UWHCA Board of Directors

June 25, 2020, 1:30 - 4:30 PM

WebEx: https://uwhealth.webex.com/uwhealth/onstage/g.php?
MTID=e0dfca4ec4168a129ab51153401aa4d64

Meeting number: 120 361 4043 // Password: 062520


**ADVANCE MEETING MATERIALS ARE POSTED FOR REFERENCE. OCCASIONALLY, THE POSTED MATERIALS DO NOT REFLECT CHANGES MADE SHORTLY BEFORE OR DURING BOARD MEETINGS. THE FULL BOARD MINUTES ARE THE OFFICIAL RECORD OF FINAL BOARD ACTION**
# UWHCA Board of Directors - June 25, 2020 - Public Meeting Notice

## Agenda

### 1:30 PM

<table>
<thead>
<tr>
<th>I. Call to Order of Board Meeting</th>
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<td>Dean Robert Golden</td>
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<th>II. Consent Agenda</th>
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<td>Dean Robert Golden</td>
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### Meeting Minutes

- **Medical Staff Membership and Clinical Privileges**
  - Attachment - Medical Staff Membership and Clinical Privileges  
    - Page 4

- **UWHCA Election of Corporate Officers**
  - Resolution - Election of UWHCA Officers  
    - Page 20

- **UW Health Audit Committee and UW Health Compliance Committee Charter Revisions**
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  - Attachment - UW Health Audit Committee Charter - DRAFT REDLINE  
    - Page 24
  - Attachment - UW Health Audit Committee Charter DRAFT CLEAN  
    - Page 31
  - Attachment - UW Health Compliance Committee Charter DRAFT REDLINE  
    - Page 37
  - Attachment - UW Health Compliance Committee Charter DRAFT CLEAN  
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- **UWMF Bylaws Revisions**
  - Attachment - Executive Summary: UWMF Bylaws Revisions  
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  - Attachment - UWMF Bylaws - DRAFT REDLINE  
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- **UW Health ACO, Inc. Director Appointment**
  - Resolution - Appointment of UW Health ACO, Inc. Director  
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  - Attachment - Ms. Kiah Calmese Walker Biography  
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<tr>
<th>Time</th>
<th>Agenda Item</th>
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<tr>
<td>1:35 PM</td>
<td>III. UW Health Board of Directors Strategic Retreat</td>
<td>Update</td>
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<tr>
<td>1:40 PM</td>
<td>IV. Diversity, Equity, Inclusion and Anti-Racism at UW Health</td>
<td>Report/Discussion</td>
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<td>Presentation - COVID 19 Disparities Impact and Opportunity</td>
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<td>2:10 PM</td>
<td>V. UW Health Financial Report</td>
<td>Informational/Discussion</td>
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<td>Presentation - UW Health Consolidated Financials - YTD May 31, 2020</td>
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<td>2:20 PM</td>
<td>VI. Closed Session</td>
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<td>Motion to enter into closed session pursuant to Wisconsin Statutes section 19.85(1)(e), for the discussion of the following confidential strategic matters, which for competitive reasons require a closed session: review and approval of closed session meeting minutes, discussion regarding COVID-19 impact and response including but not limited to operations, financial matters, and strategic plan; workforce committee and workforce issues update; and, pursuant to Wisconsin Statutes section 146.38, for the review and evaluation of health care services including but not limited to discussion of the Patient Safety and Quality Committee Report, Managing COVID-19 with UW Health Way Methods; and pursuant to Wisconsin Statutes section 19.85(1)(g), to confer with legal counsel regarding these and other matters.</td>
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<tr>
<td>4:30 PM</td>
<td>VII. Adjourn</td>
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Attachment

Medical Staff Membership and Clinical Privileges

June 2020
The Medical Board, upon the recommendation of the Credentials committee, recommends approval of the following new applications, additional privileges, biennial reappointments and status changes for the medical staff and other providers requesting professional privileges for practice at UWHC. All of the recommended actions have been reviewed in accordance with the Medical Staff Bylaws. The credentials of all new applicants have been verified. All persons listed below meet the standards of the medical staff for the membership and privileges recommended.

Credentials Committee: June 1, 2020
Medical Board: June 11, 2020

Abdelrahman M. Abdelazim, MD, Active Staff
Department of Radiology/Fellow
Radiology Core Privileges: Performance and interpretation of all radiologic tests and procedures including radiographs, ultrasound, CT, MRI, diagnostic (non-therapeutic) nuclear medicine in adults and children. These privileges include, but are not limited to, Doppler vascular imaging, transcranial Doppler, arthograms and joint aspirations, venography of major vessels, lumbar puncture, mammography, supervision of physician assistants with prescriptive authority, and supervision of residents, fellows and other trainees. These privileges include care of patients via telemedicine.

Hayan Al Maluli, MD, Active Staff
Department of Medicine/Cardiovascular Medicine
Internal Medicine/Major Care Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult, and treat adult patients with medical illnesses. These privileges also include care of patients via telemedicine. These privileges include, but are not limited to, lumbar puncture, thoracentesis, paracentesis, arterial line insertion, diagnostic or therapeutic joint aspiration/injection, endometrial biopsy, endocervical polyp removal/biopsy, intrauterine device (IUD) insertion, punch biopsy of the skin, percutaneous needle biopsy of a breast mass or skin lesion, soft tissue injection, liquid nitrogen cryosurgery of the skin or other appropriate lesion, and perform waived laboratory testing not requiring an instrument; including but not limited to fecal occult blood, urine dipstick, and pH by paper methods and supervision of residents, fellows, and others in training.
Cardiovascular Medicine Core Privileges: Privileges to evaluate including performance of H&P, diagnose, consult, and treat adult patients presenting with diseases of the heart and blood vessels. These privileges include, but are not limited to, cardioversion; insertion and management of central venous and pulmonary artery catheters; use of thrombolytic agents; pericardiocentesis; Holter scan interpretation; treadmill testing; temporary transvenous pacemaker placement; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows, and others in training.
Cardiac Imaging: Transthoracic echocardiography
Cardiac Imaging: Transesophageal echocardiography
Cardiac Imaging: Stress echocardiography
Management of implanted VAD devices
Fluoroscopy--Operation of X-ray fluoroscopic imaging equipment.

Lauren G. Banaszak, MD, Active Staff
Department of Medicine/Chief Resident
Consultation shall be obtained. Privileges to admit, evaluate including performance of H&P, diagnose, consult, and treat adult patients with medical illnesses. These privileges include, but are not limited to, lumbar puncture, thoracentesis, paracentesis, arterial line insertion, diagnostic or therapeutic joint aspiration/injection, endometrial biopsy, endocervical polyp removal/biopsy, punch biopsy of the skin, percutaneous needle biopsy of a breast mass or skin lesion, soft tissue injection, liquid nitrogen cryosurgery of the skin or other appropriate lesion, and perform waived laboratory testing not requiring an instrument; including but not limited to fecal occult blood, urine dipstick, and pH by paper methods, supervision of physician assistants with prescriptive authority, and supervision of residents, fellows, and others in training.

Internal Medicine/Intermediate Care Core Privileges: Privileges to evaluate including performance of H&P, diagnose, consult, and treat adult patients with medical illnesses in the outpatient setting (General Internal Medicine clinic). Includes lumbar puncture, thoracentesis, paracentesis, diagnostic or therapeutic joint aspiration/injection, endometrial biopsy, endocervical polyp removal/biopsy, punch biopsy of the skin, percutaneous needle biopsy of a breast mass or skin lesion, soft tissue injection, liquid nitrogen cryosurgery of the skin or other appropriate lesion, supervision of physician assistants with prescriptive authority, and supervision of residents, fellows, and others in training.

**Ryan M. Bemke, MD, Active Staff**

**Department of Pathology and Lab. Medicine/Fellow**

Clinical Pathology Core Privileges: Privileges in clinical pathology include provision of consultation to physicians for diagnosis exclusion, and monitoring of disease utilizing information gathered from examination of clinical laboratory tests on body fluids and secretions. These privileges also include care of patients via telemedicine. These privileges include supervision of residents, fellows and others in training. These privileges also include performance of duties via telemedicine. Anatomic Pathology Core Privileges: Privileges in anatomic pathology include provision of consultation to physicians for diagnosis exclusion, and monitoring of disease utilizing information gathered from examination of tissue specimens, cells and body fluids and performance of autopsies. These privileges also include performance of duties via telemedicine. These privileges include supervision of residents, fellows and others in training.

Fine needle aspiration

**Charles P. Bergstrom, MD, Active Staff**

**Department of Pediatrics/Critical Care**

Pediatric Critical Care Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult, and treat infants, children and adolescents in need of critical care. These privileges include, but are not limited to, endotracheal tube intubation; moderate (conscious) sedation; central venous line placement; peripherally inserted central catheter placement (PICC); arterial (peripheral/central) line placement; pleurocentesis; pericardiocentesis; chest tube placement; cardioversion; ventilator management; high frequency/oscillatory ventilation; pulmonary artery catheter placement and management; management of extracorporeal membrane oxygenation (ECMO); and supervision of residents, fellows, and others in training.

**Alyssa K. Bruehlman, MD, Active Staff**

**Department of Family Medicine and Community Health/General**

Family Medicine Adult Core Privileges: Physicians granted these privileges shall be able to care for patients with more complicated medical problems. If a diagnosis cannot be established after reasonable investigation, or if there is a serious threat to a patient's life, consultation shall be obtained. Privileges to admit, evaluate including performance of H&P, diagnose, consult and provide treatment to adult patients with general medical problems. These privileges include, but are not limited to, suturing of uncomplicated lacerations; arthrocentesis; I&D of abscess; simple skin biopsy or excision; removal of nonpenetrating corneal foreign body; uncomplicated minor closed fractures (not involving traction or major manipulation); uncomplicated dislocations; diagnostic endometrial sampling; peripheral intravenous cannulation; peripheral arterial puncture; lumbar puncture; preoperative care of surgical patients; postoperative medical care of surgical patients; and performing waived laboratory testing not requiring an instrument, including but not limited to fecal occult blood, urine dipstick, and pH by paper methods; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows, and others in training.

Family Medicine Pediatric Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult and provide non-surgical treatment to pediatric patients without major complications or serious life threatening disease. These privileges include, but are not limited to, the care of normal newborn as well as the uncomplicated premature infant equal to or greater than 36 weeks gestation; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows, and others in training.

**Adam R. Burr, MD, Active Staff**

**Department of Human Oncology**

Radiation Oncology Core Privileges: Privileges to evaluate including performance of H&P, diagnose, consult, and treat patients of all ages, with malignant and benign tumors, as well as other conditions where radiotherapy has a role. These privileges include, but are not limited to, administration of external beam radiation therapy, brachytherapy, naked or tagged radioisotopes (including intralesional, intracavitary, intracystic, intravenous, intra-arterial or other routes of administration), radiosensitizers, radioprotectors and other therapeutic drugs required in the routine management of these patients; management and maintenance of indwelling brachytherapy catheters and other devices for delivery of brachytherapy or other
forms of radiation; performing waived laboratory testing not requiring an instrument, including but not limited to fecal occult blood, urine dipstick, and pH by paper methods; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows, and other persons in training.

**Tana Chongsuwat, MD, Active Staff**  
**Department of Family Medicine and Community Health**

Family Medicine Adult Core Privileges: Physicians granted these privileges shall be able to care for patients with more complicated medical problems. If a diagnosis cannot be established after reasonable investigation, or if there is a serious threat to a patient’s life, consultation shall be obtained. Privileges to admit, evaluate including performance of H&P, diagnose, consult and provide treatment to adult patients with general medical problems. These privileges include, but are not limited to, suturing of uncomplicated lacerations; arthrocentesis; I&D of abscess; simple skin biopsy or excision; removal of nonpenetrating corneal foreign body; uncomplicated minor closed fractures (not involving traction or major manipulation); uncomplicated dislocations; diagnostic endometrial sampling; peripheral intravenous cannulation; peripheral arterial puncture; lumbar puncture; preoperative care of surgical patients; postoperative medical care of surgical patients; and performing waived laboratory testing not requiring an instrument, including but not limited to fecal occult blood, urine dipstick, and pH by paper methods; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows, and others in training.

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**Mitchell K. Daun, MD, Active Staff**  
**Department of Radiology/Fellow**

Radiology Core Privileges: Performance and interpretation of all radiologic tests and procedures including radiographs, ultrasound, CT, MRI, diagnostic (non-therapeutic) nuclear medicine in adults and children. These privileges include, but are not limited to, Doppler vascular imaging, transcranial Doppler, arthrograms and joint aspirations, venography of major vessels, lumbar puncture, mammography, supervision of physician assistants with prescriptive authority, and supervision of residents, fellows and other trainees. These privileges include care of patients via telemedicine.

**Anthony J. Davis-Maxwell, MD, Active Staff**  
**Department of Medicine/General Internal Medicine**

Internal Medicine/Major Care Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult, and treat adult patients with medical illnesses. These privileges include, but are not limited to, lumbar puncture, thoracentesis, paracentesis, arterial line insertion, diagnostic or therapeutic joint aspiration/injection, endometrial biopsy, endocervical polyp removal/biopsy, intrauterine device (IUD) insertion, punch biopsy of the skin, percutaneous needle biopsy of a breast mass or skin lesion, soft tissue injection, liquid nitrogen cryosurgery of the skin or other appropriate lesion, and perform waived laboratory testing not requiring an instrument; including but not limited to fecal occult blood, urine dipstick, and pH by paper methods, supervision of physician assistants with prescriptive authority, and supervision of residents, fellows, and others in training.

Internal Medicine/Intermediate Care Core Privileges: Privileges to evaluate including performance of H&P, diagnose, consult, and treat adult patients with medical illnesses in the outpatient setting (General Internal Medicine clinic). Includes lumbar puncture, thoracentesis, paracentesis, diagnostic or therapeutic joint aspiration/injection, endometrial biopsy, endocervical polyp removal/biopsy, intrauterine device (IUD) insertion, punch biopsy of the skin, percutaneous needle biopsy of a breast mass or skin lesion, soft tissue injection, liquid nitrogen cryosurgery of the skin or other appropriate lesion, supervision of physician assistants with prescriptive authority, and supervision of residents, fellows, and others in training.

**Sarah Maria H. Donohue, MD, Active Staff**  
**Department of Medicine/Chief Resident**

Internal Medicine/Major Care Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult, and treat adult patients with medical illnesses. These privileges include, but are not limited to, lumbar puncture, arterial line insertion, diagnostic or therapeutic joint aspiration/injection, punch biopsy of the skin, percutaneous needle biopsy of a breast mass or skin lesion, soft tissue injection, liquid nitrogen cryosurgery of the skin or other appropriate lesion, and perform waived laboratory testing not requiring an instrument; including but not limited to fecal occult blood, urine dipstick, and pH by paper methods, supervision of physician assistants with prescriptive authority, and supervision of residents, fellows, and others in training.

Internal Medicine/Intermediate Care Core Privileges: Privileges to evaluate including performance of H&P, diagnose, consult, and treat adult patients with medical illnesses in the outpatient setting (General Internal Medicine clinic). Includes
lumbar puncture, diagnostic or therapeutic joint aspiration/injection, punch biopsy of the skin, percutaneous needle biopsy of a breast mass or skin lesion, soft tissue injection, liquid nitrogen cryosurgery of the skin or other appropriate lesion, supervision of physician assistants with prescriptive authority, and supervision of residents, fellows, and others in training.

**Katherine N. Fell, MD, Active Staff**  
**Department of Medicine/Chief Resident**  
Internal Medicine/Major Care Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult, and treat adult patients with medical illnesses. These privileges include, but are not limited to paracentesis, arterial line insertion, diagnostic or therapeutic joint aspiration/injection, endometrial biopsy, punch biopsy of the skin, percutaneous needle biopsy of a breast mass or skin lesion, soft tissue injection, liquid nitrogen cryosurgery of the skin or other appropriate lesion, and perform waived laboratory testing not requiring an instrument; including but not limited to fecal occult blood, urine dipstick, and pH by paper methods, supervision of physician assistants with prescriptive authority, and supervision of residents, fellows, and others in training.  
Internal Medicine/Intermediate Care Core Privileges: Privileges to evaluate including performance of H&P, diagnose, consult, and treat adult patients with medical illnesses in the outpatient setting (General Internal Medicine clinic). Includes paracentesis, diagnostic or therapeutic joint aspiration/injection, endometrial biopsy, punch biopsy of the skin, percutaneous needle biopsy of a breast mass or skin lesion, soft tissue injection, liquid nitrogen cryosurgery of the skin or other appropriate lesion, supervision of physician assistants with prescriptive authority, and supervision of residents, fellows, and others in training.

**James L. Flannery, MD, Active Staff**  
**Department of Radiology/Fellow**  
Radiology Core Privileges: Performance and interpretation of all radiologic tests and procedures including radiographs, ultrasound, CT, MRI, diagnostic (non-therapeutic) nuclear medicine in adults and children. These privileges include, but are not limited to, Doppler vascular imaging, transcranial Doppler, arthrograms and joint aspirations, venography of major vessels, lumbar puncture, mammography, supervision of physician assistants with prescriptive authority, and supervision of residents, fellows and other trainees. These privileges include care of patients via telemedicine.

Fluoroscopy

**Emily R. Fleming, MD, Active Staff**  
**Department of Emergency Medicine**  
Emergency Medicine Core Privileges: Privileges to evaluate including performance of H&P, diagnose, and treat patients presenting with any illness, injury, condition or symptom to the Emergency Department. These privileges include, but are not limited to, moderate sedation for all populations; lumbar puncture; thoracentesis; paracentesis; central line placement; intubation and emergency airway management; emergency cardioversion; repair of soft tissue injuries; management of closed fractures; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows, and others in training.  
Deep Sedation--Adults (13 years and older)  
Point of Care Emergency Ultrasound  
Fluoroscopy--Operation of X-ray fluoroscopic imaging equipment

**Joshua J. Gauger, MD, Active Staff**  
**Department of Emergency Medicine**  
Emergency Medicine Core Privileges: Privileges to evaluate including performance of H&P, diagnose, and treat patients presenting with any illness, injury, condition or symptom to the Emergency Department. These privileges include, but are not limited to, moderate sedation for all populations; lumbar puncture; thoracentesis; paracentesis; central line placement; intubation and emergency airway management; emergency cardioversion; repair of soft tissue injuries; management of closed fractures; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows, and others in training.  
Deep Sedation--Adults (13 years and older)  
Point of Care Emergency Ultrasound  
Fluoroscopy--Operation of X-ray fluoroscopic imaging equipment

**Alison R. Gegios, MD, Active Staff**  
**Department of Radiology/Fellow**  
Radiology Core Privileges: Performance and interpretation of all radiologic tests and procedures including radiographs, ultrasound, CT, MRI, diagnostic (non-therapeutic) nuclear medicine in adults and children. These privileges include, but are not limited to, Doppler vascular imaging, transcranial Doppler, arthrograms and joint aspirations, venography of major vessels, lumbar puncture, mammography, supervision of physician assistants with prescriptive authority, and supervision of residents, fellows and other trainees. These privileges include care of patients via telemedicine.

Fluoroscopy
James Gentry, MD, Active Staff  
Department of Anesthesiology  
Anesthesiology Core Privileges: Privileges to evaluate including performance of H&P, consult and administer anesthesia to patients for relief and prevention of pain during and following surgical, therapeutic and diagnostic procedures, including the monitoring and maintenance of normal physiology during the perioperative period and perform waived laboratory testing not requiring an instrument; including but not limited to fecal occult blood, urine dipstick, and pH by paper methods. Supervision of Anesthesiologist Assistants is included in these privileges. These privileges include supervision of residents, fellows, and other persons in training.

Jeffrey S. Grzybowski, MD, Active Staff  
Department of Anesthesiology/Fellow  
Anesthesiology Core Privileges: Privileges to evaluate including performance of H&P, consult and administer anesthesia to patients for relief and prevention of pain during and following surgical, therapeutic and diagnostic procedures, including the monitoring and maintenance of normal physiology during the perioperative period and perform waived laboratory testing not requiring an instrument; including but not limited to fecal occult blood, urine dipstick, and pH by paper methods. Supervision of Anesthesiologist Assistants is included in these privileges. These privileges include supervision of residents, fellows, and other persons in training.

Alok Harwani, MD, Active Staff  
Department of Emergency Medicine/Fellow  
Emergency Medicine Core Privileges: Privileges to evaluate including performance of H&P, diagnose, and treat patients presenting with any illness, injury, condition or symptom to the Emergency Department. These privileges include, but are not limited to, moderate sedation for all populations; lumbar puncture; thoracentesis; paracentesis; central line placement; intubation and emergency airway management; emergency cardioversion; repair of soft tissue injuries; management of closed fractures; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows, and others in training.

Kelli Heinrich, MD, Active Staff  
Department of Family Medicine and Community Health  
Family Medicine Adult Core Privileges: Physicians granted these privileges shall be able to care for patients with more complicated medical problems. If a diagnosis cannot be established after reasonable investigation, or if there is a serious threat to a patient's life, consultation shall be obtained. Privileges to admit, evaluate including performance of H&P, diagnose, consult and provide treatment to adult patients with general medical problems. These privileges include, but are not limited to, suturing of uncomplicated lacerations; arthrocentesis; I&D of abscess; simple skin biopsy or excision; removal of nonpenetrating corneal foreign body; uncomplicated minor closed fractures (not involving traction or major manipulation); uncomplicated dislocations; diagnostic endometrial sampling; peripheral intravenous cannulation; peripheral arterial puncture; lumbar puncture; preoperative care of surgical patients; postoperative medical care of surgical patients; and performing waived laboratory testing not requiring an instrument, including but not limited to fecal occult blood, urine dipstick, and pH by paper methods; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows, and others in training.

Kelli Heinrich, MD, Active Staff  
Department of Family Medicine and Community Health  
Family Medicine Pediatric Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult and provide non-surgical treatment to pediatric patients without major complications or serious life threatening disease. These privileges include, but are not limited to, the care of normal newborn as well as the uncomplicated premature infant equal to or greater than 36 weeks gestation; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows, and others in training.

Michelle D. Hughes, MD, Active Staff  
Department of Emergency Medicine  
Emergency Medicine Core Privileges: Privileges to evaluate including performance of H&P, diagnose, and treat patients presenting with any illness, injury, condition or symptom to the Emergency Department. These privileges include, but are not limited to, moderate sedation for all populations; lumbar puncture; thoracentesis; paracentesis; central line placement; intubation and emergency airway management; emergency cardioversion; repair of soft tissue injuries; management of closed fractures; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows, and others in training.

Michelle D. Hughes, MD, Active Staff  
Department of Emergency Medicine  
Point of Care Emergency Ultrasound  
Fluoroscopy--Operation of X-ray fluoroscopic imaging equipment
Samuel J. Hund, MD, Active Staff  
Department of Radiology/Fellow  
Radiology Core Privileges: Performance and interpretation of all radiologic tests and procedures including radiographs, ultrasound, CT, MRI, diagnostic (non-therapeutic) nuclear medicine in adults and children. These privileges include, but are not limited to, Doppler vascular imaging, transcranial Doppler, arthograms and joint aspirations, venography of major vessels, lumbar puncture, mammography, supervision of physician assistants with prescriptive authority, and supervision of residents, fellows and other trainees. These privileges include care of patients via telemedicine.  
Fluoroscopy

Irene A. Hurst, MD, Active Staff  
Department of Emergency Medicine/Fellow  
Emergency Medicine Core Privileges: Privileges to evaluate including performance of H&P, diagnose, and treat patients presenting with any illness, injury, condition or symptom to the Emergency Department. These privileges include, but are not limited to, moderate sedation for all populations; lumbar puncture; thoracentesis; paracentesis; central line placement; intubation and emergency airway management; emergency cardioversion; repair of soft tissue injuries; management of closed fractures; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows, and others in training.  
Deep Sedation--Adults (13 years and older)  
Point of Care Emergency Ultrasound  
Fluoroscopy--Operation of X-ray fluoroscopic imaging equipment

Marcin Ignaciuk, MD, Active Staff  
Department of Radiology/Fellow  
Radiology Core Privileges: Performance and interpretation of all radiologic tests and procedures including radiographs, ultrasound, CT, MRI, diagnostic (non-therapeutic) nuclear medicine in adults and children. These privileges include, but are not limited to, Doppler vascular imaging, transcranial Doppler, arthograms and joint aspirations, venography of major vessels, lumbar puncture, mammography, supervision of physician assistants with prescriptive authority, and supervision of residents, fellows and other trainees. These privileges include care of patients via telemedicine.  
Fluoroscopy

Amy L. Jaeger, MD, Active Staff  
Department of Medicine/Fellow  
Internal Medicine/Major Care Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult, and treat adult patients with medical illnesses. These privileges also include care of patients via telemedicine. These privileges include, but are not limited to, lumbar puncture, thoracentesis, paracentesis, arterial line insertion, diagnostic or therapeutic joint aspiration/injection, endometrial biopsy, endocervical polyp removal/biopsy, intrauterine device (IUD) insertion, punch biopsy of the skin, percutaneous needle biopsy of a breast mass or skin lesion, soft tissue injection, liquid nitrogen cryosurgery of the skin or other appropriate lesion, and perform waived laboratory testing not requiring an instrument; including but not limited to fecal occult blood, urine dipstick, and pH by paper methods; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows, and others in training.  
Critical Care Medicine Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult, and treat as an attending physician adult patients in need of critical care. These privileges include, but are not limited to, Swan Ganz catheter insertion and management; endotracheal intubation; management of mechanical ventilation; management of noninvasive ventilation; fiberoptic bronchoscopy; direct laryngoscopy; chest tube placement; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows, and others in training. These privileges also include care of patients via telemedicine.  
Pulmonary Medicine Core Privileges: Privileges to evaluate including performance of H&P, diagnose, admit, consult, and treat adult patients presenting with diseases and disorders of the organs of the thorax or chest. These privileges also include care of patients via telemedicine. These privileges include, but are not limited to, management of mechanical ventilation; management of noninvasive ventilation; direct laryngoscopy, diagnostic flexible bronchoscopy; including transbronchial lung biopsy, transbronchial needle aspiration, endobronchial ultrasound. Therapeutic bronchoscopy including simple reduction and treatment of bleeding and opening of blocked bronchi; pulmonary function testing (including methacholine challenges) and interpretation; sleep study testing and interpretation; endotracheal intubation; needle aspiration of the chest; chest tube placement; pulmonary treadmill exercise testing; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows, and others in training. These privileges also include care of patients via telemedicine.  
Central venous catheter insertion for access  
Advanced ventilator management  
Fluoroscopy--Operation of X-ray fluoroscopic imaging equipment  
Adult Moderate Sedation - ONLY within University Hospital or UW Health at The American Center

Corlin Jewell, MD, Active Staff  
Department of Emergency Medicine/Fellow
Emergency Medicine Core Privileges: Privileges to evaluate including performance of H&P, diagnose, and treat patients presenting with any illness, injury, condition or symptom to the Emergency Department. These privileges include, but are not limited to, moderate sedation for all populations; lumbar puncture; thoracentesis; paracentesis; central line placement; intubation and emergency airway management; emergency cardioversion; repair of soft tissue injuries; management of closed fractures; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows, and others in training.

Deep Sedation--Adults (13 years and older)
Point of Care Emergency Ultrasound
Fluoroscopy--Operation of X-ray fluoroscopic imaging equipment

Sandor K. Kovacs, MD, Active Staff
Department of Pathology and Lab. Medicine/Fellow
Clinical Pathology Core Privileges: Privileges in clinical pathology include provision of consultation to physicians for diagnosis exclusion, and monitoring of disease utilizing information gathered from examination of clinical laboratory tests on body fluids and secretions. These privileges also include care of patients via telemedicine. These privileges include supervision of residents, fellows and others in training. These privileges also include performance of duties via telemedicine.

Anatomic Pathology Core Privileges: Privileges in anatomic pathology include provision of consultation to physicians for diagnosis exclusion, and monitoring of disease utilizing information gathered from examination of tissue specimens, cells and body fluids and performance of autopsies. These privileges also include performance of duties via telemedicine. These privileges include supervision of residents, fellows and other persons in training.

Ying E. Lu-Boettcher, MD, Active Staff
Department of Anesthesiology
Anesthesiology Core Privileges: Privileges to evaluate including performance of H&P, consult and administer anesthesia to patients for relief and prevention of pain during and following surgical, therapeutic and diagnostic procedures, including the monitoring and maintenance of normal physiology during the perioperative period and perform waived laboratory testing not requiring an instrument; including but not limited to fecal occult blood, urine dipstick, and pH by paper methods. Supervision of Anesthesiologist Assistants is included in these privileges. These privileges include supervision of residents, fellows, and other persons in training.

Michelle Lum, MD, Active Staff
Department of Emergency Medicine/Fellow

Emergency Medicine Core Privileges: Privileges to evaluate including performance of H&P, diagnose, and treat patients presenting with any illness, injury, condition or symptom to the Emergency Department. These privileges include, but are not limited to, moderate sedation for all populations; lumbar puncture; thoracentesis; paracentesis; central line placement; intubation and emergency airway management; emergency cardioversion; repair of soft tissue injuries; management of closed fractures; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows, and others in training.

Deep Sedation--Adults (13 years and older)
Point of Care Emergency Ultrasound
Fluoroscopy--Operation of X-ray fluoroscopic imaging equipment

Teresa Martin-Carreras, MD, Active Staff
Department of Radiology/Fellow

Radiology Core Privileges: Performance and interpretation of all radiologic tests and procedures including radiographs, ultrasound, CT, MRI, diagnostic (non-therapeutic) nuclear medicine in adults and children. These privileges include, but are not limited to, Doppler vascular imaging, transcranial Doppler, arthrograms and joint aspirations, venography of major vessels, lumbar puncture, mammography, supervision of physician assistants with prescriptive authority, and supervision of residents, fellows and other trainees. These privileges include care of patients via telemedicine.

Casey N. McRoy, MD, Active Staff
Department of Radiology/Fellow

Radiology Core Privileges: Performance and interpretation of all radiologic tests and procedures including radiographs, ultrasound, CT, MRI, diagnostic (non-therapeutic) nuclear medicine in adults and children. These privileges include, but are not limited to, Doppler vascular imaging, transcranial Doppler, arthrograms and joint aspirations, venography of major vessels, lumbar puncture, mammography, supervision of physician assistants with prescriptive authority, and supervision of residents, fellows and other trainees. These privileges include care of patients via telemedicine.

Fluoroscopy

Eric M. Ohlrogge, MD, Active Staff
Department of Emergency Medicine/Fellow

Emergency Medicine Core Privileges: Privileges to evaluate including performance of H&P, diagnose, and treat patients presenting with any illness, injury, condition or symptom to the Emergency Department. These privileges include, but are not limited to, moderate sedation for all populations; lumbar puncture; thoracentesis; paracentesis; central line placement; intubation and emergency airway management; emergency cardioversion; repair of soft tissue injuries; management of closed fractures; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows, and others in training.
presenting with any illness, injury, condition or symptom to the Emergency Department. These privileges include, but are not limited to, moderate sedation for all populations; lumbar puncture; thoracentesis; paracentesis; central line placement; intubation and emergency airway management; emergency cardioversion; repair of soft tissue injuries; management of closed fractures; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows, and others in training.

Point of Care Emergency Ultrasound
Fluoroscopy--Operation of X-ray fluoroscopic imaging equipment

Deval Patel, MD, Active Staff
Department of Medicine/Hospital Medicine
Internal Medicine/Hospital Medicine Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult, and treat adult patients with medical illnesses. These privileges include, but are not limited to, providing care via inpatient service and perform waived laboratory testing not requiring an instrument; including but not limited to fecal occult blood, urine dipstick, and pH by paper methods; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows, and others in training.

Joint Aspiration/Injection
Lumbar Puncture
Paracentesis
Thoracentesis
Ventilator management on Intermediate Care patients

Andrew S. Pfaff, MD, Active Staff
Department of Anesthesiology/Fellow
Anesthesiology Core Privileges: Privileges to evaluate including performance of H&P, consult and administer anesthesia to patients for relief and prevention of pain during and following surgical, therapeutic and diagnostic procedures, including the monitoring and maintenance of normal physiology during the perioperative period and perform waived laboratory testing not requiring an instrument; including but not limited to fecal occult blood, urine dipstick, and pH by paper methods. Supervision of Anesthesiologist Assistants is included in these privileges. These privileges include supervision of residents, fellows, and other persons in training.

Margaret S. Powell, MD, Active Staff
Department of Ophthalmology/Fellow
Ophthalmology Medical and Minor Surgery Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult, and treat patients presenting with illnesses, injuries, and disorders of the eye, including its related structures and visual pathways; and performing waived laboratory testing not requiring an instrument; including but not limited to fecal occult blood, urine dipstick, and pH by paper methods; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows and others in training. These privileges also include care of patients via telemedicine. (* This does not include the procedures requiring fellowship training listed under special competence areas.)

