

MEETING OF THE BOARD OF TRUSTEES
AS THE SOLE MEMBER OF
WOLCOTT, WOOD AND TAYLOR, INC.

November 14, 2013

This meeting of the Board of Trustees of the University of Illinois as the sole member of Wolcott, Wood and Taylor, Inc., was held in in Rooms C and D, Public Affairs Center, One University Plaza, Springfield campus, Springfield, Illinois, on Thursday, November 14, 2013, beginning at 8:05 a.m.

Mr. Christopher G. Kennedy convened the meeting and asked the secretary to call the roll. The following members of the Board were present: Mr. Ricardo Estrada, Mr. Patrick J. Fitzgerald, Ms. Karen Hasara, Mr. Christopher G. Kennedy, Dr. Timothy N. Koritz, Mr. Edward L. McMillan, Mr. James D. Montgomery, Ms. Pamela B. Strobel. Governor Pat Quinn and Ms. Patricia Brown Holmes were absent. Mr. Michael A. Cunningham, voting student trustee from the Urbana campus, was present. The following nonvoting student trustees were present: Ms. Danielle M. Leibowitz, Chicago campus; Mr. Jamaal E. Hollins, Springfield campus. Also present were President Robert A. Easter; Mr. Lester H. McKeever, Jr., treasurer; Mr. Thomas R. Bearrows, University counsel; Dr. Susan M. Kies, secretary.

Mr. Kennedy then asked the secretary to read the titles of the items on the agenda to be considered. Dr. Kies read: "Approve Minutes of Wolcott, Wood and

Taylor Meeting” and “Approve Appointments to the Board of Directors of Wolcott, Wood and Taylor, Inc.”

By consensus, the Board agreed that one voice vote would be taken.

(The record of the Board action appears at the end of each item.)

Approve Minutes of Wolcott, Wood and Taylor Meeting

(A1) The Secretary presents for approval the minutes of the Wolcott, Wood and Taylor, Inc., meeting of September 12, 2013.

On motion of Mr. Hollins, seconded by Mr. Montgomery, these minutes were approved.

Approve Appointments to the Board of Directors of
Wolcott, Wood and Taylor, Inc.

(1) Pursuant to Article II, Section 2.2(b) and Article III, Section 3.2 of the Bylaws of Wolcott, Wood and Taylor, Inc. (“WWT”), The Board of Trustees of the University of Illinois, as the sole member of WWT, has the authority to approve: (1) the appointment to the WWT Board of Directors (the “WWT Board”) of a Clinical Department Head, as nominated from time to time by the Executive Committee of the College of Medicine Medical Service Plan (the “MSP”), elected by the sole member for a two-year term; and (2) the appointment to the WWT Board of up to five individuals selected by the Interim Vice President for Health Affairs (the “VPHA”), at least one of whom shall be a person with financial expertise, elected annually by the sole member.

The WWT Bylaws require that the WWT Board consist of no less than seven individuals. There are currently seven individuals serving on the WWT Board, including three individuals selected by the VPHA:

- Dimitri Azar, M.D., Dean of the College of Medicine and Chair of the WWT Board (*ex officio*);
- Jerry L. Bauman, PharmD, Interim Vice President for Health Affairs (*ex officio*);
- Lon Kaufman, Ph.D., Vice Chancellor for Academic Affairs and Provost (designee of the Chancellor/Vice President of the Chicago Campus of the University);
- Fady T. Charbel, M.D., Clinical Department Head and Chief of Service for Neurosurgery (selected by the Executive Committee of the MSP and elected by the sole member for a two-year term effective December 2, 2011);
- Bryan Neil Becker, M.D., Associate Vice President for Hospital Operations (selected by the VPHA and elected by the sole member for a one-year term effective September 12, 2013);
- Avijit Ghosh, Ph.D., Professor at the College of Business at Urbana-Champaign and Senior Advisor to the President (person with *financial expertise* selected by the VPHA and elected by the sole member for a one-year term effective September 12, 2013);
- Jaewon Ryu, M.D., J.D., Associate Vice President for Professional Practice and Chief Medical Officer (selected by the VPHA and elected by the sole member for a one-year term effective September 12, 2013).

The Executive Committee of the MSP recommends Fady T. Charbel, M.D., to be elected by the sole member to the WWT Board for another two-year term, effective December 2, 2013.

Due to the resignation of William L. Devoney, the VPHA recommends Robert A. Winn, M.D., Associate Vice President for Community Based Practice, to be elected by the sole member to the WWT Board for a one-year term, effective immediately.

Due to the resignation of William L. Devoney, the VPHA designates current WWT Board member Avijit Ghosh, Ph.D., Professor at the College of Business at Urbana-Champaign and Senior Advisor to the President, as the person with financial expertise selected by the VPHA.

Brief biographical information of Dr. Charbel and Dr. Winn is attached (on file with the secretary).

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 The Board of Trustees policies and directives.

On motion of Mr. Hollins, seconded by Mr. Montgomery, this recommendation was approved.

MOTION TO ADJOURN MEETING

On motion of Mr. Montgomery, seconded by Mr. Hollins, the meeting adjourned at 8:06 a.m. There were no “nay” votes.