



GOVERNANCE BY-LAWS FOR THE STEERING COMMITTEE OF THE MONTEFIORE HUDSON VALLEY COLLABORATIVE

The procedures below shall be utilized to conduct the activities of the Steering Committee.

1. The Steering Committee shall consist of approximately twenty five (25) members, but in no event less than twenty (20) or more than thirty (30). The members of the Steering Committee shall serve on behalf of all the Participants in MHVC and shall perform their obligations in furtherance of the interests of MHVC.
2. The composition of the initial Steering Committee shall be the persons from the Participant organizations specified on the attached list. The Steering Committee shall develop criteria for designating additional and replacement members, but in no event will more than one person at a time from any one Participant be appointed to serve on the Steering Committee .
3. In the event of a resignation or prolonged absence of a Steering Committee member, the Steering Committee may designate a replacement member.
4. The term of each Steering Committee member shall be two (2) years. There shall be no limit on the number of terms a member may serve.
5. The Steering Committee may address all DSRIP matters as it deems appropriate including, but not limited to, applications to NYSDOH, project selection, project design, selection of providers and other parties to participate, distribution of DSRIP funds, care management and care redesign, selection of vendors to MHVC, and DSRIP compliance requirements.
6. A quorum of the Steering Committee shall be equal to a majority of members then comprising the Steering Committee.
7. A majority of Steering Committee members present and voting shall be required to constitute the action of the Steering Committee at a meeting in which a quorum is present. Any action requiring a super-majority of the Steering Committee members shall be equal to the affirmative vote of at least seventy-five (75%) percent of Steering Committee members present and voting at a meeting in which a quorum is present.
8. The Chair of the Steering Committee shall be a person duly elected by the Steering Committee. In the absence of that person, or in the case of a vacancy in the position of Chair, a member of the Steering Committee representing Administrator shall serve as the acting Chair.
9. As determined by the Chair, meetings of the Steering Committee may occur in person, by telephone conference call, or by video or other electronic means that enables all members to fully participate in the meetings,.
10. Whenever feasible, at least three days prior written notice (which may occur via email) of Steering Committee meetings shall be provided. Emergency meetings may not be called on less than twenty-four (24) hours' prior written notice.
11. The Steering Committee may establish one or more sub-committees (collectively, "Subcommittees") as the Steering Committee deems appropriate. The Subcommittees may be temporary or permanent. The Subcommittees may address topics including, but not limited to, legal and compliance issues, finance and sustainability, clinical quality/care management and coordination, workforce transformation and information technology infrastructure/data. The Steering Committee will approve charters for the Subcommittees specifying their purposes and responsibilities. The charters shall specify how the members of the Subcommittees shall be selected, appointed and replaced. Any amendments to the charters must be approved by the Steering Committee. The Subcommittees shall make regular reports to the Steering Committee and present recommendations for approval.
12. The Steering Committee shall meet at least six times a year.
13. Notwithstanding any of the provisions above, while Administrator intends to give great weight to all Steering Committee decisions, the Steering Committee decisions are advisory. Nothing in these by-laws shall constrain Administrator's or Montefiore's ability to meet their obligations to NYSDOH to act as the lead applicant and operator of the MHVC. Administrator and Montefiore shall retain and exercise all rights and authority necessary to



operate the MHVC pursuant to Montefiore's contract with NYSDOH, or other applicable NYSDOH DSRIP requirements.