

Officers of the District:

4.1 OFFICERS. The officers of the Board of Directors shall be a President, Secretary, and a Treasurer. All officers who shall be chosen from among and shall hold office at the pleasure of the Board of Directors. The Board of Directors may create such other offices as the business of the District may require, and the holder of each such office shall hold office for such period, have such authority, and perform such duties as are provided by the Local Health Care District Law, these Policies, or as the Board of Directors may, from time to time, determine. Such additional offices may include, General Counsel and an Executive Director and shall be filled either by members or non-members of the Board of Directors.

4.2 ELECTION OF OFFICERS. The officers of the Board of Directors shall be elected every two (2) years in January, and each officer shall hold office for two (2) years, or until his or her successor shall be elected and qualified, or until he or she is otherwise disqualified. In the event all officers are disqualified or removed from office, the District Board shall elect the Executive Director as President *pro tempore* who shall conduct the first Board of Directors meeting until new officers are elected.

4.3 PRESIDENT. If at any time the President shall be unable to act, the Secretary shall take his or her place and perform the duties of the President. If the Secretary shall also be unable to act, the Treasurer shall take his or her place and perform the duties of the President. If the Treasurer shall also be unable to act, the District Board may appoint some other member of the Board of Directors to do so, and such person shall be vested temporarily with all the functions and duties of the office of President.

The President:

A. Shall preside over all meetings of the Board of Directors.

B. Shall sign, as President, and with the attestation of the Secretary shall execute in the name of the District, all contracts and conveyances, and all other instruments in writing which have been authorized by the Board of Directors, except as otherwise determined by the Board of Directors.

4.4 SECRETARY. The Secretary shall keep, or cause to be kept, accurate and complete minutes of all meetings of the Board of Directors, to be kept at the principal office of the District, showing the time and place, whether regular or special, call meetings on order of the President or any three (3) Directors, attend to all correspondence of the Board, attest the signature of the President on contracts and conveyances and all other instruments as outlined in Policy No. 11, and to perform such other duties as ordinarily pertain to the office.

If at any time the President shall be unable to act, the Secretary shall take his or her place and perform the duties of such office.

4.5 TREASURER. The Treasurer shall be responsible for ascertaining that all receipts are deposited and disbursements made in accordance with these Policies, the directions of the District Board, and good business practice. If, at any time, both the President and Secretary shall be unable to act, the Treasurer shall take the place of the President and perform the duties of such office.

The District Board may appoint an Assistant Treasurer, who may or may not be a member of the Board of Directors, to maintain the financial records of the District, and render a report to the Board of Directors on the financial affairs of the District at least quarterly.

4.6 Corporate Board Representation

A. Pursuant to the 2018 lease between MTMC and the District, leasing the hospital and clinics to MTMC for the next 10 years, the District is required to nominate a District board member to the MTMC fiduciary corporate board to serve as one of the five trustees.

B. The District Board member nominated by the District, whose appointment is contingent on Dignity Health approval, whose appointment shall not be unreasonably withheld, will serve for 3 years, to a maximum of 3 consecutive full 3-year terms on the corporate board.

C. Subject to the consecutive term restriction above, the President of the District Board shall be elected to the MTMC Board of Trustees by the District Board. If the President chooses not to serve as a Trustee, then the nominee shall be chosen from among the other members of the District Board by a District board vote by a simple majority. If the Trustee ceases to be President of the District Board, but remains on the District Board, during a term as a member of the Mark Twain Medical Center Board of Trustees, that person shall continue to serve the remainder of their term as a MTMC Trustee. If the MTMC Trustee ceases to be a member of the Mark Twain Health Care District Board then they are no longer deemed qualified to serve on the MTMC Board. In that case another member of the District Board must be nominated under the above guidelines and restrictions.

D. The District member appointed to the MTMC Board of Trustees has no requirement to report MTMC Board business to the District, unless requested by the MTMC Board. However, the District member appointed to the Board of Trustees will be responsible for ensuring that the MTMC Board of Trustees abides by the master lease, and any breaches or potential breaches of the master lease will be reported to the District Board.

E. District members appointed to the MTMC Board of Trustees serve at the pleasure of the District Board and may be removed at any time with or without cause by a majority vote of the District Board.

4.7 Community Board Representation

A. The 2018 lease between MTMC and the District, leasing the hospital and clinics to MTMC for the next 10 years establishes a Community Board. The seven-member Community Board will be responsible for approval of the MTMC Medical Staff Bylaws, Medical Staff privileging and credentialing, and quality oversight. The Fiduciary Corporate Board shall also seek the advice of the Community Board regarding: i) the MTMC mission, vision, and strategic direction, ii) priorities for MTMC's community benefits, iii) proposals for material changes in clinical services, and iv) strategic plans.

B. One of the Community Board members will be a District Board member, not already on the Fiduciary Board. That member will serve 2 years and can serve for a maximum of 3 consecutive full 2-year terms on the Community Board. The District Board member will be nominated by the District Board by a simple majority and must be approved by the MTMC Fiduciary Board, which shall not be unreasonably withheld. District members appointed to the Community Board serve at the pleasure of the District Board and may be removed at any time with or without cause by a majority vote of the District Board.

C. At Large Calaveras County Residents: Three at-large Calaveras County residents shall serve on the Community Board. They will serve 2-year terms and can serve for a maximum of 3 consecutive 2-year terms. At the initial start of the new lease 1 community board member will serve for 1 year and two will be appointed for 2 years. Residents will be nominated by a nominating committee comprising the MTMC CEO, MTMC Chief of Staff, District Board member who sits on the Community Board, and MTMC Board member who is not also a District Board member and sits on the Community Board. Nominees require approval by the MTMC Board, which shall not be unreasonably withheld.