

## **CHAPTER 361**

**(Senate Bill 882)**

AN ACT concerning

### **Medical System Corporation – Board of Directors – Membership**

FOR the purpose of removing the Executive Director of the Maryland Institute for Emergency Medical Services Systems as a voting member of the Board of Directors of the Medical System Corporation; and generally relating to membership on the Board of Directors of the Medical System Corporation.

BY repealing and reenacting, with amendments,

Article – Education

Section 13–304

Annotated Code of Maryland

(2006 Replacement Volume)

SECTION 1. BE IT ENACTED BY THE GENERAL ASSEMBLY OF MARYLAND, That the Laws of Maryland read as follows:

### **Article – Education**

13–304.

(a) The government of the Medical System Corporation is vested in the Board of Directors.

(b) The Board of Directors consists of 6 nonvoting members and not less than 22 and not more than 27 voting members appointed by the Governor.

(c) (1) Each member shall be a resident of this State.

(2) Three voting members shall be members of the Board of Regents.

(3) Two voting members shall be members of the General Assembly, 1 nominated by the President of the Senate and 1 nominated by the Speaker of the House of Delegates.

[(4) One voting member shall be the Executive Director of the Maryland Institute for Emergency Medical Services Systems.]

[(5) (4) At least 1 voting member of the Board shall be appointed by the Governor, upon nomination by the membership of the Community Advisory Council, from the membership of the Community Advisory Council.

[(6) (5) At least 1 voting member of the Board of Directors shall have expertise in the hospital field.

[(7) (6) In appointing the voting members of the Board of Directors, the Governor shall insure that the composition of the Board fairly represents the minority composition of the State.

[(8) (7) The nonvoting members shall be, ex officio, the Chancellor of the University System of Maryland, the President, the Chief Executive Officer, the Dean of the School of Medicine, the President of the medical staff organization of the medical system, and the Associate Director of nursing services for the medical system.

(d) (1) The term of a member is 5 years and begins on the 1st Monday in June of the year of appointment.

(2) The terms of members are staggered as required by the terms provided for members of the Board on the transfer date.

(3) At the end of a term, a member continues to serve until a successor is appointed and qualifies.

(4) A member appointed to fill a vacancy in an unexpired term serves only for the remainder of that term and until a successor is appointed and qualifies.

(5) A member may be reappointed, but may not serve more than 2 consecutive full terms.

(e) For terms subsequent to initial terms, nominations of members will be made by the Board of Directors and submitted to the Board of Regents for comment and to the Governor for consideration.

(f) The Board of Directors may adopt and amend bylaws.

(g) (1) The Board of Directors shall determine the time and place of its meetings and may adopt rules for the conduct of its meetings.

(2) Eleven voting directors constitute a quorum for transacting business at any meeting, and action by a majority of voting directors present at a meeting shall be the act of the Board unless the bylaws require a greater number.

(h) Each year, the Board of Directors shall elect from among its members:

- (1) A Chairman; and
- (2) Any other officer it requires.

(i) The Board of Directors shall elect a Chief Executive Officer who shall also be appointed by the Board of Regents as Vice President of the University of Maryland Medical System, and who shall begin service in this joint office after the appointment is approved by both boards. The Chief Executive Officer shall serve at the pleasure of the Board of Directors. In the event of a vacancy of the Chief Executive Officer, nominees will be selected by a process to be determined jointly by the Board of Regents and the Board of Directors.

(j) Each member of the Board:

- (1) Serves without compensation; and
- (2) Is entitled to reimbursement for expenses as provided by the Board of Directors.

(k) The Chairman of the Board of Directors shall appoint representatives from the community naturally served by the medical system having interest in the services of the medical system to 3-year terms as members of a Community Advisory Council. The Board of Directors shall designate at least one of its members to meet with the Community Advisory Council and advise the Community Advisory Council of matters of potential interest. Recommendations of this Community Advisory Council concerning services offered by the Medical System Corporation and its community relationships shall be considered by the Board of Directors.

SECTION 2. AND BE IT FURTHER ENACTED, That this Act shall take effect October 1, 2007.

**Approved by the Governor, May 8, 2007.**