

COMMUNITY BENEFITS PLAN

INITIAL FILING INFORMATION

Pursuant to RSA 7:32-c-1

to be filed with:

Office of the Attorney General
Charitable Trusts Unit
33 Capitol Street, Concord, NH 03301-6397
603-271-3591
<http://doj.nh.gov/charitable/index.html>

<u>Frisbie Memorial Hospital</u>	<u>02-20222131</u>	
Organization Name	Federal Tax Identification Number	
<u>11 Whitchall Road</u>	<u>6274</u>	
Street Address	State Registration Number	
<u>Rochester</u>	<u>NH</u>	<u>03867</u>
City	State	Zip Code

The following information and attachments must be included with the initial community benefits plan filed with the Attorney General:

I. a. General Background Information:

Name and Address of the chief executive officer and board chair:

b. Organizational Structure:

Please attach:

- A copy of the charitable trust's articles of incorporation, constitution, and by-laws, or other instrument of creation.

- A list of the names and addresses of the officers and directors of the organization.

- A brief description of the governance and administrative structure of the health care charitable trust, its parent and subsidiary entities, if any.

II. Program Information

Does your health care charitable trust have a strategic plan that addresses community benefits?

Yes _____ No X _____

If yes, please **attach** a copy of the plan or section(s) of the plan pertaining to community benefits.

PLEASE NOTE: It will not be necessary to resubmit the information requested in I and II unless changes or amendments occur. Any updated information or amended organizational documents must be submitted to the Attorney General at the time the community benefits plan is filed.

COMMUNITY BENEFITS PLAN
INITIAL FILING INFORMATION

Addendum I

I. a. General Background Information:

Name and Address of CEO and board chair:

John Marzinzik, President/CEO
175 Old Road
Eliot, ME 03903

Ron Poulin, Chair, Board of Trustees
3 Landry Lane
Rochester, NH 03839

Addendum II

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Bylaws Revised 5/09; 1/12; 1/13

FRISBIE MEMORIAL HOSPITAL MISSION STATEMENT

The Mission of Frisbie Memorial Hospital is to excel at caring for the community by providing healthcare services that are safe, effective, efficient, equitable, timely and patient-centered. We will ally ourselves with other community healthcare providers to enhance our mutual ability to improve the health of our community and the quality of life for the people we serve.

Mission Statement Revised: 5/25/00
1/31/08

CHARTER (CONSTITUTION), AND BYLAWS OF
FRISBIE MEMORIAL HOSPITAL
ROCHESTER, NEW HAMPSHIRE

Article A

STATUTE Frisbie Memorial Hospital was incorporated by act of the New Hampshire Legislature on March 28, 1919, "authorized to establish and maintain in the City of Rochester an institution for such nursing, care, support, and medical and surgical treatment of sick and disabled people as are usually provided and furnished by similar institutions, and for such purposes acquire and hold by lease, purchase, donation, deed, will or otherwise, real and personal estate, and such institution being in the nature of a public charity its property shall be exempt from taxation. Said Corporation may establish and adopt a constitution and bylaws, rules and regulations, and from time to time alter the same, choose honorary members, constitute officers, committees, agents and sub-agents, servants, and have and exercise all the powers and privileges incident to corporations of like nature and not contrary to the constitution and laws of this state..." (New Hampshire Sessions Laws 1919, Chapter 305; LL. 1929: 335; LL. 1964:473; LL. 1979:29)

Article B

NAME The name by which the Corporation shall be known is the Frisbie Memorial Hospital.

Article C

OBJECTIVES The objectives of the Corporation shall be:

- a. To establish and maintain an institution or institutions within the State of New Hampshire with permanent facilities that include inpatient beds and medical services to provide diagnosis and treatment for patients (and associated services such as, but not limited to, extended care, outpatient and emergency room care, and home care).
- b. To carry on any educational activities related to the rendering of care to sick and injured or to the promotion of health that in the opinion of the Board of Trustees may be justified by the facilities, personnel, funds, and other requirements that are or can be made available.
- c. To promote and carry on scientific research related to the care of the sick and injured insofar as, in the opinion of the governing board, such research can be carried on or in connection with the hospital; and

d. To participate, so far as circumstances may warrant, in any activities desired and carried on to promote the general health of the community.

