XV
BOOKS AND RECORDS

The books and records of the Corporation may be kept at such places within the State of New York as the Board may from time to time determine.

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ARTICLE XVI

SEAL

The Board shall provide a corporate seal, which shall be in the form of a circle and shall bear the full name of the Corporation and the words and figures "Corporate Seal 1969 New York."

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ARTICLE XVII

FISCAL YEAR

The fiscal year of the Corporation shall end on the last day of June in each year.

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ARTICLE XVIII

AUDITS

The Board shall engage an independent certified or registered public accountant to make an annual audit of the Corporation and its constituent facilities.

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ARTICLE XIX

CONFLICTS OF INTEREST

Chapter 68 of the Charter of the City of New York defines a “code of ethics” which outlines the standards of conduct governing the relationship between private interests and the proper discharge of official duties of all corporate employees and directors. Chapter 68 embodies an extensive recitation of acts that constitute conflicts of interest and are thereby prohibited.

The Corporation has promulgated its own “Code of Ethics” which outlines the standards of conduct governing the relationship between private interests and the proper discharge of official duties of all members of the Corporation community advisory boards and its auxiliaries, and other personnel who are not covered by Chapter 68. Similar to Chapter 68, the Corporation’s Code of Ethics embodies an extensive recitation of acts that constitute conflicts of interest and are thereby prohibited.

The Board of Directors is committed to recognizing the Corporation’s responsibility to organizational ethics and expects, therefore, every employee and Board member to support and adhere to the principles and policies set forth in Chapter 68 and all members of the community advisory boards and auxiliaries, affiliate staff and other personnel who are not covered by Chapter 68 to support and adhere to the principles and policies set forth in the Corporation’s Code of Ethics.

ARTICLE XX

AMENDMENTS

These bylaws may be altered or repealed by the vote of a majority of the whole number of directors by their vote given at a regular meeting or at any special meeting, providing that at least fourteen (14) days' notice of such contemplated action has been given to all directors.

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