



**UNIVERSITY OF WISCONSIN HOSPITALS AND CLINICS AUTHORITY
BOARD OF DIRECTORS POLICY MANUAL**

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BOARD OF DIRECTORS POLICY MANUAL

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Policies contained herein remain subject in all respects to applicable law and the UWHCA Bylaws.

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**UNIVERSITY OF WISCONSIN HOSPITALS AND CLINICS AUTHORITY
BOARD OF DIRECTORS POLICY MANUAL**

Board Public Relations Policy

BOARD PUBLIC RELATIONS POLICY

ARTICLE I PURPOSE, SCOPE, AND APPLICATION

1. The purpose of this Board Public Relations Policy (“Policy”) is to ensure the quality and consistency of information disseminated to media sources on behalf of the University of Wisconsin Hospitals and Clinics Authority (“UWHCA”) Board of Directors (“Board”) and its committees.
2. This Policy applies to all members of the Board (“Directors”) and all Committee members (whether or not Directors).

ARTICLE II DEFINITIONS

1. “Committee” means any committee of the Board, including any joint committee of the Board and the Board of Directors of University of Wisconsin Medical Foundation, Inc., and any subcommittee of any such committee.
2. “UWH OCC” means the UW Health Office of Corporate Counsel.
3. “UWH MCT” means the UW Health Marketing and Communications Team.
4. “UW Health” means the combined clinical enterprise of UWHCA, University of Wisconsin Medical Foundation, Inc., and their respective or jointly wholly-owned subsidiaries.

ARTICLE III PUBLIC STATEMENTS AND MEDIA INQUIRIES

1. Authorization. The Chairperson of the Board is the only individual authorized to speak publicly, make oral or written statements, or provide interviews on behalf of the Board. The Chairman will consult with the UWH MCT, and if appropriate, the UWH OCC, with respect to any public and/or media statements or interviews on behalf of the Board or in response to any media inquiries received regarding Board matters or UW Health matters. No Director or Committee member shall make any statement to the public or press in his capacity as a Director or Committee member unless such statement has been authorized by the Chairperson of the Board. The Chairperson may, in his or her discretion, after consultation with the UWH MCT, and if appropriate, the UWH OCC, authorize other individual(s), including Directors and Committee members, to speak on behalf of the Board with respect to a particular matter.
2. Media or Public Inquiries. Any Director or Committee member who is contacted by the media or any member of the public in person, by phone, by e-mail, by mail, or otherwise regarding the Board, Board matters, or UW Health, including with respect to any request for an interview, should inform such person that the Director or Committee member is not authorized to speak on behalf of the Board or

UW Health and should direct such person to the UWH MCT. Directors and Committee members who are contracted by the media or the public should ascertain the name of the person making such contact, the media outlet with which he or she is affiliated, if applicable, and the general topic of the inquiry, shall notify the UWH MCT immediately, and provide the UWH MCT with any information ascertained about the inquiry. Directors and Committee members should not respond to any questions or requests for information, even if such Director or Committee member knows the answer.

3. Press Releases. All press releases on behalf of the Board or any Committee are to be approved by the Chairperson of the Board in consultation with the UWH MCT and, if appropriate, the UWH OCC.

4. Social Media. This Policy also applies to Directors' and Committee members' use of social media sites, regardless of whether such Director or Committee member is posting on his or her own account or commenting on a third-party accounts or posts.

ARTICLE IV UWH MCT CONTACT INFORMATION

The UWH MCT can be contacted via phone at (608) 422-8355 or via e-mail at croth2@uwhealth.org or (315) 730-5719 or via email at trussell@uwhealth.org. The UWH MCT will involve the UWH OCC in matters relating to this Policy as appropriate.

ARTICLE V AMENDMENT

This Policy may be amended upon action of the Board or Executive Committee pursuant to the Bylaws or as otherwise authorized by the Board.



**UNIVERSITY OF WISCONSIN HOSPITALS AND CLINICS AUTHORITY
BOARD OF DIRECTORS POLICY MANUAL**

Board Conflict of Interest Policy

BOARD CONFLICT OF INTEREST POLICY

ARTICLE I PURPOSE, SCOPE, AND APPLICATION

1. The purpose of this Board Conflict of Interest Policy (the “Policy”) is to protect the interests of University of Wisconsin Hospitals and Clinics Authority (“UWHCA”) when it is contemplating entering into a transaction or arrangement that might benefit or appear to benefit the private interest of any member (“Director”) of the Board of Directors (“Board”) of UWHCA or any Committee member, indirectly benefit a Related Party, or result in a possible Excess Benefit Transaction. UWHCA was created as a public body corporate and politic in Chapter 233 of the Wisconsin Statutes to serve the purposes set forth in Section 233.04(3b)(a) of the Wisconsin Statutes, and each Director and Committee member must act and use good judgment to maintain and further UWHCA’s purposes and to maintain the public’s trust and confidence in UWHCA.