Ophthalmology Surgical Core Privileges: Privileges to perform basic surgical procedures considered a result of a residency training program including removal of radioactive plaque, corneal micropuncture and debridement, astigmatic keratotomy, cataract surgery with or without IOL placement, glaucoma filtration surgery with or without antimetabolite, combined cataract and filtering surgery, strabismus surgery on horizontal muscles, enucleation, cryotherapy, primary repair of entropion, ectropion, eyelid injury, tarsorrhaphy, blepharoplasty, lacrimal intubation and irrigation; supervision of physician assistants with prescriptive authority; and performing waived laboratory testing not requiring an instrument, including but not limited to fecal occult blood, urine dipstick, and pH by paper methods. These privileges include supervision of residents, fellows, and other persons in training.

Use of surgical laser - Argon for glaucoma
Use of surgical laser - Argon and Diode for panretinal laser
Use of surgical laser - YAG capsulotomy, iridotomy, cyclophotocoagulation

Heather A. Pulvermacher, MD, Active Staff
Department of Anesthesiology
Anesthesiology Core Privileges: Privileges to evaluate including performance of H&P, consult and administer anesthesia to patients for relief and prevention of pain during and following surgical, therapeutic and diagnostic procedures, including the monitoring and maintenance of normal physiology during the perioperative period and perform waived laboratory testing not requiring an instrument; including but not limited to fecal occult blood, urine dipstick, and pH by paper methods. Supervision of Anesthesiologist Assistants is included in these privileges. These privileges include supervision of residents, fellows, and other persons in training.

Meisha L. Raven, DO, Active Staff
Department of Ophthalmology/Fellow
Ophthalmology Medical and Minor Surgery Core Privileges: Privileges to admit, evaluate including performance of H&P,
diagnose, consult, and treat patients presenting with illnesses, injuries, and disorders of the eye, including its related structures and visual pathways; and performing waived laboratory testing not requiring an instrument, including but not limited to fecal occult blood, urine dipstick, and pH by paper methods; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows and others in training. These privileges also include care of patients via telemedicine. (* This does not include the procedures requiring fellowship training listed under special competence areas.)

**Ophthalmology Surgical Core Privileges:** Privileges to perform basic surgical procedures considered a result of a residency training program including removal of radioactive plaque, corneal micropuncture and debridement, astigmatic keratotomy, cataract surgery with or without IOL placement, glaucoma filtration surgery with or without antimetabolite, combined cataract and filtering surgery, strabismus surgery on horizontal muscles, enucleation, cryotherapy, primary repair of entropion, ectropion, eyelid injury, tarsorrhaphy, blepharoplasty, lacrimal intubation and irrigation; supervision of physician assistants with prescriptive authority; and performing waived laboratory testing not requiring an instrument, including but not limited to fecal occult blood, urine dipstick, and pH by paper methods. These privileges include supervision of residents, fellows, and other persons in training.

**Use of surgical laser**
- Argon for glaucoma
- Argon and Diode for panretinal laser
- Diode for glaucoma
- YAG capsulotomy, iridotomy, cyclophotocoagulation
- Keratorefractive surgery

**Kaitlin A. Ray, MD, Active Staff**
**Department of Emergency Medicine**
Emergency Medicine Core Privileges: Privileges to evaluate including performance of H&P, diagnose, and treat patients presenting with any illness, injury, condition or symptom to the Emergency Department. These privileges include, but are not limited to, moderate sedation for all populations; lumbar puncture; thoracentesis; paracentesis; central line placement; intubation and emergency airway management; emergency cardioversion; repair of soft tissue injuries; management of closed fractures; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows, and others in training.

**Deep Sedation--Adults (13 years and older)**
**Point of Care Emergency Ultrasound**
**Fluoroscopy--Operation of X-ray fluoroscopic imaging equipment**

**Kyle E. Rodenbach, MD, Active Staff**
**Department of Psychiatry**
Adult Psychiatry Core Privileges: Privileges to evaluate including performance of H&P, diagnose, consult and treat patients, above the age of 15, who suffer from mental, behavioral, or emotional disorders. These privileges also include care of patients via telemedicine. These privileges include supervision of physician assistants with prescriptive authority; and supervision of residents, fellows and others in training.

**Electroconvulsive therapy**

**Samuel Rotter, MD, Active Staff**
**Department of Medicine/Hospital Medicine**
Internal Medicine/Hospital Medicine Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult, and treat adult patients with medical illnesses. These privileges include, but are not limited to, providing care via inpatient service and perform waived laboratory testing not requiring an instrument; including but not limited to fecal occult blood, urine dipstick, and pH by paper methods; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows, and others in training.

**Arterial Line Insertion**
**Central venous catheter insertion for access**
**Lumbar Puncture**
**Paracentesis**
**Thoracentesis**
**Ventilator management on Intermediate Care patients**

**Kristin A. Seaborg, MD, Active Staff**
**Department of Neurology/Pediatric Neurology**
Neurology Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult, and provide medical treatment to patients presenting with illnesses or injuries of the neurological system. These privileges include, but are not limited to, lumbar puncture; EEG interpretation and operative monitoring; EMG and nerve conduction studies; muscle and nerve biopsy; and performing waived laboratory testing not requiring an instrument, including but not limited to fecal occult blood, urine dipstick, and pH by paper methods; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows and others in training. These privileges also include care of patients via telemedicine.

**Neurocritical Care Core Privileges:** Privileges to admit, evaluate (including H&P), diagnose, consult and provide medical treatment to patients with critical illnesses or injuries of the brain, spinal cord, nerves, vessels, and their supporting structures
with associated medical problems complicating their care.

**William P. Shannon, MD, Active Staff**  
**Department of Orthopedics and Rehabilitation/Rehab Medicine**  
Rehabilitation Medicine Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult, and treat patients presenting with acute or chronic neuromuscular disease or disabilities. These privileges include, but are not limited to, anesthetic nerve block; arthrocentesis, electrodiagnosis, injection of neuromuscular block; neurolytic nerve block; soft tissue injection; and performing waived laboratory testing not requiring an instrument, including but not limited to fecal occult blood, urine dipstick, and pH by paper methods; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows and others in training.

**Agnieszka J. Silbert, MD, Active Staff**  
**Department of Medicine/Cardiovascular Medicine**  
Internal Medicine/Major Care Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult, and treat adult patients with medical illnesses. These privileges also include care of patients via telemedicine. These privileges include, but are not limited to, lumbar puncture, thoracentesis, paracentesis, arterial line insertion, diagnostic or therapeutic joint aspiration/injection, endometrial biopsy, endocervical polyp removal/biopsy, intrauterine device (IUD) insertion, punch biopsy of the skin, percutaneous needle biopsy of a breast mass or skin lesion, soft tissue injection, liquid nitrogen cryosurgery of the skin or other appropriate lesion, and perform waived laboratory testing not requiring an instrument; including but not limited to fecal occult blood, urine dipstick, and pH by paper methods and supervision of residents, fellows, and others in training.

Cardiovascular Medicine Core Privileges: Privileges to evaluate including performance of H&P, diagnose, consult, and treat adult patients presenting with diseases of the heart and blood vessels. These privileges include, but are not limited to, cardioversion; insertion and management of central venous and pulmonary artery catheters; use of thrombolytic agents; pericardiocentesis; Holter scan interpretation; treadmill testing; temporary transvenous pacemaker placement; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows, and others in training.

Cardiac Imaging: Transthoracic echocardiography  
Cardiac Imaging: Transesophageal echocardiography  
Cardiac Imaging: Stress echocardiography  
Cardiac Imaging: Nuclear Cardiology  
Adult Moderate Sedation-- All locations - includes UH, TAC, DHC, and UWHC Clinics

**Eric R. Simon, MD, Active Staff**  
**Department of Anesthesiology**  
Anesthesiology Core Privileges: Privileges to evaluate including performance of H&P, consult and administer anesthesia to patients for relief and prevention of pain during and following surgical, therapeutic and diagnostic procedures, including the monitoring and maintenance of normal physiology during the perioperative period and perform waived laboratory testing not requiring an instrument; including but not limited to fecal occult blood, urine dipstick, and pH by paper methods. Supervision of Anesthesiologist Assistants is included in these privileges. These privileges include supervision of residents, fellows, and other persons in training.  
Advanced Transesophageal Echocardiography (TEE)

**Kurtis J. Swanson, MD, Active Staff**  
**Department of Medicine/Fellow**  
Internal Medicine/Major Care Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult, and treat adult patients with medical illnesses. These privileges also include care of patients via telemedicine. These privileges include, but are not limited to, lumbar puncture, thoracentesis, paracentesis, arterial line insertion, diagnostic or therapeutic joint aspiration/injection, endometrial biopsy, endocervical polyp removal/biopsy, intrauterine device (IUD) insertion, punch biopsy of the skin, percutaneous needle biopsy of a breast mass or skin lesion, soft tissue injection, liquid nitrogen cryosurgery of the skin or other appropriate lesion, and perform waived laboratory testing not requiring an instrument; including but not limited to fecal occult blood, urine dipstick, and pH by paper methods and supervision of residents, fellows, and others in training.

Nephrology Core Privileges: Privileges to evaluate including performance of H&P, diagnose, consult, and treat adult patients presenting with illnesses, injuries, and disorders of the kidneys. These privileges include, but are not limited to, placement of temporary vascular access for hemodialysis; management of acute and chronic hemodialysis; placement of (temporary and permanent) catheter for peritoneal dialysis; management of peritoneal dialysis; continuous renal replacement therapy; initiation and supervision of continuous ultrafiltration/dialysis; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows, and others in training.  
Central venous catheter insertion for access  
Percutaneous infusion catheter (PICC Line) placement  
Exercise stress testing (for non-cardiologists)  
Percutaneous needle biopsy of the kidney
Andrew L. Wentland, MD, Active Staff  
Department of Radiology/Fellow  
Radiology Core Privileges: Performance and interpretation of all radiologic tests and procedures including radiographs, ultrasound, CT, MRI, diagnostic (non-therapeutic) nuclear medicine in adults and children. These privileges include, but are not limited to, Doppler vascular imaging, transcranial Doppler, arthrogram and joint aspirations, venography of major vessels, lumbar puncture, mammography, supervision of physician assistants with prescriptive authority, and supervision of residents, fellows and other trainees. These privileges include care of patients via telemedicine.

Larry S. Wu, MD, Active Staff  
Department of Family Medicine and Community Health/Fellow  
Family Medicine Adult Core Privileges: Physicians granted these privileges shall be able to care for patients with more complicated medical problems. If a diagnosis cannot be established after reasonable investigation, or if there is a serious threat to a patient’s life, consultation shall be obtained. Privileges to admit, evaluate including performance of H&P, diagnose, consult and provide treatment to adult patients with general medical problems. These privileges include, but are not limited to, suturing of uncomplicated lacerations; arthrocentesis; I&D of abscess; simple skin biopsy or excision; removal of nonpenetrating corneal foreign body; uncomplicated minor closed fractures (not involving traction or major manipulation); uncomplicated dislocations; diagnostic endometrial sampling; peripheral intravenous cannulation; peripheral arterial puncture; lumbar puncture; preoperative care of surgical patients; postoperative medical care of surgical patients; and performing waived laboratory testing not requiring an instrument, including but not limited to fecal occult blood, urine dipstick, and pH by paper methods; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows, and others in training.

Family Medicine Pediatric Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult and provide non-surgical treatment to pediatric patients without major complications or serious life threatening disease. These privileges include, but are not limited to, the care of normal newborn as well as the uncomplicated premature infant equal to or greater than 36 weeks gestation; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows, and others in training.

Lashika D. Yogendran, MD, Active Staff  
Department of Family Medicine and Community Health/General  
Family Medicine Adult Core Privileges: Physicians granted these privileges shall be able to care for patients with more complicated medical problems. If a diagnosis cannot be established after reasonable investigation, or if there is a serious threat to a patient’s life, consultation shall be obtained. Privileges to admit, evaluate including performance of H&P, diagnose, consult and provide treatment to adult patients with general medical problems. These privileges include, but are not limited to, suturing of uncomplicated lacerations; arthrocentesis; I&D of abscess; simple skin biopsy or excision; removal of nonpenetrating corneal foreign body; uncomplicated minor closed fractures (not involving traction or major manipulation); uncomplicated dislocations; diagnostic endometrial sampling; peripheral intravenous cannulation; peripheral arterial puncture; lumbar puncture; preoperative care of surgical patients; postoperative medical care of surgical patients; and performing waived laboratory testing not requiring an instrument, including but not limited to fecal occult blood, urine dipstick, and pH by paper methods; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows, and others in training.

Family Medicine Pediatric Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult and provide non-surgical treatment to pediatric patients without major complications or serious life threatening disease. These privileges include, but are not limited to, the care of normal newborn as well as the uncomplicated premature infant equal to or greater than 36 weeks gestation; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows, and others in training.

Additional Privileges

Sarah E. Ahrens, MD  
Department of Medicine/Hospital Medicine  
Lumbar Puncture

Joseph J. Raevis, MD  
Department of Ophthalmology/Fellow  
Special Competence Ophthalmic Pathology: Privileges to provide consultation to physicians for diagnosis, diagnosis exclusion, and monitoring of ocular disease utilizing information gathered from examinations of clinical laboratory tests on ocular fluids, tissues, and secretions. These privileges include but are not limited to: gross and microscopic examination of tissues, special tissue staining procedures, immunohistochemistry, and immunofluorescent studies. These privileges include supervision of ophthalmic pathology activities of residents, fellows, and others in training in ophthalmology and ophthalmic pathology.

Focused Professional Practice Evaluation Review
The following focused review applications have been endorsed by the UWHC Credentials Committee and are recommended to the Medical Board for approval/action:

<table>
<thead>
<tr>
<th>Name</th>
<th>Department/Section</th>
<th>Staff Status</th>
</tr>
</thead>
<tbody>
<tr>
<td>Al-Qaoud, Talal M., MD</td>
<td>Surgery/Transplant</td>
<td>Active Staff</td>
</tr>
<tr>
<td>Sjak-Shie, Nelida N., MD</td>
<td>Medicine/Hematology/Oncology</td>
<td>Active Staff</td>
</tr>
<tr>
<td>Terras, Mara E., MD</td>
<td>Medicine/General Internal Medicine</td>
<td>Active Staff</td>
</tr>
</tbody>
</table>

**Focused Professional Practice Evaluation Review- Additional Privileges**

The following focused review applications have been endorsed by the UWHC Credentials Committee and are recommended to the Medical Board for approval/action:

<table>
<thead>
<tr>
<th>Name</th>
<th>Department/Section</th>
<th>Staff Status</th>
</tr>
</thead>
<tbody>
<tr>
<td>Bonnell, Sanee M., MD</td>
<td>Family Medicine and Community Health</td>
<td>Active Staff</td>
</tr>
<tr>
<td>Gibson, Angela L., MD</td>
<td>Surgery/Acute Care and Regional General</td>
<td>Active Staff</td>
</tr>
<tr>
<td>Ingraham, Angela M., MD</td>
<td>Surgery/Acute Care and Regional General</td>
<td>Active Staff</td>
</tr>
<tr>
<td>Jung, Hee S., MD</td>
<td>Surgery/Acute Care and Regional General</td>
<td>Active Staff</td>
</tr>
<tr>
<td>O'Rourke, Ann P., MD</td>
<td>Surgery/Acute Care and Regional General</td>
<td>Active Staff</td>
</tr>
<tr>
<td>Savage, Stephanie A., MD</td>
<td>Surgery/Acute Care and Regional General</td>
<td>Active Staff</td>
</tr>
<tr>
<td>TeDuits, Eric A., DDS</td>
<td>Surgery/Plastic</td>
<td>Courtesy Staff</td>
</tr>
</tbody>
</table>

**Reappointments**

The following reappointment application has been endorsed by the UWHC Credentials Committee for a six month reappointment and is recommended to the Medical Board for approval/action:

- Chris Erickson, MD, Active, Pediatrics/Urgent Care

**Advanced Practice Provider Privileges-- New Applications**

Marie A. Altidor, CRNA, UW Advance Practice Nurse  
**Department of Anesthesiology**

Certified Registered Nurse Anesthetist Core Privileges: preanesthesia evaluation and preparation, administration of general and regional anesthesia and all levels of sedation techniques, and postanesthesia care for children, adolescent, and adult patients under the direct supervision of physician members of the medical staff. May provide care to patients in the intensive care setting in conformance with unit policies. Assess, stabilize, and determine disposition of patients with emergent conditions consistent with medical staff policy regarding emergency and consultative call services. May also order respiratory therapy.

Benjamin L. Eithun, NP, UW Advance Practice Nurse  
**Department of Pediatrics/Child Abuse**

Pediatric NP Core Privileges: Privileges to assess/evaluate, perform history and physical, diagnose, consult, manage, prevent disease and promote the health of pediatric patients in any setting. Treatment of these patients includes the following, but not limited to, ordering and performing diagnostic studies, performing routine therapeutic procedures, injections, and ordering respiratory therapy and blood products. Pediatric NP Child Abuse Core Privileges: Privileges to manage and treat infants, children and adolescents that may have suffered abuse. These privileges include but are not limited to forensic evidence collection, photo documentation of injury, medical interviewing (forensic interviewing if requested), legal testimony and outside case review documentation. Prescriptive Authority

Leslie L. Goodavish, PA, UW Physician Assistant  
**Department of Orthopedics and Rehabilitation/Orthopedic Surgery**

General PA Core Privileges: Privileges to assess/evaluate, perform history and physical, diagnose, consult, manage, prevent disease and promote the health of any patient regardless of age and in any setting. Treatment of these patients includes the following, but not limited to, ordering and performing diagnostic studies, performing routine therapeutic procedures, incision and drainage of abscess, injections, suturing, wound care, and ordering respiratory therapy and blood products. Assist in
surgery to include, but not limited to, first assist on major or minor surgeries. 
PA Orthopedic Surgery Core Privileges: Privileges to manage and treat pediatric, adolescents and adults with orthopedic injuries, diseases and other related issues. 
Prescriptive Authority

Anna K. Held, PA, UW Physician Assistant  
Department of Medicine/Cardiovascular Medicine  
General PA Core Privileges: Privileges to assess/evaluate, perform history and physical, diagnose, consult, manage, prevent disease and promote the health of any patient regardless of age and in any setting. Treatment of these patients includes the following, but not limited to, ordering and performing diagnostic studies, performing routine therapeutic procedures, incision and drainage of abscess, injections, suturing, wound care, and ordering respiratory therapy and blood products. 
PA Cardiovascular Medicine Core Privileges: Privileges to manage and treat patients with cardiovascular disease. 
Prescriptive Authority

Emma Jones, NP, UW Advance Practice Nurse  
Department of Family Medicine and Community Health/Urgent Care  
Adult NP Core Privileges: Privileges to assess/evaluate, perform history and physical, diagnose, consult, manage, prevent disease and promote the health of adolescent and adult patients in any setting. Treatment of these patients includes the following, but not limited to, ordering and performing diagnostic studies, performing routine therapeutic procedures, injections, and ordering respiratory therapy and blood products. 
Pediatric NP Core Privileges: Privileges to assess/evaluate, perform history and physical, diagnose, consult, manage, prevent disease and promote the health of pediatric patients in any setting. Treatment of these patients includes the following, but not limited to, ordering and performing diagnostic studies, performing routine therapeutic procedures, injections, and ordering respiratory therapy and blood products. 
NP Family Medicine Core Privileges: Privileges to manage and treat patients with family medicine related injuries or diseases. 
Prescriptive Authority

Craig A. Kilroy-Sikkema, PA, UW Physician Assistant  
Department of Medicine/General Internal Medicine  
General PA Core Privileges: Privileges to assess/evaluate, perform history and physical, diagnose, consult, manage, prevent disease and promote the health of any patient regardless of age and in any setting. Treatment of these patients includes the following, but not limited to, ordering and performing diagnostic studies, performing routine therapeutic procedures, incision and drainage of abscess, injections, suturing, wound care, and ordering respiratory therapy and blood products. 
PA General Internal Medicine Core Privileges: Privileges to manage and treat patients with general internal medicine injuries or diseases. 
Prescriptive Authority

Lacey J. Kumar, NP, UW Advance Practice Nurse  
Department of Medicine/General Internal Medicine  
Adult NP Core Privileges: Privileges to assess/evaluate, perform history and physical, diagnose, consult, manage, prevent disease and promote the health of adolescent and adult patients in any setting. Treatment of these patients includes the following, but not limited to, ordering and performing diagnostic studies, performing routine therapeutic procedures, injections, and ordering respiratory therapy and blood products. 
NP Employee Health Core Privileges: Privileges to manage and treat hospital employee applicants, hospital employees and select non-employed paid employees. 
Prescriptive Authority

Monica M. Orji, NP, UW Advance Practice Nurse  
Department of Obstetrics and Gynecology/Maternal Fetal Medicine  
Adult NP Core Privileges: Privileges to assess/evaluate, perform history and physical, diagnose, consult, manage, prevent disease and promote the health of adolescent and adult patients in any setting. Treatment of these patients includes the following, but not limited to, ordering and performing diagnostic studies, performing routine therapeutic procedures, injections, and ordering respiratory therapy and blood products. 
NP Gynecology Core Privileges: Privileges to manage and treat patients with acute and chronic gynecologic conditions and related issues. 
NP Obstetrics Core Privileges: Privileges to manage and treat patients during antepartum, pregnancy, and postpartum. 
Prescriptive Authority

Stephanie M. Shulman, NP, UW Advance Practice Nurse  
Department of Surgery/Acute Care and Regional General
Adult NP Core Privileges: Privileges to assess/evaluate, perform history and physical, diagnose, consult, manage, prevent disease and promote the health of adolescent and adult patients in any setting. Treatment of these patients includes the following, but not limited to, ordering and performing diagnostic studies, performing routine therapeutic procedures, injections, and ordering respiratory therapy and blood products.
NP Acute Care Surgery Core Privileges: Privileges to manage and treat patients in need of surgical care and related issues.
Prescriptive Authority

Advanced Practice Provider Privileges-- Transfers

Rachel E. Hart, NP (Adult Gerontology Acute Care NP)
Transfer from Hospital Medicine to Ortho Rehab
NP Rehab Medicine Core Privileges

Jennifer L. Jarrett, PA
Transfer from Medicine/General Internal Medicine to Medicine/Cardiovascular Medicine
General PA Core Privileges: Privileges to assess/evaluate, perform history and physical, diagnose, consult, manage, prevent disease and promote the health of any patient regardless of age and in any setting. Treatment of these patients includes the following, but not limited to, ordering and performing diagnostic studies, performing routine therapeutic procedures, incision and drainage of abscess, injections, suturing, wound care, and ordering respiratory therapy and blood products.
PA Cardiovascular Medicine Core Privileges
PA Cardiovascular Medicine/Electrophysiology Core Privileges: Privileges to manage and treat patients in need of electrophysiology care. These privileges also include first assisting in any electrophysiology procedures including but not limited to device implants/explants, laser lead extractions, electrophysiology studies, catheter ablations, basic electrophysiology, and intracardiac electro-anatomical mapping.
Prescriptive Authority

Barbara J. Koschak, NP (Family Nurse Practitioner)
Transfer from Ortho Rehab to Anesthesiology
NP Pain Management Core Privileges

Advanced Practice Provider Privileges—Additional Privileges

Schuyler M. Barraclough, NP (Adult Gerontology Primary Care NP)
Department of Surgery/Vascular
Sharp debridement of a wound

Lindsay N. Corder, NP (Adult Gerontology Primary Care NP)
Department of Medicine/Geriatrics
Shave Biopsy

Cassandra C. Meffert, PA
Department of Neurology/General
Shunt Tap

Jennifer L. Trott, NP (Adult Gerontology Primary Care NP)
Department of Medicine/Hematology/Oncology
Bone Marrow Biopsy

Focused Professional Practice Evaluation Review
The following focused review applications have been endorsed by the UWHC Credentials Committee after review by their applicable sub-committees (if appropriate) and are recommended to the Medical Board for approval/action:

<table>
<thead>
<tr>
<th>Name</th>
<th>Department/Section</th>
</tr>
</thead>
<tbody>
<tr>
<td>Beversdorf, Alexa R., NP</td>
<td>Neurology/General</td>
</tr>
<tr>
<td>Domes, Katherine M., NP</td>
<td>Medicine/General Internal Medicine</td>
</tr>
<tr>
<td>Ellison, Alicia T., NP</td>
<td>Psychiatry/General</td>
</tr>
<tr>
<td>Howards, Jason B., PA</td>
<td>Orthopedics and Rehabilitation/Orthopedic Surgery</td>
</tr>
<tr>
<td>Johnson, Kari J., PA</td>
<td>Emergency Medicine</td>
</tr>
<tr>
<td>Mason, Melissa J., PA</td>
<td>Neurology/General</td>
</tr>
<tr>
<td>Rabe, Nicholas L., CRNA</td>
<td>Anesthesiology/General</td>
</tr>
</tbody>
</table>
Schumacher, Emil, NP  Pediatrics/Neurodevelopmental-Behavioral
Stark, Danielle L., PA  Medicine/Hospital Medicine
Tasch, Anna V., PA  Medicine/Allergy, Pulmonary & Critical Care
Tramel, Heather M., NP  Medicine/Hospital Medicine
Trott, Jennifer L., NP  Medicine/Hematology/Oncology

**Focused Professional Practice Evaluation Review- Additional Privileges**
The following focused review applications have been endorsed by the UWHC Credentials Committee and are recommended to the Medical Board for approval/action:

<table>
<thead>
<tr>
<th>Name</th>
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</thead>
<tbody>
<tr>
<td>Beck, John D., PA</td>
<td>Surgery/Cardiothoracic</td>
</tr>
<tr>
<td>Beversdorf, Alexa R., NP</td>
<td>Neurology/General</td>
</tr>
<tr>
<td>Beyer, Briana M., PA</td>
<td>Surgery/Vascular</td>
</tr>
<tr>
<td>Gilbertson, Andrea L., PA</td>
<td>Medicine/Cardiovascular Medicine</td>
</tr>
<tr>
<td>Hussinger, Emily J., PA</td>
<td>Surgery/Cardiothoracic</td>
</tr>
<tr>
<td>Meyer, Amanda J., PA</td>
<td>Surgery/Acute Care and Regional General</td>
</tr>
<tr>
<td>Purtell, Lindsay A., PA</td>
<td>Surgery/Cardiothoracic</td>
</tr>
<tr>
<td>Reopelle, Stephanie L., NP</td>
<td>Surgery/Cardiothoracic</td>
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<tr>
<td>Stafford Draper, Jessica A., NP</td>
<td>Surgery/Pediatric</td>
</tr>
<tr>
<td>Waters, Alexis M., PA</td>
<td>Medicine/Hospital Medicine</td>
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Resolution

Election of UWHCA Officers
RESOLUTION OF THE BOARD OF DIRECTORS OF
THE UNIVERSITY OF WISCONSIN HOSPITALS AND CLINICS AUTHORITY

Election of UWHCA Officers

June 25, 2020

The Board of Directors of the University of Wisconsin Hospitals and Clinics Authority elect the following officers for a term beginning July 1, 2020 and ending when their replacements are approved.

CHAIR
Dean Robert Golden

VICE CHAIR
Gary Wolter

SECRETARY
Kelly Wilson

ASSISTANT SECRETARIES
Elizabeth Bolt, Patricia Hutter, Mary Link
Attachment

Executive Summary

UW Health Audit Committee and UW Health Compliance Committee Charter Revisions
Dear UWHCA Board of Directors:

The UW Health Audit Committee and UW Health Compliance Committee charters are being revised to accommodate requirements from the Office of Inspector General (OIG), federal reporting guidelines, and to adhere to best practices from reviews of peer organizations. The two Committees will become independent and will have dual reporting relationships to both the UWMF Board of Directors and UWHCA Board of Directors. The proposed revisions were included in the May 2020 meeting book materials for members’ review; there were no requested changes.

Enclosed are the two charters for your approval.

Thank you.
Attachment

DRAFT
UW Health Audit Committee Charter
(REDLINE)
UNIVERSITY OF WISCONSIN
HOSPITALS AND CLINICS AUTHORITY
(“UW Health”)

AUDIT COMMITTEE CHARTER

Effective as of __________, 2020

1. Purpose:

The Audit Committee of the Board of Directors (the “Board”) of the University of Wisconsin Hospitals and Clinics Authority (“UWHCA”) shall assist the Board with oversight of:

- The UW Health’s accounting policies;
- adequacy of UW Health’s internal controls;
- the quality and integrity of UW Health’s financial statements;
- UW Health’s financial reporting and disclosure process;
- compliance with legal and regulatory requirements;
- the independent auditors’ qualifications and independence;
- the performance of UW Health’s financial, compliance and internal audit functions; and
- such other matters as may be assigned by the Board.

As used in this Charter, “UW Health” refers to UWHCA, University of Wisconsin Medical Foundation (“UWMF”), and the subsidiaries and affiliates which are financially consolidated with UWHCA and the subsidiaries and affiliates which are not consolidated but in which UW Health has a financial interest that is more than inconsequential. UW Health Management is charged with outlining the plan to report the subsidiary and affiliate information to the UW Health Audit Committee.

2. Composition

The Audit Committee shall consist of no less than five (5) and no more than nine (9) members (“Members”) as designated by the Chairperson of the Board. The Audit Committee Chair shall also be designated by the Chairperson of the Board. A majority of the members of Audit Committee shall be independent and the Audit Committee shall be populated with persons such that each of the following relevant areas of expertise is represented: financial oversight (policies, processes, reporting and procedures), accounting oversight (policies, processes, reporting and procedure), external audit, cybersecurity, risk (identification, prioritization, management); internal controls and internal audit, data analytics, revenue cycle and policies and procedures. One individual members of the Audit Committee may satisfy more than one of the
aforementioned core competencies. For purposes hereof, an “independent member” is a person who (a) is not an executive officer or employee of any of the entities constituting UW Health, and (b) does not have a material relationship with UW Health which in the opinion of the Board would interfere with the exercise of independent judgment in carrying out his/her responsibilities. Appointees may include persons who are not members of the Board.

Members of the Audit Committee shall serve until their resignation or removal by the Chairperson of the Board. Vacancies in the Audit Committee shall be filled by the Chairperson of the Board in accordance with the committee composition requirements set forth in this charter.

In addition, the following UW Health executives shall be invited to participate in meetings of the Audit Committee: the UW Health Chief Executive Officer, the UW Health Chief Financial Officer, the UW Health Chief Compliance Officer, the UW Health VP/Finance, and such other executives as the Audit Committee may request from time to time.

3. Duties. The Audit Committee shall have the following duties and responsibilities:

a. External Auditor

• The Audit Committee shall have direct responsibility to select, retain, evaluate, oversee, and terminate, if necessary, an independent registered public accounting firm to act as the organization’s independent external auditor (the “External Auditor”). The External Auditor shall report directly to the Audit Committee.

• The Audit Committee shall approve all audit engagement fees and terms.

• The Audit Committee shall pre-approve all audits to be provided to
UW Health by the External Auditor, whether provided by the principal external auditor or other firms. At the time the External Auditor is selected, the Audit Committee shall be advised of any other services provided by the external auditor to UW Health.

- The Audit Committee shall pre-approve any non-audit and tax services that may be provided by the External Auditor to UW Health.

- The Audit Committee shall, at least annually, evaluate the qualifications, performance and independence of the External Auditor, including an evaluation of the lead audit partner, and assure the regular rotation of the lead audit partner at the External Auditor, and consider regular rotation of the accounting firm serving as the External Auditor.

- The Audit Committee shall take appropriate action to oversee the independence of the external auditor.

- The Audit Committee shall actively engage in dialogue with the independent auditors concerning any disclosed relationship or services that may impact the objectivity and independence of the auditors.

- The Audit Committee shall review and discuss with the External Auditor (1) the External Auditor’s responsibilities under generally accepted auditing standards, (2) the overall audit strategy, (3) the scope and timing of the annual audit, (4) any significant risks identified during the auditors’ risk assessment and procedures and (5) when completed, the results, including significant findings, of the annual audit.

- The Audit Committee shall, as appropriate, review and discuss with the independent auditors: (1) all critical accounting policies and practices to be used in the audit (2) all alternative treatments of financial information within generally accepted accounting principles (“GAAP”) for policies and practices related to material items that have been discussed with UW Health’s management, (3) the ramifications of the use of such alternative treatments, and the treatment preferred by the external auditor; and (4) other material written communications between the external auditors and UW Health’s management.

b. Review of Audited Financial Statements

- The Audit Committee shall review and discuss with UW Health’s management and External Auditor: (1) any major issues regarding accounting principles and financial statement
presentation, including any significant changes in UW Health’s selection or application of accounting principles; and (2) any significant financial reporting issues and judgments made in connection with the preparation of the audited financial statements, including the effects of alternative GAAP methods.

c. **Oversight of the UW Health Internal Audit Department**

- The Audit Committee shall have general oversight of UW Health’s internal audit department. The Audit Committee shall review and approve the functions of UW Health’s internal audit department, including its purpose, authority, organization, responsibilities, and staffing; and review the scope and performance of the internal audit department’s internal audit plan, including the results of any internal audits, any reports to management and management’s response to those reports.

