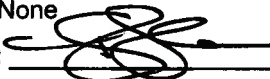


Policy Name: Nominating Committee – Composition and Functions Policy (HHP-01)

Effective Date:

Approved by the Board: [June 26, 2013]

Previous Versions: None

Approval Signature: 

Name: Douglas Kwock, M.D. **Title:** President/Chair

Definitions:

"Board" means the HHP Board of Managers.

"Committee" means the HHP Nominating Committee.

"HHP" means Hawai'i Health Partners, LLC.

"HHP Hospitals" means Kapi'olani Medical Center for Women and Children, Pali Momi Medical Center, Straub Clinic & Hospital and Wilcox Memorial Hospital or such other acute or chronic care hospital in the State of Hawai'i, provided such hospital has entered into a Participation Agreement with HHP to provide covered services to HHP patients.

"LLC Agreement" means the Limited Liability Company Operating Agreement, dated June 10, 2013, made by and between HHP and Hawai'i Pacific Health, as the sole member of HHP.

"Participation Agreement" means a written agreement with HHP to provide covered services to HHP patients.

"Physician Manager" means a physician who is duly elected to serve on the Board in accordance with the LLC Agreement.

"Physician Participant(s)" means a Hawai'i-licensed physician in active clinical practice who has entered into and has a Participation Agreement with HHP or who has been employed by an entity that has entered into and has a current Participation Agreement with HHP and is a participating physician thereunder.

"President/Chair" means the Board President/Chair of the Board.

Policy Statement:

This policy defines the Committee's membership and general operations, and the processes by which it develops a slate of Physician Manager candidates and recommendations for Board officer candidates in accordance with the LLC Agreement. HHP is committed to providing a fair and transparent process for

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the identification, screening and recommendation of Physician Manager candidates for election by Physician Participants to the Board, and of Board officer candidates for election by the Board.

Policy / Procedure:

I. Committee Composition

- A. The Committee shall consist of at least three (3) members. All Committee members shall be appointed by the President/Chair, subject to Board approval. The Committee chair shall be appointed by the Board.
- B. The term of each Committee member shall be of three (3) years, and members can be reappointed by the President/Chair, subject to Board approval. There are no term limits imposed on individuals serving on the Committee.
- C. Committee member responsibilities include the following:
 1. Regularly attend meetings;
 2. Provide input and actively engage in discussions;
 3. Review all background documents prior to each meeting; and
 4. Accept individual tasks as assigned by the Committee.

II. Committee Operation and Function

- A. The principal responsibilities and functions of the Committee shall include:
 1. Report to and make recommendations on the nomination of managers and officers to the Board;
 2. Conducting appropriate inquiries into the backgrounds and qualifications of possible Physician Manager candidates;
 3. Ensuring that a Board leadership succession plan is in place;
 4. Developing a slate of Physician Manager candidates for election by the Physician Participants to fill Physician Manager positions;
 5. Providing nominations to the Board for officer positions that are expiring; and
 6. Performing such other tasks related to the Board's recruitment and retention as the Board deems necessary or appropriate.
- B. Committee Meetings
 1. For regularly scheduled elections of Physician Managers and Board officers, the Committee shall begin regular meetings at least three (3) months in advance of the scheduled election date and shall meet as often as necessary to carry out its responsibilities.
 2. In the event of a vacancy in a Physician Manager position on the Board or in a Board officer position, the Committee shall begin regular meetings as soon as reasonably practicable after learning of such vacancy.

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3. Committee meetings can be in person or via any means of communication by which all Committee members can hear each other during the meeting.
 4. Prior to Committee meetings, Committee members shall be provided all pertinent information needed to make informed decisions.
- C. Annually, the Board shall provide the Committee a listing of all current Physician Managers, including the expiration date of their current term; officer positions held, if any; number of terms served; and such other information as may be reasonably requested to enable the Committee to evaluate Board composition and officer requirements and perform its duties.
- D. In developing the proposed slate of Physician Managers, the Committee shall adhere to the applicable requirements set forth in the LLC Agreement, which specify that the Board is to be comprised of a total of ten (10) Physician Participants, six (6) of whom shall be primary care physicians, and four (4) of the Physician Managers shall be specialists. For purposes of this policy, primary care physicians are internal medicine physicians, pediatricians, and family medicine physicians (who are treated as primary care physicians pursuant to their Participation Agreements). All other physicians, including obstetricians and hospitalists, are considered specialists for purposes of this policy.

Related Documents:

HHP Limited Liability Company Operating Agreement

Distribution: