

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

September 11, 2014

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 Illini Rooms B and C, Illini Union, 1401 West Green Street, Urbana campus, Urbana, Illinois, on Thursday, September 11, 2014, 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, Ms. Patricia Brown Holmes, Mr. Christopher G. Kennedy, Dr. Timothy N. Koritz, Mr. Edward L. McMillan, Mr. James D. Montgomery, Ms. Pamela B. Strobel. Governor Pat Quinn was absent. Ms. Danielle M. Leibowitz, voting student trustee from the Chicago campus, was present. The following nonvoting student trustees were present: Mr. Lucas N. Frye, Urbana campus; Ms. Hannah Cave, 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 title of the items on the agenda to be considered. Dr. Kies read: "Approve Minutes of Wolcott, Wood and

Taylor, Inc.” and “Amend Bylaws of Approve Minutes 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, Inc., Meeting

(1) The Secretary presents for approval the minutes of the Wolcott, Wood and Taylor, Inc., meeting of March 6, 2014.

On motion of Ms. Holmes, seconded by Mr. Fitzgerald, these minutes were approved.

Amend the Bylaws of Wolcott, Wood and Taylor, Inc., Chicago

(2) Pursuant to Article II, Section 2.2(a) of the WWT Bylaws, the Board of Trustees of the University of Illinois, as sole member of WWT, has the authority to amend 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 September 2012.

The Board of Trustees proposes changes to the WWT Bylaws to modify the composition of the members of the WWT board of directors and to provide a change in the manner in which the WWT board membership is appointed or elected.

With respect to the composition of the WWT board of directors, Article III, Section 3.2 is amended to include the following representation:

- a designee of the Chancellor/Vice President of the Chicago Campus;
- the Vice President for Health Affairs (VPHA) or successor title, ex officio, with vote;
- the Dean of the College of Medicine as chair of the board, ex officio, with vote;
- a Clinical Department Head, elected by the College of Medicine Medical Service Plan Executive Committee to serve for a two-year term;
- one individual selected by the President of the University to serve for a one-year term; and,
- up to four individuals selected by the VPHA, at least one of whom shall be a person with financial experience and no more than one may be from a Health Sciences College other than the College of Medicine.

With respect to the manner in which members of the WWT board of directors are elected and appointed, Article II, Section 2.2 is amended to allow members to be appointed as elected without election or approval by the sole member. Article III, Section 3.2 is amended to require the WWT board of directors to submit to the sole member, on at least an annual basis prior to each annual meeting of the sole member, a report of the composition of the board of directors, including the names of the individuals selected to serve as directors and their terms.

Deleted material is lined-through and new language is underscored throughout the attached draft amended version of the Bylaws, attached hereto and made a part hereof (materials 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 Board of Trustees policies and directives.

On motion of Ms. Holmes, seconded by Mr. Fitzgerald, this recommendation was approved.

#### MOTION TO ADJOURN MEETING

On motion of Mr. McMillan, seconded by Mr. Fitzgerald, the meeting adjourned at 8:06 a.m.