

Approved by the Board of Trustees  
September 11, 2014

# WWT 2

Board Meeting  
September 11, 2014

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

**Action:** Amend the Bylaws of Wolcott, Wood and Taylor, Inc. (WWT), to Change Composition of the Board of Directors and to Modify the Procedures for Appointing Members

**Funding:** No New Funding Required

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.

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.