

**EASTERN MAINE HEALTHCARE SYSTEMS
GOVERNANCE POLICY**

Title: Council of Chairs Committee Charter

Modifiable

Non-Modifiable

No: 33

Supersedes No: N/A

Approved by the Board: 3/11/15

Dated: 06/13/2012

Applicable to: EMHS Home Office
 All EMHS Entities
 EMHS Provider Entities

EMHS For-Profit Entities
 EMHS Hospitals
 EMHS Tax-Exempt Entities

Responsible Executive: M. Michelle Hood
President & CEO

Approved by: _____
Signatures on file: M. Michelle Hood
President & CEO

Approved by: _____
Evelyn Silver PhD.
EMHS Board Chair

Related Policies

EMHS Bylaws, Article VI, Section 14.

Purpose: The Council of Chairs is an integrated system-wide EMHS board committee comprised of system and integrated member organization board chairs, vice chairs and CEOs, and meets to:

- Serve as a venue for discussing matters of system-wide importance about which the perspectives and advice of integrated member organization leadership are useful to the system;
- Collaborate with the EMHS Governance Committee to monitor the performance and effectiveness of EMHS system-wide integrated governance;
- Periodically review and make recommendations to the EMHS board with respect to the EMHS System-wide Core Governance Guiding Principles and Values; and
- Perform a formal review function and make recommendations, when called upon, to the EMHS board in connection with the EMHS board's exercise of its joint initiatory powers.

Organizational Status: The Council of Chairs is a standing committee of the Board of EMHS. Action of the Council of Chairs is advisory to the EMHS board.

Composition: The Council of Chairs is comprised of the board chairs, vice chairs and CEOs of EMHS and each integrated member organization. All committee members are voting members of the Council of Chairs. Except as provided below in connection with its formal review function, the board chair of EMHS, or in the absence of the chair, the vice chair of EMHS, serves as the chair of the Council of Chairs.

Meetings: Regular meetings of the Council of Chairs are scheduled on a quarterly basis and special meetings are called as needed. Advisory action of the committee shall be by majority vote of those present in person or via conference telephone, video conference or other media in which all participants are able to hear and be heard by each other. A majority of non-CEO committee members, together with a majority of CEO committee members, shall constitute a quorum of the committee. The committee chair shall accommodate committee member agenda topic requests that are within the scope of the purposes of the committee as outlined above.

Formal Review Function: Upon a two-thirds supermajority vote of the full board of one or more integrated member organizations, the Council of Chairs will convene for the purpose of reviewing and making recommendations to the EMHS board with respect to any matter involving the exercise by EMHS of its so-called joint initiatory powers as provided in Article III of the EMHS Bylaws. When called upon to act in this “Review Function,” the EMHS Board Chair, in consultation with integrated member organization board chairs, shall designate another member of the committee (who is not a CEO member of the committee) to serve as the chair of the committee in its Review Function proceedings in the matter(s) under review, such designation to be approved at the first meeting of the subject under review.

Approved by Gov. Comm. 2/9/15
Approved by EMHS Brd. 3/11/15