This Corporation is organized exclusively for charitable, scientific, and educational purposes as a not-for-profit corporation, and its activities shall be conducted for the aforesaid purposes in such a manner that no part of its net earnings shall inure to the benefit of any member, trustee, officer or individual. Upon dissolution of the Corporation, and after payment of just debts and liabilities, all remaining assets shall be distributed to organizations enjoying an exempt status under Section 501 (c) (3) of the Internal Revenue Code of 1954 as amended, or successor provisions. The Corporation shall not substantially engage in carrying on propaganda or otherwise attempting to influence legislation.

**FRISBIE MEMORIAL HOSPITAL
BYLAWS**

ARTICLE I CORPORATION

Section 1. Members. a. The members of the Corporation, to be known as "corporators," shall be elected at the Annual Meeting of the Corporators by the membership as generally outlined in Article I Section 1b. Beginning with the Annual Meeting in 2010, and effective thereafter, members of the Corporation shall number not more than twenty nine (29) , and not less than twelve (12), and shall include those serving as Trustees, both those elected and voting and the three ex-officio and non-voting. The three non-voting Trustees shall also be non-voting corporators.

b. It is recognized that for the Corporation to attain its full stature as an integral part of the social organization of the community it serves, its members and Trustees who are elected therefrom should represent a cross section of major segments of the area which supports and is served by the hospital.

Section 2. Board of Trustees. The Corporation shall be governed by a Board of Trustees whose members shall be elected by and from the corporators at the annual meeting of the Corporation in such number, within the limits under Article II, Section 1 as the corporators shall then first decide.

Section 3. Corporators. Voting corporators shall hold office for one (1) year, and may be re-elected for a maximum total of seven (7) consecutive terms, except that if elected a Trustee, a corporator shall continue to serve as a Corporator conterminously with their serving as a Trustee as outlined in Article II, Section 2 . In any case, after a one-year hiatus, a new seven year period may begin.

Section 4. Annual Meeting. The Annual Meeting of the Corporation shall be held on the last Thursday in January, at such time and place as shall be designated by the Chairman of the Board of Trustees in the call of the meeting.

Special meetings may be called by the Chairman, or by written request of one-third of the members of the Board, and shall be called within seven (7) days of receipt of a written request of one-third of members of the Board. Written notice of special meetings shall be mailed to each member at least seven (7) days before the date of such special meeting. The notice shall state the business for the transaction of which the special meeting has been called, and no business other than that stated in the notice shall be transacted at such special meeting. At any meeting a simple majority of corporators elected and serving shall constitute a quorum for the transaction of business. Each (voting) corporator shall be entitled to one vote, and the majority of those present and voting shall prevail.

ARTICLE II

BOARD OF TRUSTEES

Section 1. Composition. The Board of Trustees, to consist of not more than eighteen (18) nor less than twelve (12) members, in addition to three (3) non-voting members who shall be qualified ex-officio, these being the President of the Medical Staff, the President of the Frisbie Memorial Hospital Auxiliary, and the President of this Corporation.

Section 2. Term. Trustees are elected to three-(3) year terms. Beginning at the Annual Meeting in 2008, Trustees may serve a maximum of four (4) consecutive terms. If the Chairman, Vice Chairman or Immediate Past Chairman is serving in that office and has an un-expired term when his/her maximum number of terms has been reached, that Trustee may serve beyond the four (4)-term maximum but only to the extent necessary to complete his/her succession through the office of Immediate Past Chairman.

Section 3. Qualifications. Nomination and selection of Board members shall be based on a demonstrated interest in and involvement in community service; an ability and willingness to devote the time necessary to serve the hospital as both Board member and Committee member; fulfillment of a need for a representative cross-section of occupations and skills, professions (including physician representation), geographic locations from the hospital service area; and willingness to support the philanthropic efforts of the hospital.

Section 4. Orientation/Development. Every new member of the Board shall be oriented to issues, operations and responsibilities of the Board. All Trustees shall receive continuing education as appropriate through a program to be organized and implemented by the Governance Committee and President.

Section 5. Resignations//Vacancies. Any Trustee may resign his or her duties at any time by giving written notice to the Chairman. A vacancy may be filled for the un-expired portion of the term by appointment by the Chairman, and ratification by the Board of Trustees. .