- The Audit Committee shall ensure that there are no unjustified restrictions or limitations on the UW Health Internal Audit Department.

d. **Oversight of the UW Health Compliance Committee**

- **The Audit Committee and Compliance Committees shall coordinate, and share relevant information, reports, data, and other materials, as determined by the respective Committee Chairs to be necessary, to address any material issue that relate to any matters which relate to the respective areas of oversight and responsibility of the two Committees.**

- **The Audit Committee shall establish a Compliance Committee, which shall have general oversight of the UW Health Compliance Department, as provided in the Compliance Committee Charter.**

- **The Audit Committee shall approve the Compliance Committee Charter, shall review such charter from time to time and make such updates and amendments to such charter as are appropriate from time to time.**

- **The Audit Committee shall, at least annually, in consultation with the Compliance Committee, review the plans, activities, resources, staffing and organizational structure of the UW Health Compliance Department with management and with the Compliance & Privacy Officer(s). The Audit Committee shall review significant reports to the Compliance Committee and/or management prepared by the UW Health Compliance Department and management’s response.**
The Audit Committee shall ensure that there are no unjustified restrictions or limitations on the UW Health Compliance Department.

The designated UWHCA management leader and Chair, UWHCA Audit Committee, shall be consulted regarding review and concur in the appointment, replacement or dismissal of the UW Health Chief Compliance Officer. The Chief Compliance Officer shall have a direct line of communication to the UWHCA and UWMF Boards on an as-required basis.

4. Authority

a. Professional Advisors. The Audit Committee shall have the authority to engage independent legal, accounting or other advisors as the Audit Committee deems necessary or appropriate to carry out its responsibilities.

b. Investigations. The Audit Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate. The Audit Committee shall have the authority to direct any officer, employee or advisor of UW Health to meet with the Audit Committee or with any advisor engaged by the Audit Committee.

c. Expenses. The Audit Committee shall have the authority to incur expenses that are reasonable and necessary to carry out its responsibilities. The Audit Committee is empowered to cause UW Health to pay such expenses.

5. Meetings and Procedures

a. Meetings. The Audit Committee shall meet as often as it deems necessary in order to perform its responsibilities but no less than quarterly. A majority of the voting Audit Committee members present in person or electronically (to the extent electronic participation is permitted) shall constitute a quorum for conducting business at a meeting.

ab. Open Meeting Law. Meetings of the Audit Committee shall be subject to the State of Wisconsin Open Meetings Law. The Audit Committee may meet in closed executive session in accordance with the State of Wisconsin Open Meetings Law.

c. Manner of Acting. Audit Committee decisions shall be made according to the following model, assuming a quorum is present: first by consensus; if a consensus cannot be reached, then by a vote of a majority of the members of the Audit Committee present at the meeting; and finally in the case of a tie vote, the Chairperson of the Board shall cast the tie-breaking vote after being provided with full information necessary for the evaluation and
assessment of the pending issue.

**b.** Reports to the Board of Directors. The Audit Committee shall report at least two times per year to the Board of Directors. The Audit Committee shall report at least annually to the UWMF Board of Directors on those matters involving responsibilities of UWMF and such other matters as the Audit Committee deems appropriate.

6. Limitation on Duties

The Audit Committee shall discharge its responsibilities and shall access the information provided by UW Health’s management, other internal sources as appropriate, and the External Auditor, and the UW Health Chief Compliance Officer in accordance with its business judgment. While the Audit Committee has the responsibilities described in this Charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine or certify that UW Health’s financial statements are complete, accurate, fairly presented or in accordance with generally accepted accounting principles or applicable laws, rules or regulations. The Audit Committee shall not have the authority to take any action that is inconsistent with the corporate governance documents of any UW Health entity or applicable law.
Attachment

DRAFT
UW Health Audit Committee Charter
(CLEAN)
UNIVERSITY OF WISCONSIN
HOSPITALS AND CLINICS AUTHORITY
(“UW Health”)

AUDIT COMMITTEE CHARTER

Effective as of ______, 2020

1. Purpose:

The Audit Committee of the Board of Directors (the “Board”) of the University of Wisconsin Hospitals and Clinics Authority (“UWHCA”) shall assist the Board with oversight of:

- UW Health’s accounting policies;
- adequacy of UW Health’s internal controls;
- the quality and integrity of UW Health’s financial statements;
- UW Health’s financial reporting and disclosure process;
- compliance with legal and regulatory requirements;
- the independent auditors’ qualifications and independence;
- the performance of UW Health’s financial, and internal audit functions; and
- such other matters as may be assigned by the Board.

As used in this Charter, “UW Health” refers to UWHCA, University of Wisconsin Medical Foundation (“UWMF”), and the subsidiaries and affiliates which are financially consolidated with UWHCA and the subsidiaries and affiliates which are not consolidated but in which UW Health has a financial interest that is more than inconsequential. UW Health management is charged with outlining the plan to report the subsidiary and affiliate information to the UW Health Audit Committee.

2. Composition

The Audit Committee shall consist of no less than five (5) and no more than nine (9) members (“Members”) as designated by the Chairperson of the Board. The Audit Committee Chair shall also be designated by the Chairperson of the Board. A majority of the members of Audit Committee shall be independent and the Audit Committee shall be populated with persons such that each of the following relevant areas of expertise is represented: financial oversight (policies, processes, reporting and procedures), accounting oversight (policies, processes, reporting and procedure), external audit, cybersecurity, risk (identification, prioritization, management); internal controls and internal audit, data analytics, revenue cycle and policies and procedures. One individual members of the Audit Committee may satisfy more than one of the aforementioned core
competencies. For purposes hereof, an “independent member” is a person who (a) is not an executive officer or employee of any of the entities constituting UW Health, and (b) does not have a material relationship with UW Health which in the opinion of the Board would interfere with the exercise of independent judgment in carrying out his/her responsibilities. Appointees may include persons who are not members of the Board.

Members of the Audit Committee shall serve until their resignation or removal by the Chairperson of the Board. Vacancies in the Audit Committee shall be filled by the Chairperson of the Board in accordance with the committee composition requirements set forth in this charter.

In addition, the following UW Health executives shall be invited to participate in meetings of the Audit Committee: the UW Health Chief Executive Officer, the UW Health Chief Financial Officer, the UW Health Chief Compliance Officer, the UW Health VP/Finance, and such other executives as the Audit Committee may request from time to time.

3. Duties. The Audit Committee shall have the following duties and responsibilities:

a. External Auditor

- The Audit Committee shall have direct responsibility to select, retain, evaluate, oversee, and terminate, if necessary, an independent registered public accounting firm to act as the organization’s independent external auditor (the “External Auditor”). The External Auditor shall report directly to the Audit Committee.

- The Audit Committee shall approve all audit engagement fees and terms.

- The Audit Committee shall pre-approve all audits to be provided to UW Health by the External Auditor, whether provided by the principal external auditor or other firms. At the time the External Auditor is selected, the Audit Committee shall be advised of any other services provided by the external auditor to UW Health.

- The Audit Committee shall pre-approve any non-audit and tax services that may be provided by the External Auditor to UW Health.

- The Audit Committee shall, at least annually, evaluate the qualifications, performance and independence of the External Auditor, including an evaluation of the lead audit partner, and
assure the regular rotation of the lead audit partner at the External Auditor, and consider regular rotation of the accounting firm serving as the External Auditor.

- The Audit Committee shall take appropriate action to oversee the independence of the external auditor.

- The Audit Committee shall actively engage in dialogue with the independent auditors concerning any disclosed relationship or services that may impact the objectivity and independence of the auditors.

- The Audit Committee shall review and discuss with the External Auditor (1) the External Auditor’s responsibilities under generally accepted auditing standards, (2) the overall audit strategy, (3) the scope and timing of the annual audit, (4) any significant risks identified during the auditors’ risk assessment and procedures and (5) when completed, the results, including significant findings, of the annual audit.

- The Audit Committee shall, as appropriate, review and discuss with the independent auditors: (1) all critical accounting policies and practices to be used in the audit (2) all alternative treatments of financial information within generally accepted accounting principles (“GAAP”) for policies and practices related to material items that have been discussed with UW Health’s management, (3) the ramifications of the use of such alternative treatments, and the treatment preferred by the external auditor; and (4) other material written communications between the external auditors and UW Health’s management.

b. **Review of Audited Financial Statements**

- The Audit Committee shall review and discuss with UW Health’s management and External Auditor: (1) any major issues regarding accounting principles and financial statement presentation, including any significant changes in UW Health’s selection or application of accounting principles; and (2) any significant financial reporting issues and judgments made in connection with the preparation of the audited financial statements, including the effects of alternative GAAP methods.

c. **Oversight of the UW Health Internal Audit Department**

- The Audit Committee shall have general oversight of UW Health’s internal audit department. The Audit Committee shall review and approve the functions of UW Health’s internal audit department, including its purpose, authority, organization, responsibilities, and
staffing; and review the scope and performance of the internal audit department’s internal audit plan, including the results of any internal audits, any reports to management and management’s response to those reports.

- The Audit Committee shall ensure that there are no unjustified restrictions or limitations on the UW Health Internal Audit Department.

d. **Oversight of the UW Health Compliance Committee**

- The Audit Committee and Compliance Committees shall coordinate, and share relevant information, reports, data, and other materials, as determined by the respective Committee Chairs to be necessary, to address any material issue that relate to any matters which relate to the respective areas of oversight and responsibility of the two Committees.

4. **Authority**

a. **Professional Advisors.** The Audit Committee shall have the authority to engage independent legal, accounting or other advisors as the Audit Committee deems necessary or appropriate to carry out its responsibilities.

b. **Investigations.** The Audit Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate. The Audit Committee shall have the authority to direct any officer, employee or advisor of UW Health to meet with the Audit Committee or with any advisor engaged by the Audit Committee.

c. **Expenses.** The Audit Committee shall have the authority to incur expenses that are reasonable and necessary to carry out its responsibilities. The Audit Committee is empowered to cause UW Health to pay such expenses.

5. **Meetings and Procedures**

a. **Meetings.** The Audit Committee shall meet as often as it deems necessary in order to perform its responsibilities but no less than quarterly. A majority of the Audit Committee members present in person or electronically (to the extent electronic participation is permitted) shall constitute a quorum for conducting business at a meeting.

b. **Open Meeting Law.** Meetings of the Audit Committee shall be subject to the State of Wisconsin Open Meetings Law. The Audit Committee may meet in closed executive session in accordance with the State of Wisconsin
Open Meetings Law.

c. **Manner of Acting.** Audit Committee decisions shall be made according to the following model, assuming a quorum is present: first by consensus; if a consensus cannot be reached, then by a vote of a majority of the members of the Audit Committee present at the meeting; and finally in the case of a tie vote, the Chairperson of the Board shall cast the tie-breaking vote after being provided with full information necessary for the evaluation and assessment of the pending issue.

d. **Reports to the Board of Directors.** The Audit Committee shall report at least two times per year to the Board of Directors. The Audit Committee shall report at least annually to the UWMF Board of Directors on those matters involving responsibilities of UWMF and such other matters as the Audit Committee deems appropriate.

6. **Limitation on Duties**

The Audit Committee shall discharge its responsibilities and shall access the information provided by UW Health’s management, other internal sources as appropriate, and, the External Auditor, in accordance with its business judgment. While the Audit Committee has the responsibilities described in this Charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine or certify that UW Health’s financial statements are complete, accurate, fairly presented or in accordance with generally accepted accounting principles or applicable laws, rules or regulations. The Audit Committee shall not have the authority to take any action that is inconsistent with the corporate governance documents of any UW Health entity or applicable law.
Attachment

DRAFT
UW Health Compliance Committee Charter (REDLINE)
UNIVERSITY OF WISCONSIN
HOSPITALS AND CLINICS AUTHORITY
(“UW Health”)

COMPLIANCE COMMITTEE
CHARTER

Effective as of ________, 2020

Introduction

The University of Wisconsin Hospitals and Clinics Authority (“UWHCA”) and University of Wisconsin Medical Foundation (“UWMF”) Compliance Committee (the “Compliance Committee”) is a standing committee of the UW Health Audit Committee (the “Audit Committee”) of the UWHCA Board of Directors. The Compliance Committee primarily reports to the UW Health Audit Committee; however, when deemed necessary and appropriate by the Compliance Committee, based on particular facts and circumstances, the Compliance Committee shall report directly to the UWHCA and UWMF Boards of Directors, as applicable. As used in this Charter, “UW Health” refers to UWHCA, UWMF, and the subsidiaries and affiliates of each of UWHCA and UWMF, and which are financially consolidated with UWHCA.

1. Purpose

The Compliance Committee (the “Compliance Committee”) of the shall assist the University of Wisconsin Hospitals and Clinics Authority (“UWHCA”) shall assist the UWHCA Board of Directors (the “Board”) and UWMF Boards of Directors in fulfilling their respective duties and with oversight of responsibilities for all aspects of the UW Health Compliance Department and Compliance Programs, including, without limitation, UW Health’s compliance with applicable laws and regulations, development and administration of the UW Health Code of Conduct, and development and administration of all compliance related UW Health codes, policies and procedures.

As used in this Charter, “UW Health” refers to UWHCA, University of Wisconsin Medical Foundation (“UWMF”), and the subsidiaries and affiliates which are financially consolidated with UWHCA and the subsidiaries and affiliates which are not consolidated but in which UW Health has a financial interest that is more than inconsequential. UW Health Management is charged with outlining the plan to report the subsidiary and affiliate information to the UW Health Compliance Committee.
2. Membership

The Members of the Compliance Committee shall consist of no less than five (5) and no more than nine (9) members (“Members”) as designated by the Chairperson of the Board. The Compliance Committee Chair shall also be designated by the Chairperson of the Board. A majority of the members of the Compliance Committee shall be independent and the Compliance Committee shall be populated with persons such that each of the following relevant areas of expertise is represented: with the majority of the Members being independent – cybersecurity; risk (identification, prioritization, management, analytics, legal, revenue cycle, physician/patient care (inpatient); physician/patient care (ambulatory); privacy; policies and procedures; and human resources. One individual member of the Audit Committee may satisfy more than one of the aforementioned core competencies. For purposes hereof, an “independent member” is a person who (a) is not an executive officer or employee of any of the entities constituting UW Health, and (b) does not have a material relationship with UW Health which in the opinion of the Board would interfere with the exercise of independent judgment in carrying out his/her responsibilities. Appointees may include persons who are not members of the Board.

Members of the Compliance Committee shall serve until their resignation or removal by the Chairperson of the Board. Vacancies in the Compliance Committee shall be filled by the Chairperson of the Board in accordance with the committee composition requirements set forth in this charter.

In addition, the following UW Health executive shall be invited to participate in the meetings of the Compliance Committee: the UW Health Chief Compliance Officer, VP Revenue Cycle, VP Deputy General counsel, Legal Operations, VP Practice Plan, VP Human Resource, VP Chief Ambulatory Officer, Director, Advance Practice Provider; UWSMPH Department Administrator, and such other executives as the Compliance Committee may request from time to time.

UW Health Audit Committee, with the consent of each of the UWHCA and UWMF Boards of Directors and shall consist of the following persons:

- One (1) Member of the Audit Committee;
- Seven (7) persons who are UWMF faculty;
- One (1) person who is a UW Health Department Administrator;
- The UW Health Vice President, Revenue Cycle (non-voting);
- The UW Health, Vice President, Deputy General Counsel, Legal.
Operations (non-voting):
The Chairman of the Compliance Committee shall be one of the voting Members of the Compliance Committee as specified from time to time by the Chairperson of the Audit Committee.
3. Duties

The Compliance Committee’s responsibilities and oversight include UW Health (and subsidiary) Compliance Programs; Privacy Program and Documentation, Coding and Billing Compliance for Federal Payers. Duties include, but are not limited to, the following:

- Development, review, administration and enforcement of UW Health’s internal controls, policies, procedures, and programs for maintaining compliance with applicable law and regulations;

- Development, review, administration and enforcement of the UW Health Code of Conduct and all compliance related codes, policies and procedures, and make recommendations for improving same;

- Review the quarterly Compliance Officer’s Report to the UW Health Chief Executive Officer and Chief Operating Officer;

- Report quarterly to UW Health Audit Committee providing an update on progress on the work plan and any major issues;

- Prepare a Bi-Annual Compliance Committee Report to the UWHCA and UWMF Boards of Directors, including an evaluation of the Chief Compliance Officer;

- Review the annual Business Integrity Department Work Plan and the Annual Report;

- Review matters that impact UW Health’s compliance codes, policies and procedures and any reports or concerns raised by internal reviews, regulators or governmental agencies;

- Oversee the education, auditing and monitoring initiatives of UW Health’s Compliance Program and evaluate results based on predetermined objectives;

- Promote standards of ethical behavior within UW Health;

- Review, through the Compliance Committee Chairperson, any material compliance issues affecting the organization raised by the Chief Compliance Officer;
4. Authority

a. Professional Advisors. The Compliance Committee shall have the authority to engage independent legal, accounting or other advisors as the Compliance Committee deems necessary or appropriate to carry out its responsibilities.

b. Investigations. The Compliance Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate. The Compliance Committee shall have the authority to direct any officer, employee or advisor engaged by the UW Health to meet with the Compliance Committee, or with any advisor engaged by the Audit Committee. The Compliance Committee may, in consultation with the UW Health Office of General Counsel, as appropriate, seek outside legal counsel if deemed reasonable when reviewing an internal Compliance investigation.

c. Expenses. The Compliance Committee shall have the authority to incur expenses that are reasonable and necessary to carry out its responsibilities. The Compliance Committee is empowered to cause UW Health to pay such expenses.

d. Coordination with Audit Committee. The Audit Committee and Compliance Committees shall coordinate, and share relevant information, reports, data, and other materials, as determined by the respective Committee Chairs to be necessary, to address any material issue that relate to any matters which relate to the respective areas of oversight and responsibility of the two Committees.

5. Meetings and Procedures

a. Meetings. The Compliance Committee shall meet approximately two (2) weeks before each meeting of the UW Health Audit Committee, as applicable, and as often as it deems necessary or appropriate in order to perform its responsibilities but not less than quarterly, four (4) times annually. A majority of the voting members of the Compliance Committee members present in person or electronically (to the extent electronic participation is permitted) shall constitute a quorum for conducting business at a meeting.

b. Meetings of the Compliance Committee shall be subject to the State of Wisconsin Open Meetings Law. The Compliance Committee may meet in closed executive session in accordance with the State of Wisconsin Open Meetings Law.

c. Manner of Acting. Compliance Committee decisions shall be made according to the following model, assuming a quorum is present: first by consensus; if a consensus cannot be reached, then by a vote of a majority of the members of the committee present at the meeting; and finally in the case of a tie vote, the Chairperson of the Board shall cast the tie-breaking vote after being provided with full information.
necessary for the evaluation and assessment of the pending issue.

\textit{d. Reports to the Board of Directors. The Compliance Committee shall report at least two times per year to the UWHCA and UWMF Board of Directors.}

The Chief Compliance Officer shall have a direct line of communication to the UW Health CEO and the UWHCA and/or UWMF Boards as he or she deems necessary or appropriate to fulfill his/her duties and responsibilities.

\textbf{Management Liaison}

\textbf{6. Limitation of Duties.}

The Compliance Committee shall not have the authority to take any action that is inconsistent with the corporate governance documents of any UW Health entity or applicable law.
Attachment

DRAFT
UW Health Compliance Committee Charter (CLEAN)
1. Purpose

The Compliance Committee (the “Compliance Committee”) of the University of Wisconsin Hospitals and Clinics Authority (“UWHCA”) shall assist the UWHCA Board of Directors (the “Board”) with oversight of the UW Health Compliance Department and Compliance Programs, including, without limitation, UW Health’s compliance with applicable laws and regulations, development and administration of the UW Health Code of Conduct, and development and administration of all compliance related UW Health codes, policies and procedures.

As used in this Charter, “UW Health” refers to UWHCA, University of Wisconsin Medical Foundation (“UWMF”), and the subsidiaries and affiliates which are financially consolidated with UWHCA and the subsidiaries and affiliates which are not consolidated but in which UW Health has a financial interest that is more than inconsequential. UW Health Management is charged with outlining the plan to report the subsidiary and affiliate information to the UW Health Compliance Committee.

2. Membership

The Compliance Committee shall consist of no less than five (5) and no more than nine (9) members (“Members”) as designated by the Chairperson of the Board. The Compliance Committee Chair shall also be designated by the Chairperson of the Board. A majority of the members of the Compliance Committee shall be independent and the Compliance Committee shall be populated with persons such that each of the following relevant areas of expertise is represented: with the majority of the Members being independent – cybersecurity; risk (identification, prioritization, management, analytics, legal, revenue cycle, physician/patient care (inpatient); physician/patient care (ambulatory); privacy; policies and procedures; and human resources. One individual member of the Audit Committee may satisfy more than one of the aforementioned core competencies. For purposes hereof, an “independent member” is a person who (a) is not an executive officer or employee of any of the entities constituting UW Health, and (b)
does not have a material relationship with UW Health which in the opinion of the Board would interfere with the exercise of independent judgment in carrying out his/her responsibilities. Appointees may include persons who are not members of the Board.

Members of the Compliance Committee shall serve until their resignation or removal by the Chairperson of the Board. Vacancies in the Compliance Committee shall be filled by the Chairperson of the Board in accordance with the committee composition requirements set forth in this charter.

In addition, the following UW Health executive shall be invited to participate in the meetings of the Compliance Committee: the UW Health Chief Compliance Officer, VP Revenue Cycle, VP Deputy General counsel, Legal Operations, VP Practice Plan, VP Human Resource, VP Chief Ambulatory Officer, Director, Advance Practice Provider; UWSMPH Department Administrator, and such other executives as the Compliance Committee may request from time to time.

3. Duties

The Compliance Committee’s responsibilities and oversight include UW Health (and subsidiary) Compliance Programs; Privacy Program and Documentation, Coding and Billing Compliance for Federal Payers. Duties include, but are not limited to, the following:

- Development, review, administration and enforcement of UW Health’s internal controls, policies, procedures, and programs for maintaining compliance with applicable law and regulations;

- Development, review, administration and enforcement of the UW Health Code of Conduct and all compliance related codes, policies and procedures, and make recommendations for improving same;

- Review the quarterly Compliance Officer’s Report to the UW Health Chief Executive Officer and Chief Operating Officer;

- Prepare a Bi-Annual Compliance Committee Report to the UWHCA and UWMF Boards of Directors, including an evaluation of the Chief Compliance Officer;

- Review the annual Business Integrity Department Work Plan and the Annual Report;

- Review matters that impact UW Health’s compliance codes, policies and procedures and any reports or concerns raised by internal reviews, regulators or governmental agencies;

- Oversee the education, auditing and monitoring initiatives of UW Health’s
Compliance Program and evaluate results based on predetermined objectives;

- Promote standards of ethical behavior within UW Health;
- Review, through the Compliance Committee Chairperson, any material compliance issues affecting the organization raised by the Chief Compliance Officer;
- Obtain the advice and assistance of outside advisors as needed

4. Authority

a. Professional Advisors. The Compliance Committee shall have the authority to engage independent legal, accounting or other advisors as the Compliance Committee deems necessary or appropriate to carry out its responsibilities.

b. Investigations. The Compliance Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities. The Compliance Committee shall have the authority to direct any officer, employee or advisor engaged by the Compliance Committee. The Compliance Committee may, in consultation with the UW Health Office of General Counsel, as appropriate, seek outside legal counsel if deemed reasonable when reviewing an internal Compliance investigation.

c. Expenses. The Compliance Committee shall have the authority to incur expenses that are reasonable and necessary to carry out its responsibilities. The Compliance Committee is empowered to cause UW Health to pay such expenses.

d. Coordination with Audit Committee. The Audit Committee and Compliance Committees shall coordinate, and share relevant information, reports, data, and other materials, as determined by the respective Committee Chairs to be necessary, to address any material issue that relate to any matters which relate to the respective areas of oversight and responsibility of the two Committees.

5. Meetings and Procedures

a. Meetings. The Compliance Committee shall meet as often as it deems necessary in order to perform its responsibilities but not less than quarterly. A majority of the members of the Compliance Committee members present in person or electronically (to the extent electronic participation is permitted) shall constitute a quorum for conducting business at a meeting.

b. Meetings of the Compliance Committee shall be subject to the State of Wisconsin Open Meetings Law. The Compliance Committee may meet in closed executive session in accordance with the State of Wisconsin Open Meetings Law.

c. Manner of Acting. Compliance Committee decisions shall be made according to the
following model, assuming a quorum is present: first by consensus; if a consensus cannot be reached, then by a vote of a majority of the members of the committee present at the meeting; and finally in the case of a tie vote, the Chairperson of the Board shall cast the tie-breaking vote after being provided with full information necessary for the evaluation and assessment of the pending issue.

d. Reports to the Board of Directors. The Compliance Committee shall report at least two times per year to the UWHCA and UWMF Board of Directors.

The Chief Compliance Officer shall have a direct line of communication to the UW Health CEO and the UWHCA and UWMF Boards as he or she deems necessary or appropriate to fulfill his/her duties and responsibilities.


The Compliance Committee shall not have the authority to take any action that is inconsistent with the corporate governance documents of any UW Health entity or applicable law.
Attachment

Executive Summary

UWMF Bylaws Revisions
EXECUTIVE SUMMARY

RE: UWMF Bylaws Revisions

Dear UWHCA Board of Directors:

As previously discussed, with direction from the UWMF Board of Directors, UW Health leadership has worked through how best to replace current UWMF President, Dr. Nizar Jarjour and the different aspects of the current UWMF President role. Following input from the UW Health Senior Leadership Council, Council of Chairs and Council of Faculty, the role of the UWMF President has been revised to align the UW Health Council of Faculty Chair with the UWMF President role; the combined role will regularly interface with faculty and be invited to the UW Health Senior Leadership Council and UW Health Council of Chairs to carry the faculty voice forward to senior decision-making groups. The dual position will also serve as the Vice Chair of the UWMF Board of Directors and in an ex-officio position on UWMF governing committees.

Attached for your consideration is a redline and clean version of the UWMF Bylaws reflecting the changes for your approval.

If you have any question regarding the proposed UWMF Bylaws, please contact Ms. Patti Meyer (608.821.4224) or Ms. Patricia Hutter (608.836.2565).

Thank you.
Attachment

DRAFT
UWMF Bylaws Revisions
REDLINE
BYLAWS OF THE UNIVERSITY OF WISCONSIN MEDICAL FOUNDATION, INC.

AMENDED AND RESTATED EFFECTIVE SEPTEMBER 26, 2018 JULY 1, 2020

ARTICLE 1  OFFICES

1.1 Principal Office. The University of Wisconsin Medical Foundation, Inc. (the “Corporation”) shall maintain a principal office in the State of Wisconsin, which shall be located in the City of Madison, Dane County. The Corporation may have such other offices, and may move its principal office either within or without the City of Madison, Wisconsin, as may be designated from time to time by resolution of the Board of Directors of the Corporation (the “Corporation Board”).

1.2 Address of Registered Agent. The Corporation shall maintain a registered agent in the State of Wisconsin whose address may be, but need not be, identical with the principal office of the Corporation. The identity and address of the registered agent may be changed from time to time by resolution of the Corporation Board and filing of a statement with the Wisconsin Department of Financial Institutions pursuant to the Wisconsin Statutes.

ARTICLE 2  PURPOSE

2.1 Subject to Article III of the Corporation’s Articles of Incorporation (the “Articles of Incorporation”), the Corporation has been organized and shall be operated as a medical education and research organization exclusively for charitable, educational, and scientific purposes as set forth below. The Corporation shall, in performing its purposes, at all times be operated exclusively for the benefit of, and to support the purposes and operations of, the University of Wisconsin School of Medicine & Public Health (“UWSMPH”), the University of Wisconsin-Madison (“UW-Madison”), and the University of Wisconsin Hospitals and Clinics Authority (the “Authority”). The Authority and the Corporation, together with their respective subsidiaries and affiliates, shall collectively be referred to herein as “UW Health”.

As part of an integrated UW Health effort, the purposes of the Corporation are:

(a) To further the provision of health care that is safe, effective, patient-centered, timely, efficient, and equitable to all the sick and injured who may come for diagnosis, treatment, and care, without regard to race, color, creed, sex, age or ability to pay for services; and in so doing, promote the improvement of health and the reduction of the burden of illness, injury, and disability in the communities served by UW Health providers. To provide care to Medicare and Medicaid recipients, and particularly to provide such medical care for persons who may seek such care at clinics and hospitals where Corporation physicians practice.

(b) To support high-quality instruction to medical students at UWSMPH and to graduates of medical schools who are in post-graduate training programs at clinics and hospitals affiliated with UWSMPH and UW Health.
(c) To attract sufficient levels of patients seeking care at hospitals and clinics affiliated with UWSMPH and UW Health to support the shared teaching, research, clinical care, and service missions of UW Health, UWSMPH, and the UW-Madison Schools of Nursing & Pharmacy (the “Shared Mission”).

(d) To support medical and scientific research whether that research is conducted independently or in conjunction with UWSMPH, the UW-Madison Schools of Nursing & Pharmacy, UW Health, and/or other corporations, organizations, foundations, funds, institutions, governmental bodies, or individuals.

(e) To support public and professional education on issues of health care through efforts that may include without limitation conducting, undertaking, promoting and developing discussion groups, forums, panels, and lectures for the instruction and training of physicians, health care providers and personnel, patients, and the general public. Special emphasis shall be placed on preventive medicine and meeting the needs of underserved rural and urban populations.

(f) To develop the administrative capacity to organize the efficient delivery of medical care. To coordinate with healthcare providers and hospitals providing such care and, particularly, with the Authority.

(g) Subject to the Authority’s ultimate budget authority, to conduct, undertake, promote, develop, and carry on other charitable, scientific and educational work of any and every kind. The Corporation may do so either directly or by making or providing donations, gifts, grants, contributions, loans, guarantees, scholarships, fellowships, or subsidies. The Corporation may use either net income or the principal assets of the Corporation, or both (without limit as to the amount going to any one recipient or in the aggregate to all recipients). Such donations, gifts, grants, contributions, or loans may be to or for the use or benefit of other corporations, organizations, foundations, funds, institutions or governmental entities if they further the Shared Mission.

(h) To generate, negotiate, and manage relationships and/or affiliations between the faculty of UWSMPH (“Faculty”) with hospitals, clinics, health care provider organizations, third-party payors, and managed health care systems as necessary to the realization of the purposes set forth in (a) through (g) above.

(i) To manage capital assets, and collect and distribute clinical revenues and investment income, to enhance the Shared Mission.
(j) To engage in and take such action to further the purposes set forth in (a) through (i) above as are consistent with the Articles of Incorporation, as amended from time to time, the requirements of Chapter 181, Wisconsin Statutes, and §501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (the “Code”), these Bylaws, as amended from time to time, and that certain Integration Agreement between the Corporation and the Authority dated July 1, 2015, as amended from time to time (the “Integration Agreement”).

ARTICLE 3

SOLE MEMBER

3.1 Sole Member. The Corporation shall have a single voting member, and such member shall be the Authority;

3.2 Rights and Powers. The Authority shall have the exclusive power and authority to govern, direct, and oversee the property, funds, business, and affairs of the Corporation, except as provided in the Articles of Incorporation and for those powers that are specifically assigned to the Corporation Board pursuant to § 4.1 below. The affairs of the Corporation shall be subject to the terms of the Integration Agreement.

3.3 Action by the Authority. The Authority shall exercise its powers in accordance with the applicable provisions of the Authority bylaws as in effect from time to time.

3.4 Exercise of Corporation’s Rights and Powers with respect to Subsidiaries. The Authority may act on the Corporation’s behalf in exercising the Corporation’s powers with respect to any corporation, association, partnership, trust, joint venture, or other entity wholly or partially owned or controlled by the Corporation (collectively, “Subsidiaries”) in the same manner described in § 3.3 above.

ARTICLE 4

BOARD OF DIRECTORS

4.1 Powers.

(a) General Powers. Subject to § 3.2, including the Authority’s right to approve the capital and operating budgets for UW Health, the Corporation Board shall have the following powers and authority (the “Assigned Powers”):

(i) to develop and oversee principles and procedures for physician compensation plans for the Clinical Departments of UWSMPH (each a “Clinical Department”) pursuant to the Compensation Principles and Procedure Policy of the Corporation Board attached hereto as Exhibit A (the “Compensation Principles and Procedure Policy”);
(ii) to participate in the management of the Funds Flow Model attached hereto as Exhibit B (the “Funds Flow Model”);

(iii) subject to compliance with the requirements of applicable federal law, to manage the Corporation’s retirement plans available to the Faculty;

(iv) subject to compliance with the requirements of applicable law, to manage the Corporation’s tax-qualified retirement plan or plans in which non-Faculty employees of the Corporation participate, which Assigned Power may also be exercised by the Authority with respect to the Corporation’s non-Faculty employees who begin their participation in such plans on or after July 1, 2017 (or such earlier date as is determined in the discretion of the Corporation Board);

(v) to maintain professional standards and oversee the quality of care provided by the Corporation’s providers (including the Faculty and mid-level clinicians), subject to the integrated Quality Program of the Authority and UWSMPH’s ultimate responsibility for the quality, timeliness, and appropriateness of care provided by Faculty;

(vi) to elect non-ex-officio Directors of the Corporation in accordance with the election procedures set forth herein;

(vii) to remove directors of the Corporation for cause, which Assigned Power may also be exercised by the Authority;

(viii) to appoint and remove elected officers of the Corporation;

(ix) to establish and manage committees and advisory bodies of the Corporation Board, and elect and remove members of the same;

(x) to nominate to the Board of Directors of the Authority (the “Authority Board”) candidates for election as non-ex-officio non-voting members of the Executive Committee of the Authority Board, which candidates shall be members of the Corporation Board;

(xi) to participate in the selection and evaluation of the Chief Executive Officer of the Authority (the “Authority CEO”);

(xii) to exercise such other powers required to be held by the Corporation Board by applicable law or by accreditation standards applicable to the Corporation and its Subsidiaries as may be in effect from time to time, all as reasonably determined and directed by the Authority Board;
(xiii) to exercise such other powers as may be assigned to the Corporation Board in these Bylaws; and

(xiv) to exercise such other powers as the Authority may, by resolution, assign to the Corporation Board.

