

Affiliation Council Charter

- 1. Name of Council:** The name of the Council created by the Affiliation and Collaboration Agreement between Crouse Hospital (“Crouse”) and SUNY Upstate Medical University (“Upstate”) dated June 20, 2007, and approved by the New York State Department Health, hereby chartered, shall be named “The Affiliation Council,” which may also be referred to as “The Council.”
- 2. Purpose:** To enhance and expand existing areas of collaboration and affiliation between Crouse and Upstate; to identify other potential opportunities for collaboration and consolidation; to undertake joint planning; and to enhance coordination between the two hospitals.
- 3. Membership:** The Council shall have thirteen members, who shall be selected as follows:
- 3.1** Six members shall be named by Crouse, four of whom may be directors, officers or employees of Crouse and its related corporations (and shall include the President and Chief Executive Officer of Crouse or his/her designee) and the remaining two of whom shall be representatives of the Syracuse community who shall not be directors, officers, employees or fiduciaries of Crouse or its related entities, but shall represent the interests of the Syracuse community and have a demonstrated interest in improving the delivery of health care services to the Syracuse community;
 - 3.2** Six members shall be named by University Hospital of Upstate, four of whom may be directors, officers or employees of University Hospital and its related entities (and shall include the Chief Executive Officer of University Hospital and/or the President of Upstate Medical University or their designees), and the remaining two of whom shall be the Dean of the College of Medicine at Upstate or his or her designee and a representative of the Syracuse community who shall not be a director, officer, employee or fiduciary of University Hospital or Upstate or its related entities but shall represent the interests of the Syracuse community and have a demonstrated interest in improving the delivery of health care services to the Syracuse community
 - 3.3** One member shall be selected by a two-thirds vote of the above-referenced members of the Council. Such member, who shall serve as Chairperson of the Council, shall not be a director, officer, employee or fiduciary of Crouse, University Hospital or Upstate or any entity related to Crouse, University Hospital or Upstate but shall represent the interests of the Syracuse community and have a demonstrated interest in improving the delivery of health care services to the Syracuse community.

4. Term of Appointment:

- 4.1 The twelve members appointed by unilateral action of Crouse, pursuant to section 3.1, or Upstate, pursuant to section 3.2, (six members appointed by Crouse and six members appointed by Upstate) shall continue service until such time as the respective appointing-entity terminates the member's service on the Council or he or she becomes unable, unwilling or ineligible to serve.
- 4.2 The member appointed pursuant to a two-thirds vote of the twelve members, shall serve for a term of 2 years, and may be re-elected by two-thirds vote of the other twelve members, but shall not serve more than three consecutive terms. Prior to the expiration of the term, the member's service shall cease if he or she notifies the other members that he or she is no longer able or willing to serve as a member, or otherwise becomes ineligible to serve, or until such time as two-thirds of the other twelve members shall vote to remove the member.

5. Powers and Duties:

The Council shall have the power to review the existing relationships and affiliations between and among the parties, to enhance those relationships and affiliations and to identify additional steps that might be taken by the parties to achieve economies of scale, enhance the quality of care and meet unmet public health needs in the Syracuse area, and make recommendations to the parties to facilitate review of such opportunities. The Council shall, in particular:

- 5.1 Review the existing operation of the Crouse-Upstate Residency Program and Clinical Clerkships and recommend ways in which the Agreement and the program may be improved;
- 5.2 Identify other clinical programs that might be consolidated or affiliated between the two hospitals and make recommendations to the two hospitals as to the manner in which those recommendations may be implemented;
- 5.3 Identify administrative functions and expenses that may be shared or consolidated to promote efficiencies and economies and to make recommendations to the two hospitals as to how to implement any such consolidations;
- 5.4 Undertake coordinated planning review of proposals by the two hospitals for the expansion, reduction, or elimination of duplication, of clinical services, including the review of any proposals by each of the hospitals that may require certificate of need or other Department of Health approval prior to their submission to the Department of Health and make appropriate recommendations to the party following such review;
- 5.5 Make recommendations regarding other initiatives that facilitate collaboration and cooperation among the parties and further the purposes of the Council; and
- 5.6 Arrange for necessary services and resources to effectuate the Council's objectives.

- 6. Meetings:** For the first twelve months of operation of the Council, the Council shall meet at least once per month and shall meet at least six times per year thereafter.
- 7. Voting:**
- 7.1** Voting shall be required when action is taken to appoint the community representative member pursuant to section 3.3. Voting may be requested at the discretion of the Chairperson, when the Council is considering action or recommendations of significant importance.
 - 7.2** Each of the twelve members shall have one equal vote. Voting may be carried out in person or through submission to the Chairperson of an absentee ballot, in writing, provided that the ballot is delivered to the Chairperson in advance of the Council Meeting when the voting is to occur.
 - 7.3** A quorum is required for any action of the Council subject to a vote. A quorum shall consist of no less than 7 members participating in the vote.
 - 7.4** In matters except the appointment of the Community representative pursuant to section 3.3 which requires a two-thirds vote, when the Chairperson determines that a vote is warranted, the majority vote (at least 7 members) of the Council shall be the basis to determine the outcome of a vote.
- 8. Reporting:** The Council shall prepare and issue a report to the Governing Bodies of Crouse and Upstate, no later than December 1, 2007 and every six months thereafter, on the progress of the Council in meeting its stated purposes.
- 9. Funding:** Crouse and Upstate shall share equally the expenses incurred by the Council which are not otherwise covered by external funding sources.
- 10. Advisors:** The Council shall seek advisors as may be necessary, from time to time, to carry out its activities.
- 11. Amendments:** This Charter may be amended by Crouse and Upstate, upon mutual agreement.
- 12. Dissolution:** The Council shall continue to exist until such time as the Council is no longer required to fulfill its stated purpose or upon the merger, consolidation or dissolution of Crouse and University Hospitals.
- 13. Enactment of Charter:**

Date

David Smith, M.D.
President
SUNY Upstate Medical University

Date Signed

Paul Kronenberg, M.D.
President and CEO
Crouse Hospital

Date Signed