Section 6. Powers. The Corporate powers of the Corporation shall be vested in the Board of Trustees, which either directly or through its Standing or Special committees, shall: develop and adopt an operating and capital budget; shall forecast its capital equipment needs on a rolling, three-(3) year cycle (Year one shall include all capital equipment requested for the next fiscal year, while years two and three should include only major capital equipment, or equipment required for a new or planned program); shall supervise the management/investment of all the special funds and trust funds, consistent with all state and federal regulations; shall require reports concerning such investments and seeing that proceeds of those investments, after deduction of legitimate expenses, are paid to the proper account of the hospital, and that principal and interest are utilized in accordance with the terms of the trust; shall require an annual independent audit of the fiscal affairs of the hospital; shall provide for a strategic plan for the Corporation; shall provide for the resources and support systems for Performance Improvement function and Risk Management function relating to patient care and safety; shall have charge, control and management of the property, affairs and funds of the Corporation; shall

select through a process it deems appropriate, a President for the Corporation who shall be its Chief Executive Officer as described in Article IV, Section 5 of these Bylaws; shall fill vacancies among their number or the officers for un-expired terms, and shall have the power and authority to do and perform all acts and functions not inconsistent with these Bylaws or pertinent public laws, including the formulation, adoption, publication, and revision, from time to time, of working policies and rules and regulations supplemental hereto.

Section 7. Removal. The Trustees may, at any regular or special meeting called for that purpose, by the affirmative vote of two-thirds of all Trustees, remove a Trustee whenever in the Board's judgment the best interests of the Corporation will be served thereby, after the Trustee has had the opportunity to speak on his behalf, if so requested by the Trustee, provided that all Trustees, including the Trustee to be removed, shall be given not less than seven (7) days written notice of such meeting with a cause stated.

Section 8. Honorary Trustees. To recognize extraordinary and significant contributions to Frisbie Memorial Hospital, a Trustee who has served a minimum of ten (10) years and has achieved a record of distinction, may be designated by the Board of Trustees as Honorary Trustee. Such designation will be recognized by a Board Resolution conferring the status. Honorary Trustees shall be invited to all hospital special events, but shall not be counted as a member of the Board for purposes of Article II, Section 1, nor shall they have the right to vote on matters before the Board.

ARTICLE III MEETINGS OF THE BOARD OF TRUSTEES

Section 1. Meetings. Regular meetings shall be held at least ten (10) times per year on the last Thursday of the month. Meetings will not be held February and November. The December meeting will be held on the first Thursday of the month. The January meeting will be the "Annual Meeting."

Section 2. Special Meetings. Special meetings may be called by the Chairman, by the Executive Committee, or by written request of one-third of the members of the Board, and shall be called within seven (7) days of receipt of a written request of one-third of members of the Board. Written notice of special meetings shall be mailed to each member at least seven (7) days before the date of such special meeting. The notice shall state the business for the transaction of which the special meeting has been called, and no business other than that stated in the notice shall be transacted at such special meeting.

Section 3. Quorum. A simple majority of those Trustees elected and serving shall constitute a quorum.

Section 4. Attendance. A Trustee failing to attend three consecutive meetings, unless excused by the Chairman, shall be considered as having vacated his office, subject to reinstatement at the

discretion of the remaining members of the Board.

Section 5. Waiver of Notice. Whenever notice of a meeting is required, such notice need not be given if a written waiver of notice is executed before the meeting, or if any Trustee attends the meeting without protesting the lack of notice prior to the meeting, or at its commencement. A waiver of notice need not specify the purpose of the meeting, but must be filed with the record of the meeting.

ARTICLE IV OFFICERS OF THE BOARD OF TRUSTEES

Section 1. Board Officers. The Board Officers of the Corporation shall be a Chairman, Vice Chairman, Immediate Past Chairman, a Secretary, and a Treasurer, and such other Board Officers as the Board of Trustees may authorize, all of whom shall be elected or appointed by the Board from among its own membership at its Annual Meeting, and shall hold office for one year, or until their successors have been duly elected and qualified. No Board Officer shall serve more than three (3) consecutive terms in such office.