(b) **Statements of Policy.** Exhibits A to I attached to these Bylaws are statements of policy by the Corporation Board. Except for Exhibit A (Compensation Principles & Procedure Policy), and Exhibit B (Funds Flow Model), and except as otherwise provided in these Bylaws, the policies established in these Exhibits may be changed by the Authority Board, or by the Corporation Board subject to the approval of the Authority Board.

### 4.2 Number and Designation

(a) **Generally.** The Corporation Board shall consist of fifteen (15) voting members (each, a “Director”). The fifteen (15) voting members shall be made up of the following persons:

(i) the Authority CEO serving *ex-officio* and as Chairman of the Board;

(ii) the **Vice Chair and President** of the Corporation (the “Corporation President”), serving *ex-officio*;

(iii) the Chief Administrative Officer of the Corporation (the “Corporation CAO”), serving *ex-officio*;

(iv) four (4) independent members of the public (“Public Directors”) nominated and elected as described in § 4.4(a);

(v) four (4) chairs of the Clinical Departments of UWSMPH (“Chair Directors”) appointed as described in § 4.4(b); and

(vi) four (4) Faculty members (“Faculty Directors”) nominated and elected as described in § 4.4(c).

(b) **Ex-Officio Directors.** The Authority CEO, as Chairman of the Corporation, **Vice Chair and President**, and the Corporation CAO shall be *ex-officio* Directors (collectively, the “Ex-Officio Directors”), and shall be full voting members of the Corporation Board.

### 4.3 Qualifications of Directors

(a) **Residence.** Directors need not be residents of the State of Wisconsin.

(b) **Public Directors.** Public Directors shall be community leaders, health care professionals, or health science professionals who are: (a) not related to the employees or officers of the Corporation or Authority; and (b) not employed
by the Corporation, the Authority, UW-Madison, the University of Wisconsin System or the State of Wisconsin.

(c) **Chair Directors.** Only chairs of the Clinical Departments of UWSMPH are eligible to serve as Chair Directors.

(d) **Faculty Directors.** Any Faculty member, other than a chair of a Clinical Department, is eligible to serve as a Faculty Director.

### 4.4 Nomination and Election of Directors and Terms of Office.

(a) **Public Directors.** The Public Directors will be elected by the Corporation Board pursuant to the process attached as Exhibit C.

(b) **Chair Directors.** The Council of Chairs (as hereinafter defined) shall select the four (4) Chair Directors, subject to approval by the Authority Board.

(e) **Faculty Directors.**

(i) **Faculty At Large.** The Faculty Directors shall be elected from candidates selected by the Council of Faculty (as hereinafter defined) from nominations received from the Faculty at large.

(ii) Subject to approval of the candidates by the Authority Board, the Council of Faculty will select candidates from the nominations it receives utilizing criteria which shall include, at a minimum, gender balance, experience level, the location of practice, and the functional practice of the nominee. Candidates shall be limited to those Clinical Departments which are not already represented by Faculty Directors. If the Council of Faculty is unable to fulfill its responsibility, the Corporation Board’s Executive/Governance Committee will determine the slate of candidates following the same criteria.

(iii) **Nomination and Election.** The Faculty will elect the Faculty Directors pursuant to the process attached as Exhibit D.

(d) **Terms of Office.** The non-Ex-Officio Directors shall each hold office for a term of three (3) years, or as otherwise required to implement staggered terms in accordance with Ch. 181.0806 of the Wisconsin Statutes, or any successor statute thereto.

(e) **Continuation.** Notwithstanding § 4.4(d), members of the Corporation Board shall hold office until their resignation or removal, or until their successor has been elected and qualified.
(f) **Temporary or Interim Appointments.** A person appointed as an “acting” or “interim” Authority CEO, Corporation President, or Corporation CAO will be a Director during the term of such appointment.

(g) **Re-election.** All Directors may be re-appointed or re-elected, except that Ex-Officio Directors serve until his/her resignation or removal, or until a successor is appointed.

### 4.5 Resignation

A Director may resign at any time by filing a written declaration of resignation with the Secretary of the Corporation.

### 4.6 Removal

(a) **Chair Directors.** Chair Directors may be removed from office with or without cause by a written petition submitted to the Corporation Board and signed by two-thirds (2/3) of the members of the Council of Chairs.

(b) **Faculty Directors.** Faculty Directors may be removed from office with or without cause by a vote of two-thirds (2/3) of the eligible Faculty voters casting a ballot in a recall election. A recall election shall be called by the Corporation Board promptly upon presentation to the Corporation Board of a written petition signed by one-third (1/3) plus one (1) of the eligible Faculty voters. Eligible voters shall be all Faculty members.

(c) **Removal for Cause.** In the sole discretion of the Corporation Board or Authority Board, any Director may be removed for cause, as determined by the Corporation Board or Authority Board, taking into consideration the policy attached as Exhibit E to these Bylaws.

(d) **Removal by Chancellor.** The Chancellor of UW-Madison shall have the power to remove, at his or her pleasure, any Faculty Director or any Chair Director, with or without cause.

### 4.7 Vacancies

In the event a vacancy occurs on the Corporation Board for any reason, such vacancy will be filled promptly.

(a) **Public Directors.** If a vacancy occurs among the Public Directors, the Corporation Board shall hold an interim election in accordance with § 4.4(a).

(b) **Chair Directors.** If a vacancy occurs among the Chair Directors, the Council of Chairs will fill the position in accordance with § 4.4(b).

(c) **Faculty Directors.** If a vacancy occurs among the Faculty Directors, the Council of Faculty (as hereinafter defined) shall hold an interim election in accordance with § 4.4(c).
Ex-Officio Directors. If a vacancy occurs among the Ex-Officio Directors, the position will be filled by the successor or interim successor to the position of Authority CEO, Corporation Vice Chair and President, or Corporation CAO.

Term. A Chair Director, Faculty Director, or Public Director elected in an interim election shall finish the term of his or her predecessor, unless the remainder of the term is less than six (6) months at the time of the interim election. If the remainder of the term is less than six (6) months, the Chair Director, Faculty Director, or Public Director will finish the term of his or her predecessor and serve the succeeding three (3) year term.

Advice on Personnel Matters. At least once each three (3) years, or more frequently at its discretion, the Corporation Board shall seek the advice of interested persons, councils, and committees regarding the performance of the Corporation President and Corporation CAO.

Special Faculty Meetings. Special meetings of the Faculty shall be held on the written petition of not less than twenty percent (20%) of the Faculty, not less than a two-thirds (2/3) vote of the Council of Faculty, or on the call of the Corporation Board. The petition, the vote, or the call of the Corporation Board shall specify the agenda for the meeting and notice shall go to each Faculty employee specifying the date, place, and agenda for the meeting at least ten (10) days in advance.

Faculty Vote on Certain Changes to Articles, Bylaws, and Policies. Certain proposed changes to particular provisions of the Articles of Incorporation and Bylaws of the Corporation, the Compensation Principles & Procedure Policy (Exhibit A), and Funds Flow Model (Exhibit B), all as defined in § 15.2, shall not be adopted unless approved by not less than a two-thirds (2/3) vote of those Faculty voting in person or by proxy or by a mail or electronic ballot.

Regular Meeting. The Corporation Board shall provide by resolution for regular meetings of the Corporation Board, to be held at a fixed time and place, and, upon the passage of any such resolution, such meetings shall be held at the stated time and place without notice other than such resolution.

Special Meetings. Special meetings of the Corporation Board may be held at any time and place for any purpose or purposes, unless otherwise prescribed by statute, on call of the Corporation President, the Corporation Board Chair, or upon the written request of any three (3) Directors delivered to the Secretary of the Corporation.

Notice and Waiver of Notice.

Notice. Except as provided in § 4.11, notice of the date, time, and place of meetings shall be given to members of the Corporation Board. Unless a different time is required by Chapter 181 of the Wisconsin Statutes, notice shall be given orally or in writing delivered personally to each Director at
least twenty-four (24) hours prior to the meeting. Written notice may be mailed or faxed to each Director at least seventy-two (72) hours prior to the meeting in lieu of personal delivery of notice. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Director at his or her address as it appears on the records of the Corporation, with postage thereon prepaid. The purpose of and the business to be transacted at any special meeting of the Corporation Board shall be specified in the notice or waiver of notice of such meeting.

(b) **Waiver of Notice.** Whenever the Wisconsin Statutes, the Articles of Incorporation or Bylaws of the Corporation require that the Corporation give any notice, a waiver thereof in writing signed at any time by the person or persons entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting except where a Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

4.14 **Quorum.** Eight (8) Directors, or, if there are vacancies, fifty-one percent (51%) or more of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Corporation Board. If fewer/less than such number/percentage are present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

4.15 **Manner of Acting.** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Corporation Board, unless the act of a greater number is required by the Wisconsin Statutes or by the Articles of Incorporation or Bylaws of the Corporation.

4.16 **Informal Action by Directors.** Except as required by the Wisconsin Open Meetings Law, the Corporation Board may take action by two-thirds (2/3) written consent of the Directors. The consent must be in a writing signed by all of the Directors with respect to the subject matter thereof, and it must set forth the action to be taken. Such consent may be for any action that the Articles of Incorporation or Bylaws of the Corporation or any provision of applicable law requires to be taken at a meeting, or any other action that might be taken at a meeting. Such consent shall have the same force and effect as a unanimous vote.

4.17 **Presumption of Assent.** A Director of the Corporation, who is present at a meeting of the Corporation Board, or a committee thereof, at which action on any corporate matter is taken, is presumed to have assented to the action taken. This presumption will stand unless the Director’s dissent is entered in the minutes of the meeting or the Director files a written dissent to the action with the person acting as the Secretary of the meeting. Such dissent shall be filed before the adjournment of the meeting or shall be forwarded by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.
4.18 **Compensation.** Directors may only receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement policy is authorized by the affirmative vote of a majority of the Directors at a meeting at which a quorum is present.

4.19 **Meetings by Telephone or by Other Communication Technology.** Except as required by the Wisconsin Open Meetings Law, meetings of the Corporation Board or committees of the Corporation Board may be conducted by telephone or other communication technology in accordance with Chapter 181.0820(3) of the Wisconsin Statutes or any successor statute thereto. If such a meeting is conducted, all participating Directors shall be informed at the time the meeting is to begin that a meeting is taking place at which official business may be transacted and that any Director participating in such meeting is deemed present in person at the meeting. At the beginning of such a meeting, and again at the time any vote is taken at such a meeting, each of the Directors shall first verify his or her identity and ability to hear each other simultaneously and have communication immediately transmitted to each and all participating directors. Meetings may be held pursuant to § 4.19 to address and to vote on any matter which properly comes before the Directors pursuant to these Bylaws.

**ARTICLE 5 UW HEALTH COUNCIL OF CHAIRS**

5.1 **Members.** There shall be a UW Health Council of Chairs (the “Council of Chairs”) made up of the Chairs of the Clinical Departments.

5.2 **Meetings.** The Council of Chairs shall meet upon call of the Dean of UWSMPH at least quarterly and shall meet upon call by the Council of Chair’s Chair. Special meetings of the Council of Chairs may be held at any time and for any purpose upon call of the Council of Chair’s Chair or the Dean of UWSMPH.

5.3 **Notice.** Notice of meetings of the Council of Chairs shall be given by oral or written notice delivered by mail to each Council of Chairs member at least seventy-two (72) hours prior to meeting, or personally to each member at least twenty-four (24) hours prior to a meeting.

5.4 **Chair.** The Chair of the Council of Chairs shall be elected according to the procedures adopted by such body.

5.5 **Quorum.** A majority of the members of the Council of Chairs present at a meeting of the Council of Chairs shall constitute a quorum for the transaction of business at any such meeting.

5.6 **Manner of Acting.** The act of a majority of a quorum of the voting members present at a Council of Chairs shall be the act of the Council of Chairs. If a voting member of the Council of Chairs cannot be present at any meeting, such voting member may delegate to and confer voting rights upon any ex-officio member from the same Department, so long as notice is given to the Chair of the Council of Chairs in advance of any meeting at which the voting member is not able to be present.
5.7 **Powers and Duties.** The Council of Chairs shall advise and consult with the Authority’s Senior Leadership Council and the Authority Board, the Corporation’s Board and the Corporation President; the Authority CEO and the Dean of UWSMPH on matters relating to Shared Mission and on other issues of mutual concern. Such matters include, but are not limited to, the sale of all or substantially all of the assets or liquidation of the Corporation, the acquisition of major debt (which shall be defined as debt in excess of ten percent (10%) of the Corporation’s annual clinically derived revenues), and a change to these Bylaws or the Articles of Incorporation. It shall advise on the agenda for Faculty meetings. It may pass advisory resolutions and present them to the Corporation Board.

**ARTICLE 6  UW HEALTH COUNCIL OF FACULTY**

6.1 **Members.** There shall be a UW Health Council of Faculty (the “Council of Faculty”). Each of the Clinical Departments shall elect a Faculty member to the Council of Faculty by majority vote of their departmental committee. The four (4) Faculty Directors of the Corporation Board shall be non-voting *ex-officio* members of the Council of Faculty, except that any *ex-officio* member who has been affirmatively chosen by his or her Clinical Department as that Clinical Department’s representative on the Council of Faculty shall retain voting rights on Council.

6.2 **Meetings.** The Council of Faculty shall meet upon call of the Dean of UWSMPH at least quarterly, and shall meet upon call by the Council of Faculty’s Chair. Special meetings of the Council of Faculty may be held at any time and for any purpose upon call of the Council of Faculty’s Chair, Authority CEO, or the Dean of UWSMPH.

6.3 **Notice.** Notice of meetings of the Council of Faculty shall be given by oral or written notice delivered by mail to each Council of Faculty member at least seventy-two (72) hours prior to meeting, or personally to each member at least twenty-four (24) hours prior to a meeting.

6.4 **Chair.** The Chair of the Council of Faculty shall be elected according to the procedures adopted by such body, only if the Vice chair of the Council of Faculty is unable or unwilling to transition to the Chair role after serving in their term as Vice Chair. That process includes a self-nomination process, and a Council of Faculty membership vote conducted by UW Health’s Corporate Governance Department. To be eligible to self-nominate as a chair candidate the nominee must have served at least one (1) year as a Department elected Council of Faculty representative. The Council of Faculty Chair term is two (2) years. Note: if the Chair term exceeds the Department Faculty Representative term – the term of the Department Faculty Representative will be extended to coincide with the then-current Chair term.
6.5 **Vice Chair.** The Vice Chair of the Council of Faculty shall be elected according to the procedures adopted by the Council of Faculty that includes a self-nomination process and Council of Faculty membership vote conducted by UW Health’s Corporate Governance Department. The Vice Chair term is two (2) years. At the end of the Vice Chair’s two (2) year term they automatically become the Chair of the Council of Faculty.

6.6 **Quorum.** A majority of the members of the Council of Faculty present at a meeting of the Council of Faculty shall constitute a quorum for the transaction of business at any such meeting.

6.7 **Manner of Acting.** The act of a majority of a quorum of the voting members present at a Council of Faculty shall be the act of the Council of Faculty. If a voting member of the Council of Faculty cannot be present at any meeting, such voting member may delegate to and confer voting rights upon any *ex-officio* member from the same Clinical Department, so long as notice is given to the Chair of the Council of Faculty in advance of any meeting at which the voting member is not able to be present.

6.8 **Powers and Duties.** The Council of Faculty Chair will serve as the UWMF Vice Chair and President. The Council of Faculty through the Council of Faculty Chair shall advise and consult with the Authority’s Senior Leadership Council and the Authority Board; the Corporation Board and the Corporation President; the Authority CEO; and the Dean of UWSMPH on matters relating to the Shared Mission and on other issues of mutual concern. Such matters include, but are not limited to, the sale of all or substantially all of the assets or liquidation of the Corporation, the acquisition of major debt (which shall be defined as debt in excess of ten percent (10%) of the Corporation’s annual clinically derived revenues), and a change to these Bylaws or the Articles of Incorporation. It shall advise on the agenda for Faculty Meetings. It may pass advisory resolutions and present them to the Corporation Board. The Council of Faculty shall receive nominations from the Faculty at large for open Faculty Director positions. The Council of Faculty shall select candidates from the nominations it receives in accordance with the procedures and criteria specified in Exhibit D. Members of the Council of Faculty shall consult with their Clinical Departmental Committee and the Faculty in their Clinical Department, and act as a liaison between their Clinical Department and the Corporation Board.

ARTICLE 7  
**COMMITTEES**

7.1 **General Rules Applicable to Committees.** The Corporation Board may create committees in addition to the Standing Committees set forth in § 7.3 below, having such powers as specified by the Corporation Board, and as are then permitted by these Bylaws and by Chapter 181 of the Wisconsin Statutes.

The Corporation Board Chair, in consultation with the Corporation Board, will review from time to time the committees and will be authorized to make such
changes to the function and composition of the committees, including the Standing Committees, as he or she determines appropriate to ensure effective and coordinated governance of the Authority and the Corporation; provided, however, that any change to the function or composition of the Compensation Development Committee, Compensation Review Committee, or Retirement Plan Committee (solely with respect to the Faculty retirement plan) shall also require the approval of the Corporation Board and of the Faculty (in accordance with § 4.10).

(a) **Powers.** All committees shall have such powers and duties, as provided in these Bylaws and not inconsistent with § 7.2, as may be provided in the resolution creating such committee or as thereafter supplemented or amended by further resolution adopted by similar vote. All Corporation Board committees shall exercise their powers and duties in coordination with Authority Board committees with similar duties and with UW Health management.

(b) **Nomination and Appointment.** The Executive/Governance Committee shall nominate, and the Corporation Board shall appoint, members of committees subject to the Board policy, attached as Exhibit F. The Corporation Board shall appoint the Chairs of the committees.

(c) **Size and Composition.** All committees of the Corporation Board shall consist of no less than three (3) members and all committees, with the exception of the Compensation Review Committee and Executive/Governance Committee, may include individuals that are not Directors. Administrators and Community Members, as defined in Exhibit F, may be appointed to committees as voting members, except for the Compensation Review and Executive/Governance Committees. The Corporation CAO and Corporation President shall each be a member, ex-officio, of all committees with the exception of the Compensation Review Committee and the Audit Committee.

(d) **Removal.** The Corporation Board may remove or replace a committee member at any time for any reason.

7.2 **Nondelegable Powers; Rules of Committees.** Except for the Executive/Governance Committee, the Compensation Review Committee, and the Retirement Plan Committee, no committee of the Corporation Board shall be empowered: (a) to act in lieu of the entire Corporation; or (b) to promulgate policy on behalf of the Corporation. Each committee shall fix its own rules governing the conduct of its activities, not inconsistent with rules promulgated by the Corporation Board, and shall make such reports to the Corporation Board, of its activities as the Corporation Board may request. All the committees may perform an advisory function to the Corporation President at the Corporation President’s request and to the Authority at the Authority CEO’s request.
7.3 **Standing Committees.** The Compensation Development Committee, Compensation Review Committee, Finance Committee, Retirement Plan Committee, and Executive/Governance Committee constitute Standing Committees of the Corporation, some of which are described in more detail below. The names and duties of these committees may change from time to time at the discretion of the Corporation Board. As provided in § 7.1, the Corporation Board may appoint other committees.

7.4 **Compensation Development Committee.**

(a) **Duties.** The Compensation Development Committee shall act in an advisory capacity to the Corporation President, the Board, and the Compensation Review Committee. The Committee shall develop, recommend, and monitor issues relating to compensation of the medical staff of the Corporation in accordance with the Corporation’s Compensation Principles and Procedure Policy and to ensure compliance with the compensation requirements and limitations outlined in the Code and Internal Revenue Service regulations.

(b) **Limitations.** The Corporation’s Compensation Principles and Procedure Policy has been developed and shall be administered in accordance with the Code and Internal Revenue Service regulations so as to avoid any claim of private inurement to any of the Directors, officers or employees of the Corporation. All compensation plans shall reflect market conditions and be based on available compensation data and surveys prepared by outside consultants. The Corporation shall not pay compensation in excess of an applicable maximum without the express written approval of Compensation Review Committee and the Dean of UWSMPH.

(c) **Final Action.** The Compensation Review Committee shall take final action on compensation formulae and policy.

7.5 **Compensation Review Committee.**

(a) **Composition.** The Compensation Review Committee shall consist exclusively of the Public Directors.

(b) **Powers.** The Compensation Review Committee shall act in accordance with the Corporation’s Compensation Principles and Procedure Policy. The Committee shall make final decisions on such matters after satisfying itself that the standards set in the Corporation’s Compensation Principles and Procedure Policy have been met. The Committee may request additional data or information prior to approving matters within its jurisdiction.

(c) **Final Action.** The Compensation Review Committee shall take final action to approve or disapprove all Corporation and Clinical Departmental compensation formulae and policy.
7.6 Changes to the Corporation’s Compensation Principles and Procedure Policy and Funds Flow Model. In addition to approval by the Authority Board and Corporation Board, changes to the Corporation’s Compensation Principles and Procedure Policy or Funds Flow Model, attached as Exhibit A and Exhibit B to these Bylaws, respectively, require:

(a) input from the Council of Chairs and Council of Faculty; and

(b) approval by the members of the Faculty as provided in § 4.10 of these Bylaws but only with respect to those changes identified in § 15.2 as requiring a Faculty vote.

Each Faculty member who is also employed by the Corporation is required, as a condition of his or her Faculty appointment, to commit to the Corporation his or her professional income derived from the diagnosis or treatment of patients, together with certain other professional income. Exhibit H sets forth the definition of professional income for this purpose and the process for determining which income is exempt from this requirement.

7.7 Finance Committee. Subject to the guidance of the Corporation Board and the Authority’s powers set forth in § 3.2, the Finance Committee shall have the responsibilities set forth below.

(a) Budget. The Finance Committee shall recommend to the Corporation Board an annual budget for the Corporation, which budget is subject to approval by the Authority.

(b) Additional Duties and Responsibilities. The Finance Committee shall establish the fees for services rendered by the Corporation. The Finance Committee shall establish a billing and collection policy. Generally, the billing policy shall provide that all patients shall be billed for services rendered by the Corporation’s employees, although all patients shall be treated without regard to their ability to pay and the Corporation shall fully participate in Medicare, Medicaid and prepaid medical care programs.

(c) Other Recommendations and Reports. The Finance Committee shall recommend to the Corporation Board and the Authority guidelines for department operating expenses, direct expenses of departments, and Faculty business expenses. The Corporation Board and the Authority shall adopt guidelines for operating expenses, direct expenses, and Faculty business expenses as they deem appropriate based on these recommendations. The Finance Committee shall develop such other guidelines and recommendations as requested by the Corporation Board and by the Authority.

7.8 Corporation Executive/Governance Committee.
(a) **Composition.** The Corporation Board shall establish the composition of the Executive/Governance Committee. The composition of the Executive/Governance Committee is established in Exhibit G.

(b) **Duties and Responsibilities.** The Executive/Governance Committee shall have and may exercise, when the Board of Directors is not in session, the power of the Corporation Board in the exercise of the Assigned Powers except as limited by § 7.1 herein. The Executive/Governance Committee shall determine the agenda for the Corporation Board, oversee and integrate the activities of the Corporation Board act on behalf of the Corporation Board in emergency situations between Board meetings, and provide a liaison function between the Corporation and UWSMPH.

The Executive/Governance Committee shall provide oversight for nominations of non-ex-officio, non-voting members of the Executive Committee of the Authority Board, nominations and appointments to Corporation Board Committees as well as elections of Faculty Directors to the Corporation Board in accordance process set forth in Exhibit D.

(c) **Method of Operations.** In advance of any appointment to any Committee, the Executive/Governance Committee shall propose at least one (1) qualified person for each vacant committee position, in the manner described in Exhibit G.

(d) **Broadest Possible Representation.** In making nominations for and appointments to Committees, the Executive/Governance Committee and the Corporation Board shall consider the following factors:

(i) present Clinical Departmental representation on the Corporation Board or committees;

(ii) the length of time since a member of a Clinical Department has been on the Corporation Board or a committee;

(iii) geographic distribution to include non-Authority-based physicians; and

(iv) competencies and past service to the organization.

Despite these considerations, the overall criteria of demonstrated interest and ability to contribute shall be important in making nominations.

### 7.9 Retirement Plan Committee.

(a) **Composition & Reporting.** The Corporation Board shall establish the composition of the Retirement Plan Committee by resolution which shall be set forth on Exhibit I to these Bylaws. The Retirement Plan Committee
shall report directly to the Corporation Board. The Corporation Board, through Exhibit I, shall establish:

(i) the composition of the Retirement Plan Committee;

(ii) the minimum number of times per year that the Retirement Plan Committee shall meet; and

(iii) the delegation of specific authority for the Retirement Plan Committee to act to set policy and participant investment options and guidelines, provided that at least three (3) directors are elected to the Retirement Plan Committee by the Corporation Board.

(b) Duties and Responsibilities. The Retirement Plan Committee shall provide oversight and review of fund performance compared to appropriate benchmarks, changes in fund management, and important developments within the economy and securities markets, all of which may have a potential impact on investment strategy, asset allocation, and overall portfolio performance. The Retirement Plan Committee, on an ongoing basis, will review the menu of funds offered to the Plan’s participants to determine if the risk level returns, investment discipline and style remain appropriate to the policies and guidelines set forth as provided in Exhibit I. The Retirement Plan Committee in conjunction with the Plan’s Trustee will also develop, review, and distribute educational materials, including newsletters and quarterly reports to the Plan’s participants.

7.10 Changes to Retirement Plans. Any change to the Corporation’s tax-qualified retirement plan or plans available to Faculty or non-Faculty employees of the Corporation that requires approval by the Corporation as plan sponsor shall also require approval by the Authority Board. In exercising the Authority’s authority to modify the tax-qualified retirement plan or plans in which non-Faculty employees of the Corporation participate (but only with respect to the Corporation’s non-Faculty employees who begin their participation in such plans on or after July 1, 2017, or such earlier date as is determined in the discretion of the Corporation Board), the Authority shall not take any actions that would: (a) result in the Authority and the Corporation being treated as a single employer for employee benefit purposes under applicable federal tax law; (b) cause the tax-qualified retirement plan for Faculty to fail to comply with applicable requirements of federal tax law; or (c) cause the tax-qualified retirement plan for Faculty to fail (without additional contributions for non-Faculty employees of the Corporation to the tax-qualified retirement plan or plans in which they participate) the nondiscrimination rules under federal tax law that apply to employer contributions to such plan.

ARTICLE 8 CORPORATION DEPARTMENTAL COMMITTEES

8.1 Composition. Physician Faculty members of each Clinical Department who are also Corporation employees generating clinical revenues shall organize themselves
into a Departmental Committee. By agreement of the Dean of UWSMPH and the Corporation Board, Faculty health care specialists other than physicians may be eligible to participate in these committees.

8.2 **Powers.** The Departmental Committees will make recommendations to the Executive/Governance Committee of the Corporation Board for Standing Committee and other committee positions and elect the members of the Council of Faculty. The Departmental Committees shall, within the guidelines set by the Corporation Board and the Authority, and as consistent with the Funds Flow Model, collaborate with the Clinical Department Chair on preparation of an annual Departmental budget. These decisions may annually be delegated to the Clinical Department Chairs by majority vote of the eligible Faculty in each Clinical Department.

**ARTICLE 9**

**OFFICERS**

9.1 **Number.** The principal officers of the Corporation shall be a Chair, Vice Chair, and President, Corporation CAO, Secretary, and Treasurer. The Corporation Board, in its discretion, may also elect one or more Assistant Secretaries, Assistant Treasurers and other officers. Any two (2) or more offices may be held by the same person, except that the individual serving as President or Corporation CAO shall not hold any other office.

9.2 **Election and Term of Office.** The Authority CEO will serve as the Corporation Chair. The UW Health Council of Faculty Chair will serve as the Corporate Vice Chair and President. The Corporation Board Chair shall appoint the Corporation President and Corporation CAO in consultation with the Corporation Board. The Corporation Board shall elect the Secretary and Treasurer, and any Assistant Secretaries, Assistant Treasurers or other officers, by the affirmative vote of a majority of directors present at a meeting at which a quorum is present (the “Elected Officers”). The Corporation Board will determine the term of office for the Elected Officers. Each Elected Officer will hold office until a qualified successor is elected upon expiration of the term of that officer, or until that officer’s death, or until that officer shall resign or shall have been removed in the manner hereinafter provided.

9.3 **Qualifications of Officers.** Officers need not be residents of the State of Wisconsin. The UW Health Council of Faculty Chair will serve as the Corporation Vice Chair and President and shall be a practicing physician member of the Faculty.

9.4 **Removal.** The Corporation President and Corporation CAO shall serve at the pleasure of the Corporation Board Chair. Any Elected Officer may be removed or not reappointed by the Corporation Board, whenever, in its judgment, the best interests of the Corporation will be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.
9.5 **Vacancies.** The Corporation Board may fill a vacancy in any office of an Elected Officer because of death, resignation, removal, disqualification, or other reason, for the unexpired portion of the term.

9.6 **Duties.** The Corporation Chair shall preside over all meetings of the Corporation Board. The Corporation Vice Chair and President and Corporation CAO shall have such duties as are determined from time to time by the Corporation Board Chair or his or her designee(s) in consultation with the Corporation Board. The Corporation President and Corporation CAO shall each be accountable to, and shall report to, the Corporation Board Chair or his or her designee(s). The Elected Officers, the Board Chair, and the Corporation Board Vice Chair and President shall have such powers and perform such duties set forth in these Bylaws and as may, from time to time, be otherwise prescribed by resolution of the Corporation Board. Upon the Corporation Board’s failure to adopt such a specific resolution, such officers shall have the powers and perform the duties set forth in these Bylaws, as may be designated by the Corporation Board Chair (with respect to the Elected Officers and the Corporation Board Vice Chair), and that are otherwise normally incident to their respective offices.

9.7 **Chair of the Board.**

(a) **The Authority CEO as Chair.** The individual serving as the Authority CEO shall serve as the Chair of the Board (the “Corporation Board Chair”), provided, however, that until an interim or permanent Authority CEO is appointed, the individual serving as the Dean of UWSMPH shall serve as the Chair of the Board.

(b) **Duties/Role.** The Corporation Board Chair shall be responsible for matters of general policy applicable to the exercise by the Corporation Board of the Assigned Powers, subject to Board approval and direction. The Corporation Board Chair shall preside at all meetings of the Corporation Board. The Corporation Board Chair shall have such other duties as may be established by resolution of the Corporation Board from time to time.

9.8 **Vice Chair of the Board.**

(a) **The Corporation President as Vice Chair.** The individual serving as the Corporation President shall serve as the Vice Chair of the Board (the “Corporation Board Vice Chair”).

(b) **Duties/Role.** In the absence of the Corporation Board Chair, or in the event of the Corporation Board Chair’s inability or refusal to act, the Corporation Board Vice Chair shall perform the duties of the Corporation Board Chair, and when so acting, shall have all the powers of and be subject to all the restrictions placed upon the Corporation Board Chair. The Corporation Board Vice Chair shall have such other duties as may be established by resolution of the Corporation Board from time to time.
9.9 Secretary. The Secretary shall:

(a) keep the minutes of the Corporation Board or Committee meetings in one or more books provided for that purpose;

(b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by applicable law;

(c) be custodian of the corporate records; and

(d) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Corporation Board Chair or by the Corporation Board.

9.10 Treasurer. If required by the Corporation Board, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Corporation Board shall determine. The Treasurer shall:

(a) have charge and custody of and be responsible for all funds and securities of the Corporation;

(b) receive and give receipts for monies due and payable to the Corporation from any source whatsoever; and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and

(c) in general, perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Corporation Board Chair or by the Corporation Board.

9.11 Other Assistants and Acting Officers. The Corporation Board shall have the power to appoint any person to act as assistant to any officer, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally and if the Authority does not disapprove of such appointment. Such assistant or acting officer appointed by the Corporation Board shall have the power to perform all the duties of the office to which such person is appointed to be assistant or acting officer, except as such power may otherwise be defined or restricted by the Corporation Board.

