



RESOLUTION OF THE BOARD OF DIRECTORS TO APPOINT AN INTERIM PRESIDENT AND CHIEF EXECUTIVE OFFICER OF UNIVERSITY HOSPITAL

WHEREAS, the Bylaws of University Hospital (the “Bylaws”) require the designation of Officers of the Hospital; and

WHEREAS, Article V, Section 1, of the Bylaws specifies the qualifications and duties of Officers of the Hospital; and

WHEREAS, Article V, Section 1, of the Bylaws further states that the Hospital’s Officers may consist of, among other Officers, a President and a Chief Executive Officer, which may be held by the same person; and

WHEREAS, Article V, Section 2, of the Bylaws permits any officer to resign at any time by giving written notice of such resignation to the Hospital; and

WHEREAS, the Board anticipates such written resignation from President and Chief Executive Officer Shereef Elnahal, MD, MBA in light of his nomination by President Joseph Biden to serve as the Undersecretary for Health at the United States Department of Veterans Affairs; and

WHEREAS, Article III, Section 1, of the Bylaws permits the Board of Directors to appoint and fix the compensation and terms of office of the President and Chief Executive Officer of the Hospital; and

WHEREAS, in accordance with regulatory and accreditation requirements, as well as operational necessity, the Board desires to appoint an Interim President and Chief Executive Officer of University Hospital on an at-will basis until such time the Board completes a candidate search for the position of President and Chief Executive Officer; and

WHEREAS, the Board desires to appoint Mary K. E. Maples, Esq. to serve as Interim President and Chief Executive Officer of University Hospital, effective immediately upon Dr. Elnahal’s departure; and

WHEREAS, as Interim President and Chief Executive Officer of University Hospital, Ms. Maples shall have the authority to exercise all powers and duties of President and Chief Executive Officer provided for by the Bylaws, including, without limitation, the authority to execute bonds, mortgages, and other contracts on behalf of the Hospital, and shall cause the seal to be affixed to any instrument requiring it.

NOW, THEREFORE BE IT RESOLVED by the Board of Directors of University Hospital:

1. The above recitals are incorporated herein.
2. The Hospital hereby appoints Mary K. E. Maples, Esq. to serve as Interim President and Chief Executive Officer of University Hospital, effective immediately upon Dr. Elnahal's departure, with the authority to exercise all powers and duties of President and Chief Executive Officer provided for by Article V, Section 5.
3. The Chair of the Board is hereby authorized on behalf of the Board to negotiate and recommend a salary to the Board for final approval for the Interim President and Chief Executive Officer not to exceed the average salary for this position based on regional and public hospital market surveys provided by SullivanCotter, along with goals and metrics to measure performance and, to the extent consistent with the Hospital's compensation policies and practices, a portion of that salary at risk based on improvements at University Hospital, which shall be finalized by the Chair prior to the start date; and
4. The Board will initiate a recruitment process for a permanent President and Chief Executive Officer, and also take whatever actions are needed to explore other options to fill these positions, should the board ultimately deem those options necessary or desirable.

RESOLUTION ADOPTED: March 21, 2022