2. This Policy establishes guidelines, procedures, and requirements for:

(a) Identifying a Conflict of Interest and situations that may result in actual, potential, and/or perceived Conflict of Interest; and

(b) Appropriately managing a Conflict of Interest in accordance with legal requirements and the goals of accountability and transparency.

3. This Policy applies to all Directors of UWHCA and all Committee members. All Directors and Committee members must familiarize themselves with and adhere to the principles and rules set out in this Policy.

4. This Policy is intended to supplement but not replace any state and federal laws governing conflicts of interest applicable to non-profit and charitable organizations.

ARTICLE II DEFINITIONS

1. “Committee” means any committee of the Board, including any joint committee of the Board and the Board of Directors of University of Wisconsin Medical Foundation, Inc., and any subcommittee of any such committee.

2. “Compliance Committee” means the UW Health Compliance Committee, which is a standing committee of the Board.

3. “Conflict of Interest” means a situation:

(a) Where the outside interests or activities (such as Covered Interests) of a Director or Committee member interfere or compete with UW Health's interests or reduce the likelihood that such person's influence can be exercised impartially in the best interests of UW Health.

(b) Where the stake of a Director or Committee member in a transaction or arrangement is such that it reduces the likelihood that such person's influence can be exercised impartially in the best interests of UW Health.

(c) Where a Director or Committee member has divided loyalties.

(d) Where an Excess Benefit Transaction would occur.

(e) Which is prohibited by Section 19.46 of the Wisconsin Statutes.

4. "Covered Interest" means when any Director or Committee member has directly, or indirectly, through a Related Party:

(a) An ownership or investment interest in any entity with which UW Health has a transaction or arrangement.

(b) A compensation arrangement with UW Health or with any entity or individual with which UW Health has a transaction or arrangement.

(c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which UW Health is negotiating a transaction or arrangement.

(d) A legal commitment or financial interest, including by virtue of a board appointment, employment position, or volunteer arrangement, to act in the interests of another entity or individual.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A Covered Interest is not necessarily a Conflict of Interest. Under Article III.2, a person who has a Covered Interest may have a Conflict of Interest only if the Board decides that a Conflict of Interest exists.

5. "Excess Benefit Transaction" means any transaction in which an economic benefit is provided by UWHCA, directly or indirectly, to or for the use of a disqualified person and the value of the economic benefit provided by UWHCA exceeds the value of the consideration (including the performance of services) received by UWHCA. A "disqualified person" is any person who was in a position to exercise substantial influence over the affairs of the non-profit at any time during a five-year look-back period, ending on the date of the transaction, and includes, but is not limited to UWHCA's directors, officers, Related Parties, as defined herein.

6. "Interested Person" means any Director or Committee member who has a direct or indirect Covered Interest.

7. "Related Party" means any one of the following persons or entities:

(a) Any director, officer, employee, committee member, or volunteer of UW Health or its affiliates.

(b) Any Relative of any individual described in subsection 7(a) above.

(c) Any entity or trust of which any individual described in subsection 7(a) or 7(b) above serves as a director, trustee, officer, employee, or volunteer.

(d) Any entity or trust in which any individual described in subsection 7(a) or 7(b) above has a thirty-five percent (35%) or greater ownership or beneficial interest.

(e) Any partnership or professional corporation in which any individual described in subsection 7(a) or 7(b) above has a direct or indirect ownership interest in excess of five percent (5%).

(f) Any other entity or trust in which any individual described in subsection 7(a) or 7(b) above has a material financial interest.

8. “Relative” means any one of the following persons:

(a) The spouse or domestic partner of an Interested Person.

(b) The ancestors of an Interested Person.

(c) The siblings or half-siblings, children (whether natural or adopted), grandchildren, and great-grandchildren of an Interested Person.

(d) The spouse or domestic partner of any person described in subsection 8(c) above.

9. “UW Health” means the combined clinical enterprise of UWHCA, University of Wisconsin Medical Foundation, Inc. and their respective or jointly wholly-owned subsidiaries.