ARTICLE 10 INDEMNIFICATION OF OFFICERS, DIRECTORS, AND OTHERS

10.1 Mandatory Indemnification. The Corporation shall to the maximum extent permitted under Chapter 181 of the Wisconsin Statutes, as amended, indemnify and allow reasonable expenses of any person who:

(a) was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative;
(b) by reason of the fact that:

(i) he or she is or was a Director, officer, employee or agent of or volunteered services to the Corporation; or

(ii) is or was serving at the request of the Corporation as a Director, officer, employee or agent of any committee or of any other Corporation enterprise.

Such right of indemnification shall inure to the benefit of the heirs, executors, administrators and personal representatives of such a person.

10.2 Indemnification Excess. The indemnification provided Directors, officers, agents or employees shall be excess (except as may otherwise be provided by law) to any right of indemnification that they may have as agents or employees of the State of Wisconsin while they are acting within the scope of that employment.

10.3 Supplementary Benefits. The Corporation may supplement the right of indemnification under § 10.1 by the purchase of insurance, indemnification agreements, and/or advances for expenses of any person indemnified.

ARTICLE 11  FISCAL YEAR

The fiscal year of the Corporation shall be July 1 to June 30, or as otherwise designated by the Authority Board.

ARTICLE 12  SEAL

There shall be no corporate seal.

ARTICLE 13  CORPORATE ACTS, LOANS, AND DEPOSITS

13.1 Corporate Acts. Unless otherwise directed by resolution of the Authority Board or by applicable law, all checks, drafts, notes, bonds, bills of exchange, and orders for the payment of money of the Corporation, and all deeds, mortgages, conveyances, and other written contracts, agreements and instruments to which the Corporation shall be a party, and all assignments or endorsements of stock certificates, registered bonds, or other securities owned by the Corporation shall be signed by the Corporation CAO and by any one (1) of the following officers who is a different person: the Corporation President, Secretary, or Treasurer. The Authority Board may, however, delegate such authority, or may authorize any one (1) of such officers or one (1) or more other officers or agents of the Corporation or Authority to sign any of such instruments for and on behalf of the Corporation without necessity of counter signature.

13.2 Contracts. Subject to the Authority’s policies in effect from time to time or unless otherwise directed by resolution of the Authority Board (to the extent not
conflicting with § 4.1(a)(iii)), the Corporation may enter into any contract or execute and deliver any instrument.

13.3 Loans. No indebtedness shall be contracted on behalf of the Corporation and no evidences of such indebtedness shall be issued in its name unless authorized by a resolution of the Authority Board. Such authority may be general or confined to specific instances.

13.4 Deposits. All funds of the Corporation, not otherwise employed or subject to immediate distribution, shall be deposited from time to time to the credit of the Corporation in such banks, savings and loan associations, trust companies or other depositories as the Authority may select, except for the funds of the Faculty retirement plan for which the Corporation is the sponsor (and, to the extent necessary for the Corporation Board to manage the Faculty retirement plan, any retirement plan available to employees of the Corporation other than the Faculty for which the Corporation is the sponsor), which shall be subject to the authority and direction of the Corporation Board in accordance with § 4.1(a)(iii).

ARTICLE 14 PHYSICIAN APPOINTMENTS

The Corporation shall consult with the Dean of UWSMPH and relevant UWSMPH academic departments before hiring or contracting with physicians in a particular specialty who are not appointed as Faculty. The employment or personal services contracts with non-Faculty physicians shall expressly provide that they do not become employees of UW-Madison as a result of said contract, and that the State of Wisconsin is not responsible for their insurance or liability coverage. Corporation physicians who care for patients at the Authority’s hospital must have UWSMPH Faculty appointments.

ARTICLE 15 AMENDMENTS

15.1 By the Authority Board. Except as provided in § 15.2 or § 15.5 below, these Bylaws and the Articles of Incorporation may be altered, amended, or repealed, and new or restated Bylaws or Articles of Incorporation may be adopted, exclusively by the Authority Board, following consultation with the Corporation Board, the Council of Chairs and the Council of Faculty.

15.2 Amendments Requiring a Corporation Board and Faculty Vote. Except as provided in § 15.4, the following alterations, amendments, and changes to the Corporation’s Articles of Incorporation, Bylaws, and Board Policies shall be approved by the Authority Board, the Corporation Board, and the Faculty (in accordance with § 4.10):

(a) Any change to: (i) the Corporation Board’s powers described in § 4.1(a)(i)–(iii) (the “Core Functions”); (ii) the process for nominating and electing the non-Ex-Officio Directors of the Corporation set forth in § 4.4(a)–(c), Exhibit C, and Exhibit D; (iii) the function or composition of the Compensation Development Committee, Compensation Review Committee, or Retirement Plan Committee (solely with respect to the
Faculty retirement plan; (iv) Article 15 of these Bylaws; or (v) to the Corporation’s Articles of Incorporation that would conflict with such Bylaw provisions; and

(b) Material changes to the Corporation’s Compensation Principles and Procedure Policy, attached as Exhibit A, or Funds Flow Model, attached as Exhibit B.

15.3 Approvals. If approved as provided in § 15.2, amendments to these Bylaws and to the Articles of Incorporation shall take effect immediately.

15.4 Exception to Amendments Requiring a Corporation Board and Faculty Vote. Notwithstanding any provision herein to the contrary, if the Authority Board determines by resolution that the Corporation’s exercise of one or more of the Core Functions is inconsistent with state or federal law, then the Authority Board may take whatever action it determines is necessary to address the issue, including any alteration, change, or amendment to the Corporation’s Articles of Incorporation, Bylaws, or Board Policies set forth in § 15.2 without approval by the Corporation Board or the Faculty.

15.5 Board Composition. Notwithstanding § 15.1, any amendments to these Bylaws or the Articles of Incorporation regarding composition of the Corporation Board shall not adversely affect the Corporation’s tax-exempt status under § 501(a) of the Code, shall not affect the Corporation’s ability to manage the Corporation’s retirement plans available to the Faculty, and shall not cause the representation of the Faculty on the Corporation Board to be less than fifty percent (50%).

ARTICLE 16 INTERPRETATIONS

16.1 These Bylaws are part of an overall arrangement with the Authority embodied in the Bylaws and in the Integration Agreement. These Bylaws and the Integration Agreement shall be interpreted together to promote the purposes of the Corporation, the Authority, and UWSMPH.

16.2 The term “Faculty” when used in these Bylaws includes physician Faculty and physician academic staff with tenure, tenure track, CHS or other UW-Madison recognized titles, including paid clinical-track physicians. By agreement of UWSMPH and the Corporation, other health-care professionals having UWSMPH appointments may be included as participating Faculty and may be eligible to be elected and/or to vote in elections for Corporation directors.

ARTICLE 17 INFORMATION

17.1 Minutes. The minutes of the meetings of the Corporation Board and the meetings of its committees shall be open to review by participating Faculty.
17.2 **Annual Reports and Audit.** The Corporation Board will prepare an annual report on operations and distribute it to the Dean of UWSMPH and to participating Faculty. The Corporation Board will submit to the Dean of UWSMPH a copy of the Annual Audit of the Corporation.

17.3 **Reports to UW Health Council of Chairs and UW Health Council of Faculty.** UW Health will provide Corporation quarterly financial reports to the Council of Chairs and the Council of Faculty for their review.

**ARTICLE 18  ** **DISSOLUTION**

The Corporation shall be dissolved within six (6) months of the termination of the Integration Agreement (or any amended version thereof), unless the Authority and the Corporation Board consent to an extension of time beyond six (6) months. This period is to be used for the orderly winding up of the affairs of the Corporation.

If, on or after July 1, 2017, the Authority Board determines that the Corporation’s exercise of one or more of the Core Functions is inconsistent with operational, financial, or clinical integration of the Authority and the Corporation and that amendments to the Corporation’s Articles of Incorporation, Bylaws, Compensation Principles and Procedure Policy attached as Exhibit A, or Funds Flow Model attached as Exhibit B that would otherwise require approval of the Corporation Board and Faculty pursuant to §§ 15.2(a) or (b) are necessary to address the issue, then the Authority Board may recommend that the Corporation Board and Faculty approve such amendments. If the Corporation Board and Faculty do not approve the recommended amendments within a reasonable period of time, not to exceed four (4) months unless the Authority and the Corporation Board consent to an extension of time beyond four (4) months, of the Authority Board’s recommendation, then the Authority may dissolve and, if necessary, reconstitute the Corporation following the above-described wind-down period from the date of the Authority Board’s recommendation.
(EXHIBIT A)

COMPENSATION PRINCIPLES & PROCEDURE POLICY

I. Introduction

Since its formation, the Corporation has operated under a series of compensation plans based upon the Corporation’s Agreement with the Board of Regents of the University of Wisconsin System. The original plan addressed both compensation and funds flow. The original plan was amended in 2001 and replaced with a policy document which focused on compensation principles and process.

This 2007 version of Exhibit A (“Policy”) amends the 2001 policy and builds upon the concepts of compensation at fair market value, transparency of compensation determination, and independent oversight for the ongoing development, review and approval of each individual Corporation departmental compensation plan. Each departmental compensation plan will prospectively define and establish the formula and method by which faculty physician compensation is determined. This Policy is designed to ensure that the Corporation complies with all Internal Revenue Service, Stark, Anti-Kickback statutes and regulations, and other applicable laws relative to physician compensation.

II. Definitions

Compensation Development Committee (“CDC”) is defined in Section 7.4 of the Corporation’s Bylaws.

Compensation Review Committee (“CRC”) is defined in Section 7.5 of the Corporation’s Bylaws.

A Compensation Development Report (“Report”) is made by the CDC to the CRC on an annual basis or more often, as necessary, to facilitate CRC oversight responsibilities. The Report is a set of recommendations made by the CDC for approval by the Corporation Board and the CRC. The Report contains information regarding those Compensation Plans reviewed, a synopsis of any documentation used by the CDC to recommend approval of a Plan, and an affirmative finding by the CDC that all Compensation Principles in Section III hereof have been met.

A Compensation Plan (“Plan”) is the written document which prospectively establishes the method of determining compensation for clinical faculty physicians (“Physician(s)”) belonging to a specific Clinical Department. The method must be set forth in sufficient detail so that it can be objectively verified, must not take into account the volume or value of referrals generated by a Physician, and must comply with the Compensation Principles outlined in Section III hereof below.

Compensation Principles (“Principles”) means the set of principles outlined in Section III hereof.

Department or Departmental refers to a clinical department of UWSMPH
**Fair Market Value** means the value in an arms-length transaction, consistent with the general market value that would ordinarily be paid for like services by a like enterprise under like circumstances as the result of *bona fide* bargaining between well-informed parties.

**Rebuttable Presumption Process** (“Process”) means that process, as defined by the Internal Revenue Service, which, if followed with respect to the compensation, results in what is presumed to be reasonable compensation.

### III. Compensation Principles

#### A. Introduction

UWSMPH appoints a physician and the Corporation supports the clinical practices of the physician. A physician is generally appointed to a position in a Clinical Department, or infrequently, in two Clinical Departments. A physician has responsibilities that may include academic, research, clinical and service work. A physician receives compensation from both the Corporation and UWSMPH in exchange for carrying out those responsibilities. Compensation is paid out in accordance with the physician’s Clinical Departmental Compensation Plan. Each Clinical Departmental Compensation Plan is developed in accordance with the Principles.

#### B. Shared Governance & Review

Each Clinical Departmental Compensation Plan is developed through shared governance processes. The CDC, the Corporation Board, the Dean of UWSMPH and the CRC all review and approve each Compensation Plan in accordance with this Policy and must approve any modifications to these Plans.

#### C. Principles

1. **Allocations.** A Compensation Plan establishes the appropriate allocation of funds to Physicians in order to constitute total compensation to be received by each Physician.

2. **Total Effort.** A Compensation Plan is based on the concept of total effort, which is the aggregate of each Physician’s quality and quantity of academic, research and clinical effort for a specific and predetermined period of time.

3. **Elements.** A Compensation Plan recognizes the patient care, teaching, administrative and research role of each Physician and establishes a connection between each of these elements and the compensation earned by a Physician. A Compensation Plan may also recognize a Physician’s community service and other contributions consistent with the Foundation’s corporate purpose.

4. **Quantity and Quality.** A Compensation Plan formula allows for compensation to vary in accordance with the amount and quality of a Physician’s academic, research and clinical work.

5. **Set In Advance.** A Compensation Plan is set in advance and in sufficient detail so that it can be objectively verified, and is constructed in a manner that does not take into account the volume or value of referrals generated by a physician.
6. **Fair Market Value.** A Compensation Plan provides for physician compensation that is reasonable, responsive to market changes, and based on Fair Market Value following a consideration of prevailing compensation levels for comparable types of physicians and for comparable amounts of work as determined by both independently sourced benchmarks as well as by the availability of funds.

7. **Legal Compliance.** A Compensation Plan ensures that a physician’s compensation complies with all federal, state, and local legal standards current at the time compensation is paid.

D. **Compensation Plan Process.** Each Compensation Plan shall include specific processes for appeals and amendments.

1. **Appeals.** A Compensation Plan includes an appeal process for a Physician to question annual compensation determinations.

2. **Amendments.** A Clinical Department may amend its Compensation Plan through an adequately noticed vote of a two-thirds majority of the physicians (Tenure, CHS, and Clinical track) voting within the Clinical Department to approve such amendment. All amendments are subject to governance review and approval as outlined in Section V hereof.

E. **Compliance Audit.** The CDC, the Corporation Board, the Dean of UWSMPH, and/or CRC each has the authority to ensure compliance with the Principles and to audit the administration of any Clinical Department’s Compensation Plan. The CDC, the Corporation Board, the Dean of UWSMPH and the CRC may request financial data in any format determined necessary for the conduct of any such audit.

IV. **Compensation Process**

A. **Clinical Departmental Compensation Committee.** Each Clinical Departmental Compensation Committee will develop a Department Compensation Plan based on the Principles. The Clinical Departmental Compensation Committee will submit its plan to the CDC for review and initial recommendation for approval.

B. **Compensation Development Committee Review.**

1. **Review.** The CDC is the initial point of review for consideration of a Compensation Plan and other matters relating to physician compensation. The CDC ensures that each Compensation Plan complies with the Principles and may establish guidelines for its review in order to implement this Policy.

2. **Compensation Maxima.** The CDC annually reviews available independent compensation data, studies, surveys, and opinions and may make recommendations to the Dean of UWSMPH and the Corporation Board regarding compensation maxima based upon that information. Exceptions to such maxima are subject to approval by the CRC.

3. **Compensation Development Report.** The CDC develops the Compensation Development Report. The Report includes the CDC’s recommendations for
changes to Compensation Plans. The Report attaches all independent information, data, and surveys as sufficiently necessary to support the CDC’s recommendations and to facilitate the CRC’s informed oversight obligations. The Report will include the CDC’s certification that its recommendations comply with the Principles and with current IRS standards for physician compensation.

C. **Independent Consultant.** An independent consultant will be engaged as necessary to provide written advice and opinions regarding compensation matters to ensure compliance with the Principles. The Consultant’s written and oral advice will be part of the CDC’s Report made to the Board, the Dean, and the CRC.

D. **Board of Directors.** As part of the shared governance process, the Corporation Board receives the CDC’s Report, including all supporting documentation, to consider approval of a Compensation Plan or other CDC recommendations as the Corporation Board deems appropriate to the Corporation’s stated purpose and mission. The Corporation Board then submits its recommendations and the CDC Report to the Authority Board and Dean for approval, and to the CRC for final action.

E. **Compensation Review Committee.**

1. **Purpose.** The CRC is an independent committee whose members are not affected by the compensation matters it considers. The CRC provides oversight for compensation matters, receives all compensation recommendations and Reports from the CDC and all actions taken by the Corporation Board recommending approval of changes to Compensation Plans, standards for compensation maxima, and recommendations from Department Chairs for exceptions to the maxima relative to an individual Physician.

2. **Review.** The CRC makes final decisions on the compensation matters outlined above after receipt of approvals from the Corporation Board and from the Dean of UWSMPH, and following consideration of the Report and a determination that the CDC has provided certification that the Principles of this Policy have been met. The CRC may request additional data or information prior to acting on any matter within its jurisdiction. The CRC documents its decisions and the basis for those decisions and may choose to use the Report for this purpose. Decisions of the CRC on compensation matters are the final decisions of the Corporation, except that action to approve a payment above a compensation maximum requires approval of the Dean of UWSMPH for employees holding UWSMPH appointments.

V. **Changes to the Corporation’s Compensation Principles and Procedures Policy**

Material changes to this Compensation Principles and Procedures Policy, as noted in § 15.2 of the Corporation Bylaws, require input from the Corporation’s Council of Chairs and Council of Faculty, and approval by the members of the Faculty as provided in § 4.10 of the Corporation’s Bylaws
I. Introduction and Overview

Beginning in 2017, the Corporation Funds Flow Model (the “Model”) is a UW Health Funds Flow Model. “UW Health” is the name used for the integrated clinical enterprise of the University of Wisconsin Hospitals and Clinics Authority (“UWHCA”) and the Corporation. The model combines all clinical revenue, whether generated within UWHCA or the Corporation, thereby aligning the Corporation’s and UWHCA’s financial management structures into a single integrated fiscal model for UW Health. The combined clinical revenues will be used to support UW Health operations inclusive of the Clinical Departments; however, Clinical Department compensation plans continue to be governed by the Compensation Principles and Procedure Policy, set forth in the Bylaws, and under the supervision of the CDC and the CRC.

II. Flow of UW Health Revenues and Expenses

A. All clinical revenues collected by UW Health, including those coming from professional fees, technical fees, and other external sources, are incorporated into a single revenue stream of UW Health.

B. A portion of all clinical revenues is provided directly to UWSMPH to support its academic mission. Separate funding streams from (1) UW Health and (2) UWSMPH will be allocated to cover expenses in each Clinical Department for (a) clinical care, (b) research, (c) education, (d) operations, and (e) Clinical Department development. Each stream has funds available for baseline support and for new or expanded strategic initiatives. An incentive process will be in place to reward Clinical Department incentives for achieving excellence.

C. A portion of clinical revenues is combined with UWSMPH funds to support the academic missions of UWSMPH. Future investment of clinical revenues in academic missions will be at least as robust as support prior to UW Health integration. An “Academic Support Agreement” ensures allocation of funds to UWSMPH at or greater than historical levels.

D. While the Model is not a clinical compensation plan, it will provide funds, based on Clinical Department budgeting, for Clinical Departments to recruit and retain faculty members and staff with sufficient compensation to pursue their multiple missions. The Model maintains the Corporation’s commitment to market-competitive compensation for clinical work based on local, regional and national clinical benchmarks.

E. The Model is designed to obtain the same result in compensating for academics that has been achieved with clinical funds – each Clinical Department will receive sufficient funds, as supported by a budget, to allow faculty members to fulfill their scientific and educational missions, based on AAMC and NIH benchmarks.
F. The Model recognizes the need to allocate funds to supplement extra-mural funding for research grants, where such funding does not fully cover the costs of supporting such research, as well as the need to provide strategic bridge funding and investments in research that is not extramurally funded.

G. The allocation of funds for clinical and academic missions will be driven by unified strategies developed by the Clinical Senior Leadership Council (CSLC) reporting to the Authority CEO, and the Academic Senior Leadership Council (ASLC) reporting to the Dean of UWSMPH, each informed by the Council of Chairs and the Council of Faculty.

H. A Department Development Fund is available for Chairs and Departments to achieve their clinical and academic visions. Sources of funding for the Department Development Fund will include Chair recruitment and re-investment commitments, incentive awards to Clinical Departments, philanthropic gifts and unrestricted reserves under Clinical Department control. The Strategic Investment Fund is no longer needed and is eliminated.

III. Budgeting Process

Funding to Clinical Departments from UW Health and UWSMPH is based upon the submission of annual consolidated departmental budgets, using standardized templates, which reflect all elements included in the Model, including clinical, research, educational, and operating expenses, as well as requests from Clinical Departments to fund strategic opportunities. Budgets will include the following elements:

A. Budgets will use standardized templates and standard definitions for expenses. Budgeting for faculty support will use standardized definitions of clinical, academic and administrative work.

B. Support for faculty work that is currently embedded in the UWHCA-UWSMPH Affiliation Agreement will be transferred to line items for faculty members in the Clinical Department’s budget. Support for faculty work that is currently embedded in other agreements will also be reflected in the Clinical Department’s budget.

C. Annual budgets may include requests for new or increased funding for clinical or academic programs, for supplemental or “bridge” funding for research, and for new investments in research.

D. Clinical Department budgets will be reviewed annually, using a process overseen by the Dean of UWSMPH, the Authority CEO, and their respective leadership councils.

E. Once budgets are set, Clinical Departments are expected to manage to budget for the year, with accountability for lack of performance against budget. Especially where new or additional budgetary support is requested and awarded for specific faculty work, program development, or operational functions, Clinical Departments are expected to expend those funds with a high degree of fidelity to the initial request. However, each Clinical Department’s annual budget will contain an amount for unforeseen annual operating expense variances.
IV. Research and Development Funds/“Reserves”

A. Clinical Departments will no longer need to maintain 30 days of operating expenses; responsibility for reserves (e.g., “days cash on hand”) rests with the Authority Board. Clinical Departments may budget and accumulate savings to support specific goals, such as creating endowed professorships or supporting research or education programs. Corporation funds (with Corporation Board approval) or “unrestricted” UW Foundation funds may also be used for such purposes. Budget variances for academic expenses within a Clinical Department may be covered by current Clinical Departmental reserves.

B. Research and development funds/reserves accrued through June 30, 2017 by Clinical Departments will remain with the applicable Clinical Department, to utilize for further academic endeavors. Thereafter, R&D funds will be set aside at the UWSMPH and UW Health levels for strategic funding of academic work within and across Clinical Departments.

C. Clinical Departments may continue to accept gifts from donors.
(EXHIBIT C)

POLICY ON NOMINATION AND ELECTION
OF PUBLIC DIRECTORS

(A) Nomination. Seated Public Directors shall nominate individuals to serve as Public Directors of the Corporation Board. The seated Public Directors shall determine the number of individuals that are nominated. The Corporation Board may reject the nominations of the Public Directors, in which case the Public Directors shall submit further nominations to the Corporation Board.

(B) Election. Public Directors will be elected to the Corporation Board by a majority of the votes cast at a meeting of the Corporation Board at which a quorum is present.
(EXHIBIT D)

POLICY ON NOMINATION AND ELECTION
OF FACULTY DIRECTORS

(A) Nominations. The Council of Faculty, with the oversight of the Executive/Governance Committee, shall be responsible for sending a written notice to all Faculty requesting self-nominations or Faculty nomination for Faculty Directors. A nomination will require a completed application.

(B) Selection of Candidates. The Council of Faculty will receive all nominations for the open Faculty Director seats and from those nominations shall choose a slate of up to six (6) candidates based on the Selection Criteria noted in Paragraph C below, subject to approval of the candidates by the Authority Board of Directors.

(C) Selection Criteria. The Council of Faculty will choose a slate of candidates following a consideration of the following Selection Criteria in order to ensure diversity among Faculty Directors serving on the Corporation Board. The Selection Criteria include:

1. **Departmental Diversity.** The Council of Faculty will consider whether or not an individual is nominated from a Clinical Department which has had little or no historical representation on the Corporation Board.

2. **Experience.** The Council of Faculty will consider a nominee’s experience, including his or her length of service, the academic track chosen by nominee, and the nominee’s academic rank.

3. **Practice Location.** The Council of Faculty will consider a nominee’s practice location and hospital affiliation.

4. **Academic Interests.** The Council of Faculty will consider a nominee’s academic interests in practice, whether it is clinical, research, teaching or a blend of all three.

5. **Type of Practice.** The Council of Faculty will consider the nominee’s type of practice, including whether or not it is primary care, specialty or hospital-based.

6. **Service Record.** The Council of Faculty will consider a nominee’s record of service to the Corporation through participation on committees to the Corporation Board, whether or not he or she is a current Corporation Board member, or other through other administrative or community activities that support the Corporations’ corporate purposes.

7. **Demographic Balance.** In choosing a slate of candidates, the Council of Faculty may consider if the slate supports gender, ethnic, and age diversity and balance among Faculty Directors.
(D) Administration. The Council of Faculty will direct and the Corporation’s administration shall compile any and all information in the form required by the Council of Faculty and as necessary for the Council of Faculty to consider the nominations it has received.

(E) Elections. The Council of Faculty shall compile a slate of up to six (6) candidates, and direct the Corporation’s administration to create ballots and send the ballots to eligible Faculty, directing that each Faculty member shall vote on the open Faculty Director seats. The Corporation Board shall afford the Faculty a reasonable period of time to return their ballots. The candidates who receive the most votes shall be elected to the open Faculty Director seats. The candidate that receives the highest number of vote(s) cast shall be named the Director from the faculty at large. If there is a tie, the Council of Faculty shall recommend to the Executive/Governance Committee the final candidate to serve as a Faculty Director member.
(EXHIBIT E)

POLICY ON REMOVAL OF DIRECTOR FROM OFFICE FOR CAUSE

The Corporation Board and the Authority Board have a responsibility to ensure that the Corporation benefits from the best leadership possible. Such leadership must begin with the Corporation Board. Thus, the Corporation Board and the Authority Board must, from time to time, assess the performance, competence, quality, and interests of the individual Directors of the Corporation to assure that the Corporation receives the leadership it needs and deserves.

The Corporation Board or the Authority Board may remove a Director that, in the sole discretion and determination of either Board,

- takes action as a Director in a matter in which the Director has a conflict of interest,
- has been convicted of a felony or of a misdemeanor involving moral turpitude,
- focuses on narrow interests of a particular constituency to the detriment of the Corporation and the Authority as a whole,
- fails to maintain confidentiality of information with which he/she is entrusted, to the detriment of the Authority or the Corporation,
- fails to attend at least sixty percent (60%) of Corporation Board and/or committee meetings scheduled during any six-month (6) period, or
- otherwise conducts him/herself in a manner that harms the interests of the Corporation or Authority.
POLICY ON NOMINATION AND APPOINTMENT OF COMMITTEES

Nomination/Appointment of Committee Members. The nomination and appointment process for committee members shall be overseen by, and the responsibility of, the Executive/Governance Committee.

(A) Call for Nominations. The Executive/Governance Committee shall be responsible for sending a written notice to the Chairs of each Clinical Department requesting Corporation Departmental Committee nominations for committee members. Each Chair may nominate up to two (2) faculty members, per eligible Committee, from only their own Department.

(B) Appointment. The Executive/Governance Committee shall compile the nominations received pursuant to the above process, and choose at least one (1), but no more than two (2) candidates for each available committee position. The Executive/Governance Committee shall submit its recommendations to the Corporation Board, and the Corporation Board shall act, as described in § 4.15 of the Corporation Bylaws, to appoint committee members.

(C) Composition.

(1) Each committee, other than the Executive/Governance Committee, the CRC, and the Retirement Plan Committee, shall include at least one (1) member of the Corporation Board and (3) Faculty representatives (not mutually exclusive from the Corporation Board member requirement). The Corporation CAO and Corporation President shall each be a member, ex-officio, of all committees, except for the Compensation Review Committee and Audit Committee. With the exception of the Compensation Review Committee and the Executive/Governance Committee, individuals with expertise relevant to a committee’s responsibilities, who are not otherwise affiliated with the Corporation (“Community Members”), may be appointed to committees as voting members.

(2) The composition of the Executive/Governance Committee shall be as set forth in Exhibit G to the Corporation Bylaws.

(3) The composition of the Compensation Review Committee shall be as set forth in Section 7.5(a) of the Corporation Bylaws.

(4) As provided in Section 7.10(a) of the Corporation Bylaws, the composition of the Retirement Plan Committee shall be established by the Corporation Board by resolution, which shall be set forth in Exhibit I to the Corporation Bylaws.

(D) Term of Office. Except for members of the Executive/Governance Committee and the Compensation Review Committee, and any ex-officio members of committees, terms of office for committee members will be three (3) years.
(E) **New Committees.** Notwithstanding the foregoing paragraph (D), for any new committee, the initial term of office for non-\textit{ex-officio} committee members shall be for one, two, or three years. The “initial term” shall be the first term of office to which the Corporation Board appoints committee members to new committees. After the Corporation Board appoints committee members, each committee shall hold a lottery to determine terms of office for the initial term of committee members. The committee shall structure the lottery so that approximately one-third (1/3) of the committee members shall have a term of one (1) year, one-third (1/3) of the committee members shall have a term of two (2) years, and one-third (1/3) of the committee members shall have a term of three (3) years.
POLICY ON COMPOSITION OF EXECUTIVE/GOVERNANCE COMMITTEE

The Executive/Governance Committee of the Corporation Board shall be comprised of the following nine (9) voting members:

(A) the Authority CEO;
(B) the Corporation President;
(C) the Corporation CAO;
(D) two (2) Public Director, who shall be selected by the Public Directors;
(E) two (2) Chair Directors:
   1. one of whom shall be selected by the Chair Directors; and
   2. the second of whom shall be the Chairperson of the Council of Chairs so long as that Chairperson is also a Chair Director, otherwise the second Chair Director shall be selected by the Chair Directors;
(F) two (2) Faculty Directors, who shall be selected by the Faculty Directors.

The selection of Executive/Governance Committee members as made pursuant to paragraphs (E)–(F), above, shall be subject to confirmation by the Corporation Board, and each such Executive/Governance Committee term shall not exceed two (2) years.
(EXHIBIT H)

DEFINITION OF PROFESSIONAL INCOME

Each UWSMPH Faculty member is required, as a condition of his or her appointment, to commit certain professional income to the Corporation. The professional income required to be included in Corporation receipts consists of all collected fees derived from the diagnosis and treatment of patients by the Faculty member. Professional income shall also include fees for court appearances, pre-trial legal consultations and all other activities associated with medical-legal services, or other services related to patient care or human health. In addition, professional services include consultation with respect to the operation, supervision and quality control in laboratories.

For purposes of this requirement, professional income does not include honoraria, royalties, lecture fees, military pay, or payment for editing scientific publications. Income received for consultations of a purely scientific or educational nature which do not involve, directly or indirectly, the care of patients or consultations involving human health is excluded from professional income; because human health is a broad term, the Corporation Board or a designated subcommittee or officer may grant exceptions as warranted, in the Corporation Board’s sole and absolute discretion, and subject to such conditions as the Corporation Board may establish. Work for charitable organizations, outside work of Faculty members with part-time appointments, and other unique situations may also be exempted by agreement of the Corporation and the Dean, in the sole and absolute discretion of the Corporation and the Dean of UWSMPH, and subject to such conditions as the Corporation and the Dean of UWSMPH may mutually establish. All such outside activities must conform to UWSMPH and UW-Madison rules and regulations governing the conduct of Faculty and academic staff employees.

All capitalized terms herein have the meaning given in the Corporation Bylaws.
EXHIBIT I

POLICY ON RETIREMENT COMMITTEE

(I) Nomination and Appointment of Committee Members. The nomination and appointment process for committee members shall be overseen by, and the responsibility of, the Executive/Governance Committee.

(A) Call for Nominations. The Executive/Governance Committee shall solicit nominations using a process substantially similar to the process set forth in Exhibit F, Policy on Nomination and Appointment of Committees, provided, however, that the Executive/Governance Committee shall solicit nominees to include representation from (i) the faculty, (ii) employees of the Corporation who are not faculty, and (iii) members of the Corporation’s Board of Directors.

(B) Appointment. The Executive/Governance Committee shall recommend appointees to the Corporation’s Board of Directors as set forth in Exhibit F.

(C) Composition. The Retirement Plan Committee shall include at least three (3) members of the Corporation Board, at least eleven (11) Faculty representatives (excluding Faculty representatives who are members of the Corporation Board), at least three (3) employees of the Corporation who are not Faculty, and at least two (2) Medical School Clinical Department administrators. The Retirement Plan Committee may, but is not required to, include one (1) or more Community Members. The Corporation CAO and Corporation President shall each be a member, ex officio, of the Retirement Plan Committee.

(II) Meeting Schedules. The Retirement Plan Committee shall meet at least six (6) times per year.

(III) Delegation of Authority. The Corporation Board has delegated to the Retirement Plan Committee the authority to set investment policies and guidelines, together with the authority to select participant investment options, provided that the Retirement Plan Committee membership includes three (3) members of the Corporation Board. If the Retirement Plan Committee takes actions of the type described in this paragraph at a time when fewer than three (3) members of the Corporation Board are members of the Retirement Plan Committee, such actions on the part of the Retirement Plan Committee shall be advisory to, and require approval by, the Corporation Board.

(IV) Investment Policies and Guidelines. The Retirement Plan Committee shall establish investment policies and guidelines and shall periodically review and, where appropriate, modify such policies and guidelines. Attached hereto and incorporated herein is the Retirement Plan Committee’s current Investment Policy Statement which contains the investment policies and guidelines for the Corporation Retirement Plan.
Attachment

DRAFT
UWMF Bylaws Revisions
CLEAN
BYLAWS OF THE UNIVERSITY OF WISCONSIN MEDICAL FOUNDATION, INC.

AMENDED AND RESTATED EFFECTIVE JULY 1, 2020

ARTICLE 1 OFFICES

1.1 Principal Office. The University of Wisconsin Medical Foundation, Inc. (the “Corporation”) shall maintain a principal office in the State of Wisconsin, which shall be located in the City of Madison, Dane County. The Corporation may have such other offices, and may move its principal office either within or without the City of Madison, Wisconsin, as may be designated from time to time by resolution of the Board of Directors of the Corporation (the “Corporation Board”).

