ARTICLE I
Powers and Responsibilities: Governing Body

Section 1.1. Powers and Responsibilities. The Maine Medical Center Local Board (the “Local Board”) is organized as a committee of the Board of Trustees of MaineHealth and shall have the powers and responsibilities set forth in the Amended and Restated Bylaws of MaineHealth and the Local Board Charter, as well as the powers and responsibilities delegated to it by the Board of Trustees of MaineHealth pursuant to these Rules of Procedure and such additional powers and responsibilities as may be delegated to it from time to time by resolution of the Board of Trustees. These Rules of Procedure govern the activities of the Local Board, to the extent not inconsistent with the above-mentioned Bylaws and Local Board Charter.

Section 1.2. Governing Body. The Local Board shall serve as the governing body of Maine Medical Center (the “Hospital”) for purposes of the Medicare Conditions of Participation and accreditation standards of The Joint Commission as applicable.

ARTICLE II
Local Board Members

Section 2.1. Terms and Term Limits.

A. Terms. With the exception of members of the Local Board serving initial terms beginning on January 1, 2019 (“Initial Members”) and members of the Local Board who are appointed to complete the remainder of the unexpired term of a member of the Local Board who has resigned or been removed (“Replacement Members”) appointed members of the Local Board shall be appointed to terms of three (3) years.

B. Initial Members. Initial Members shall be appointed to “staggered” terms of one, two or three years each so that as nearly as possible, one-third of the terms of all of the appointed members of the Local Board will expire annually.

C. Term Limits. Appointed members may be re-elected to serve as members of the Local Board subject to the following term limits:

1. Initial Members appointed to initial terms of one year may be appointed to as many as three subsequent terms of three years each without having at least one year’s absence from the Local Board before re-appointment.
2. Initial Members appointed to initial terms of two years may be elected to two subsequent terms of three years each without having at least one year’s absence from the Local Board before re-appointment.

3. Members, including Initial Members, appointed to initial terms of three years may be elected to two subsequent terms of three years each without having at least one year’s absence from the Local Board before re-appointment.

4. A Replacement Member may be appointed to three subsequent three-year terms if the unexpired term filled by such Replacement Member is one year or less and otherwise to two subsequent three-year terms without having at least one year’s absence from the Local Board before re-appointment.

5. At the option of the Local Board, service on the board or a committee of MaineHealth or any of its corporate members prior to January 1, 2019, may be, but is not required to be, counted in calculating term limits under this Section.

6. Notwithstanding the other provisions of this Section, an individual elected and serving or nominated for election as Local Board Chair or Vice Chair at the time of expiration of a third three-year term may be nominated and elected to a fourth successive three-year term during which he or she may serve as Chair or Vice Chair.

Section 2.2. Conduct. By accepting appointment to the Local Board, each Local Board member agrees to discharge his or her duties:

1. In good faith;

2. With the care an ordinarily prudent person in a like position would exercise under similar circumstances; and

3. In a manner he or she reasonably believes to be in the best interests of MaineHealth and the purposes set forth in its Articles of Incorporation.

Each member will adhere to the policies, procedures and decisions adopted in good faith by the Local Board.

Section 2.3. Confidentiality. By accepting appointment to the Local Board, each Local Board member acknowledges that he or she will, as a member, receive information regarding the business affairs, legal matters, financial condition, property, contractual relationships, employment relationships, business and strategic plans, and other proprietary information of MaineHealth not generally known to the public. A Local Board member will keep all such information strictly confidential, will use such information in furtherance of the charitable purposes of MaineHealth, and in no event for any personal gain, or in a manner that is harmful to
MaineHealth. The Local Board may adopt such policies and procedures in furtherance of the purposes of this Section as it deems appropriate.

Section 2.4. **Resignations.** Any member may resign from the Local Board at any time by giving written notice to the Local Board Chair. Such resignation shall take effect at the time of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 2.5. **Removal.** During the five-year period beginning January 1, 2019 and ending December 31, 2023, each Local Board shall have exclusive authority to remove any appointed member.