ARTICLE III PROCEDURES

1. Duty to Disclose. An Interested Person must disclose the existence of any actual, potential, or perceived Conflict of Interest as soon as such Interested Person identifies that there may be a Conflict of Interest, and before UW Health enters into the proposed transaction or arrangement that gives rise to the Conflict of Interest.

(a) The disclosure shall be made in writing to the Chairperson of the Board, unless the disclosure is being made by the Chairperson, in which case the disclosure should be made to the Chairperson of the Compliance Committee.

(b) The Interested Person shall be given the opportunity to disclose all material facts relating to the matter, including the circumstances giving rise to the Conflict of Interest.

2. Determining Whether a Conflict of Interest Exists. After disclosure of the actual, potential, or perceived Conflict of Interest, the Board, after consultation with the Compliance Committee, shall determine whether a Conflict of Interest exists by following the procedures described in this Section 3:

(a) The Interested Person shall disclose all material facts relating to the potential Conflict of Interest to the Board.

(b) After any discussion between the Board and the Interested Person, the Interested Person shall leave the Board meeting as applicable, while the determination of a Conflict of Interest is discussed and voted upon.

(c) The Board members, other than the conflicted Interested Person(s), if applicable, shall decide if a Conflict of Interest exists. If the remaining Board members determine by majority vote that no conflict exists, no further review of the matter by the Board is required if not ordinarily required in the normal course of business. The discussion and determination of the existence of a Conflict of Interest shall be documented in accordance with the procedures outlined in Article IV below.

(d) The determination that a Conflict of Interest exists shall require the Board and the Interested Person to follow the procedures outlined in Article III.3 below.

3. Procedures for Addressing the Conflict of Interest. To address a Conflict of Interest, the Board shall follow the procedures described in this Section 3:

(a) An Interested Person may make a presentation at the Board or Committee meeting, if appropriate, but after the presentation, the Interested Person shall leave the meeting during the discussion of, and if applicable, the vote on, the matter involving the Conflict of Interest.

(b) The Interested Person shall not request or accept any confidential information provided to the Board or Committee regarding the matter that is the subject to the Conflict of Interest.

(c) The Interested Person shall not attempt to intervene with or improperly influence the deliberations or voting on the matter giving rise to the Conflict of Interest.

(d) The Chairperson of the Board shall, if appropriate, appoint a disinterested person or committee to investigate market information and alternatives to the proposed transaction or arrangement, including obtaining comparability data when determining pricing and/or compensation.

(e) After exercising due diligence, including, if appropriate, investigating whether UW Health can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a Conflict of Interest, the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is: (i) in the UW Health's best interests; (ii) for its own benefit; and (iii) fair and reasonable.

(f) In conformity with the above determinations, the Board shall make its decision on the matter that is the subject of the Conflict of Interest.

If the Conflict of Interest involves a Committee member and/or a matter that is before a Committee rather than the Board, the matter that is the subject of the Conflict of Interest shall be referred to and acted upon by the Board as provided in this Article III.3, and not by the applicable Committee.

4. Violations of the Conflict of Interest Policy.

(a) If the Board has reasonable cause to believe an Interested Person has failed to disclose an actual, potential, or perceived Conflict of Interest, it shall inform the

Interested Person of the basis for such belief and afford the Interested Person an opportunity to explain the alleged failure to disclose.

(b) If, after hearing the Interested Person's response and after making further investigation as warranted by the circumstances, the Board determines the Interested Person has failed to disclose an actual, potential, or perceived Conflict of Interest, the Board shall take appropriate action to mitigate any adverse effect to UW Health resulting from such failure to disclose.

(c) Each Director and Committee member is responsible for reporting to the Board any suspected failure to disclose by any Interested Person, regardless of position.

5. Confidentiality.

(a) Subject to the state's open meetings law, Section 19.81-19.98, Wisconsin Statutes, Board and/or Committee discussions relating to the determination of the existence of a Conflict of Interest shall take place in closed session.

(b) Subject to the state's public records law, Section 19.31-19.39, Wisconsin Statutes, UWHCA shall maintain the confidentiality of any disclosures made in connection with this Policy and limit access to the information in accordance with UWHCA's Director Confidentiality Policy as in effect from time to time.

(c) Each Director and Committee member shall exercise care not to use, publish, or disclose confidential information acquired in connection with disclosures of actual, potential, or perceived Conflicts of Interest during or subsequent to his or her participation on the Board.