1.2 Address of Registered Agent. The Corporation shall maintain a registered agent in the State of Wisconsin whose address may be, but need not be, identical with the principal office of the Corporation. The identity and address of the registered agent may be changed from time to time by resolution of the Corporation Board and filing of a statement with the Wisconsin Department of Financial Institutions pursuant to the Wisconsin Statutes.

ARTICLE 2 PURPOSE

2.1 Subject to Article III of the Corporation’s Articles of Incorporation (the “Articles of Incorporation”), the Corporation has been organized and shall be operated as a medical education and research organization exclusively for charitable, educational, and scientific purposes as set forth below. The Corporation shall, in performing its purposes, at all times be operated exclusively for the benefit of, and to support the purposes and operations of, the University of Wisconsin School of Medicine & Public Health (“UWSMPH”), the University of Wisconsin-Madison (“UW-Madison”), and the University of Wisconsin Hospitals and Clinics Authority (the “Authority”). The Authority and the Corporation, together with their respective subsidiaries and affiliates, shall collectively be referred to herein as “UW Health”. As part of an integrated UW Health effort, the purposes of the Corporation are:

(a) To further the provision of health care that is safe, effective, patient-centered, timely, efficient, and equitable to all the sick and injured who may come for diagnosis, treatment, and care, without regard to race, color, creed, sex, age or ability to pay for services; and in so doing, promote the improvement of health and the reduction of the burden of illness, injury, and disability in the communities served by UW Health providers. To provide care to Medicare and Medicaid recipients, and particularly to provide such medical care for persons who may seek such care at clinics and hospitals where Corporation physicians practice.

(b) To support high-quality instruction to medical students at UWSMPH and to graduates of medical schools who are in post-graduate training programs at clinics and hospitals affiliated with UWSMPH and UW Health.
(c) To attract sufficient levels of patients seeking care at hospitals and clinics affiliated with UWSMPH and UW Health to support the shared teaching, research, clinical care, and service missions of UW Health, UWSMPH, and the UW-Madison Schools of Nursing & Pharmacy (the “Shared Mission”).

(d) To support medical and scientific research whether that research is conducted independently or in conjunction with UWSMPH, the UW-Madison Schools of Nursing & Pharmacy, UW Health, and/or other corporations, organizations, foundations, funds, institutions, governmental bodies, or individuals.

(e) To support public and professional education on issues of health care through efforts that may include without limitation conducting, undertaking, promoting and developing discussion groups, forums, panels, and lectures for the instruction and training of physicians, health care providers and personnel, patients, and the general public. Special emphasis shall be placed on preventive medicine and meeting the needs of underserved rural and urban populations.

(f) To develop the administrative capacity to organize the efficient delivery of medical care. To coordinate with healthcare providers and hospitals providing such care and, particularly, with the Authority.

(g) Subject to the Authority’s ultimate budget authority, to conduct, undertake, promote, develop, and carry on other charitable, scientific and educational work of any and every kind. The Corporation may do so either directly or by making or providing donations, gifts, grants, contributions, loans, guarantees, scholarships, fellowships, or subsidies. The Corporation may use either net income or the principal assets of the Corporation, or both (without limit as to the amount going to any one recipient or in the aggregate to all recipients). Such donations, gifts, grants, contributions, or loans may be to or for the use or benefit of other corporations, organizations, foundations, funds, institutions or governmental entities if they further the Shared Mission.

(h) To generate, negotiate, and manage relationships and/or affiliations between the faculty of UWSMPH (“Faculty”) with hospitals, clinics, health care provider organizations, third-party payors, and managed health care systems as necessary to the realization of the purposes set forth in (a) through (g) above.

(i) To manage capital assets, and collect and distribute clinical revenues and investment income, to enhance the Shared Mission.
(j) To engage in and take such action to further the purposes set forth in (a) through (i) above as are consistent with the Articles of Incorporation, as amended from time to time, the requirements of Chapter 181, Wisconsin Statutes, and §501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (the “Code”), these Bylaws, as amended from time to time, and that certain Integration Agreement between the Corporation and the Authority dated July 1, 2015, as amended from time to time (the “Integration Agreement”).

ARTICLE 3  SOLE MEMBER

3.1 Sole Member. The Corporation shall have a single voting member, and such member shall be the Authority;

3.2 Rights and Powers. The Authority shall have the exclusive power and authority to govern, direct, and oversee the property, funds, business, and affairs of the Corporation, except as provided in the Articles of Incorporation and for those powers that are specifically assigned to the Corporation Board pursuant to § 4.1 below. The affairs of the Corporation shall be subject to the terms of the Integration Agreement.

3.3 Action by the Authority. The Authority shall exercise its powers in accordance with the applicable provisions of the Authority bylaws as in effect from time to time.

3.4 Exercise of Corporation’s Rights and Powers with respect to Subsidiaries. The Authority may act on the Corporation’s behalf in exercising the Corporation’s powers with respect to any corporation, association, partnership, trust, joint venture, or other entity wholly or partially owned or controlled by the Corporation (collectively, “Subsidiaries”) in the same manner described in § 3.3 above.

ARTICLE 4  BOARD OF DIRECTORS

4.1 Powers.

(a) General Powers. Subject to § 3.2, including the Authority’s right to approve the capital and operating budgets for UW Health, the Corporation Board shall have the following powers and authority (the “Assigned Powers”):

(i) to develop and oversee principles and procedures for physician compensation plans for the Clinical Departments of UWSMPH (each a “Clinical Department”) pursuant to the Compensation Principles and Procedure Policy of the Corporation Board attached hereto as Exhibit A (the “Compensation Principles and Procedure Policy”);
(ii) to participate in the management of the Funds Flow Model attached hereto as Exhibit B (the “Funds Flow Model”);

(iii) subject to compliance with the requirements of applicable federal law, to manage the Corporation’s retirement plans available to the Faculty;

(iv) subject to compliance with the requirements of applicable law, to manage the Corporation’s tax-qualified retirement plan or plans in which non-Faculty employees of the Corporation participate, which Assigned Power may also be exercised by the Authority with respect to the Corporation’s non-Faculty employees who begin their participation in such plans on or after July 1, 2017 (or such earlier date as is determined in the discretion of the Corporation Board);

(v) to maintain professional standards and oversee the quality of care provided by the Corporation’s providers (including the Faculty and mid-level clinicians), subject to the integrated Quality Program of the Authority and UWSMPH’s ultimate responsibility for the quality, timeliness, and appropriateness of care provided by Faculty;

(vi) to elect non-ex-officio Directors of the Corporation in accordance with the election procedures set forth herein;

(vii) to remove directors of the Corporation for cause, which Assigned Power may also be exercised by the Authority;

(viii) to appoint and remove elected officers of the Corporation;

(ix) to establish and manage committees and advisory bodies of the Corporation Board, and elect and remove members of the same;

(x) to nominate to the Board of Directors of the Authority (the “Authority Board”) candidates for election as non-ex-officio non-voting members of the Executive Committee of the Authority Board, which candidates shall be members of the Corporation Board;

(xi) to participate in the selection and evaluation of the Chief Executive Officer of the Authority (the “Authority CEO”);

(xii) to exercise such other powers required to be held by the Corporation Board by applicable law or by accreditation standards applicable to the Corporation and its Subsidiaries as may be in effect from time to time, all as reasonably determined and directed by the Authority Board;
(xiii) to exercise such other powers as may be assigned to the Corporation Board in these Bylaws; and

(xiv) to exercise such other powers as the Authority may, by resolution, assign to the Corporation Board.

(b) **Statements of Policy.** Exhibits A to I attached to these Bylaws are statements of policy by the Corporation Board. Except for Exhibit A (Compensation Principles & Procedure Policy), and Exhibit B (Funds Flow Model), and except as otherwise provided in these Bylaws, the policies established in these Exhibits may be changed by the Authority Board, or by the Corporation Board subject to the approval of the Authority Board.

### 4.2 Number and Designation.

(a) **Generally.** The Corporation Board shall consist of fifteen (15) voting members (each, a “Director”). The fifteen (15) voting members shall be made up of the following persons:

(i) the Authority CEO serving *ex-officio* and as Chairman of the Board;

(ii) the Vice Chair and President of the Corporation (the “Corporation President”), serving *ex-officio*;

(iii) the Chief Administrative Officer of the Corporation (the “Corporation CAO”), serving *ex-officio*;

(iv) four (4) independent members of the public (“Public Directors”) nominated and elected as described in § 4.4(a);

(v) four (4) chairs of Clinical Departments of UWSMPH (“Chair Directors”) appointed as described in § 4.4(b); and

(vi) four (4) Faculty members (“Faculty Directors”) nominated and elected as described in § 4.4(c).

(b) **Ex-Officio Directors.** The Authority CEO, as Chairman of the Corporation Vice Chair and President, and the Corporation CAO shall be *ex-officio* Directors (collectively, the “Ex-Officio Directors”), and shall be full voting members of the Corporation Board.

### 4.3 Qualifications of Directors.

(a) **Residence.** Directors need not be residents of the State of Wisconsin.

(b) **Public Directors.** Public Directors shall be community leaders, health care professionals, or health science professionals who are: (a) not related to the employees or officers of the Corporation or Authority; and (b) not employed
by the Corporation, the Authority, UW-Madison, the University of Wisconsin System or the State of Wisconsin.

(c) **Chair Directors.** Only chairs of Clinical Departments of UWSMPH are eligible to serve as Chair Directors.

(d) **Faculty Directors.** Any Faculty member, other than a chair of a Clinical Department, is eligible to serve as a Faculty Director.

### 4.4 Nomination and Election of Directors and Terms of Office.

(a) **Public Directors.** The Public Directors will be elected by the Corporation Board pursuant to the process attached as Exhibit C.

(b) **Chair Directors.** The Council of Chairs (as hereinafter defined) shall select the four (4) Chair Directors, subject to approval by the Authority Board.

(c) **Faculty Directors.**

(i) **Faculty At Large.** The Faculty Directors shall be elected from candidates selected by the Council of Faculty (as hereinafter defined) from nominations received from the Faculty at large.

(ii) Subject to approval of the candidates by the Authority Board, the Council of Faculty will select candidates from the nominations it receives utilizing criteria which shall include, at a minimum, gender balance, experience level, the location of practice, and the functional practice of the nominee. Candidates shall be limited to those Clinical Departments which are not already represented by Faculty Directors. If the Council of Faculty is unable to fulfill its responsibility, the Corporation Board’s Executive/Governance Committee will determine the slate of candidates following the same criteria.

(iii) **Nomination and Election.** The Faculty will elect the Faculty Directors pursuant to the process attached as Exhibit D.

(d) **Terms of Office.** The non-Ex-Officio Directors shall each hold office for a term of three (3) years, or as otherwise required to implement staggered terms in accordance with Ch. 181.0806 of the Wisconsin Statutes, or any successor statute thereto.

(e) **Continuation.** Notwithstanding § 4.4(d), members of the Corporation Board shall hold office until their resignation or removal, or until their successor has been elected and qualified.
Temporary or Interim Appointments. A person appointed as an “acting” or “interim” Authority CEO, Corporation President, or Corporation CAO will be a Director during the term of such appointment.

Re-election. All Directors may be re-appointed or re-elected, except that Ex-Officio Directors serve until his/her resignation or removal.

Resignation. A Director may resign at any time by filing a written declaration of resignation with the Secretary of the Corporation.

Removal.

Chair Directors. Chair Directors may be removed from office with or without cause by a written petition submitted to the Corporation Board and signed by two-thirds (2/3) of the members of the Council of Chairs.

Faculty Directors. Faculty Directors may be removed from office with or without cause by a vote of two-thirds (2/3) of the eligible Faculty voters casting a ballot in a recall election. A recall election shall be called by the Corporation Board promptly upon presentation to the Corporation Board of a written petition signed by one-third (1/3) plus one (1) of the eligible Faculty voters. Eligible voters shall be all Faculty members.

Removal for Cause. In the sole discretion of the Corporation Board or Authority Board, any Director may be removed for cause, as determined by the Corporation Board or Authority Board, taking into consideration the policy attached as Exhibit E to these Bylaws.

Removal by Chancellor. The Chancellor of UW-Madison shall have the power to remove, at his or her pleasure, any Faculty Director or any Chair Director, with or without cause.

Vacancies. In the event a vacancy occurs on the Corporation Board for any reason, such vacancy will be filled promptly.

Public Directors. If a vacancy occurs among the Public Directors, the Corporation Board shall hold an interim election in accordance with § 4.4(a).

Chair Directors. If a vacancy occurs among the Chair Directors, the Council of Chairs will fill the position in accordance with § 4.4(b).

Faculty Directors. If a vacancy occurs among the Faculty Directors, the Council of Faculty (as hereinafter defined) shall hold an interim election in accordance with § 4.4(c).

Ex-Officio Directors. If a vacancy occurs among the Ex-Officio Directors, the position will be filled by the successor or interim successor to the
position of Authority CEO, Corporation Vice Chair and President, or Corporation CAO.

(e) **Term.** A Chair Director, Faculty Director, or Public Director elected in an interim election shall finish the term of his or her predecessor, unless the remainder of the term is less than six (6) months at the time of the interim election. If the remainder of the term is less than six (6) months, the Chair Director, Faculty Director, or Public Director will finish the term of his or her predecessor and serve the succeeding three (3) year term.

4.8 **Advice on Personnel Matters.** At its discretion, the Corporation Board shall seek the advice of interested persons, councils, and committees regarding the performance of the Corporation President and Corporation CAO.

4.9 **Special Faculty Meetings.** Special meetings of the Faculty shall be held on the written petition of not less than twenty percent (20%) of the Faculty, not less than a two-thirds (2/3) vote of the Council of Faculty, or on the call of the Corporation Board. The petition, the vote, or the call of the Corporation Board shall specify the agenda for the meeting and notice shall go to each Faculty employee specifying the date, place, and agenda for the meeting at least ten (10) days in advance.

4.10 **Faculty Vote on Certain Changes to Articles, Bylaws, and Policies.** Certain proposed changes to particular provisions of the Articles of Incorporation and Bylaws of the Corporation, the Compensation Principles & Procedure Policy (Exhibit A), and Funds Flow Model (Exhibit B), all as defined in § 15.2, shall not be adopted unless approved by not less than a two-thirds (2/3) vote of those Faculty voting in person or by proxy or by a mail or electronic ballot.

4.11 **Regular Meeting.** The Corporation Board shall provide by resolution for regular meetings of the Corporation Board, to be held at a fixed time and place, and, upon the passage of any such resolution, such meetings shall be held at the stated time and place without notice other than such resolution.

4.12 **Special Meetings.** Special meetings of the Corporation Board may be held at any time and place for any purpose or purposes, unless otherwise prescribed by statute, on call of the Corporation President, the Corporation Board Chair, or upon the written request of any three (3) Directors delivered to the Secretary of the Corporation.

4.13 **Notice and Waiver of Notice.**

(a) **Notice.** Except as provided in § 4.11, notice of the date, time, and place of meetings shall be given to members of the Corporation Board. Unless a different time is required by Chapter 181 of the Wisconsin Statutes, notice shall be given orally or in writing delivered personally to each Director at least twenty-four (24) hours prior to the meeting. Written notice may be mailed or faxed to each Director at least seventy-two (72) hours prior to the meeting in lieu of personal delivery of notice. If mailed, such notice shall
be deemed to be delivered when deposited in the United States mail addressed to the Director at his or her address as it appears on the records of the Corporation, with postage thereon prepaid. The purpose of and the business to be transacted at any special meeting of the Corporation Board shall be specified in the notice or waiver of notice of such meeting.

(b) **Waiver of Notice.** Whenever the Wisconsin Statutes, the Articles of Incorporation or Bylaws of the Corporation require that the Corporation give any notice, a waiver thereof in writing signed at any time by the person or persons entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting except where a Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

4.14 **Quorum.** Eight (8) Directors, or, if there are vacancies, fifty-one percent (51%) or more of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Corporation Board. If fewer/less than such number/percentage are present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

4.15 **Manner of Acting.** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Corporation Board, unless the act of a greater number is required by the Wisconsin Statutes or by the Articles of Incorporation or Bylaws of the Corporation.

4.16 **Informal Action by Directors.** Except as required by the Wisconsin Open Meetings Law, the Corporation Board may take action by two-thirds (2/3) written consent of the Directors. The consent must be in a writing signed by all of the Directors with respect to the subject matter thereof, and it must set forth the action to be taken. Such consent may be for any action that the Articles of Incorporation or Bylaws of the Corporation or any provision of applicable law requires to be taken at a meeting, or any other action that might be taken at a meeting. Such consent shall have the same force and effect as a unanimous vote.

4.17 **Presumption of Assent.** A Director of the Corporation, who is present at a meeting of the Corporation Board, or a committee thereof, at which action on any corporate matter is taken, is presumed to have assented to the action taken. This presumption will stand unless the Director’s dissent is entered in the minutes of the meeting or the Director files a written dissent to the action with the person acting as the Secretary of the meeting. Such dissent shall be filed before the adjournment of the meeting or shall be forwarded by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

4.18 **Compensation.** Directors may only receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such
reimbursement policy is authorized by the affirmative vote of a majority of the Directors at a meeting at which a quorum is present.

4.19 **Meetings by Telephone or by Other Communication Technology.** Except as required by the Wisconsin Open Meetings Law, meetings of the Corporation Board or committees of the Corporation Board may be conducted by telephone or other communication technology in accordance with Chapter 181.0820(3) of the Wisconsin Statutes or any successor statute thereto. If such a meeting is conducted, all participating Directors shall be informed at the time the meeting is to begin that a meeting is taking place at which official business may be transacted and that any Director participating in such meeting is deemed present in person at the meeting. At the beginning of such a meeting, and again at the time any vote is taken at such a meeting, each of the Directors shall first verify his or her identity and ability to hear each other simultaneously and have communication immediately transmitted to each and all participating directors. Meetings may be held pursuant to § 4.19 to address and to vote on any matter which properly comes before the Directors pursuant to these Bylaws.

**ARTICLE 5 UW HEALTH COUNCIL OF CHAIRS**

5.1 **Members.** There shall be a UW Health Council of Chairs (the “Council of Chairs”) made up of the Chairs of the Clinical Departments.

5.2 **Meetings.** The Council of Chairs shall meet upon call of the Dean of UWSMPH at least quarterly and shall meet upon call by the Council of Chair’s Chair. Special meetings of the Council of Chairs may be held at any time and for any purpose upon call of the Council of Chair’s Chair or the Dean of UWSMPH.

5.3 **Notice.** Notice of meetings of the Council of Chairs shall be given by oral or written notice delivered by mail to each Council of Chairs member at least seventy-two (72) hours prior to meeting, or personally to each member at least twenty-four (24) hours prior to a meeting.

5.4 **Chair.** The Chair of the Council of Chairs shall be elected according to the procedures adopted by such body.

5.5 **Quorum.** A majority of the members of the Council of Chairs present at a meeting of the Council of Chairs shall constitute a quorum for the transaction of business at any such meeting.

5.6 **Manner of Acting.** The act of a majority of a quorum of the voting members present at a Council of Chairs shall be the act of the Council of Chairs. If a voting member of the Council of Chairs cannot be present at any meeting, such voting member may delegate to and confer voting rights upon any ex-officio member from the same Department, so long as notice is given to the Chair of the Council of Chairs in advance of any meeting at which the voting member is not able to be present.
5.7 **Powers and Duties.** The Council of Chairs shall advise and consult with the Authority’s Senior Leadership Council and the Authority Board, the Corporation’s Board and the Corporation President; the Authority CEO and the Dean of UWSMPH on matters relating to Shared Mission and on other issues of mutual concern. Such matters include, but are not limited to, the sale of all or substantially all of the assets or liquidation of the Corporation, the acquisition of major debt (which shall be defined as debt in excess of ten percent (10%) of the Corporation’s annual clinically derived revenues), and a change to these Bylaws or the Articles of Incorporation. It shall advise on the agenda for Faculty meetings. It may pass advisory resolutions and present them to the Corporation Board.

**ARTICLE 6  UW HEALTH COUNCIL OF FACULTY**

6.1 **Members.** There shall be a UW Health Council of Faculty (the “Council of Faculty”). Each of the Clinical Departments shall elect a Faculty member to the Council of Faculty by majority vote of their departmental committee. The four (4) Faculty Directors of the Corporation Board shall be non-voting *ex-officio* members of the Council of Faculty, except that any *ex-officio* member who has been affirmatively chosen by his or her Clinical Department as that Clinical Department’s representative on the Council of Faculty shall retain voting rights on Council.

6.2 **Meetings.** The Council of Faculty shall meet at least quarterly. Special meetings of the Council of Faculty may be held at any time and for any purpose upon call of the Council of Faculty’s Chair, Authority CEO, or the Dean of UWSMPH.

6.3 **Notice.** Notice of meetings of the Council of Faculty shall be given by oral or written notice delivered by mail to each Council of Faculty member at least seventy-two (72) hours prior to meeting, or personally to each member at least twenty-four (24) hours prior to a meeting.

6.4 **Chair.** The Chair of the Council of Faculty shall be elected only if the Vice chair of the Council of Faculty is unable or unwilling to transition to the Chair role after serving in their term as Vice Chair. That process includes a self-nomination process, and a Council of Faculty membership vote conducted by UW Health’s Corporate Governance Department. To be eligible to self-nominate as a chair candidate the nominee must have served at least one (1) year as a Department elected Council of Faculty representative. The Council of Faculty Chair term is two (2) years. Note: if the Chair term exceeds the Department Faculty Representative term – the term of the Department Faculty Representative will be extended to coincide with the then-current Chair term.

6.5 **Vice Chair.** The Vice Chair of the Council of Faculty shall be elected according to the procedures adopted by the Council of Faculty that includes a self-nomination process and Council of Faculty membership vote conducted by UW Health’s Corporate Governance Department. The Vice Chair term is two (2)
years. At the end of the Vice Chair’s two (2) year term they automatically become the Chair of the Council of Faculty.

6.6 **Quorum.** A majority of the members of the Council of Faculty present at a meeting of the Council of Faculty shall constitute a quorum for the transaction of business at any such meeting.

6.7 **Manner of Acting.** The act of a majority of a quorum of the voting members present at a Council of Faculty shall be the act of the Council of Faculty. If a voting member of the Council of Faculty cannot be present at any meeting, such voting member may delegate to and confer voting rights upon any *ex-officio* member from the same Clinical Department, so long as notice is given to the Chair of the Council of Faculty in advance of any meeting at which the voting member is not able to be present.

6.8 **Powers and Duties.** The Council of Faculty Chair will serve as the UWMF Vice Chair and President. The Council of Faculty through the Council of Faculty Chair shall advise and consult with the Authority’s Senior Leadership Council and the Authority Board; the Corporation Board; the Authority CEO; and the Dean of UWSMPH on matters relating to the Shared Mission and on other issues of mutual concern. Such matters include, but are not limited to, the sale of all or substantially all of the assets or liquidation of the Corporation, the acquisition of major debt (which shall be defined as debt in excess of ten percent (10%) of the Corporation’s annual clinically derived revenues), and a change to these Bylaws or the Articles of Incorporation. It shall advise on the agenda for Faculty Meetings. It may pass advisory resolutions and present them to the Corporation Board. The Council of Faculty shall receive nominations from the Faculty at large for open Faculty Director positions. The Council of Faculty shall select candidates from the nominations it receives in accordance with the procedures and criteria specified in Exhibit D. Members of the Council of Faculty shall consult with their Clinical Departmental Committee and the Faculty in their Clinical Department, and act as a liaison between their Clinical Department and the Corporation Board.

**ARTICLE 7 COMMITTEES**

7.1 **General Rules Applicable to Committees.** The Corporation Board may create committees in addition to the Standing Committees set forth in § 7.3 below, having such powers as specified by the Corporation Board, and as are then permitted by these Bylaws and by Chapter 181 of the Wisconsin Statutes.

The Corporation Board Chair, in consultation with the Corporation Board, will review from time to time the committees and will be authorized to make such changes to the function and composition of the committees, including the Standing Committees, as he or she determines appropriate to ensure effective and coordinated governance of the Authority and the Corporation; provided, however, that any change to the function or composition of the Compensation Development Committee, Compensation Review Committee, or Retirement Plan Committee
(solely with respect to the Faculty retirement plan) shall also require the approval of the Corporation Board and of the Faculty (in accordance with § 4.10).

(a) **Powers.** All committees shall have such powers and duties, as provided in these Bylaws and not inconsistent with § 7.2, as may be provided in the resolution creating such committee or as thereafter supplemented or amended by further resolution adopted by similar vote. All Corporation Board committees shall exercise their powers and duties in coordination with Authority Board committees with similar duties and with UW Health management.

(b) **Nomination and Appointment.** The Executive/Governance Committee shall nominate, and the Corporation Board shall appoint, members of committees subject to the Board policy, attached as Exhibit F. The Corporation Board shall appoint the Chairs of the committees.

(c) **Size and Composition.** All committees of the Corporation Board shall consist of no less than three (3) members and all committees, with the exception of the Compensation Review Committee and Executive/Governance Committee, may include individuals that are not Directors. Administrators and Community Members, as defined in Exhibit F, may be appointed to committees as voting members, except for the Compensation Review and Executive/Governance Committees. The Corporation CAO and Corporation President shall each be a member, **ex-officio**, of all committees with the exception of the Compensation Review Committee and the Audit Committee.

(d) **Removal.** The Corporation Board may remove or replace a committee member at any time for any reason.

7.2 **Nondelegable Powers; Rules of Committees.** Except for the Executive/Governance Committee, the Compensation Review Committee, and the Retirement Plan Committee, no committee of the Corporation Board shall be empowered: (a) to act in lieu of the entire Corporation; or (b) to promulgate policy on behalf of the Corporation. Each committee shall fix its own rules governing the conduct of its activities, not inconsistent with rules promulgated by the Corporation Board, and shall make such reports to the Corporation Board, of its activities as the Corporation Board may request. All the committees may perform an advisory function to the Corporation President at the Corporation President’s request and to the Authority at the Authority CEO’s request.

7.3 **Standing Committees.** The Compensation Development Committee, Compensation Review Committee, Finance Committee, Retirement Plan Committee, and Executive/Governance Committee constitute Standing Committees of the Corporation, some of which are described in more detail below. The names and duties of these committees may change from time to time at the
discretion of the Corporation Board. As provided in § 7.1, the Corporation Board may appoint other committees.

7.4 Compensation Development Committee.

(a) Duties. The Compensation Development Committee shall act in an advisory capacity to the Corporation President, the Board, and the Compensation Review Committee. The Committee shall develop, recommend, and monitor issues relating to compensation of the medical staff of the Corporation in accordance with the Corporation’s Compensation Principles and Procedure Policy and to ensure compliance with the compensation requirements and limitations outlined in the Code and Internal Revenue Service regulations.

(b) Limitations. The Corporation’s Compensation Principles and Procedure Policy has been developed and shall be administered in accordance with the Code and Internal Revenue Service regulations so as to avoid any claim of private inurement to any of the Directors, officers or employees of the Corporation. All compensation plans shall reflect market conditions and be based on available compensation data and surveys prepared by outside consultants. The Corporation shall not pay compensation in excess of an applicable maximum without the express written approval of Compensation Review Committee and the Dean of UWSMPH.

(c) Final Action. The Compensation Review Committee shall take final action on compensation formulae and policy.

7.5 Compensation Review Committee.

(a) Composition. The Compensation Review Committee shall consist exclusively of the Public Directors.

(b) Powers. The Compensation Review Committee shall act in accordance with the Corporation’s Compensation Principles and Procedure Policy. The Committee shall make final decisions on such matters after satisfying itself that the standards set in the Corporation’s Compensation Principles and Procedure Policy have been met. The Committee may request additional data or information prior to approving matters within its jurisdiction.

(c) Final Action. The Compensation Review Committee shall take final action to approve or disapprove all Corporation and Clinical Departmental compensation formulae and policy.

7.6 Changes to the Corporation’s Compensation Principles and Procedure Policy and Funds Flow Model. In addition to approval by the Authority Board and Corporation Board, changes to the Corporation’s Compensation Principles and Procedure Policy or Funds Flow Model, attached as Exhibit A and Exhibit B to these Bylaws, respectively, require:
(a) input from the Council of Chairs and Council of Faculty; and

(b) approval by the members of the Faculty as provided in § 4.10 of these Bylaws but only with respect to those changes identified in § 15.2 as requiring a Faculty vote.

Each Faculty member who is also employed by the Corporation is required, as a condition of his or her Faculty appointment, to commit to the Corporation his or her professional income derived from the diagnosis or treatment of patients, together with certain other professional income. Exhibit H sets forth the definition of professional income for this purpose and the process for determining which income is exempt from this requirement.

7.7 **Finance Committee.** Subject to the guidance of the Corporation Board and the Authority’s powers set forth in § 3.2, the Finance Committee shall have the responsibilities set forth below.

(a) **Budget.** The Finance Committee shall recommend to the Corporation Board an annual budget for the Corporation, which budget is subject to approval by the Authority.

(b) **Additional Duties and Responsibilities.** The Finance Committee shall establish the fees for services rendered by the Corporation. The Finance Committee shall establish a billing and collection policy. Generally, the billing policy shall provide that all patients shall be billed for services rendered by the Corporation’s employees, although all patients shall be treated without regard to their ability to pay and the Corporation shall fully participate in Medicare, Medicaid and prepaid medical care programs.

(c) **Other Recommendations and Reports.** The Finance Committee shall recommend to the Corporation Board and the Authority guidelines for department operating expenses, direct expenses of departments, and Faculty business expenses. The Corporation Board and the Authority shall adopt guidelines for operating expenses, direct expenses, and Faculty business expenses as they deem appropriate based on these recommendations. The Finance Committee shall develop such other guidelines and recommendations as requested by the Corporation Board and by the Authority.

7.8 **Corporation Executive/Governance Committee.**

(a) **Composition.** The Corporation Board shall establish the composition of the Executive/Governance Committee. The composition of the Executive/Governance Committee is established in Exhibit G.

(b) **Duties and Responsibilities.** The Executive/Governance Committee shall have and may exercise, when the Board of Directors is not in session, the power of the Corporation Board in the exercise of the Assigned Powers
except as limited by § 7.1 herein. The Executive/Governance Committee shall determine the agenda for the Corporation Board, oversee and integrate the activities of the Corporation Board act on behalf of the Corporation Board in emergency situations between Board meetings, and provide a liaison function between the Corporation and UWSMPH.

The Executive/Governance Committee shall provide oversight for nominations of non-ex-officio, non-voting members of the Executive Committee of the Authority Board, nominations and appointments to Corporation Board Committees as well as elections of Faculty Directors to the Corporation Board in accordance process set forth in Exhibit D.

(c) **Method of Operations.** In advance of any appointment to any Committee, the Executive/Governance Committee shall propose at least one (1) qualified person for each vacant committee position, in the manner described in Exhibit G.

(d) **Broadest Possible Representation.** In making nominations for and appointments to Committees, the Executive/Governance Committee and the Corporation Board shall consider the following factors:

(i) present Clinical Departmental representation on the Corporation Board or committees;

(ii) the length of time since a member of a Clinical Department has been on the Corporation Board or a committee;

(iii) geographic distribution to include non-Authority-based physicians; and

(iv) competencies and past service to the organization.

Despite these considerations, the overall criteria of demonstrated interest and ability to contribute shall be important in making nominations.

7.9 **Retirement Plan Committee.**

(a) **Composition & Reporting.** The Corporation Board shall establish the composition of the Retirement Plan Committee by resolution which shall be set forth on Exhibit I to these Bylaws. The Retirement Plan Committee shall report directly to the Corporation Board. The Corporation Board, through Exhibit I, shall establish:

(i) the composition of the Retirement Plan Committee;

(ii) the minimum number of times per year that the Retirement Plan Committee shall meet; and
(iii) the delegation of specific authority for the Retirement Plan Committee to act to set policy and participant investment options and guidelines, provided that at least three (3) directors are elected to the Retirement Plan Committee by the Corporation Board.

(b) Duties and Responsibilities. The Retirement Plan Committee shall provide oversight and review of fund performance compared to appropriate benchmarks, changes in fund management, and important developments within the economy and securities markets, all of which may have a potential impact on investment strategy, asset allocation, and overall portfolio performance. The Retirement Plan Committee, on an ongoing basis, will review the menu of funds offered to the Plan’s participants to determine if the risk level returns, investment discipline and style remain appropriate to the policies and guidelines set forth as provided in Exhibit I. The Retirement Plan Committee in conjunction with the Plan’s Trustee will also develop, review, and distribute educational materials, including newsletters and quarterly reports to the Plan’s participants.