Section 2. Duties of the Board Officers.

a. The Chairman shall preside at all meetings of the Board of Trustees and shall be an ex-officio member of all committees. When required, he shall execute in the name of the Corporation all contracts, agreements, deeds, and other instruments as formally directed by the Board of Trustees. He shall perform such other duties as may be from time to time duly assigned to him, and such as are usually associated with said office.

b. The Vice Chairman shall act as Chairman in the absence of the Chairman and, when so acting, shall have all the power and authority of the Chairman.

c. The Secretary shall act as Secretary of the Board of Trustees and shall act as custodian of all records and reports of the Board of Trustees, shall be responsible for furnishing required notices, for the keeping and reporting of minutes of all meetings of the Board of Trustees, and shall perform such duties as are usually associated with such office.

d.) The Treasurer shall have custody of all funds of the hospital. He shall see that a true and accurate accounting of the financial transactions of the Corporation is made, that reports of such transactions are presented to the Board of Trustees, and may execute all documents on behalf of the Corporation, unless otherwise provided by the Board of Trustees. He shall serve on the Audit Committee and perform such other duties as are usually associated with such office.

Section 3. Resignations/Vacancies. Any Officer may resign at any time by giving written notice to the Chairman. A vacancy in any office because of death, resignation or any other cause may be filled for the un-expired portion of the term by the Board of Trustees.

Section 4. Removals. The Board of Trustees may, at any regular or special meeting called for

the purpose, by the affirmative vote of two-thirds of all Trustees, remove any officer whenever in the Board's judgment the best interests of the Corporation will be served thereby, after the Officer

has had the opportunity to speak on his behalf, if so requested by the Officer, provided that all Trustees and the elected Officer proposed to be removed shall have been given not less than seven (7) days written notice of such meeting with cause stated.

Section 5. Administration. **a.** The Administration of the Corporation shall consist of the President and such other Officers as the Board of Trustees may authorize.

b. Duties of the President. The President shall be the Chief Executive Officer of the hospital. The President shall be given the necessary authority and responsibility to operate the hospital in all its activities and departments, but subject to the powers delegated to others in these Bylaws and to the policies as may be adopted and such orders as may be issued by the Board of Trustees or by any of its committees to which it has delegated power for such action. He shall act as the duly authorized representative of the Board of Trustees in all matters in which the Board of Trustees has not formally designated some other person to act. The CEO, or his designee(s), is authorized to act on behalf of the Board of Trustees to approve, oversee and bind the Corporation in all agreements and/or contracts as routinely required or as authorized by the Board of Trustees.

The authority and duties of the President, in the most general exposition thereof, and always subject to the provisions hereof and the said policies and orders of the Board of Trustees, shall include the general control and management of the hospital, and the duty to enforce and comply with all pertinent laws, rules and regulations, and licensing requirements for its proper operation. He shall, unless otherwise excused there from, attend all meetings of the Board of Trustees. He shall submit monthly financial and operational reports to the Board of Trustees. All or any portion of such duties may be delegated by the President as necessary or appropriate, or in the absence of the President, by the Chairman. Specific duties of the President shall be delineated in a job description for that position which will be kept on file.

c. Qualifications. The President shall be selected based on qualifications of appropriate training, educational background and experience, judgment and character.

ARTICLE V COMMITTEES OF THE BOARD OF TRUSTEES

Section 1. Standing Committees. Committees of the Board shall be Standing or Special.

Members of Standing Committees, with the exception of the Nominating Committee, shall be appointed by the Nominating Committee as described in Article V, Section 1.g. for a one year term. Committee Chairmen shall be appointed for a one year term and shall serve a maximum of three consecutive one year terms. Committee Chairmen may be relieved of their duties as Committee Chairman for non performance of their responsibilities by the Board Chairman with the concurrence of the Board of Trustees. Persons other than Board members may serve on committees as appropriate and will be appointed by the Chairman. For Standing Committees, a simple majority will constitute a quorum, and minutes of the meetings will be taken and kept on file. At any Standing Committee meeting a Board Officer may attend and serve as a substitute for purposes of obtaining a quorum.

a. Executive Committee. The Executive Committee shall consist of the Chairman, Immediate Past Chairman, Vice Chairman, Treasurer and Secretary elected by the Board of Trustees from its membership at its Annual Meeting. The President, and Medical Staff President, shall serve on the Executive Committee each ex-officio, non-voting.

The Executive Committee shall have the power to transact all business of the hospital during intervals between meetings of the Board of Trustees when urgent matters must be addressed, provided any action taken shall not conflict with the policies and expressed directives of the Board of Trustees.

b. Quality Committee

1. Membership.

. It shall include at least two (2) members of the Board of trustees, at least two (2) additional physicians, , the Hospital President, , the Vice President of Patient Care Services, Director of Medical Records, Director of Safety, the Director of Performance Improvement, and other disciplines as the need arises or by special invitation.