6. Documentation in Minutes. Board or Committee minutes, as applicable, will contain:

(a) With respect to the determination of whether a Conflict of Interest exists, the name of the Interested Person who disclosed or was otherwise found to have a potential, perceived, or actual Conflict of Interest; the nature of the potential, perceived, or actual conflict of interest; any action taken to determine whether a Conflict of Interest was present; and the Board or Committee's decision as to whether a Conflict of Interest in fact existed.

(b) With respect to whether or not the Conflict of Interest matter, transaction, or arrangement is approved, the names of the persons present for the discussions and vote related to such matter, transaction, or arrangement; the content of the discussion; whether alternatives were discussed that did not involve a Conflict of Interest; the basis for the determination that the matter, transaction, or arrangement was in UW Health's best interest, for its own benefit and fair and reasonable; and the record of the vote taken in connection with the proceedings.

7. Application of Section 19.46 of the Wisconsin Statutes. This Policy and the responsibilities and obligations of Directors and the Board (and Committee members) set forth herein are in addition to, and shall not alter, circumvent, or replace the statutory prohibitions, obligations, and rights set forth in Section 19.46 of the Wisconsin Statutes.

**ARTICLE IV
ANNUAL STATEMENTS AND DISCLOSURES**

1. State Disclosure. Each Director shall comply with his or her obligation to file with the state an annual statement of economic interest pursuant to Section 19.43-19.44, Wisconsin Statutes (“Annual State Disclosure”). The UW Health Office of Business Integrity in consultation, as appropriate, with the UW Health Office of Corporation Counsel, will review each Director’s Annual State Disclosure and will refer any potential, perceived, or actual Conflict of Interest identified thereon to the Board and with respect to any matter so referred, the Board shall follow the procedures set forth in Article III of this Policy.

2. Annual Certificate. Each Director and Committee member shall also annually sign a statement certifying to the Board that such person:

(a) Has received a copy of this Policy, the Director Confidentiality Policy, and the UW Health Code of Conduct;

(b) Has read and understands this Policy, the Director Confidentiality Policy, and the UW Health Code of Conduct;

(c) Has agreed to comply with this Policy, the Director Confidentiality Policy, and the UW Health Code of Conduct.

ARTICLE V USE OF OUTSIDE EXPERTS

When conducting a Conflict of Interest determination as provided for in Article III, UWHCA may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its fiduciary duties or responsibilities when considering a transaction or arrangement with an Interested Person or Related Party.

ARTICLE VI AMENDMENT

This Policy maybe amended upon action of the Board or Executive Committee pursuant to the Bylaws or as otherwise authorized by the Board.



**UNIVERSITY OF WISCONSIN HOSPITALS AND CLINICS AUTHORITY
BOARD OF DIRECTORS POLICY MANUAL**

Board Confidentiality Policy

BOARD CONFIDENTIALITY POLICY

ARTICLE I PURPOSE, SCOPE, AND APPLICATION

1. The purpose of this Board Confidentiality Policy (“Policy”) is to protect the confidential and proprietary interests of University of Wisconsin Hospitals and Clinics Authority (“UWHCA”) and UW Health by ensuring that all information that is confidential or privileged or that is not publicly available is not disclosed inappropriately, and to ensure that all nonpublic information about third parties acquired by members (“Directors”) of the UWHCA Board of Directors (“Board”) in dealing with third parties is treated as confidential and not disclosed.
2. This Policy establishes guidelines, procedures, and requirements for the use, protection, and disclosure of UW Health’s Confidential Information.
3. This Policy applies to all Directors and all Committee members (whether or not Directors).
4. All Directors and Committee members must familiarize themselves with and adhere to the principles and rules set out in this Policy.
5. This Policy remains subject in all respects to the State Public Records Law and State Open Meetings Law.

ARTICLE II DEFINITIONS

1. “Committee” means any committee of the Board, including any joint committee of the Board and the Board of Directors of University of Wisconsin Medical Foundation, Inc., and any subcommittee of any such committee.
2. “Confidential Information” means all information about UW Health including, without limitation, trade secrets, financial information, strategies, business plans, marketing plans, workforce and personnel information, philanthropic information, inventions, discoveries, processes, methods and techniques, ideas or know-how, or other confidential and proprietary information regarding UW Health’s business, facilities, patients, customers and suppliers, and board materials and discussions, in any format communicated orally, in writing, by electronic or other media, by visual observation, or by any other means and whether or not labeled or designated as confidential. The term “Confidential Information” does not include information which is or becomes available in the public domain, including as a result of compliance with the State Open Meetings Law or the State Public Records Law, other than as a result of a breach of this Policy.
3. “State Open Meetings Law” means Section 19.81-19.98, Wisconsin Statutes.