7.10 Changes to Retirement Plans. Any change to the Corporation’s tax-qualified retirement plan or plans available to Faculty or non-Faculty employees of the Corporation that requires approval by the Corporation as plan sponsor shall also require approval by the Authority Board. In exercising the Authority’s authority to modify the tax-qualified retirement plan or plans in which non-Faculty employees of the Corporation participate (but only with respect to the Corporation’s non-Faculty employees who begin their participation in such plans on or after July 1, 2017, or such earlier date as is determined in the discretion of the Corporation Board), the Authority shall not take any actions that would: (a) result in the Authority and the Corporation being treated as a single employer for employee benefit purposes under applicable federal tax law; (b) cause the tax-qualified retirement plan for Faculty to fail to comply with applicable requirements of federal tax law; or (c) cause the tax-qualified retirement plan for Faculty to fail (without additional contributions for non-Faculty employees of the Corporation to the tax-qualified retirement plan or plans in which they participate) the nondiscrimination rules under federal tax law that apply to employer contributions to such plan.

ARTICLE 8 CORPORATION DEPARTMENTAL COMMITTEES

8.1 Composition. Physician Faculty members of each Clinical Department who are also Corporation employees generating clinical revenues shall organize themselves into a Departmental Committee. By agreement of the Dean of UWSMPH and the Corporation Board, Faculty health care specialists other than physicians may be eligible to participate in these committees.

8.2 Powers. The Departmental Committees will make recommendations to the Executive/Governance Committee of the Corporation Board for Standing Committee and other committee positions and elect the members of the Council of Faculty. The Departmental Committees shall, within the guidelines set by the
Corporation Board and the Authority, and as consistent with the Funds Flow Model, collaborate with the Clinical Department Chair on preparation of an annual Departmental budget. These decisions may annually be delegated to the Clinical Department Chairs by majority vote of the eligible Faculty in each Clinical Department.

ARTICLE 9 OFFICERS

9.1 Number. The principal officers of the Corporation shall be a Chair, Vice Chair and President, CAO, Secretary, and Treasurer. The Corporation Board, in its discretion, may also elect one or more Assistant Secretaries, Assistant Treasurers and other officers. Any two (2) or more offices may be held by the same person, except that the individual serving as Corporation CAO shall not hold any other office.

9.2 Election and Term of Office. The Authority CEO will serve as the Corporation Chair. The UW Health Council of Faculty Chair will serve as the Corporate Vice Chair and President. The Corporation Chair shall appoint the Corporation CAO in consultation with the Corporation Board. The Corporation Board shall elect the Secretary and Treasurer, and any Assistant Secretaries, Assistant Treasurers or other officers by the affirmative vote of a majority of directors present at a meeting at which a quorum is present (the “Elected Officers”). The Corporation Board will determine the term of office for the Elected Officers. Each Elected Officer will hold office until a qualified successor is elected upon expiration of the term of that officer, or until that officer’s death, or until that officer shall resign or shall have been removed in the manner hereinafter provided.

9.3 Qualifications of Officers. Officers need not be residents of the State of Wisconsin. The UW Health Council of Faculty Chair will serve as the Corporation Vice Chair and President and shall be a practicing physician member of the Faculty.

9.4 Removal. The Corporation CAO shall serve at the pleasure of the Corporation Board Chair. Any Elected Officer may be removed or not reappointed by the Corporation Board, whenever, in its judgment, the best interests of the Corporation will be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.

9.5 Vacancies. The Corporation Board may fill a vacancy in any office of an Elected Officer because of death, resignation, removal, disqualification, or other reason, for the unexpired portion of the term.

9.6 Duties. The Corporation Chair shall preside over all meetings of the Corporation Board. The Corporation Vice Chair and President and Corporation CAO shall have such duties as are determined from time to time by the Corporation Chair or his or her designee(s) in consultation with the Corporation Board. The Elected Officers, the Board Chair, and the Corporation Board Vice Chair and President shall have
such powers and perform such duties set forth in these Bylaws and as may, from
time to time, be otherwise prescribed by resolution of the Corporation Board. Upon
the Corporation Board’s failure to adopt such a specific resolution, such officers
shall have the powers and perform the duties set forth in these Bylaws, as may be
designated by the Corporation Board Chair (with respect to the Elected Officers
and the Corporation Board Vice Chair), and that are otherwise normally incident to
their respective offices.

9.7 Chair of the Board.

(a) **The Authority CEO as Chair.** The individual serving as the Authority
CEO shall serve as the Chair of the Board (the “Corporation Board Chair”).

(b) **Duties/Role.** The Corporation Board Chair shall be responsible for matters
of general policy applicable to the exercise by the Corporation Board of the
Assigned Powers, subject to Board approval and direction. The Corporation
Board Chair shall preside at all meetings of the Corporation Board. The
Corporation Board Chair shall have such other duties as may be established
by resolution of the Corporation Board from time to time.

9.8 Vice Chair of the Board.

(a) **The Corporation President as Vice Chair.** The individual serving as the
Corporation President shall serve as the Vice Chair of the Board (the
“Corporation Board Vice Chair”).

(b) **Duties/Role.** In the absence of the Corporation Board Chair, or in the event
of the Corporation Board Chair’s inability or refusal to act, the Corporation
Board Vice Chair shall perform the duties of the Corporation Board Chair,
and when so acting, shall have all the powers of and be subject to all the
restrictions placed upon the Corporation Board Chair. The Corporation
Board Vice Chair shall have such other duties as may be established by
resolution of the Corporation Board from time to time.

9.9 Secretary. The Secretary shall:

(a) keep the minutes of the Corporation Board or Committee meetings in one
or more books provided for that purpose;

(b) see that all notices are duly given in accordance with the provisions of these
Bylaws or as required by applicable law;

(c) be custodian of the corporate records; and

(d) in general, perform all duties incident to the office of Secretary and such
other duties as from time to time may be assigned by the Corporation Board
Chair or by the Corporation Board.
9.10 Treasurer. If required by the Corporation Board, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Corporation Board shall determine. The Treasurer shall:

(a) have charge and custody of and be responsible for all funds and securities of the Corporation;

(b) receive and give receipts for monies due and payable to the Corporation from any source whatsoever; and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and

(c) in general, perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Corporation Board Chair or by the Corporation Board.

9.11 Other Assistants and Acting Officers. The Corporation Board shall have the power to appoint any person to act as assistant to any officer, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally and if the Authority does not disapprove of such appointment. Such assistant or acting officer appointed by the Corporation Board shall have the power to perform all the duties of the office to which such person is appointed to be assistant or acting officer, except as such power may otherwise be defined or restricted by the Corporation Board.

ARTICLE 10 INDEMNIFICATION OF OFFICERS, DIRECTORS, AND OTHERS

10.1 Mandatory Indemnification. The Corporation shall to the maximum extent permitted under Chapter 181 of the Wisconsin Statutes, as amended, indemnify and allow reasonable expenses of any person who:

(a) was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative;

(b) by reason of the fact that:

(i) he or she is or was a Director, officer, employee or agent of or volunteered services to the Corporation; or

(ii) is or was serving at the request of the Corporation as a Director, officer, employee or agent of any committee or of any other Corporation enterprise.

Such right of indemnification shall inure to the benefit of the heirs, executors, administrators and personal representatives of such a person.
10.2 **Indemnification Excess.** The indemnification provided Directors, officers, agents or employees shall be excess (except as may otherwise be provided by law) to any right of indemnification that they may have as agents or employees of the State of Wisconsin while they are acting within the scope of that employment.

10.3 **Supplementary Benefits.** The Corporation may supplement the right of indemnification under § 10.1 by the purchase of insurance, indemnification agreements, and/or advances for expenses of any person indemnified.

**ARTICLE 11**  
**FISCAL YEAR**

The fiscal year of the Corporation shall be July 1 to June 30, or as otherwise designated by the Authority Board.

**ARTICLE 12**  
**SEAL**

There shall be no corporate seal.

**ARTICLE 13**  
**CORPORATE ACTS, LOANS, AND DEPOSITS**

13.1 **Corporate Acts.** Unless otherwise directed by resolution of the Authority Board or by applicable law, all checks, drafts, notes, bonds, bills of exchange, and orders for the payment of money of the Corporation, and all deeds, mortgages, conveyances, and other written contracts, agreements and instruments to which the Corporation shall be a party, and all assignments or endorsements of stock certificates, registered bonds, or other securities owned by the Corporation shall be signed by the Corporation CAO and by any one (1) of the following officers who is a different person: the Corporation President, Secretary, or Treasurer. The Authority Board may, however, delegate such authority, or may authorize any one (1) of such officers or one (1) or more other officers or agents of the Corporation or Authority to sign any of such instruments for and on behalf of the Corporation without necessity of counter signature.

13.2 **Contracts.** Subject to the Authority’s policies in effect from time to time or unless otherwise directed by resolution of the Authority Board (to the extent not conflicting with § 4.1(a)(iii)), the Corporation may enter into any contract or execute and deliver any instrument.

13.3 **Loans.** No indebtedness shall be contracted on behalf of the Corporation and no evidences of such indebtedness shall be issued in its name unless authorized by a resolution of the Authority Board. Such authority may be general or confined to specific instances.

13.4 **Deposits.** All funds of the Corporation, not otherwise employed or subject to immediate distribution, shall be deposited from time to time to the credit of the Corporation in such banks, savings and loan associations, trust companies or other depositories as the Authority may select, except for the funds of the Faculty retirement plan for which the Corporation is the sponsor (and, to the extent
necessary for the Corporation Board to manage the Faculty retirement plan, any
corporation plan available to employees of the Corporation other than the Faculty
for which the Corporation is the sponsor), which shall be subject to the authority
and direction of the Corporation Board in accordance with § 4.1(a)(iii).

ARTICLE 14  PHYSICIAN APPOINTMENTS

The Corporation shall consult with the Dean of UWSMPH and relevant UWSMPH
academic departments before hiring or contracting with physicians in a particular specialty
who are not appointed as Faculty. The employment or personal services contracts with
non-Faculty physicians shall expressly provide that they do not become employees of
UW-Madison as a result of said contract, and that the State of Wisconsin is not responsible
for their insurance or liability coverage. Corporation physicians who care for patients at
the Authority’s hospital must have UWSMPH Faculty appointments.

ARTICLE 15  AMENDMENTS

15.1 By the Authority Board. Except as provided in § 15.2 or § 15.5 below, these
Bylaws and the Articles of Incorporation may be altered, amended, or repealed, and
new or restated Bylaws or Articles of Incorporation may be adopted, exclusively
by the Authority Board, following consultation with the Corporation Board, the
Council of Chairs and the Council of Faculty.

15.2 Amendments Requiring a Corporation Board and Faculty Vote. Except as
provided in § 15.4, the following alterations, amendments, and changes to the
Corporation’s Articles of Incorporation, Bylaws, and Board Policies shall be
approved by the Authority Board, the Corporation Board, and the Faculty (in
accordance with § 4.10):

(a) Any change to: (i) the Corporation Board’s powers described in § 4.1(a)(i)–
(ii) (the “Core Functions”); (ii) the process for nominating and electing the
non-Ex-Officio Directors of the Corporation set forth in § 4.4
(a)–(c), Exhibit C, and Exhibit D; (iii) the function or composition of the
Compensation Development Committee, Compensation Review
Committee, or Retirement Plan Committee (solely with respect to the
Faculty retirement plan); (iv) Article 15 of these Bylaws; or (v) to the
Corporation’s Articles of Incorporation that would conflict with such Bylaw
provisions; and

(b) Material changes to the Corporation’s Compensation Principles and
Procedure Policy, attached as Exhibit A, or Funds Flow Model, attached as
Exhibit B.

15.3 Approvals. If approved as provided in § 15.2, amendments to these Bylaws and to
the Articles of Incorporation shall take effect immediately.

15.4 Exception to Amendments Requiring a Corporation Board and Faculty Vote.
Notwithstanding any provision herein to the contrary, if the Authority Board
determines by resolution that the Corporation’s exercise of one or more of the Core Functions is inconsistent with state or federal law, then the Authority Board may take whatever action it determines is necessary to address the issue, including any alteration, change, or amendment to the Corporation’s Articles of Incorporation, Bylaws, or Board Policies set forth in § 15.2 without approval by the Corporation Board or the Faculty.

15.5 **Board Composition.** Notwithstanding § 15.1, any amendments to these Bylaws or the Articles of Incorporation regarding composition of the Corporation Board shall not adversely affect the Corporation’s tax-exempt status under § 501(a) of the Code, shall not affect the Corporation’s ability to manage the Corporation’s retirement plans available to the Faculty, and shall not cause the representation of the Faculty on the Corporation Board to be less than fifty percent (50%).

**ARTICLE 16  INTERPRETATIONS**

16.1 These Bylaws are part of an overall arrangement with the Authority embodied in the Bylaws and in the Integration Agreement. These Bylaws and the Integration Agreement shall be interpreted together to promote the purposes of the Corporation, the Authority, and UWSMPH.

16.2 The term “Faculty” when used in these Bylaws includes physician Faculty and physician academic staff with tenure, tenure track, CHS or other UW-Madison recognized titles, including paid clinical-track physicians. By agreement of UWSMPH and the Corporation, other health-care professionals having UWSMPH appointments may be included as participating Faculty and may be eligible to be elected and/or to vote in elections for Corporation directors.

**ARTICLE 17  INFORMATION**

17.1 **Minutes.** The minutes of the meetings of the Corporation Board and the meetings of its committees shall be open to review by participating Faculty.

17.2 **Annual Reports and Audit.** The Corporation Board will prepare an annual report on operations and distribute it to the Dean of UWSMPH and to participating Faculty. The Corporation Board will submit to the Dean of UWSMPH a copy of the Annual Audit of the Corporation.

17.3 **Reports to UW Health Council of Chairs and UW Health Council of Faculty.** UW Health will provide Corporation quarterly financial reports to the Council of Chairs and the Council of Faculty for their review.

**ARTICLE 18  DISSOLUTION**

The Corporation shall be dissolved within six (6) months of the termination of the Integration Agreement (or any amended version thereof), unless the Authority and the
Corporation Board consent to an extension of time beyond six (6) months. This period is to be used for the orderly winding up of the affairs of the Corporation.

If, on or after July 1, 2017, the Authority Board determines that the Corporation’s exercise of one or more of the Core Functions is inconsistent with operational, financial, or clinical integration of the Authority and the Corporation and that amendments to the Corporation’s Articles of Incorporation, Bylaws, Compensation Principles and Procedure Policy attached as Exhibit A, or Funds Flow Model attached as Exhibit B that would otherwise require approval of the Corporation Board and Faculty pursuant to §§ 15.2(a) or (b) are necessary to address the issue, then the Authority Board may recommend that the Corporation Board and Faculty approve such amendments. If the Corporation Board and Faculty do not approve the recommended amendments within a reasonable period of time, not to exceed four (4) months unless the Authority and the Corporation Board consent to an extension of time beyond four (4) months, of the Authority Board’s recommendation, then the Authority may dissolve and, if necessary, reconstitute the Corporation following the above-described wind-down period from the date of the Authority Board’s recommendation.
(EXHIBIT A)

COMPENSATION PRINCIPLES & PROCEDURE POLICY

I. Introduction

Since its formation, the Corporation has operated under a series of compensation plans based upon the Corporation’s Agreement with the Board of Regents of the University of Wisconsin System. The original plan addressed both compensation and funds flow. The original plan was amended in 2001 and replaced with a policy document which focused on compensation principles and process.

This 2007 version of Exhibit A (“Policy”) amends the 2001 policy and builds upon the concepts of compensation at fair market value, transparency of compensation determination, and independent oversight for the ongoing development, review and approval of each individual Corporation departmental compensation plan. Each departmental compensation plan will prospectively define and establish the formula and method by which faculty physician compensation is determined. This Policy is designed to ensure that the Corporation complies with all Internal Revenue Service, Stark, Anti-Kickback statutes and regulations, and other applicable laws relative to physician compensation.

II. Definitions

Compensation Development Committee (“CDC”) is defined in Section 7.4 of the Corporation’s Bylaws.

Compensation Review Committee (“CRC”) is defined in Section 7.5 of the Corporation’s Bylaws.

A Compensation Development Report (“Report”) is made by the CDC to the CRC on an annual basis or more often, as necessary, to facilitate CRC oversight responsibilities. The Report is a set of recommendations made by the CDC for approval by the Corporation Board and the CRC. The Report contains information regarding those Compensation Plans reviewed, a synopsis of any documentation used by the CDC to recommend approval of a Plan, and an affirmative finding by the CDC that all Compensation Principles in Section III hereof have been met.

A Compensation Plan (“Plan”) is the written document which prospectively establishes the method of determining compensation for clinical faculty physicians (“Physician(s)”) belonging to a specific Clinical Department. The method must be set forth in sufficient detail so that it can be objectively verified, must not take into account the volume or value of referrals generated by a Physician, and must comply with the Compensation Principles outlined in Section III hereof below.

Compensation Principles (“Principles”) means the set of principles outlined in Section III hereof.

Department or Departmental refers to a clinical department of UWSMPH.
**Fair Market Value** means the value in an arms-length transaction, consistent with the general market value that would ordinarily be paid for like services by a like enterprise under like circumstances as the result of *bona fide* bargaining between well-informed parties.

**Rebuttable Presumption Process** ("Process") means that process, as defined by the Internal Revenue Service, which, if followed with respect to the compensation, results in what is presumed to be reasonable compensation.

**III. Compensation Principles**

**A. Introduction.** UWSMPH appoints a physician and the Corporation supports the clinical practices of the physician. A physician is generally appointed to a position in a Clinical Department, or infrequently, in two Clinical Departments. A physician has responsibilities that may include academic, research, clinical and service work. A physician receives compensation from both the Corporation and UWSMPH in exchange for carrying out those responsibilities. Compensation is paid out in accordance with the physician’s Clinical Departmental Compensation Plan. Each Clinical Departmental Compensation Plan is developed in accordance with the Principles.

**B. Shared Governance & Review.** Each Clinical Departmental Compensation Plan is developed through shared governance processes. The CDC, the Corporation Board, the Dean of UWSMPH and the CRC all review and approve each Compensation Plan in accordance with this Policy and must approve any modifications to these Plans.

**C. Principles.**

1. **Allocations.** A Compensation Plan establishes the appropriate allocation of funds to Physicians in order to constitute total compensation to be received by each Physician.

2. **Total Effort.** A Compensation Plan is based on the concept of total effort, which is the aggregate of each Physician’s quality and quantity of academic, research and clinical effort for a specific and predetermined period of time.

3. **Elements.** A Compensation Plan recognizes the patient care, teaching, administrative and research role of each Physician and establishes a connection between each of these elements and the compensation earned by a Physician. A Compensation Plan may also recognize a Physician’s community service and other contributions consistent with the Foundation’s corporate purpose.

4. **Quantity and Quality.** A Compensation Plan formula allows for compensation to vary in accordance with the amount and quality of a Physician’s academic, research and clinical work.

5. **Set In Advance.** A Compensation Plan is set in advance and in sufficient detail so that it can be objectively verified, and is constructed in a manner that does not take into account the volume or value of referrals generated by a physician.
6. **Fair Market Value.** A Compensation Plan provides for physician compensation that is reasonable, responsive to market changes, and based on Fair Market Value following a consideration of prevailing compensation levels for comparable types of physicians and for comparable amounts of work as determined by both independently sourced benchmarks as well as by the availability of funds.

7. **Legal Compliance.** A Compensation Plan ensures that a physician’s compensation complies with all federal, state, and local legal standards current at the time compensation is paid.

D. **Compensation Plan Process.** Each Compensation Plan shall include specific processes for appeals and amendments.

1. **Appeals.** A Compensation Plan includes an appeal process for a Physician to question annual compensation determinations.

2. **Amendments.** A Clinical Department may amend its Compensation Plan through an adequately noticed vote of a two-thirds majority of the physicians (Tenure, CHS, and Clinical track) voting within the Clinical Department to approve such amendment. All amendments are subject to governance review and approval as outlined in Section V hereof.

E. **Compliance Audit.** The CDC, the Corporation Board, the Dean of UWSMPH, and/or CRC each has the authority to ensure compliance with the Principles and to audit the administration of any Clinical Department’s Compensation Plan. The CDC, the Corporation Board, the Dean of UWSMPH and the CRC may request financial data in any format determined necessary for the conduct of any such audit.

IV. **Compensation Process**

A. **Clinical Departmental Compensation Committee.** Each Clinical Departmental Compensation Committee will develop a Department Compensation Plan based on the Principles. The Clinical Departmental Compensation Committee will submit its plan to the CDC for review and initial recommendation for approval.

B. **Compensation Development Committee Review.**

1. **Review.** The CDC is the initial point of review for consideration of a Compensation Plan and other matters relating to physician compensation. The CDC ensures that each Compensation Plan complies with the Principles and may establish guidelines for its review in order to implement this Policy.

2. **Compensation Maxima.** The CDC annually reviews available independent compensation data, studies, surveys, and opinions and may make recommendations to the Dean of UWSMPH and the Corporation Board regarding compensation maxima based upon that information. Exceptions to such maxima are subject to approval by the CRC.

3. **Compensation Development Report.** The CDC develops the Compensation Development Report. The Report includes the CDC’s recommendations for...
changes to Compensation Plans. The Report attaches all independent information, data, and surveys as sufficiently necessary to support the CDC’s recommendations and to facilitate the CRC’s informed oversight obligations. The Report will include the CDC’s certification that its recommendations comply with the Principles and with current IRS standards for physician compensation.

C. Independent Consultant. An independent consultant will be engaged as necessary to provide written advice and opinions regarding compensation matters to ensure compliance with the Principles. The Consultant’s written and oral advice will be part of the CDC’s Report made to the Board, the Dean, and the CRC.

D. Board of Directors. As part of the shared governance process, the Corporation Board receives the CDC’s Report, including all supporting documentation, to consider approval of a Compensation Plan or other CDC recommendations as the Corporation Board deems appropriate to the Corporation’s stated purpose and mission. The Corporation Board then submits its recommendations and the CDC Report to the Authority Board and Dean for approval, and to the CRC for final action.

E. Compensation Review Committee.

1. Purpose. The CRC is an independent committee whose members are not affected by the compensation matters it considers. The CRC provides oversight for compensation matters, receives all compensation recommendations and Reports from the CDC and all actions taken by the Corporation Board recommending approval of changes to Compensation Plans, standards for compensation maxima, and recommendations from Department Chairs for exceptions to the maxima relative to an individual Physician.

2. Review. The CRC makes final decisions on the compensation matters outlined above after receipt of approvals from the Corporation Board and from the Dean of UWSMPH, and following consideration of the Report and a determination that the CDC has provided certification that the Principles of this Policy have been met. The CRC may request additional data or information prior to acting on any matter within its jurisdiction. The CRC documents its decisions and the basis for those decisions and may choose to use the Report for this purpose. Decisions of the CRC on compensation matters are the final decisions of the Corporation, except that action to approve a payment above a compensation maximum requires approval of the Dean of UWSMPH for employees holding UWSMPH appointments.

V. Changes to the Corporation’s Compensation Principles and Procedures Policy

Material changes to this Compensation Principles and Procedures Policy, as noted in § 15.2 of the Corporation Bylaws, require input from the Corporation’s Council of Chairs and Council of Faculty, and approval by the members of the Faculty as provided in § 4.10 of the Corporation’s Bylaws
I. Introduction and Overview

Beginning in 2017, the Corporation Funds Flow Model (the “Model”) is a UW Health Funds Flow Model. “UW Health” is the name used for the integrated clinical enterprise of the University of Wisconsin Hospitals and Clinics Authority (“UWHCA”) and the Corporation. The model combines all clinical revenue, whether generated within UWHCA or the Corporation, thereby aligning the Corporation’s and UWHCA’s financial management structures into a single integrated fiscal model for UW Health. The combined clinical revenues will be used to support UW Health operations inclusive of the Clinical Departments; however, Clinical Department compensation plans continue to be governed by the Compensation Principles and Procedure Policy, set forth in the Bylaws, and under the supervision of the CDC and the CRC.

II. Flow of UW Health Revenues and Expenses

A. All clinical revenues collected by UW Health, including those coming from professional fees, technical fees, and other external sources, are incorporated into a single revenue stream of UW Health.

B. A portion of all clinical revenues is provided directly to UWSMPH to support its academic mission. Separate funding streams from (1) UW Health and (2) UWSMPH will be allocated to cover expenses in each Clinical Department for (a) clinical care, (b) research, (c) education, (d) operations, and (e) Clinical Department development. Each stream has funds available for baseline support and for new or expanded strategic initiatives. An incentive process will be in place to reward Clinical Department incentives for achieving excellence.

C. A portion of clinical revenues is combined with UWSMPH funds to support the academic missions of UWSMPH. Future investment of clinical revenues in academic missions will be at least as robust as support prior to UW Health integration. An “Academic Support Agreement” ensures allocation of funds to UWSMPH at or greater than historical levels.

D. While the Model is not a clinical compensation plan, it will provide funds, based on Clinical Department budgeting, for Clinical Departments to recruit and retain faculty members and staff with sufficient compensation to pursue their multiple missions. The Model maintains the Corporation’s commitment to market-competitive compensation for clinical work based on local, regional and national clinical benchmarks.

E. The Model is designed to obtain the same result in compensating for academics that has been achieved with clinical funds – each Clinical Department will receive sufficient funds, as supported by a budget, to allow faculty members to fulfill their scientific and educational missions, based on AAMC and NIH benchmarks.
The Model recognizes the need to allocate funds to supplement extra-mural funding for research grants, where such funding does not fully cover the costs of supporting such research, as well as the need to provide strategic bridge funding and investments in research that is not extramurally funded.

The allocation of funds for clinical and academic missions will be driven by unified strategies developed by the Clinical Senior Leadership Council (CSLC) reporting to the Authority CEO, and the Academic Senior Leadership Council (ASLC) reporting to the Dean of UWSMPH, each informed by the Council of Chairs and the Council of Faculty.

A Department Development Fund is available for Chairs and Departments to achieve their clinical and academic visions. Sources of funding for the Department Development Fund will include Chair recruitment and re-investment commitments, incentive awards to Clinical Departments, philanthropic gifts and unrestricted reserves under Clinical Department control. The Strategic Investment Fund is no longer needed and is eliminated.

III. Budgeting Process

Funding to Clinical Departments from UW Health and UWSMPH is based upon the submission of annual consolidated departmental budgets, using standardized templates, which reflect all elements included in the Model, including clinical, research, educational, and operating expenses, as well as requests from Clinical Departments to fund strategic opportunities. Budgets will include the following elements:

A. Budgets will use standardized templates and standard definitions for expenses. Budgeting for faculty support will use standardized definitions of clinical, academic and administrative work.

B. Support for faculty work that is currently embedded in the UWHCA-UWSMPH Affiliation Agreement will be transferred to line items for faculty members in the Clinical Department’s budget. Support for faculty work that is currently embedded in other agreements will also be reflected in the Clinical Department’s budget.

C. Annual budgets may include requests for new or increased funding for clinical or academic programs, for supplemental or “bridge” funding for research, and for new investments in research.

D. Clinical Department budgets will be reviewed annually, using a process overseen by the Dean of UWSMPH, the Authority CEO, and their respective leadership councils.

E. Once budgets are set, Clinical Departments are expected to manage to budget for the year, with accountability for lack of performance against budget. Especially where new or additional budgetary support is requested and awarded for specific faculty work, program development, or operational functions, Clinical Departments are expected to expend those funds with a high degree of fidelity to the initial request. However, each Clinical Department’s annual budget will contain an amount for unforeseen annual operating expense variances.
IV. Research and Development Funds/ “Reserves”

A. Clinical Departments will no longer need to maintain 30 days of operating expenses; responsibility for reserves (e.g., “days cash on hand”) rests with the Authority Board. Clinical Departments may budget and accumulate savings to support specific goals, such as creating endowed professorships or supporting research or education programs. Corporation funds (with Corporation Board approval) or “unrestricted” UW Foundation funds may also be used for such purposes. Budget variances for academic expenses within a Clinical Department may be covered by current Clinical Departmental reserves.

B. Research and development funds/reserves accrued through June 30, 2017 by Clinical Departments will remain with the applicable Clinical Department, to utilize for further academic endeavors. Thereafter, R&D funds will be set aside at the UWSMPH and UW Health levels for strategic funding of academic work within and across Clinical Departments.

C. Clinical Departments may continue to accept gifts from donors.
(A) **Nomination.** Seated Public Directors shall nominate individuals to serve as Public Directors of the Corporation Board. The seated Public Directors shall determine the number of individuals that are nominated. The Corporation Board may reject the nominations of the Public Directors, in which case the Public Directors shall submit further nominations to the Corporation Board.

(B) **Election.** Public Directors will be elected to the Corporation Board by a majority of the votes cast at a meeting of the Corporation Board at which a quorum is present.
(EXHIBIT D)

POLICY ON NOMINATION AND ELECTION
OF FACULTY DIRECTORS

(A) Nominations. The Council of Faculty, with the oversight of the Executive/Governance Committee, shall be responsible for sending a written notice to all Faculty requesting self-nominations or Faculty nomination for Faculty Directors. A nomination will require a completed application.

(B) Selection of Candidates. The Council of Faculty will receive all nominations for the open Faculty Director seats and from those nominations shall choose a slate of up to six (6) candidates based on the Selection Criteria noted in Paragraph C below, subject to approval of the candidates by the Authority Board of Directors.

(C) Selection Criteria. The Council of Faculty will choose a slate of candidates following a consideration of the following Selection Criteria in order to ensure diversity among Faculty Directors serving on the Corporation Board. The Selection Criteria include:

1. Departmental Diversity. The Council of Faculty will consider whether or not an individual is nominated from a Clinical Department which has had little or no historical representation on the Corporation Board.

2. Experience. The Council of Faculty will consider a nominee’s experience, including his or her length of service, the academic track chosen by nominee, and the nominee’s academic rank.

3. Practice Location. The Council of Faculty will consider a nominee’s practice location and hospital affiliation.

4. Academic Interests. The Council of Faculty will consider a nominee’s academic interests in practice, whether it is clinical, research, teaching or a blend of all three.

5. Type of Practice. The Council of Faculty will consider the nominee’s type of practice, including whether or not it is primary care, specialty or hospital-based.

6. Service Record. The Council of Faculty will consider a nominee’s record of service to the Corporation through participation on committees to the Corporation Board, whether or not he or she is a current Corporation Board member, or other through other administrative or community activities that support the Corporations’ corporate purposes.

7. Demographic Balance. In choosing a slate of candidates, the Council of Faculty may consider if the slate supports gender, ethnic, and age diversity and balance among Faculty Directors.
(D) **Administration.** The Council of Faculty will direct and the Corporation’s administration shall compile any and all information in the form required by the Council of Faculty and as necessary for the Council of Faculty to consider the nominations it has received.

(E) **Elections.** The Council of Faculty shall compile a slate of up to six (6) candidates, and direct the Corporation’s administration to create ballots and send the ballots to eligible Faculty, directing that each Faculty member shall vote on the open Faculty Director seats. The Corporation Board shall afford the Faculty a reasonable period of time to return their ballots. The candidates who receive the most votes shall be elected to the open Faculty Director seats. The candidate that receives the highest number of vote(s) cast shall be named the Director from the faculty at large. If there is a tie, the Council of Faculty shall recommend to the Executive/Governance Committee the final candidate to serve as a Faculty Director member.
(EXHIBIT E)

POLICY ON REMOVAL OF DIRECTOR

FROM OFFICE FOR CAUSE

The Corporation Board and the Authority Board have a responsibility to ensure that the Corporation benefits from the best leadership possible. Such leadership must begin with the Corporation Board. Thus, the Corporation Board and the Authority Board must, from time to time, assess the performance, competence, quality, and interests of the individual Directors of the Corporation to assure that the Corporation receives the leadership it needs and deserves.

The Corporation Board or the Authority Board may remove a Director that, in the sole discretion and determination of either Board,

- takes action as a Director in a matter in which the Director has a conflict of interest,
- has been convicted of a felony or of a misdemeanor involving moral turpitude,
- focuses on narrow interests of a particular constituency to the detriment of the Corporation and the Authority as a whole,
- fails to maintain confidentiality of information with which he/she is entrusted, to the detriment of the Authority or the Corporation,
- fails to attend at least sixty percent (60%) of Corporation Board and/or committee meetings scheduled during any six-month (6) period, or
- otherwise conducts him/herself in a manner that harms the interests of the Corporation or Authority.
(EXHIBIT F)

POLICY ON NOMINATION AND APPOINTMENT OF COMMITTEES

Nomination/Appointment of Committee Members. The nomination and appointment process for committee members shall be overseen by, and the responsibility of, the Executive/Governance Committee.

(A) Call for Nominations. The Executive/Governance Committee shall be responsible for sending a written notice to the Chairs of each Clinical Department requesting Corporation Departmental Committee nominations for committee members. Each Chair may nominate up to two (2) faculty members, per eligible Committee, from only their own Department.

(B) Appointment. The Executive/Governance Committee shall compile the nominations received pursuant to the above process, and choose at least one (1), but no more than two (2) candidates for each available committee position. The Executive/Governance Committee shall submit its recommendations to the Corporation Board, and the Corporation Board shall act, as described in § 4.15 of the Corporation Bylaws, to appoint committee members.

(C) Composition.

