

**RESOLUTION OF THE BOARD OF DIRECTORS TO APPOINT A  
PRESIDENT AND CHIEF EXECUTIVE OFFICER OF UNIVERSITY HOSPITAL**

**WHEREAS**, the Bylaws of University Hospital (the “Bylaws”) require the Board of Directors to designate Officers of the Hospital; and

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

**WHEREAS**, Article V, Section 5, of the Bylaws specifies Officers and their duties, and 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**, pursuant to Article V, Section 3, of the Bylaws and Resolution 2022-0321-164, the Board of Directors appointed Mary K. E. Maples, Esq. to serve as Interim President and Chief Executive Officer of University Hospital;

**WHEREAS**, pursuant to Article III, Section 8, of the Bylaws and Resolution 2022-0526-170, the Board established a Search Committee to conduct a public search for the next President and Chief Executive Officer to assume this role following Ms. Maples’ departure from University Hospital; and

**WHEREAS**, the Search Committee of the Board began a nationwide search for the next President and Chief Executive Officer by retaining the nationally recognized executive search firm, Odgers Berndtson, to conduct the search process as well as advertising the position on University Hospital’s website; and

**WHEREAS**, the Search Committee was presented with a pool of candidates by Odgers Berndtson and conducted multiple rounds of interviews with a diverse group of the most qualified candidates from across the country; and

**WHEREAS**, following this rigorous search, the recommendation of the Search Committee is to appoint Mr. Edward Jimenez, MBA to the position of President and Chief Executive Officer at a total compensation consistent with University Hospital’s current executive compensation philosophy, which shall be finalized by the Chair prior to the start date; and

**WHEREAS**, as President and Chief Executive Officer of University Hospital, Mr. Jimenez shall have the authority to exercise all powers and duties of President and Chief Executive Officer



provided for in 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 THAT**, pursuant to Article V, Section 3, of the Bylaws, the Board hereby concludes the appointment of Ms. Mary K. E. Maples as Interim President and Chief Executive Officer of University Hospital, effective upon the start date of Mr. Jimenez; and

**BE IT FURTHER RESOLVED THAT**, pursuant to Article V, Section 1, of the Bylaws, the Board hereby appoints Mr. Edward Jimenez, MBA to serve as President and Chief Executive Officer of the Hospital, effective not later than February 28, 2023, at a total compensation consistent with University Hospital's current executive compensation philosophy, which amount shall be finalized by the Chair prior to the start date; and

**BE IT FURTHER RESOLVED THAT**, pursuant to Article V, Section 5, of the Bylaws, Mr. Jimenez shall have all of the powers and duties associated with the positions of President and Chief Executive Officer in the Bylaws without limitation; and

**BE IT FURTHER RESOLVED THAT**, pursuant to Article III, Section 8, of the Bylaws and Resolution 2022-0526-170, the Search Committee is hereby dissolved.

I hereby certify that this Resolution 2022-1222-191 is a true copy of actions duly adopted by University Hospital as of the date hereof.

**Resolution Adopted: December 22, 2022**

  
\_\_\_\_\_  
Tracy Forsyth, Esq., Corporate Secretary



**RESOLUTION OF UNIVERSITY HOSPITAL  
APPOINTING A CHIEF LEGAL OFFICER &  
CORPORATE SECRETARY**

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

**WHEREAS**, Article V, Section 5, of the Bylaws specifies the qualifications and duties of the Corporate Secretary of the Hospital and provides that the General Counsel shall serve as Corporate Secretary; and

**WHEREAS**, the Board desires to appoint McKenzie A. Wilson, Esq. as Chief Legal Officer and Corporate Secretary of the Hospital;

**NOW, THEREFORE, BE IT RESOLVED THAT**, pursuant to Article V, Section 2, of the Bylaws, effective January 15, 2023, McKenzie A. Wilson, Esq. is hereby appointed as Chief Legal Officer, and in such capacity shall function as the “General Counsel” as contemplated by the Bylaws, and is hereby further appointed as Corporate Secretary of the Hospital; and

**BE IT FURTHER RESOLVED THAT**, pursuant to Article V, Section 5, of the Bylaws, Ms. Wilson shall have the power and duties associated with the role of Corporate Secretary.

**BE IT FURTHER RESOLVED THAT**, pursuant to Article V, Section 3, of the Bylaws, effective May 6, 2022, the prior corporate Officers in the aforementioned positions are removed; and

**BE IT FURTHER RESOLVED THAT**, pursuant to Article V, Section 5, of the Bylaws, these appointed Officers shall have the power to execute bonds, mortgages, and other contracts, as directed by the President and Chief Executive Officer.

I hereby certify that this Resolution 2022-1222-192 is a true copy of actions duly adopted by University Hospital as of the date hereof.

**Resolution Adopted: December 22, 2022**

  
\_\_\_\_\_  
**Tracy C. Forsyth, Corporate Secretary**

*Exhibit "A" – Attached please find the resume of McKenzie A. Wilson, Esq.*

*See attached.*