4. “State Public Records Law” means Section 19.31-19.39, Wisconsin Statutes.

5. “UW Health” means the combined clinical enterprise of UWHCA, University of Wisconsin Medical Foundation, Inc., and their respective or jointly wholly-owned subsidiaries.

ARTICLE III CONFIDENTIALITY

1. Duty Not to Disclose. Pursuant to this Policy and based upon the general fiduciary duties of loyalty and care Directors and Committee members owe to UWHCA, Directors and Committee members are required to protect and hold in confidence all Confidential Information provided or made available to or obtained by the Director or Committee member as a result of his or her position on the Board or any Committee. Disclosure of Confidential Information or the subjects of Board or Committee discussions or information related to those discussions, even if inadvertent, could cause competitive harm to UW Health. Moreover, any breach of confidentiality by a Director or Committee member would undermine the mutual trust and respect needed for effective Board operations and limit the full and frank discussion among members. Accordingly, every Director and Committee member is expected to maintain the confidentiality of all discussions they have as Board or Committee members as well as any Confidential Information provided to them in such capacities.

2. Use of Confidential Information. Any Confidential Information may only be used by a Director or Committee member in connection with his or her role as a Director or Committee member and may not be used, directly or indirectly, for any other purpose, including to benefit the Director or Committee member or any other persons or entities outside UW Health, or disclosed to any third party or person, including, without limitation, any principals or employees of entities that employ or have some other relationship with the Director or Committee member. The only exceptions to this Policy are instances in which the use or disclosure has been (a) approved by the Board of Directors, or (b) is required by law.

3. Disclosures Required by Law. If a Director or Committee member receives a request to disclose Confidential Information pursuant to the State Public Records Law, the Director or Committee member should not respond to such request and should promptly provide such request to the UW Health Office of Corporate Counsel. The UW Health Office of Corporate Counsel will respond to such request. If a Director or Committee member is requested, or required under any other applicable law to disclose any Confidential Information, the Director or Committee member shall promptly notify the UW Health Office of Corporate Counsel and shall provide such office with a copy of the request to permit UWHCA to seek a protective order or take other action that it in its discretion deems appropriate, and the Director or Committee member shall cooperate in its efforts to obtain a protective order or other reasonable assurance that confidential treatment will be accorded the Confidential Information. If, in the absence of a protective order, the Director or Committee member is compelled as a matter of law to disclose any Confidential Information pursuant to legal process or applicable law, the Director or Committee member may disclose only the part of the Confidential Information as is required by law to be disclosed, provided that the Director or Committee member will advise and consult with UWHCA and the UW Health Office of Corporate Counsel as to such disclosure and its nature and wording prior to making such disclosure, and the Director or Committee member will use reasonable best efforts to obtain confidential treatment for the information to be disclosed.

4. Attorney-Client Privilege. Notwithstanding the foregoing, a Director or Committee member may engage and share information with his or her legal counsel under attorney-client privilege in connection with fulfilling his or her duties as a Director or Committee member, provided that such counsel does not have, and does not represent any other person having, interests that are adverse to those of the UW Health. In addition, the Director or Committee member shall instruct any such counsel not to use

Confidential Information for any purpose other than to give the Director or Committee member advice solely in his or her capacity as a Director or Committee member for the purpose of assisting the Director or Committee member in discharging his or her duties as a Director or Committee member.

**ARTICLE IV
ACKNOWLEDGEMENT**

1. Acknowledgment. Each Director and Committee member will sign an annual statement certifying that he or she (a) has read and understands this Policy, and (b) has agreed to comply with this Policy. Such annual statement may be combined with other annual certifications of Directors or Committee members made with respect to other UWHCA Board of Directors policies.

**ARTICLE V
AMENDMENT**

This Policy may be amended upon action of the Board or Executive Committee pursuant to the Bylaws or as otherwise authorized by the Board.



**UNIVERSITY OF WISCONSIN HOSPITALS AND CLINICS AUTHORITY
BOARD OF DIRECTORS POLICY MANUAL**

Board and Committee Member Expectations Policy

BOARD AND COMMITTEE MEMBER EXPECTATIONS POLICY

ARTICLE I PURPOSE, SCOPE, AND APPLICATION

1. The purpose of this Board and Committee Member Expectations Policy (“Policy”) is to describe the expectations of Directors and Committee members to ensure that UWHCA achieves standards of excellence in the quality of its governance.
2. This Policy applies to all members of the Board (“Directors”) and all Committee members (whether or not Directors).

