

**3364-1-12 The UToledo health board.**

- (A) The UToledo health board (“UTH board”) shall be the governing body responsible to the university of Toledo board of trustees ("university board of trustees") for the operation, oversight, and coordination of UToledo health (“UTH”) including, without limitation: (1) the university of Toledo medical center and its hospital facilities and clinics, which include inpatient and ambulatory services, regional clinics and sites, as a part of the university of Toledo (collectively “UTMC”); and (2) clinical health care enterprises, and primary and specialty clinics and practices as may exist or may be developed as a part of the university of Toledo separate from UTMC. The UTH board shall also exercise certain member rights of the university board of trustees with respect to the faculty group practice and other university-affiliated clinical practice entities as set forth in such affiliated entity’s respective governing documents. The UTH board shall be responsible for the development and strategic allocation of resources, planning, and delivery of medical services, and such other powers and duties as detailed in rule 3364-1-12.1 of the Administrative Code. In all cases, the actions of the UTH board shall be subject to the ultimate authority of the university board of trustees. For the avoidance of doubt, except for clinical decision-making which remains in the purview of licensed independent medical practitioners, unless expressly delegated to the UTH board, all authority shall be reserved to and exercised by the university board of trustees.
- (B) The UTH board shall be composed of up to fifteen voting members:
- (1) Two members of the university board of trustees;
  - (2) Two department chairs or faculty members of the university of Toledo who are employed by university of Toledo physicians LLC;
  - (3) One dean of a health sciences college (as defined below), other than university of Toledo college of medicine and life sciences (“UTC&LS”);
  - (4) Up to seven public members; and
  - (5) Three ex-officio voting members consisting of:
    - (i) The university president;

- (ii) The dean of UTCOM&LS; and
  - (iii) The university executive vice president/chief financial officer.
- (C) The UTH board shall also include the following ex-officio nonvoting member:
  - (1) The university executive vice president of health affairs.
- (D) Appointed members will be appointed by the chair of the university board of trustees, in consultation with the university president, the chair of the UTH board, and the university board of trustees trusteeship and governance committee, and ratified by the university board of trustees.
- (E) The selection criteria for appointed members shall ensure that the UTH board membership will include persons with a broad array of skill sets, perspectives, and backgrounds, including knowledge in health care delivery, sophisticated business expertise, prior board service, and/or persons who can assist the health system in its outreach to and relationships with the public, communities, and patients served, and governmental entities to ensure optimal operations and advancement of the UTH's strategic mission, vision, and goals. The selection processes shall incorporate the diversity, equity, and inclusion policies of the university.
- (F) Selection of public members will be national in scope. People who are currently employees of the university, the faculty group practice, or any subsidiary or affiliate are not eligible to serve as public members. In addition no person who is currently an employee, board member, or would otherwise present a conflict of interest by being affiliated with any competing hospital or health system shall serve as a public member of the UTH board.
- (G) The term of office for appointed members shall be three years, except that the terms of the initial members shall be staggered, with three year, two year, and one year terms to ensure that no more than one-third of the public members' terms will expire within a given year. No appointed member shall serve more than two full consecutive terms. If an appointed member is appointed to a one year or two year term for such member's initial term, such one year or two year term shall not count toward such member's consecutive term limit. An appointed member who has served

two full consecutive terms may be eligible to serve additional terms in accordance with this section provided such public member has cycled off the UTH board for at least a year. For the avoidance of doubt, any ex officio member's term shall be coterminous with such ex officio member's term in the role appointing such ex officio member to the UTH board.

Effective: 2/28/2023

CERTIFIED ELECTRONICALLY

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Certification

02/17/2023

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Date

Promulgated Under: 111.15  
Statutory Authority: 3364.  
Rule Amplifies: 3364.