(1) Each committee, other than the Executive/Governance Committee, the CRC, and the Retirement Plan Committee, shall include at least one (1) member of the Corporation Board and (3) Faculty representatives (not mutually exclusive from the Corporation Board member requirement). The Corporation CAO and Corporation President shall each be a member, ex-officio, of all committees, except for the Compensation Review Committee and Audit Committee. With the exception of the Compensation Review Committee and the Executive/Governance Committee, individuals with expertise relevant to a committee’s responsibilities, who are not otherwise affiliated with the Corporation (“Community Members”), may be appointed to committees as voting members.

(2) The composition of the Executive/Governance Committee shall be as set forth in Exhibit G to the Corporation Bylaws.

(3) The composition of the Compensation Review Committee shall be as set forth in Section 7.5(a) of the Corporation Bylaws.

(4) As provided in Section 7.10(a) of the Corporation Bylaws, the composition of the Retirement Plan Committee shall be established by the Corporation Board by resolution, which shall be set forth in Exhibit I to the Corporation Bylaws.

(D) Term of Office. Except for members of the Executive/Governance Committee and the Compensation Review Committee, and any ex-officio members of committees, terms of office for committee members will be three (3) years.
(E) New Committees. Notwithstanding the foregoing paragraph (D), for any new committee, the initial term of office for non-ex-officio committee members shall be for one, two, or three years. The “initial term” shall be the first term of office to which the Corporation Board appoints committee members to new committees. After the Corporation Board appoints committee members, each committee shall hold a lottery to determine terms of office for the initial term of committee members. The committee shall structure the lottery so that approximately one-third (1/3) of the committee members shall have a term of one (1) year, one-third (1/3) of the committee members shall have a term of two (2) years, and one-third (1/3) of the committee members shall have a term of three (3) years.
(EXHIBIT G)

POLICY ON COMPOSITION OF EXECUTIVE/GOVERNANCE COMMITTEE

The Executive/Governance Committee of the Corporation Board shall be comprised of the following nine (9) voting members:

(A) the Authority CEO;

(B) the Corporation President;

(C) the Corporation CAO;

(D) two (2) Public Director, who shall be selected by the Public Directors;

(E) two (2) Chair Directors:
   1. one of whom shall be selected by the Chair Directors; and
   2. the second of whom shall be the Chairperson of the Council of Chairs so long as that Chairperson is also a Chair Director, otherwise the second Chair Director shall be selected by the Chair Directors;

(F) two (2) Faculty Directors, who shall be selected by the Faculty Directors.

The selection of Executive/Governance Committee members as made pursuant to paragraphs (E)–(F), above, shall be subject to confirmation by the Corporation Board, and each such Executive/Governance Committee term shall not exceed two (2) years.
DEFINITION OF PROFESSIONAL INCOME

Each UWSMPH Faculty member is required, as a condition of his or her appointment, to commit certain professional income to the Corporation. The professional income required to be included in Corporation receipts consists of all collected fees derived from the diagnosis and treatment of patients by the Faculty member. Professional income shall also include fees for court appearances, pre-trial legal consultations and all other activities associated with medical-legal services, or other services related to patient care or human health. In addition, professional services include consultation with respect to the operation, supervision and quality control in laboratories.

For purposes of this requirement, professional income does not include honoraria, royalties, lecture fees, military pay, or payment for editing scientific publications. Income received for consultations of a purely scientific or educational nature which do not involve, directly or indirectly, the care of patients or consultations involving human health is excluded from professional income; because human health is a broad term, the Corporation Board or a designated subcommittee or officer may grant exceptions as warranted, in the Corporation Board’s sole and absolute discretion, and subject to such conditions as the Corporation Board may establish. Work for charitable organizations, outside work of Faculty members with part-time appointments, and other unique situations may also be exempted by agreement of the Corporation and the Dean, in the sole and absolute discretion of the Corporation and the Dean of UWSMPH, and subject to such conditions as the Corporation and the Dean of UWSMPH may mutually establish. All such outside activities must conform to UWSMPH and UW-Madison rules and regulations governing the conduct of Faculty and academic staff employees.

All capitalized terms herein have the meaning given in the Corporation Bylaws.
EXHIBIT I

POLICY ON RETIREMENT COMMITTEE

(I) Nomination and Appointment of Committee Members. The nomination and appointment process for committee members shall be overseen by, and the responsibility of, the Executive/Governance Committee.

(A) Call for Nominations. The Executive/Governance Committee shall solicit nominations using a process substantially similar to the process set forth in Exhibit F, Policy on Nomination and Appointment of Committees; provided, however, that the Executive/Governance Committee shall solicit nominees to include representation from (i) the faculty, (ii) employees of the Corporation who are not faculty, and (iii) members of the Corporation’s Board of Directors.

(B) Appointment. The Executive/Governance Committee shall recommend appointees to the Corporation’s Board of Directors as set forth in Exhibit F.

(C) Composition. The Retirement Plan Committee shall include at least three (3) members of the Corporation Board, at least eleven (11) Faculty representatives (excluding Faculty representatives who are members of the Corporation Board), at least three (3) employees of the Corporation who are not Faculty, and at least two (2) Medical School Clinical Department administrators. The Retirement Plan Committee may, but is not required to, include one (1) or more Community Members. The Corporation CAO and Corporation President shall each be a member, ex officio, of the Retirement Plan Committee.

(II) Meeting Schedules. The Retirement Plan Committee shall meet at least six (6) times per year.

(III) Delegation of Authority. The Corporation Board has delegated to the Retirement Plan Committee the authority to set investment policies and guidelines, together with the authority to select participant investment options, provided that the Retirement Plan Committee membership includes three (3) members of the Corporation Board. If the Retirement Plan Committee takes actions of the type described in this paragraph at a time when fewer than three (3) members of the Corporation Board are members of the Retirement Plan Committee, such actions on the part of the Retirement Plan Committee shall be advisory to, and require approval by, the Corporation Board.

(IV) Investment Policies and Guidelines. The Retirement Plan Committee shall establish investment policies and guidelines and shall periodically review and, where appropriate, modify such policies and guidelines. Attached hereto and incorporated herein is the Retirement Plan Committee’s current Investment Policy Statement which contains the investment policies and guidelines for the Corporation Retirement Plan.
Attachment

Appointment of Director to

UW Health ACO, Inc. Board of Directors
RESOLUTION OF
THE BOARD OF DIRECTORS OF
UNIVERSITY OF WISCONSIN HOSPITALS AND CLINICS AUTHORITY

Appointment of Director to UW Health ACO, Inc. Board of Directors

June 25, 2020

WHEREAS, the University of Wisconsin Hospitals and Clinics Authority (“UWHCA” or the “Authority”) is the sole member of UW Health ACO, Inc. (the “Corporation”); and

WHEREAS, Sections 3.1(a) and 4.1 of the Corporation’s Fourth Amended and Restated Bylaws (“Bylaws”) require that appointments to its Board of Directors be recommended by the Corporation’s Board of Directors and are subject to approval by the Authority Board of Directors (“Board”) due to the Authority’s reserved powers; and

WHEREAS, Section 4.1(a) of the Corporation’s Bylaws require that no less than seventy-five percent (75%) of the total members of the Corporation’s Board shall be selected from ACO Participants and no less than fifty percent (50%) of the Corporation’s Board will be composed of practicing physicians; and

WHEREAS, Section 4.3 of the Corporation’s Bylaws require the ACO Participant participates in the nomination of members to the Corporation’s Board and nominated one nominee to be recommended to the Authority for appointment; and

WHEREAS, the term of Dr. Jennifer Edgoose (“Dr. Edgoose”) expired on January 31, 2020, as Director, thereby creating a vacancy as one of the Directors to be appointed by the Authority Board; and

WHEREAS, the Corporation’s Board of Directors, having reviewed and recommended to the Authority Board that Ms. Kiah Calmese Walker (“Ms. Walker”) be appointed to serve as Director with term expiring January 31, 2023; and

WHEREAS, pursuant to its reserved powers under Article 3.1(a) of the Corporation’s Bylaws, the Authority Board has received the recommendation from the Corporation’s Board of Directors to consider the appointment of Ms. Calmese Walker as Director, and upon consideration of other relevant factors, the Board has determined that it is in the best of interests of the Authority to appoint Ms. Calmese Walker as Director to the Corporation’s Board of Directors.

NOW, THEREFORE BE IT RESOLVED, pursuant to its reserve powers under Sections 3.1(a) and 4.1 of the Corporation’s Bylaws, the Authority Board approves the appointment of Ms. Calmese Walker as Director on the Corporation’s Board of Directors, to hold office until the expiration of her term or until the appointment and qualification of her successor, or until her earlier resignation or removal in accordance with the Corporation’s Bylaws;
FURTHER RESOLVED, that the UWHCA Chief Executive Officer (“CEO”), and his delegates are hereby authorized, empowered and directed to take all such actions as may be considered proper and convenient to carry out the foregoing resolutions and any and all acts heretofore taken by the UWHCA CEO, or his delegates in connection with the foregoing resolutions, are hereby ratified and confirmed.
Attachment

Biography

Ms. Kiah Calmese Walker
Kiah R. Calmese Walker, MHA, CPXP

Biographical Summary

Originally from Los Angeles, California, Kiah R. Calmese Walker relocated to the Midwest making Madison, Wisconsin, home in 1994. Although raised on the West Coast most of her life, early on, she realized an array of opportunities available in Madison, having also lived in New York (Long Island), Chicago, Kansas City (Missouri), and the Twin Cities (Minnesota). After getting married and beginning a career with UW Health in 2000, Ms. Calmese Walker and her husband later elected to start their family in Madison. They are now raising their two children as residents of the Fitchburg community and remain heavily invested in the community, thereby implanting life-long legacy ties to Madison.

As a healthcare professional with 25+ years of relevant experience, Ms. Calmese Walker inspires the belief that healthcare awareness, access, and partnerships are best cultivated through integrated systems-thinking, the diversification of the healthcare workforce, and innovatively challenging the status quo. Her unique healthcare career background includes patient and family-centered experience and advocacy, customer service excellence, case management, adult education/training, treatment adherence counseling, program development, project management, process improvement, change management, operational oversight, transformational leadership, human resource management, and learning development. With a Bachelor’s in Sociology/Anthropology from Carleton College (BA), Master’s in Healthcare Administration (MHA) from the University of Minnesota-Twin Cities, and a Professional Certification in Patient & Family Experience (CPXP) from The Beryl Institute, Ms. Calmese Walker has laser-focused her professional purpose toward “narrowing the gaps” that perpetuate healthcare disparities. These gaps include, but are not limited to: Gaps in perspectives between clinician providers and the patients/communities they serve... gaps between clinical and non-clinical healthcare teams or disciplines in their approaches to teamwork and operational efficacy... as well as to gaps in learning and understanding that continue to make equity, diversity, and inclusion efforts prudent and necessary – especially in healthcare.

Harnessing over 17 years of experience during her tenure with UW Health, Ms. Calmese Walker has developed a talent for identifying organizational system “gaps” and growth opportunities, while also aligning and mobilizing teams toward common goals or solution-oriented deliverables. Over time, this unique skill-set made way for multiple promotions with increasing levels of responsibility within the organization. In her most previous role, as Director of Hospitality & Support Services (HSS) for UW Health at The American Center, she was appointed to serve as a member of the inaugural senior leadership team responsible for opening the enterprise’s first 490,000 square foot “community hospital” facility on Madison’s east side. Building the HSS division from the ground up, Ms. Calmese Walker assumed accountability for the operational quality, safety, and performance of over 110 employees across 5 departments, including Facilities Maintenance & Security, Environmental Services, Guest Services, Healthcare Technology Management, and Materials Management departments.

Today, as Director of Supply Chain Services for UW Health (UWH) and UnityPoint Health-Meriter (UPH-M), Ms. Calmese Walker plays an integral role in the advancement of the Joint Operating Agreement (JOA)
between partnering organizations as she champions supply chain integration across the regional system of care. Eager to help Madison’s regional healthcare system facilities (and those working within them) achieve their fullest potential, she welcomes unique opportunities to continue productively influencing others and impacting community health outcomes on a broader scale.
Anti-Racism: Current work and work ahead
“UW Health condemns the ongoing anti-Black violence and racism in our country. As a healthcare organization, we acknowledge that racism is a public health crisis. We are committed to continuing to support Black-led community organizations dedicated to improving health and well-being and to provide our staff the tools to address and dismantle racism. The new normal should be an anti-racist normal. We know we have a role to play in creating this new normal.”

Dr. Alan Kaplan, CEO
June 2, 2020
Structural racism has always been a pre-existing condition.
COVID-19: Shining the Light on Racism
WI COVID-19 Data by Race & Ethnicity

- **White**
  - % of Population: 87.1%
  - % of Deaths: 69%
  - % of Cases: 64%

- **Black**
  - % of Population: 6.7%
  - % of Deaths: 24%
  - % of Cases: 18%

- **Hispanic/Latinx**
  - % of Population: 6.9%
  - % of Deaths: 11%
  - % of Cases: 32%

- **Unknown**
  - % of Population: 2%
  - % of Deaths: 11%
  - % of Cases: 11%

- **Multiple Races**
  - % of Population: 2.0%
  - % of Deaths: 12%
  - % of Cases: 12%

- **Asian or Pacific Islander**
  - % of Population: 3.1%
  - % of Deaths: 4%
  - % of Cases: 3%

Source: US Census Bureau July 2019 population estimates, Wisconsin Department of Health Services Data Reported as of 6.22.20
Systemic Racism Impacts:
The inequality gap may widen after COVID-19

• **Over-representation in Essential Jobs**: Not everyone can afford shelter in place. A disproportionate share of front-line workers still need to go to work and many do not work where they are protected from COVID-19.

Unequal Distribution of Wealth and Underemployment: Low-wage workers with limited savings due to our country’s continued racial wealth gap are forced to accept a higher risk of exposure to the virus as they are over-represented in “essential” jobs and once they get sick, have fewer resources to get the care they need.

Lack of Safe, Affordable Housing and Community Resources: Many families live in multi-family housing, multi-generational households and high-density areas. Many families in poverty are experiencing homelessness exacerbated by the pandemic.

Access to necessities: The access to stocking up additional groceries, paying for delivery services, even access to at-home internet is often out of possibility for low-income families. Those who have access to FoodShare cannot use this to pay for delivery and often live in food deserts which requires them to use public transportation to get necessities.

Source: The Coronavirus Doesn’t Discriminate, But the U.S. Healthcare System Does by Sung Yeon Choimorrow, Colorlines
Systemic Racism Impacts: The inequality gap may widen after COVID-19

• **Lack of Access to Quality Unbiased Healthcare and Health Insurance**: Low-income and uninsured Americans often have untreated underlying conditions putting them in higher risk for COVID-19, even if COVID-19 treatment expenses are covered for the uninsured. In the US, people of color and immigrants are less likely to be insured.

• **Barriers to Education and Consistent, Critical Information**: Disparities in broadband access are highly correlated with race; 42 school systems that serve predominantly black students—and their families—are therefore less likely to have the resources for the digital infrastructure required for remote learning.

• **Pre-existing Health Conditions**: Among conditions that make catching it more deadly, people of color have higher rates of diabetes and some ethnicities have higher rates of asthma.

Source: The Coronavirus Doesn’t Discriminate, But the U.S. Healthcare System Does by Sung Yeon Choimorrow, Colorlines
UW HEALTH DIVERSITY, EQUITY & INCLUSION STRATEGIC FRAMEWORK

COMMUNITY INVESTMENT

PATIENT AND FAMILY EXPERIENCE

WORKPLACE INVESTMENT
Patient and Family Experience

- Our Community Health Needs Assessment uses addressing inequities as the first criterion to prioritize community health needs. Since 2017, we have implemented multiple strategies within our organization and in the community to eliminate disparities in low birthweight births for African American women. This priority focus area is supported by all levels of leadership and our Community Health Implementation Strategy is approved by the UWHCA Board.

- We have a robust interpreter services program and provide culturally and linguistically appropriate care.
Community Investment

- UW Health centers its community giving in equity-informed practices, unrestricted, trust-based giving.
- UW Health contributes 46% of our annual community donation budget to organizations led by people of color.
- In response to needs related to COVID-19, donated $325,000 to community organizations serving the most-vulnerable and disproportionally-affected in our community with meaningful gifts (more than $15,000 per organization).
Workforce and Workplace Investment

- **Employee Resource Groups** in January 2020 to support employees from diverse backgrounds. The pilot groups include: African American/Black, Latinx, LGBTQ+, Military Service and Women in Leadership.

- Created a number of trainings which are available to all staff on U-Learn.

- The Career Pathways program trains interns and other health professionals to build an increasingly diverse workforce.
Individual Bias:
Pre-judgment, bias, or discrimination by an individual based on race, gender, sexual orientation, etc.

Institutional Bias:
Policies, practices, and procedures that work to the benefit of certain people and to the detriment of others.

Structural Bias:
A history and current reality of institutional bias across all institutions. This combines a system that negatively impact historically marginalized groups: people of color, women, LGBT people, etc.
Proposed Action Steps
Diversity & Inclusion: Training and learning around diversity, equity and inclusion

Through investment in the growth of our employees and how they can actualize diversity and inclusion in their departments, we are showing our commitment to dismantling systemic racism in ourselves and in our system.

- Mandatory training for leaders
- Faculty & staff educational plan focused on effectiveness and sustainability
Diversity & Inclusion: Leadership support of Employee Resource Groups

ERG participation and support directly align with UW Health’s commitment to creating a diverse and inclusive workplace. We hear very loudly from our Black ERG how important a safe, Black-led and Black-centered space is for them.
Equity: Increase support of Black-led organizations and organizations led by people of color

We have and need to continue to invest in and partner with organizations improving health and well-being in communities of color. This is essential to address centuries-long disinvestments that have greatly contributed to racialized health inequities.
Equity: Create and use equity analysis tool

We need to integrate the use of equity analysis tools, especially as we create business and clinical plans and policies. Using such tools is one way to create institutional change.

Race Equity Impact Assessment

These questions can help you begin your race equity impact assessment.

1. Are all racial and ethnic groups that are affected by the policy, practice or decision at the table?
2. How will the proposed policy, practice or decision affect each group?
3. How will the proposed policy, practice or decision be perceived by each group?
4. Does the policy, practice or decision worsen or ignore existing disparities?
5. Based on the above responses, what revisions are needed in the policy, practice or decision under discussion?
The new normal should be an anti-racist normal. We all have a role to play in creating this new normal.
UW Health Current Month Operating Margin – May 31, 2020

<table>
<thead>
<tr>
<th></th>
<th>UWH-Madison/ACO/Isthmus</th>
<th>SAHS/RDI</th>
<th>Total *</th>
</tr>
</thead>
<tbody>
<tr>
<td>Actual</td>
<td>-5.8%</td>
<td>-12.9%</td>
<td>-6.9%</td>
</tr>
<tr>
<td>Budget</td>
<td>1.8%</td>
<td>-1.1%</td>
<td>1.3%</td>
</tr>
<tr>
<td>Prior Year</td>
<td>9.8%</td>
<td>5.2%</td>
<td>9.1%</td>
</tr>
<tr>
<td></td>
<td>Actual May- FY20</td>
<td>Budget May- FY20</td>
<td>Variance vs. Budget</td>
</tr>
<tr>
<td>--------------------------</td>
<td>-----------------</td>
<td>-----------------</td>
<td>--------------------</td>
</tr>
<tr>
<td><strong>TOTAL OPERATING REVENUE</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Net patient service revenue</td>
<td>234,025,458</td>
<td>283,653,547</td>
<td>(49,628,089)</td>
</tr>
<tr>
<td>Other operating revenues</td>
<td>6,112,270</td>
<td>6,630,717</td>
<td>(518,447)</td>
</tr>
<tr>
<td>Total operating revenues, net</td>
<td>240,137,728</td>
<td>290,284,264</td>
<td>(50,146,536)</td>
</tr>
<tr>
<td><strong>TOTAL OPERATING EXPENSES</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Non-physician salaries and benefits</td>
<td>102,411,571</td>
<td>121,311,116</td>
<td>(18,899,545)</td>
</tr>
<tr>
<td>Physician salaries and benefits</td>
<td>37,789,788</td>
<td>41,081,619</td>
<td>(3,291,831)</td>
</tr>
<tr>
<td>Salaries and benefits</td>
<td>140,201,359</td>
<td>162,392,735</td>
<td>(22,191,376)</td>
</tr>
<tr>
<td>Other expenses</td>
<td>1,587,510</td>
<td>5,256,120</td>
<td>(3,668,610)</td>
</tr>
<tr>
<td>Purchased services and agency costs</td>
<td>19,053,711</td>
<td>18,356,716</td>
<td>696,995</td>
</tr>
<tr>
<td>Medical materials and supplies</td>
<td>16,149,600</td>
<td>19,057,158</td>
<td>(2,907,558)</td>
</tr>
<tr>
<td>Pharmaceuticals</td>
<td>42,856,985</td>
<td>40,938,498</td>
<td>1,918,487</td>
</tr>
<tr>
<td>Interest expense</td>
<td>1,888,908</td>
<td>2,403,425</td>
<td>(514,517)</td>
</tr>
<tr>
<td>Depreciation and amortization</td>
<td>9,450,786</td>
<td>10,233,056</td>
<td>(782,270)</td>
</tr>
<tr>
<td>Public aid assessment</td>
<td>4,799,627</td>
<td>4,992,003</td>
<td>(192,376)</td>
</tr>
<tr>
<td>Facilities and equipment</td>
<td>14,411,996</td>
<td>16,784,082</td>
<td>(2,372,086)</td>
</tr>
<tr>
<td>Nonoperating expenses - academic support</td>
<td>6,295,229</td>
<td>6,078,642</td>
<td>180,587</td>
</tr>
<tr>
<td><strong>Net Operating Expenses</strong></td>
<td>256,659,711</td>
<td>286,492,435</td>
<td>(29,832,724)</td>
</tr>
<tr>
<td><strong>Income from operations</strong></td>
<td>(16,521,983)</td>
<td>3,791,829</td>
<td>(20,313,812)</td>
</tr>
<tr>
<td><strong>NON-OPERATING REVENUE/EXPENSES</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Net increase/decrease in fair value of investments</td>
<td>37,365,611</td>
<td>696,371</td>
<td>36,669,240</td>
</tr>
<tr>
<td>Investment income</td>
<td>2,435,155</td>
<td>2,658,590</td>
<td>(133,435)</td>
</tr>
<tr>
<td>Equity interest in income/loss of joint ventures</td>
<td>(2,497,698)</td>
<td>1,249,284</td>
<td>(3,746,982)</td>
</tr>
<tr>
<td>Net inc/dec in fair value of derivative instrument</td>
<td>31,348</td>
<td>0</td>
<td>31,348</td>
</tr>
<tr>
<td>Other, net</td>
<td>(152,456)</td>
<td>(231,917)</td>
<td>79,461</td>
</tr>
<tr>
<td><strong>Net Non Operating Revenue/Expenses</strong></td>
<td>37,181,960</td>
<td>4,282,328</td>
<td>32,899,632</td>
</tr>
<tr>
<td><strong>Net Profit</strong></td>
<td>20,659,977</td>
<td>8,074,157</td>
<td>12,585,820</td>
</tr>
</tbody>
</table>
UW Health YTD Operating Margin – May 31, 2020

<table>
<thead>
<tr>
<th>UWH-Madison/ACO/Isthmus</th>
<th>SAHS/RDI</th>
<th>Total *</th>
</tr>
</thead>
<tbody>
<tr>
<td>0.9%</td>
<td>1.1%</td>
<td>0.7%</td>
</tr>
<tr>
<td>3.5%</td>
<td>2.5%</td>
<td>3.1%</td>
</tr>
<tr>
<td>5.9%</td>
<td></td>
<td>5.3%</td>
</tr>
</tbody>
</table>

Legend:
- Actual
- Budget
- Prior Year
### Summary of Enterprise-wide YTD May 31, 2020 Operating Results

<table>
<thead>
<tr>
<th>Category</th>
<th>May_YTD- FY20</th>
<th>Budget May_YTD- FY20</th>
<th>Variance vs. Budget</th>
<th>Var. %</th>
<th>May_YTD- FY19</th>
<th>Variance vs. PY</th>
<th>Var. %</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>TOTAL OPERATING REVENUE</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Net patient service revenue</td>
<td>3,024,480,775</td>
<td>3,149,554,229</td>
<td>(125,073,454)</td>
<td>-4%</td>
<td>3,287,090,376</td>
<td>37,390,399</td>
<td>1%</td>
</tr>
<tr>
<td>Other operating revenues</td>
<td>125,775,937</td>
<td>73,453,500</td>
<td>52,322,437</td>
<td>71%</td>
<td>110,285,021</td>
<td>15,490,916</td>
<td>14%</td>
</tr>
<tr>
<td>Total operating revenues, net</td>
<td>3,150,256,712</td>
<td>3,223,007,729</td>
<td>(72,751,017)</td>
<td>-2%</td>
<td>3,097,375,397</td>
<td>52,881,315</td>
<td>2%</td>
</tr>
</tbody>
</table>

| **TOTAL OPERATING EXPENSES**                   |               |                      |                     |        |               |                |        |
| Non-physician salaries and benefits           | 1,262,406,056 | 1,297,322,239        | (34,916,183)        | -3%    | 1,326,193,893 | (63,787,837)   | -5%    |
| Physician salaries and benefits               | 459,663,155   | 450,449,344          | 9,213,811           | 2%     | 308,871,812   | 150,791,343    | 49%    |
| Salaries and benefits                         | 1,722,069,211 | 1,747,771,583        | (25,702,372)        | -1%    | 1,635,065,705 | 87,003,506     | 5%     |
| Other expenses                                | 54,510,375    | 57,516,936           | (3,006,561)         | -5%    | 56,005,524    | (1,495,149)    | -3%    |
| Purchased services and agency costs           | 226,378,255   | 200,301,943          | 26,076,312          | 13%    | 194,036,059   | 32,342,196     | 17%    |
| Medical materials and supplies                | 211,024,071   | 209,455,383          | 1,568,688           | 1%     | 209,142,671   | 1,881,400      | 1%     |
| Pharmaceuticals                               | 484,592,174   | 460,385,503          | 24,206,671          | 5%     | 418,533,579   | 66,058,995     | 16%    |
| Interest expense                              | 23,176,567    | 26,796,001           | (3,619,434)         | -14%   | 23,523,619    | (347,052)      | -1%    |
| Depreciation and amortization                 | 106,703,948   | 113,034,396          | (6,330,448)         | -6%    | 111,202,266   | (4,498,318)    | -4%    |
| Public aid assessment                         | 52,785,897    | 54,912,030           | (2,126,133)         | -4%    | 53,046,285    | 250,388        | 0%     |
| Facilities and equipment                      | 179,038,070   | 186,273,056          | (7,234,986)         | -4%    | 162,735,612   | 16,022,458     | 10%    |
| Nonoperating expenses - academic support      | 66,712,794    | 66,665,064           | (152,270)           | 0%     | 68,413,534    | (1,700,740)    | -2%    |
| **Net Operating Expenses**                    | 3,127,001,362 | 3,123,311,895        | 3,689,467           | 0%     | 2,931,704,854 | 195,296,508    | 7%     |

| Income from operations                        | 23,255,350    | 99,695,834           | (76,440,484)        | -77%   | 165,670,543   | (142,415,193)  | -86%   |

| **NON-OPERATING REVENUE/EXPENSES**            |               |                      |                     |        |               |                |        |
| Investments                                   | (35,338,460)  | 7,660,081            | (42,998,541)        | -561%  | 4,632,224     | (39,970,684)   | -863%  |
| Investment income                             | 49,448,296    | 28,254,487           | 21,193,809          | 75%    | 21,479,399    | 27,969,057     | 130%   |
| Equity interest in income/loss of joint ventures| 21,378,448    | 13,742,130           | 7,636,318           | 56%    | 22,261,095    | (882,647)      | -4%    |
| Net inc/dec in fair value of derivative instrument| (1,456,715) | 0                    | (1,456,715)         | #DIV/0! | (1,004,224) | (452,471)      | 45%    |
| Other, net                                    | 8,293,660     | (3,027,961)          | 11,321,621          | -374%  | 4,350,129     | 3,943,531      | 91%    |
| **Net Non Operating Revenue/Expenses**        | 42,325,229    | 46,628,737           | (4,303,508)         | -9%    | 51,718,443    | (9,393,214)    | -18%   |

<p>| Net Profit                                   | 65,580,579    | 146,324,571          | (80,743,992)        | -55%   | 217,388,986   | (151,808,407)  | -70%   |</p>
<table>
<thead>
<tr>
<th></th>
<th>Favorable Direction</th>
<th>FY 20</th>
<th>S&amp;P &quot;AA-&quot; Rated (1)</th>
<th>Moody's &quot;Aa3&quot; Rated (2)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Operating Margin (including Academic Support)</td>
<td>↑</td>
<td>0.7%</td>
<td>2.6%</td>
<td>3.0%</td>
</tr>
<tr>
<td>Total Margin</td>
<td>↑</td>
<td>2.1%</td>
<td>4.5%</td>
<td>5.8%</td>
</tr>
<tr>
<td>Days Cash on Hand * (including Academic Support)</td>
<td>↑</td>
<td>249</td>
<td>^ 243</td>
<td>234</td>
</tr>
<tr>
<td>Days in Accounts Receivable **</td>
<td>↓</td>
<td>37</td>
<td>48</td>
<td>48</td>
</tr>
<tr>
<td>Long Term Debt to Capitalization</td>
<td>↓</td>
<td>23.2%</td>
<td>29.2%</td>
<td>27.7%</td>
</tr>
<tr>
<td>Operating Cash Flow</td>
<td>↑</td>
<td>4.9%</td>
<td>8.7%</td>
<td>8.3%</td>
</tr>
<tr>
<td>Cash-to-Debt</td>
<td>↑</td>
<td>310.2%</td>
<td>187.7%</td>
<td>206.7%</td>
</tr>
</tbody>
</table>

* excludes provision for bad debt and retiree health insurance

** average for 12 months

(2) Moody’s 2017 financial ratios based on 37 “Aa3” rated hospitals. Based on 2017 audited financials.

^ The significant increase to DCOH is related to the advanced received from Medicare, which is over 23 days and some rebounds in the investment portfolio.
## Balance Sheet – FYTD May 31, 2020

<table>
<thead>
<tr>
<th></th>
<th>UWHCA</th>
<th>UWMF</th>
<th>Total UWHCA and UWMF</th>
<th>UWHCA</th>
<th>UWMF</th>
<th>Total UWHCA and UWMF</th>
<th>Discrete Components UWHCA</th>
<th>Discrete Components UWMF</th>
</tr>
</thead>
<tbody>
<tr>
<td>Cash &amp; Investments</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Unrestricted</td>
<td>1,328,839,014</td>
<td>472,510,145</td>
<td>1,801,349,159</td>
<td>412,852,015</td>
<td></td>
<td>2,214,201,174</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Restricted by Trustee &amp; Donors</td>
<td>20,850,690</td>
<td>-</td>
<td>20,850,690</td>
<td>61,707,174</td>
<td></td>
<td>82,557,864</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Accounts Receivable</td>
<td>251,001,162</td>
<td>79,384,478</td>
<td>330,385,640</td>
<td>51,102,516</td>
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<td>381,488,156</td>
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<tr>
<td>Property, Plant &amp; Equipment, Net</td>
<td>780,640,324</td>
<td>70,124,089</td>
<td>850,764,413</td>
<td>403,768,936</td>
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<td>1,246,826,824</td>
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<tr>
<td>Other Assets &amp; Deferred Outflows of Resources</td>
<td>1,276,097,504</td>
<td>414,919,023</td>
<td>805,111,384</td>
<td>32,650,784</td>
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<td>640,887,605</td>
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</tr>
<tr>
<td>Total Assets &amp; Deferred Outflows of Resources</td>
<td>$ 3,657,428,694</td>
<td>$ 1,036,937,735</td>
<td>$ 3,808,461,286</td>
<td>$ 962,081,424</td>
<td>$ 4,565,961,482</td>
<td>$ 4,565,961,482</td>
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</tr>
<tr>
<td>Current Liabilities</td>
<td>839,808,166</td>
<td>673,485,400</td>
<td>627,388,424</td>
<td>160,125,896</td>
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<td>596,343,184</td>
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<tr>
<td>Long-term Debt &amp; Deferred Inflows of Resources</td>
<td>1,116,704,526</td>
<td>51,305,000</td>
<td>1,168,009,526</td>
<td>258,145,471</td>
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<td>1,426,154,997</td>
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<tr>
<td>Net Position</td>
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<tr>
<td>Unrestricted</td>
<td>1,530,628,861</td>
<td>312,147,335</td>
<td>1,842,776,196</td>
<td>534,646,105</td>
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<td>2,364,012,207</td>
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<tr>
<td>Restricted</td>
<td>170,287,141</td>
<td>-</td>
<td>170,287,141</td>
<td>9,163,952</td>
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<td>179,451,093</td>
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<tr>
<td>Total Liabilities, Deferred Inflows of Resources &amp; Net Position</td>
<td>$ 3,657,428,694</td>
<td>$ 1,036,937,735</td>
<td>$ 3,808,461,286</td>
<td>$ 962,081,424</td>
<td>$ 4,565,961,482</td>
<td>$ 4,565,961,482</td>
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Elimination Entries are not displayed but are part of the Consolidated Numbers