ARTICLE II DEFINITIONS

1. “Bylaws” means the Bylaws of UWHCA, as amended from time to time.
2. “Committee” means any committee of the Board, including any joint committee of the Board and the Board of Directors of University of Wisconsin Medical Foundation, Inc., and any subcommittee of any such committee.
3. “UW Health” means the combined clinical enterprise of UWHCA, University of Wisconsin Medical Foundation, Inc., and their respective or jointly wholly-owned subsidiaries.

ARTICLE III DIRECTOR AND COMMITTEE MEMBER EXPECTATIONS

1. Fiduciary Duties.
 - (a) Duty of Care. Each Director and Committee member is required to act in good faith; to use the same degree of diligence, care, and skill that a prudent person would use in similar situations or circumstances; to participate in deliberations and decisions; to make informed decisions without self-interest; to ask questions if issues arise about the validity or completeness of information provided; and to act in a manner that they reasonably believe is in the best interest of UW Health.
 - (b) Duty of Loyalty. Each Director and Committee member is required to act solely in the best interest of UW Health and to refrain from deriving personal gain to UW Health’s detriment. This duty includes compliance with the Director Conflict of Interest Policy, UWHCA BOD Policy #002.
 - (c) Duty of Obedience. Each Director and Committee member is required to comply with applicable law; honor the terms and conditions of UW Health’s mission, Bylaws, policies and procedures, and act at all times within the scope of his or her authority thereunder.

2. Accountability. Each Director and Committee member's fiduciary duties are owed to UWHCA. Directors and Committee members are not solely accountable to any special group or interest and shall make decisions that are in the best interest of UW Health as a whole. Directors and Committee members should be knowledgeable of the various stakeholders to whom UW Health is accountable and shall appropriately take into account the interests of such stakeholders when making decisions but shall not prefer the interests of any one group if to do so is not in the best interest of UW Health.

3. Policies. Each Director and Committee member shall be knowledgeable of and comply with all Board policies.

4. Teamwork. Directors and Committee members will exercise honesty in all written and interpersonal interactions. Board Members shall make every reasonable effort to maintain sound professional relations and work cooperatively with the Chairperson of the Board, Directors, Committee members, and UW Health senior management, and to protect the integrity and promote the positive image of UW Health and one another. Directors and Committee members may not attempt to exercise individual authority or influence over UW Health or assume personal responsibility for resolving organizational issues except as required by law, set forth in Board policies, or approved by the Board. Directors and Committee members will respect decisions of the Board and will not undermine those decisions.

5. Time and Commitment. Each Director and Committee member is expected to commit the time required to perform his or her duties as a Director and/or Committee member. Directors and Committee members are expected to attend all Board meetings and/or all Committee meetings to which they are assigned, as applicable, and to give the Board Chair advance notice of inability to attend such meetings.

6. Contribution to Governance. Directors and Committee members are expected to make a contribution to the effective governance of UW Health through:

- (a) Reviewing materials in advance of meetings and coming prepared to contribute to discussions and decision-making;
- (b) Offering constructive contributions to Board and Committee discussions and decision-making;
- (c) Contributing his or her special skill and expertise to Board and Committee discussions and decision-making;
- (d) Respecting the views of other members of the Board and/or Committee, as applicable;
- (e) Respecting the role of the Chairperson; and
- (f) Respecting the role and responsibilities of Committees.

ARTICLE IV AMENDMENT

This Policy may be amended upon action of the Board or Executive Committee pursuant to the Bylaws or as otherwise authorized by the Board.



**UNIVERSITY OF WISCONSIN HOSPITALS AND CLINICS AUTHORITY
BOARD OF DIRECTORS POLICY MANUAL**

Board and Committee Meetings Policy

BOARD AND COMMITTEE MEETINGS POLICY

ARTICLE I PURPOSE, SCOPE, AND APPLICATION

1. The purpose of this Board and Committee Meetings Policy (“Policy”) is to establish the rules, regulations, policies, and procedures for the conduct of meetings of the University of Wisconsin Hospitals and Clinics Authority (“UWHCA”) Board of Directors (“Board”) and its Committees to ensure open and transparent meetings and to ensure that meetings are conducted in accordance with the Bylaws and applicable law, including without limitation, the State Open Meetings Law and State Public Records Law.