Section 2.6. **Vacancies.** Any vacancy in the Local Board of Trustees resulting from a member resignation or removal prior to the expiration of the member’s term shall be filled promptly by election of a Replacement Member by the Board of Trustees of MaineHealth from among individuals nominated by the Local Board; provided that during the five-year period beginning January 1, 2019, and ending December 31, 2023, the Board of Trustees of MaineHealth shall appoint to the Local Board to fill such vacancy, the Replacement Member identified and nominated by the Local Board.

Section 2.7. **Member Compensation.** Local Board members will not receive compensation for any of their services as members. Reasonable expenses incurred by a member in providing services as a member may be reimbursed. Compensation for services provided to MaineHealth by an individual Local Board member other than for services as a member, including employment compensation, may be provided if authorized in accordance with any governing conflict of interest policy and state law. Local Board members may not receive any loans or credit advances from MaineHealth.

**ARTICLE III**

**Local Board Meetings**

Section 3.1. **Meetings.** Meetings of the Local Board shall be held from time to time, but no fewer than five (5) times annually, at such times and places as the Local Board shall determine. The Local Board shall designate one meeting annually for the purposes of organizing itself, electing a Chair, Vice Chair and Secretary, appointing local committees, and conducting such other annual business as may come before the Local Board. Special meetings of the Local Board may be called by the Local Board Chair or by the Local Board Vice Chair in the absence of the Local Board Chair.

Section 3.2. **Place.** All meetings of the Local Board shall be held at such place as the persons calling the meeting may reasonably provide.
Section 3.3.  **Notice.** Prior notice of the time and place of any meeting of the Local Board shall be given to each Local Board member individually by first class mail, or by electronic mail, or by telephone.

Section 3.4.  **Quorum.** Attendance at any meeting of the Local Board of a majority of the Local Board members then in office shall constitute a quorum for the transaction of business at the meeting. If a quorum is not in attendance at any meeting, a majority of the Local Board members present may adjourn the meeting from time to time without further notice.

Section 3.5.  **Voting.** Each Local Board member is entitled to one vote on any matter before the Local Board. Neither cumulative voting nor voting by proxy shall be permitted.

Section 3.6.  **Manner of Acting.** The act of a majority of the Local Board members present and entitled to vote thereon at a meeting at which a quorum is present shall be the act of the Local Board. Any action required or permitted to be taken by the Local Board may be taken without a meeting by a written consent setting forth the action so taken and signed by all Local Board members entitled to vote. Such written consent(s) shall be filed with the proceedings of the Local Board. In addition, the Local Board Executive Committee shall have the power to act in the place of the Local Board between meetings.

Section 3.7.  **Attendance at Meetings.** Any member may participate in any meeting of the Local Board or of any committee of which he or she is a member by means of conference telephone or similar communications equipment permitting all persons participating in the meeting to hear one another at the same time. Such participation shall be deemed to be “presence in person” at the meeting.

Section 3.8.  **Attendance Requirement.** The Local Board may by resolution specify attendance expectations or requirements. Any member who shall fail to meet such attendance requirements without being excused by the Local Board Chair shall be deemed by virtue of such absence to have resigned from the Local Board (or Local Committee or subcommittee), unless a majority of the Local Board affirmatively votes to permit such member to continue as a member of the Local Board.

**ARTICLE IV**  
**Chair, Vice Chair and Secretary**

Section 4.1.  **Positions.** The Local Board shall have a Local Board Chair, a Local Board Vice Chair and a Local Board Secretary, all of whom shall be members of the Local Board. No person may hold two or more positions, except that no person may serve as both Local Board Chair and Local Board Secretary.
Section 4.2. Responsibilities.

A. **Local Board Chair.** The Local Board Chair shall preside over meetings of the Local Board and shall perform such other duties as from time to time may be assigned by the Local Board.

B. **Local Board Vice Chair.** The Local Board Vice Chair shall perform the functions of the Local Board Chair in the absence of the Chair and shall perform such other duties as from time to time may be assigned by the Local Board.

