

# EMHS – Governance Policy

**Title: EMHS Corporator Relations and Job Description**

- Modifiable
- Non-Modifiable

**Applicable to:**

- EMHS Home Office
- EMHS For-Profit Entities
- All EMHS Entities
- EMHS Hospitals
- EMHS Provider Entities
- EMHS Tax-Exempt Entities

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|---------------------------------|--|
| <b>Policy #: 22</b>             |  |
| Approved by the Board:          | 10/5/2016  |
| Responsible Executive:          | M. Michelle Hood<br>President & CEO  |
| Approved By: Signatures on file | <p>_____</p> <p>M. Michelle Hood,<br/>President &amp; CEO</p> <p>_____</p> <p>Evelyn S. Silver, PhD<br/>EMHS Board Chair</p> |
| Supersedes #:                   | 22<br>4  |
| Dated:                          | 10/5/11<br>10/17/12  |

**RELATED REFERENCE(S):** Bylaws: Article II – Membership

**DEFINITIONS:** None

**PURPOSE:**

Corporators represent the communities served by EMHS in the governance of the organization. EMHS is best served by Corporators who are well informed in matters affecting access to quality healthcare services, governance best practices, and community needs. Corporators should be afforded ample opportunity to participate in community health initiatives, advocacy efforts and topic-specific focus groups. In addition, a strong communication process should be available to assure a two way dialogue with EMHS leadership. Informed and engaged Corporators are central to achieving a sense of trust, community ownership, and accountability, while also informing the mission and vision of EMHS.

**STATEMENT OF POLICY:**

The Corporation shall have no fewer than one hundred twenty five (125) and no more than two hundred fifty (250) Corporators. Corporators shall be representative of the region served and of the skills required to fulfill the duties of membership. Corporators shall be divided into three delegations of equal size, as near as may be. One delegation shall be elected each year for a three year term. Corporators may be elected no more than four (4) consecutive terms. Each year at the annual meeting, the Corporators shall, subject to the concurring separate vote of the Board of Directors, elect Corporators and the Directors for the ensuing term. The Corporators’ approval shall be required to ratify any amendment adopted by the Board of Directors to the Articles or to the Bylaws changing the number, geographic distribution, qualifications, organization or election of Corporators as set forth above; or changing the election of Director as set forth above.; or to ratify any merger, consolidation or dissolution of the Corporation.

A Corporator Development Plan will be adopted annually by the Board and monitored quarterly by the Governance Committee. At a minimum, the plan will address the following: education, communication, advocacy, and engagement.

The Nominating Committee of the EMHS Board, composed of Directors deemed independent, shall solicit, in writing, Corporators, Directors, and executive leadership of EMHS and its member organizations, individuals to be considered for election as Corporators. It is the responsibility of the Nominating Committee to present a slate of Corporators for election each year by the EMHS Board and Corporators. If a slate of nominees fails to be elected by either the EMHS Board or EMHS Corporators, the entire slate will be returned to the Nominating Committee of the EMHS Board for further review.

Re-election as a corporator shall not be automatic, but shall be based upon a review of the involvement and participation of the individual Corporator in slate elections, meetings and educational sessions scheduled for Corporators, collegiality, and other performance indicators as may be developed by the Nominating Committee.

A Corporator shall relinquish their position if elected as a Director of EMHS. No Corporator shall serve on the Board of any organization that competes with EMHS to its detriment, or participate in a leadership or ownership position or be employed by such a competing organization. A physician who holds clinical privileges at a competing hospital, but who does not serve on such hospital's governance body, is not employed by, and does not hold a leadership or ownership position in the hospital or medical staff is not disqualified.

The attendance in person or by proxy of 60% of the sitting Corporators will constitute a quorum for the conduct of business. The vote of a simple majority of the Corporators present in person or by proxy at a meeting at which a quorum is present is required for action to be taken.

#### **DUTIES AND RESPONSIBILITIES:**

In fulfilling their responsibilities, Corporators shall:

- Consider the ability and commitment to pursue the EMHS mission and strategic plan as the primary requirements for the selection of Directors;
- Participate in the election process of Corporators and EMHS Directors.
- Advocate on behalf of the EMHS mission, and in support of healthcare policy that supports that mission;
- Maintain current knowledge of health care issues and policy through review of information distributed in written materials and presented at education sessions;
- Participate in meetings of the Corporators and in community meetings hosted by EMHS as invited;
- Give annually in order to meet the organizational goal of 100% Corporator participation in philanthropic campaigns.

#### **ATTACHMENTS:**

None