2. Duties.

a. To formulate and periodically review a written plan describing and governing the operation of the hospital Quality and Performance Improvement Plan, and Corporate Compliance, as approved by the Medical Executive Committee, the Hospital President and the Board of Trustees;

b. Oversee and coordinate the quality and performance improvement activities of the various hospital departments and ancillary services;

c. receive reports from those activities including the measures taken from the Medical Staff and the hospital departments and ancillary services;

d. prepare a quarterly report of quality and performance improvement activities for the Board of Trustees;

e. Undertake the activities of a compliance committee as outlined in the February 1998, Office of the Inspector General, Guidance on Hospital Compliance Plans and any updates to it;

f. Coordinate quality and performance improvement activities relevant to maintaining a

favorable accreditation status for the hospital

3. Meetings.

The Quality Committee shall meet at least quarterly. Minutes of its proceedings shall be shared with the Medical Executive Committee, the Hospital President and the Board of Trustees in accordance with the hospital's Quality and Performance Improvement Plan. The Quality Committee and any other committee which engages in performance improvement and/or peer review functions shall be protected by the non-discovery provisions contained in RSA 151:13a

c. Governance Committee. The Governance Committee shall consist of the Board Chairman, Immediate Past Chairman, Vice Chairman, and not more than three (3) additional Trustees and shall meet at least once per year. The Governance Committee will be responsible for:

1. Coordinating and implementing matters pertaining to Board member orientation and development;
2. Reviewing hospital Bylaws, at least once every three years, and revising as necessary or appropriate

d. Physician Manpower Committee. The Physician Manpower Committee shall be comprised of no more than five Trustees, as well as the Hospital President, and shall meet as necessary or appropriate. The committee shall be responsible for reviewing, assessing and recommending action necessary to meet the needs of the hospital service area with respect to adequate numbers and types of physicians.

e. Nominating Committee. The Nominating Committee shall be comprised of seven Trustees, including the Chairman, Vice Chairman, Immediate Past Chairman, the Hospital President (non-voting), and four at-large Trustees. The Chairman of the Board of Trustees shall serve as Chairman of the Nominating Committee.

The Nominating Committee will select by a simple majority the member(s) at-large who will serve a three-year term. No at-large member shall serve consecutive terms.

This committee shall meet at least once per year and shall be responsible for presenting nominations for the Corporators, the Board of Trustees, Officers and members-at-large of the Executive Committee in accordance with Article I, Section 1, Article II, Section 3, Article IV, Section 1 and Article V, section 1(a). The Committee shall also appoint Standing Committee members and Chairmen as outlined in Article V, Section 1.

f. Audit Committee. The Audit Committee shall be composed of five (5) Trustees who are not employed by the hospital. The Board of Trustees shall select the independent auditor of the Corporation's financial statements. The Audit Committee shall review the results of the independent audit, and report thereon to the Board, and shall oversee the auditor engagement. The independent auditor shall report directly to the Audit Committee. The Committee shall meet as necessary, but no less than once per year, and shall report thereafter concerning its decisions

and actions to the Board of Trustees.

The Audit Committee shall receive reports from the independent auditor on critical accounting policies, discussions with management on alternatives to GAAP, their effects, and the auditor's preference, and receive reports from the independent auditor on material communications with management.

g. Investment Review Committee. The Investment Review Committee shall be comprised of five (5) Trustees and shall be responsible for review and approval annually of the hospital's Investment Policy Guidelines, reviewing periodically a summary report on the hospital's investment portfolio, investment activities and practices to determine whether they are consistent with the hospital's investment policy. The Investment Review Committee shall meet at least three times per year.

h. Joint Conference Committee:

1. Membership:

- a) the Medical Staff membership shall consist of the President of the Medical Staff and four members appointed by the President, with approval of the Executive Committee of the Medical Staff;
- b) the Chair of the Board of Trustees and four Trustees appointed by the Chair;
- c) the President of the Hospital shall be an ex-officio member without vote;
- d) the Chair of the Board of Trustees shall chair the meeting of the Committee.

2. Duties:

- a) Serving as a liaison between Trustees, Medical Staff and Administration
- b) Discussing issues of medical, administrative nature and other matters of common interest and making recommendations as necessary or appropriate.

3. Meetings:

The committee shall meet upon the call of the Chair of the Board of Trustees, or of the President of the Medical Staff, the Hospital President, or of three members of the Medical Staff or of the Board of Trustees. Minutes shall be kept and presented to the Medical Staff and the Board of Trustees.

