

**Report of the Center for a Healthy Maryland, Inc.  
to the House of Delegates  
September 22, 2018**

**Loralie Ma, M.D. President  
Debra C. Sciabarrasi, Executive Director**

**Bylaws Change – REQUIRES HOD ACTION**

The Center Board has approved a Bylaws change to the Center's Bylaws, and the MedChi House of Delegates has the final approval. Below are the proposed changes:

Article VII Legal Compliance and Responsibility

Section 1. ~~All~~ **ANY** contract or legal instrument entered into by the Center shall be reviewed first by

legal counsel prior to being executed.

Section 2. The Center shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of the Board of Directors **AND COMMITTEES**.

Section 3. The Center shall comply with all applicable federal, state and local laws governing fundraising, licensing, financial accountability, document retention and destruction, human resources, lobbying, and political advocacy and taxation inter alia. An individual responsible for keeping the Center in compliance shall be appointed and periodically conduct an internal review

of the Center's compliance with existing legal, regulatory and financial reporting requirements and make a report to the Board.

Section 4. The Center shall provide Directors and Officers liability insurance for its Board of Directors.

**SECTION 5. INDEMNIFICATION.**

**(A) GENERAL POLICY. THE CENTER SHALL INDEMNIFY MEMBERS OF THE BOARD OF DIRECTORS, OFFICERS, MEMBERS OF THE PHYSICIAN HEALTH OVERSIGHT COMMITTEE AND THE PHYSICAN HEALTH COMMITTEE OF THE CENTER ACCORDING TO THE GENERAL REQUIREMENTS, STANDARDS AND PROCEDURES SET FORTH IN § 2-418 OF THE MARYLAND ANNOTATED CODE, CORPORATIONS AND ASSOCIATIONS ARTICLE.**

**(B) INDEMNIFICATION FOR DEFENSE. AN INDIVIDUAL SHALL BE ENTITLED TO INDEMNIFICATION FOR ALL REASONABLE EXPENSES INCURRED IN THE SUCCESSFUL DEFENSE OF ANY ACTION BROUGHT AGAINST THE INDIVIDUAL AND ARISING OUT OF HIS OR HER ACTIONS AS A MEMBER OF THE BOARD OF DIRECTORS, OFFICER OR COMMITTEE MEMBER OF THE CENTER.**

**(C) INDEMNIFICATION FOR DEFENSE EXCEPTIONS. INDEMNIFICATION MAY BE MADE WHEN THE DEFENSE OF THE ACTION HAS NOT BEEN SUCCESSFUL UNLESS IT IS ESTABLISHED THAT THE ACT OR OMISSION OF THE DIRECTOR, OFFICER OR COMMITTEE MEMBER WAS:**

**1. MATERIAL TO THE MATTER GIVING RISE TO THE PROCEEDING AND COMMITTED IN BAD FAITH OR WAS THE RESULT OF ACTIVE AND DELIBERATE DISHONESTY;**

**2. THE DIRECTOR, OFFICER OR COMMITTEE MEMBER ACTUALLY RECEIVED AN IMPROPER PERSONAL BENEFIT; OR**

- 3. IN A CRIMINAL PROCEEDING, THE DIRECTOR, OFFICER OR COMMITTEE MEMBER HAD REASONABLE CAUSE TO BELIEVE THE ACT OR OMISSION WAS UNLAWFUL.**
- 4. REASONABLE EXPENSES INCURRED BY A DIRECTOR, OFFICER OR COMMITTEE MEMBER WHO IS A PARTY TO THE PROCEEDING MAY BE PAID OR REIMBURSED BY THE CENTER IN ADVANCE OF THE FINAL DISPOSITION OF THE PROCEEDING UPON RECEIPT BY THE CORPORATION OF A WRITTEN AFFIRMATION BY THE DIRECTOR, OFFICER OR COMMITTEE MEMBER OF HIS OR HER GOOD FAITH BELIEF THAT THE STANDARD OF CONDUCT SET FORTH IN ART. § 5(C) HAS BEEN MET AND A WRITTEN UNDERTAKING BY OR ON BEHALF OF THE DIRECTOR, OFFICER OR COMMITTEE MEMBER TO REPAY THE AMOUNT IF IT SHALL ULTIMATELY BE DETERMINED THAT THE STANDARD HAS NOT BEEN MET.**
- 5. PROCEDURE. THE PROCEDURE FOR INDEMNIFICATION SHALL BE CONSISTENT WITH CORPORATIONS § 2-418. ALL DECISIONS ON INDEMNIFICATION SHALL BE REPORTED TO THE MEDCHI HOUSE OF DELEGATES.**

### **Nominations Report – REQUIRES HOD ACTION**

The Board of Trustees of the Center for a Healthy Maryland, Inc. has elected the following persons as trustees and presents them to the MedChi House of Delegates for ratification as mandated by the Center bylaws:

1. To fill the unexpired term of Henry J. Farkas, M.D. for the remainder of 2018 and for the term beginning January 1, 2019 and ending December 31, 2021:  
Stephen J. Rockower, M.D.
2. Trustees to be re-elected for the term beginning January 1, 2019 and ending December 31, 2021:  
Thomas E. Allen, M.D.  
Allan D. Jensen, M.D.  
Loralie D. Ma, M.D.  
Ferrier R. Stillman, Esq.
3. New trustees for the term beginning January 1, 2019 and ending December 31, 2021:  
Harbhajan S. Ajrawat, M.D.  
James Campbell  
J. Michael Niehoff, M.D.  
Richard T. Scholz, M.D.
4. Alliance Representatives for the term beginning January 1, 2019 and ending December 31, 2021:  
Julie Newman  
Pubudu (Bud) Ranasinghe

This requires a vote of the House to ratify.

## **Maryland Physician Health Program/Maryland Professional Rehabilitation Program/Maryland Healthcare Professional Program – Laura Berg**

The three programs continue to assist physicians and other healthcare professionals under the direction of Laura Berg.

### **Grants Division – Shayna Banfield**

The Certificate Program in Physician Leadership continues to offer the online leadership courses.

The Maternal Mortality Review Workgroup is beginning work on the 2017 maternal deaths. The workgroup will be reviewing 56 cases. This is a record number.

### **Development & History – Meg Fielding**

On September 12, we held the Thomas E. Allen, M.D. Ethics Lecture on The Ethics of Mental Health Issues in the Emergency Department.

On October 3, we will hold the Thomas E. Hunt, