

**DECATUR COUNTY MEMORIAL HOSPITAL**  
**BYLAWS OF THE BOARD OF TRUSTEES**  
**ARTICLE IV**

**MEETINGS OF THE BOARD OF TRUSTEES**

- 1.1 **Regular Meetings.** Regular meetings of the Board shall be held monthly at a time and place as determined by the Board from time to time.
- 1.2 **Special Meetings.** The Chairperson or any two (2) members of the Board may call a special meeting of the Board by delivering written notice setting forth the time, place and purpose of the meeting to the members of the Board.
- 1.3 **Notice of Meetings.** Notice of regular and special meetings shall be published pursuant to the Indiana Open Door Law, IC 5-14-1.5-1 et seq.
- 1.4 **Quorum and Majority.** A majority of the members of the Board shall constitute a quorum at any meeting of the Board. Board action shall require the affirmative vote of a majority of those members of the Board present at a regular or special meeting at which a quorum is present.
- 1.5 **Electronic Communications.** A Board member's attendance at a Board meeting is governed by IC 5-14-1.5 et seq. and this bylaw.
- 1.5.1 A member of the Board who is not physically present at a meeting of the Board may participate in a meeting of the Board by electronic communication only if the member uses a means of communication that permits:
- (1) the member and all other members participating in the meeting to simultaneously communicate with each other; and
  - (2) allows the public to simultaneously attend and observe the meeting (except for executive session).
- 1.5.2 A Board member participating by electronic communication may vote on official action only if the Board member can be seen and heard, and a minimum of five (5) Board members are physically present at the location where the meeting is conducted. However, a Board member participating by electronic communication may not vote on any final actions relating to: (i) adopting a budget, (ii) making a reduction in personnel, (iii) initiating a referendum, or (iv) establishing or increasing a fee.
- 1.5.3 All votes of the Board during the electronic meeting must be taken by roll call vote.
- 1.5.4 Each member of the Board is required to physically attend at least six (6) meetings of the Board annually.
- 1.5.5 A Board member who participates in a meeting by electronic communication:
- (1) is considered to be present at the meeting; and
  - (2) shall be counted for purposes of establishing a quorum.
- 1.5.6 A Board member shall request authorization to participate in a meeting of the Board by electronic communication two (2) days before the meeting to allow for arrangements to

be made for the member's participation by electronic communication. A maximum of six (6) requests can be accommodated unless such additional requests are due to military service, illness or other medical condition, death of a relative, or an emergency involving actual or threatened injury.

- 1.5.7 The Chairperson is authorized to suspend the requirement of 1.5.2., 1.5.4, and 1.5.6 in the event of an emergency.
- 1.5.8 This bylaw and policy must be posted on the Internet website of the Board.
- 1.6 **Attendance.** In the event a Board member is absent from three (3) consecutive regular Board meetings or is absent from four (4) regular Board meetings during a calendar year, upon recommendation of the Board, that member may be removed from office by the County Commissioners ("Commissioners") and the vacancy filled as provided for in Section 3.6 of these Bylaws.
- 1.7 **Record.** A written record of all proceedings of the Board and actions taken shall be maintained by the Secretary of the Board. The records of the Board shall segregate and keep confidential all material presented in Executive Session (See Section 4.8 of these Bylaws) and all peer review material as provided by the Indiana Peer Review Act, IC 34- 30-15-1 et seq. In addition, the Board may hold confidential until the information contained in the records is announced to the public, records of a proprietary nature that, if revealed, would place the Organization at a competitive disadvantage. This includes, but is not limited to, (1) terms and conditions of preferred provider agreements, (2) health care provider recruitment plans, and (3) competitive marketing strategies regarding new services and locations.
- 1.8 **Medical Staff Liaison.** Liaison between the Board, Medical Staff and Administration is accomplished by the Executive Committee of the Board, membership of which is more fully set forth in Article VII below. In addition, multi-disciplinary committees may be formed from time to time to assist in the communication processes. Further, members of the Medical Staff are invited and encouraged to attend any Board meeting at their pleasure.
- 1.9 **Executive Session.** The Board may meet in Executive Session as provided by the Indiana Open Door Law, IC 5-14-1.5-1 et seq. and IC 16-22-3-28 et seq. to discuss strategy and any other matters or information concerning a trustee, officer, employee or member of the Medical Staff, to discuss prior to any final action by the Board which may result in any action of any nature whatsoever, and to discuss any other material or information which the Board considers to be confidential or privileged, including (1) the discussion and preparation of bids, proposals, or arrangements that will be competitively awarded among health care providers, (2) the recruitment of health care providers, and (3) competitive market strategy. The Board shall meet in Executive Session to hear an appeal and conduct a review on the record at the request of a member of the Medical Staff and conduct its deliberations thereon in accordance with the Medical Staff Bylaws, the federal Health Care Quality Improvement Act and the Indiana Peer Review Act, IC 34-30-15-1 et seq.; provided however, that final action thereon shall be taken at a regular Board meeting.
- 1.10 **Orientation and Continuing Education.** There shall be a program for the orientation of new members of the Board to familiarize them with the Board and Medical Staff Bylaws, organization, rules and regulations, Personnel Policy Manual, copy of last report of an accrediting organization recognized by the Centers of Medicare and Medicaid Services, and responses along with a copy of the standards pertinent to the Board, State Department of Health Licensure survey

report and response, last annual financial report and the current budget, credentials requirement, contractual arrangements, legal issues, corporate compliance program, HIPAA regulations and other relevant issues. There shall also be a continuing education program to update and review these issues and others that may be of interest and importance to the Board.

- 1.11 **Standards for Board Members.** Pursuant to IC 16-22-2.5-1 (a-b), each member of the Board shall, based on the facts then known to the member, discharge the member's duties as follows: (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 the member reasonably believes to be in the best interests of the Organization.

In discharging the member's duties, a member may rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by one of the following: (1) A person whom the member reasonably believes to be reliable and competent in the matters presented; or (2) Legal counsel, public accountants, or other persons as to matters the member reasonably believes are within the person's professional or expert competence. A member is not acting in good faith if the member has knowledge concerning a matter in question that makes such reliance unwarranted. A member of the Board who violates these standards may be removed from the Board by action of the Board.

- 1.12 **Pledge of Confidentiality.** Pursuant to IC 16-22-2.5-2, each member of the Board must ensure that all proprietary and competitive information concerning the Organization is kept confidential. A member of the Board may not disclose confidential information concerning the Organization to any person not authorized to receive this information. Any new member of the Board, and any principal officer, or member of a committee with Board-delegated powers, as determined by the Board, shall execute a statement at the time of such appointment, and thereafter as determined by the Board, indicating that he/she has read and understands, and will comply with, the duty of confidentiality set forth in this Section 1.12. All executed statements shall be maintained by the President. A member of the Board who violates the Pledge of Confidentiality may be removed from the Board by action of the Board.