Section 2. Special Committees. Special Committees may be appointed by the Chairman, with the concurrence of the Board of Trustees, for such special tasks as circumstances warrant. A special committee shall limit its activities to the accomplishment of the task for which it is appointed. The Chairman will determine the size of a special committee. Upon completion of the task for which appointed, such special committee shall stand discharged.

ARTICLE VI AUXILIARY ORGANIZATIONS

Section 1. Auxiliary Groups. Groups auxiliary to the Corporation may be formally organized under New Hampshire law subject to the approval of the Board of Trustees and their charters and bylaws.

Section 2. Purpose. The purpose for which such auxiliary groups may be organized, all subject to approval and supervision by the Board of Trustees, may include the following:

- a. Supplemental fund raising for the hospital.
- b. Provision of volunteer services, and otherwise furthering the comfort and welfare of the hospital's patients, visitors and staff.
- c. Promoting community understanding of the hospital's function and worth.

Section 3. Relationship with the Board of Trustees. The Board of Trustees through the Auxiliary's member thereof through invitation of other officers and members to its meetings, communication of information, advice, counsel, and otherwise shall encourage such organizations and their close liaison with the Board, and shall require of them such financial and other reports as may seem advisable.

Section 4. Charter. The Charter (Constitution) and Bylaws of Frisbie Memorial Hospital Auxiliary, Inc. as formally organized, revised and amended are subject to the approval of the Board of Trustees.

ARTICLE VII MEDICAL STAFF

Section 1. Composition. The Board of Trustees shall appoint a Medical Staff composed of physicians and dentists, shall grant clinical privileges to allied healthcare providers, shall see that the Medical Staff is organized into a responsible administrative unit, and that it adopt such Bylaws, rules and regulations for the government of its practice as the Board of Trustees deems to be of the greatest benefit to the care of patients within the hospital. The Board of Trustees shall delegate to the organized Medical Staff overall responsibility to oversee the quality of the professional services provided by all individuals with clinical privileges at the hospital, together with the responsibility to account therefore to the Board of Trustees. In the case of the individual patient, his own physician duly appointed to the Medical Staff shall have full authority and responsibility for the care of that patient subject only to such limitations as the Board of Trustees may formally impose, and the Medical Staff Bylaws (Rules and Regulations) adopted by the Medical Staff and approved by the Board of Trustees.

Section 2. Request for Privileges. All applications for appointment to the Medical Staff or to

request clinical privileges as an allied healthcare provider, shall be in writing and addressed to the President of the hospital. Membership on the Medical Staff of Frisbie Memorial Hospital is a privilege which shall be extended only to professionally competent physicians, dentists and allied healthcare providers who continually meet the qualifications, standards and requirements set forth in the Medical Staff and these Bylaws. The Board of Trustees shall be empowered to appoint to the Medical Staff, in numbers, as determined by the Board, not to exceed the hospital's and/or its service area needs, physicians and dentists who meet such qualifications.

Section 3. Length of Appointment. Initial appointments to the Medical Staff shall be provisional for one (1) year only, renewable by the Board of Trustees subject to duly adopted provisions. Reappointment shall be for a period of not more than two (2) years.

Section 4. Board Authority. The Board of Trustees, in addition to its authority to take appropriate corrective action upon recommendations of the Medical Staff Executive Committee, and in keeping with Policy No. Med Staff 15, reserves the authority on its own initiative, and subject to fair notice and hearing, to suspend or terminate the appointment of a staff member for violation of said Medical Staff Bylaws, or for conduct or incompetence (due to deficiencies of physical or mental health or otherwise).

Section 5. Insurance Requirements. All physicians, dentists and allied healthcare providers with clinical privileges at Frisbie Memorial Hospital shall maintain in force professional liability insurance with a company licensed or approved by the State Insurance Commissioner to do business in New Hampshire in not less than the minimum amounts as may from time to time be determined by the Board. Prior to initial appointment and annually thereafter, upon renewal of coverage, there shall be filed with the President, or his designee, a certificate of insurance setting forth the current coverage. Any change in said coverage shall be reported to the President within ten (10) days after such change.

Section 6. Medical Staff Chairmen. Medical Staff Department Chairmen shall be appointed annually by the Board of Trustees upon nomination as provided in the Medical Staff Bylaws.

