

# WWT 1

Board Meeting  
December 2, 2011

## AMENDMENTS TO THE BYLAWS OF WOLCOTT, WOOD AND TAYLOR, INC., CHICAGO

**Action:** Approve Amendments to the Bylaws of Wolcott, Wood and Taylor, Inc. (WWT), to Change Composition of the Board of Directors and to Make Certain Technical Changes and Corrections

**Funding:** No New Funding Required

WWT is an Illinois not-for-profit and taxable corporation. It is a University Related Organization (URO) incorporated in July, 1999 for the purpose of operating as a billing and collection entity, as well as providing practice management and support services to the Medical Service Plan of the College of Medicine of the University of Illinois at Chicago (MSP). Since its incorporation, WWT has performed the billing and collection services for the MSP.

Pursuant to Article II, Section 2.2 of the WWT Bylaws, the Board of Trustees of the University of Illinois, as sole member of WWT, has the authority to approve any amendments to the Articles of Incorporation and Bylaws of WWT. As sole member, the Board of Trustees has previously approved amendments to the WWT Bylaws, most recently in April, 2006.

The board of directors of WWT recommends changes to the WWT Bylaws to address certain recommendations of the Office of University Audits with respect to the

composition of the board of directors, as well as to make certain technical changes and corrections to the Bylaws. With respect to the composition of the WWT board of directors, Article III, Section 3.2 is amended to increase the size of the WWT board from five members to seven, with the following representation:

- a designee of the Vice President/Chancellor of the Chicago Campus;
- the Vice President for Health Affairs (VPHA), *ex officio*, with vote;
- the Dean of the College of Medicine as chair of the board, *ex officio*, with vote;
- a clinical department head, nominated by the Medical Service Plan Executive Committee and elected by the sole member to serve for a two year term;
- three individuals selected by the VPHA, at least one of whom shall be a person with financial experience, all elected annually by the sole member.

Deleted material is ~~lined through~~ and new language is underscored throughout the attached amended version of the Bylaws, attached hereto and made a part hereof.

The Board action recommended in this item complies in all material respects with applicable state and federal laws, University of Illinois *Statutes, the General Rules Concerning University Organization and Procedure*, and Board of Trustees policies and directives.