C. **Local Board Secretary.** The Local Board Secretary shall be responsible for keeping a record of all votes and proceedings of the Local Board and shall perform such other duties from time to time may be assigned by the Local Board.

Section 4.3. **Election and Term.** The Local Board Chair, Local Board Vice Chair and Local Board Secretary shall be elected by the Local Board upon recommendation of the Local Board’s Nominating and Governance Committee and shall serve at the pleasure of the Local Board. Subject to earlier termination of service, each member shall serve in such position for one year and until his or her successor shall have been elected and qualified. The Local Board Chair shall serve a maximum of three (3) consecutive one-year terms without at least one year’s absence from serving as Local Board Chair or Local Board Vice Chair.

Section 4.4. **Removal.** Any member serving as Local Board Chair, Local Board Vice Chair, or Local Board Secretary may be removed at any time by the vote of a majority of the Local Board members then serving. Such removal may be with or without cause.

Section 4.5. **Vacancies.** A vacancy in any position identified in this Article IV shall be filled by the Local Board for the unexpired portion of the term.

**ARTICLE V**

**Committees**

The Local Board shall have such standing and ad hoc committees as are authorized by the Local Board Charter.

**ARTICLE VI**

**Medical Staff**

Section 6.1. **Organization.** There shall be a medical staff organization for the Hospital whose membership shall be comprised of all doctors of medicine and osteopathy who are privileged to attend patients in the Hospital, along with such other categories of clinical professionals such as advanced practice professionals and podiatrists as may be approved by the Local Board for membership on the Medical Staff.
Section 6.2. **Local Board Oversight.** Subject to any additional approval by the Board of Trustees of MaineHealth as may be required by law, the Local Board shall:

A. Approve the categories of clinical professionals other than doctors of medicine and osteopathy who may be admitted as members of the Hospital Medical Staff;

B. Require that an appropriately licensed practitioner with clinical privileges shall be directly responsible for a patient’s diagnosis and treatment within the area of his or her privileges and that Hospital patient’s general medical condition shall be the responsibility of a physician member of the Hospital Medical Staff;

C. Be responsible to approve the bylaws, rules and regulations adopted by the Hospital Medical Staff for its internal governance;

D. Take informed final action in response to recommendations of the Hospital Medical Staff concerning membership status, clinical privileges and corrective actions;

E. Handle any concerns, questions, or disagreements with Hospital Medical Staff recommendations in accordance with applicable provisions of the Hospital Medical Staff Bylaws;

F. In acting on matters of Hospital Medical Staff membership status, consider the Hospital Medical Staff’s recommendations, the Hospital’s and the community’s needs, and such additional criteria as are set forth in the Hospital Medical Staff bylaws.

G. Grant and define the scope of clinical privileges to be exercised by each practitioner, following consideration of the Hospital Medical Staff’s recommendations, the supporting information on which they are based, and such criteria as are set forth in the Hospital Medical Staff bylaws and refrain from limiting or denying membership status or specific clinical privileges shall be limited or denied on the basis of sex, race, creed, color, or national origin, or on the basis of any other criteria unrelated to good patient care at the Hospital, to professional qualifications, to the Hospital's purposes, needs and capabilities, or the community needs;

H. In accordance with the Hospital Medical Staff Bylaws, require as a continuing condition of clinical privileges a current certificate of insurance from a company licensed or approved by the state indicating minimum professional liability insurance in per-claim and aggregate amounts established by the Local Board or the Board of Trustees of MaineHealth;

I. Adhere to applicable procedures set forth in the Hospital Medical Staff Bylaws in acting on matters concerning a practitioner’s membership status, clinical privileges, corrective action, and termination of a medical staff office;

J. Establish and adhere to a hearing and appellate review procedure for any adverse action taken by the Medical Staff with respect to a practitioner’s staff appointment,
reappointment, staff category, admitting prerogatives or clinical privileges that promotes fair treatment and affords opportunity for the presentation of all pertinent information.

ARTICLE VII
Amendments

These Rules of Procedure may be amended by vote of Board of Trustees of MaineHealth.