2. This Policy applies to all members of the Board (“Directors”), all Board liaisons, and invited guests, all Committee members (whether or not Directors), and all employees who assist in the implementation of meetings. This Policy applies to all Board meetings and all Committees meetings.

ARTICLE II DEFINITIONS

1. “Board Policy Manual” means the policy manual adopted by the Board, as in effect from time to time, and which sets forth expectations and duties of Directors and policies and procedures for Board and Committee administration and function.

2. “Bylaws” means the Bylaws of UWHCA, as amended from time to time.

3. “Committee” means any committee of the Board, including any joint committee of the Board and the Board of Directors of University of Wisconsin Medical Foundation, Inc., and any subcommittee of any such committee.

4. “Charter” means the charter of a Committee adopted by the Board which sets forth Committee composition, authority, function, duties, and policies and procedures for Committee operations and administration.

5. “State Open Meetings Law” means Section 19.81-19.98, Wisconsin Statutes.

6. “State Public Records Law” means Section 19.31-19.39, Wisconsin Statutes.

7. “UW Health” means the combined clinical enterprise of UWHCA, University of Wisconsin Medical Foundation, Inc., and their respective or jointly wholly-owned subsidiaries.

ARTICLE III MEETING PROCEDURES

1. Schedule. Regular and Special meetings of the Board shall be held in accordance with the scheduling parameters set forth in the Bylaws. Committee meetings shall be held upon such schedule as is set by the Chairperson of each Committee, or as set forth in any applicable Committee Charter.

2. Notice of Meetings.

(a) Public Notice of Meetings. All meetings shall be publicly noticed in accordance with the State Open Meetings Law.

(b) Notice to Members. Any notice required to be given to a Director or Committee member under the Bylaws, the Board Policy Manual, or any Committee Charter shall be deemed given effectively if given in person or by telephone, mail addressed to such Director or Committee member at such Director or Committee member's address as reflected in UWHCA's records, facsimile, e-mail, or by other means of electronic transmission.

3. Conduct of Meetings Generally. Subject to applicable law, including the State Open Meetings Law and State Public Records Law, general parliamentary rules as set forth in Robert's Rules of Order ("Robert's Rules"), current edition, and as modified by any such rules, regulations, and policies of the Board as set forth in this Policy or in the Board Policy Manual, may be used as guidance in conducting the business and affairs of the Board and its Committees, but strict adherence to Robert's Rules is not required and other rules and/or practices may be followed in the discretion of the Chairperson of the Board or Chairperson of the Committee, as applicable, or as adopted by the Board.

4. State Open Meetings Law. All meetings of the Board and its Committees shall be conducted in accordance with the State Open Meetings Law.

5. Board Guests. The Board and its Committees, either through their respective Chairperson or at the request of the Board or Committee itself, may invite UW Health management, employees, or other persons as guests to attend all or any portion of a meeting, including closed session. The President of the UW Health medical staff, or his or her designee, shall be an invited guest for all meetings of the Board and shall be permitted to address the Board on matters before the Board that affect the discharge of medical staff responsibilities.

6. Closed Session. The Board and its Committees may conduct business in closed session as permitted by the State Open Meetings Law and may exclude members of the public from such closed session discussions. UW Health management, employees, and invited guests of the Board or any Committee, as applicable, may be permitted to participate in or may be excluded from closed sessions discussions at the discretion of the Chairperson of the Board or Committee, as applicable.

7. Agendas.

(a) Agenda Items. All items to be brought before the Board or any Committee thereof for discussion or action, except matters which come to the Board or any Committee thereof pursuant to its existing policies and those initiating in the Board or any Committee thereof itself, should reach the Board or Committee, as applicable through the Chairperson of the Board or Committee, as applicable. Directors or Committee members requesting that an item be included on a meeting agenda should submit such request to the Chairperson of the Board at least ten (10) business days prior to the meeting on which such Director or Committee member seeks to have such item included. Any such request shall be submitted in writing and shall be sufficiently descriptive to permit the Chairperson to consider the matter being submitted. The inclusion of any matter on any agenda, except as required by the Board's existing policies or as initiated by the Board or Committee itself, shall be in the sole discretion of the Chairperson of the Board or Committee, as applicable.

(b) Consent Agendas. The Board and its Committees may approve items of a routine, procedural, informational, or other self-explanatory or non-confrontational nature through a consent agenda as permitted by applicable law. Any Director or Committee member may request to the Chairperson before or during the meeting that any item be removed from a consent agenda for discussion.