ARTICLE VIII FISCAL YEAR

The fiscal year of the hospital shall be from October 1 to September 30.

ARTICLE IX ADOPTION AND AMENDMENTS

These Bylaws may be amended by affirmative vote of a majority of the members of the Board of Trustees present in person at any annual, regular, or special Trustees' meeting, provided a full

statement of such proposed amendment shall have been mailed to each Trustee at least seven (7) days prior to such meeting.

**ARTICLE X
EXECUTION OF PAPERS**

All deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the Corporation shall be signed by the President or by the Treasurer except in cases where the Board of Trustees has authorized execution thereof in some other manner.

**ARTICLE XI
NON-DISCRIMINATION**

The hospital shall in all respects be conducted without discrimination on the basis of race, color, age, creed, sex, national origin, or handicap in the acceptance and care of patients; in the appointment and employment of qualified personnel; and in the selection of Trustees, members of the Medical Staff, Allied Healthcare Providers, or officers and in the assignment of their duties and responsibilities.

**ARTICLE XII
CONFLICT OF INTEREST**

Any Trustee or Officer having a duality of interest or possible conflict of interest in any matter presented to the Trustees or a committee thereof shall make a prompt, full and frank disclosure of their interest to the Board or committee thereof. The Board shall adopt a Conflict of Interest Policy applicable to the Trustees and Officers.

**ARTICLE XIII
INDEMNIFICATION**

The Corporation shall indemnify and hold harmless any present or former member of the Board of Trustees or Officer of the Corporation against all costs, damages and expenses (including attorney's fees) reasonably incurred or imposed upon him in connection with or resulting from any claim, action suit or proceeding, including criminal proceedings, to which he is made or threatened to be made a party by reason of his being or having been such a Trustee or Officer, except in relation to matters where the Trustee or Officer is adjudged by a court of competent jurisdiction or by a majority of the members of the Board of Trustees, to have acted with intentional or willful misconduct or bad faith. This indemnification provision shall extend to the Trustee's or Officer's executors, administrators, and legal representatives and shall extend to said Trustee's or Officer's service for other corporations undertaken at the request of the Corporation.

The indemnity shall include reimbursement of amounts incurred in settling any such claim, action, suit or proceeding, provided that a majority of disinterested Trustees determine that the settlement is reasonable.

The Corporation shall have the option of taking over the defense of the action in behalf of the Trustee or Officer. Indemnification under this section shall not be deemed exclusive of any other rights to which those indemnified may be entitled under these Bylaws or under any other agreement, vote of the Board of Trustees, or insurance purchased by the Corporation.

The Corporation may indemnify in like manner, or with any limitations, any current or former employee or agent of the Corporation or member of the Medical Staff for their acts or omissions in serving the Corporation or any other corporation at the request of the Corporation.

The Corporation shall purchase and maintain insurance to provide for or cover any or all indemnification provided for in these Bylaws, by any vote of the Board of Trustees, or by the laws of the State of New Hampshire. A copy of the insurance binder shall be given to each Corporator.

Article XIV Gender and Number

Wherever the context requires, the gender of all words used herein shall include the masculine, feminine and neuter, and the number of all words shall include the singular and plural thereof.

FRISBIE MEMORIAL HOSPITAL
Trustees and Corporators
2015

OFFICERS

Ron Poulin, Chairman
Brian Hughes, Vice Chairman
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- Corporate Compliance/Risk Management
- Fund Development
- Volunteer Services
- Health Care Project Management
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- Security
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- Food Services
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- Wound Clinic

- Fiscal Services
- Patient Accounting
- Health Information Management (MR)
- Coding and Documentation Improvement (CDI)
- Patient Access

- Hospitalist
- Barrington FP & Walk-in
- Caring Partners
- Family Care of Farmington
- Family Care of Somersworth
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- Rochester Hill FP
- Rochester Infectious Disease
- Rochester Internal Medicine
- Rochester Rheumatology
- Rochester OB/GYN
- Rochester Pulmonary
- Skyhaven Internal Medicine
- Strafford Cardiology
- White Mountain Medical Ctr.
- Rochester Pediatrics
- Vascular Services
- Cardiology Services
- C/V Interventional Radiology
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- Seacoast Redicare

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- Compensation & Payroll
- Employee Health Services
- Employee Benefits
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- Paid Leave Programs
- Workers Compensation
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