

Outline of Board of Directors Education

I. Introduction

- Discuss corporate governance principles and best practices, including recent legislation and literature with respect to improving corporate governance practices and fiduciary obligations of Directors.
- Discuss the importance of continuous education of Board members.
- There will be a discussion of the Director's role in ensuring that the Hospital carries out its mission and responsibilities to the community.

II. Role of the Board of Directors

- Discuss the responsibilities of Board members, including obligations imposed on them by Federal Law, the NYS Public Authorities and Public Officers Law as well as the PBC Legislation, Joint Commission and the NYS Public Health Law.
- Discuss other general Director obligations; examples include ensuring financial responsibility and accountability of the Corporation, supporting the Hospital's mission and overseeing the performance and compensation of senior level management, including the CEO.

III. Conflicts of Interest and Ethics

- Duty of loyalty mandating that the best interests of the Corporation take precedence over any interest possessed by any individual trustee.
- Adoption of Conflict of Interest policies, Code of Conduct and Disclosure Statements.

IV. Discussion of Board Committees that Play Integral Roles in Board Functioning, Specifically:

- Audit and Corporate Compliance Committee.
- Executive Committee.
- Corporate Governance Committee.
- Personnel/Compensation committee.

V. Liability Protection for Trustees

- Discuss Public Officers Law and other legal protections and certain qualified immunities.
- D&O Insurance.

VI. Other Areas of Concern

- Examples include excess benefit transactions, private inurement and Intermediate Sanctions.

VII. Other Areas of Potential Risk to the Corporation

- Investment and debt management.
- Membership acquisition and retention.
- Fundraising.