(c) Publication of Agendas. The Chairperson of the Board or Committee, as applicable, shall make meeting agendas and materials that are subject to the State Open Meetings Law and State Public Records Law available to the public as required by such laws.

8. Quorum; Manner of Acting.

(a) Board. As required by the UWHCA Bylaws and Section 233.02(8), Wisconsin Statutes, eight (8) members of the Board shall constitute a quorum for the purpose of conducting the business of the Board, notwithstanding the existence of any vacancy. The vote of a majority of the Directors present at any meeting in which a quorum is present shall be necessary for any action of the Board.

(b) Committees. Unless otherwise provided in an applicable Committee Charter, a majority of the voting members of a Committee shall constitute a quorum for the purpose of conducting the business of the Committee. Unless otherwise provided in an applicable Committee Charter, the vote of a majority of the voting Committee members present at any meeting in which a quorum is present shall be necessary for any action of the Committee.

(c) Method of Voting. Unless otherwise required by applicable law or the Bylaws, any action to be taken by the Board or any Committee of the Board may be taken by voice vote or show of hands. Notwithstanding the foregoing, any Director or Committee member may request that the vote of each Director or Committee member be recorded, and upon such request, the Chairperson of the Board or Committee, as applicable, shall call for a roll-call vote. A vote by secret ballot may only be utilized in connection with the election of officers of the Board or UWHCA.

(d) Electronic Action. Any action required or permitted to be taken at any meeting of the Board or any Committee thereof may be taken by e-mail or by the use of a secure digital portal at the discretion of the Chairperson of the Board or the applicable Committee. Notice of any such electronic action shall be given in a manner permitted by the State Open Meetings Law. The deadline for action by electronic means shall be set forth in any notice of such action, provided that Directors and Committee members shall be given at least two (2) business days to respond to any requested action. If a quorum of the Board or Committee members respond by the time set for the vote in such notice, the action shall be approved if approved by a majority of the timely respondents, unless any timely respondent requests that the matter be considered at the next convened meeting of the Board or Committee.

9. Location. Any regular or special meeting of the Board or any Committee thereof may be held in-person, by one of more means of remote communication through which all Directors or Committee members may participate with each other during the meeting, such as internet or online meeting services with integrated audio and video, by telephone or other electronic conference call, in any combination of in-person and such means of remote communication, in each case in the discretion of the Chairperson of the Board, or in such other manner as the Board may approve by resolution. Any in-person component of any meeting shall usually be held in Madison, Wisconsin, or within a 30-mile radius thereof, but another location may be specified by the Chairperson or the Board. Participation in a meeting by a Director or

Committee members by remote communication shall constitute the presence in person at the meeting for all purposes, including quorum and voting.

10. Live Broadcast of Meetings. To permit greater accessibility to the open sessions of the Board and Committees thereof, meeting of the Board and its Committees will be broadcast live online for public viewing and made available to the public by telephone or electronic conference call (audio only). Such live broadcasts and audiocasts shall include only the open session portions of Board or Committee meetings. Instructions for public access to streaming and audio feeds will be included in all notices of public meeting required by the State Open Meetings Law and posted at www.uwhealth.org/about-us/uw-health-corporate-governance. Board and Committee meetings will not be recorded.

11. Public Comment. Meetings of the Board and its Committees are conducted in accordance with the State Open Meetings Law. The Board or a Committee shall allow members of the public to submit written comments. Members of the public wishing to submit public comment to the Board, or any Committee thereof, may do so via e-mail at pmeyer2@uwhealth.org.

12. Meeting Minutes. The Board and all Committees thereof are responsible for preparing and approving the minutes of meetings and documenting any actions taken in lieu of a meeting in accordance with applicable law, including without limitation, the State Public Records Law, the Bylaws, and this Policy. Minutes of all regular and special meetings shall be prepared by the Secretary or an Assistant Secretary of the Board and maintained by the Board and its Committees. Open session minutes of Board and Committee meetings are a public record to the extent provided in the State Public Records Law and shall be available for public viewing at www.uwhealth.org/about-us/uw-health-corporate-governance. Except as otherwise required by law, including the State Public Records Law, closed session minutes shall remain confidential and subject to the Director Confidentiality Policy, UWHCA BOD Policy #19.31-19.39.

ARTICLE IV AMENDMENT

This Policy may be amended upon action of the Board or Executive Committee pursuant to the Bylaws or as otherwise authorized by the Board.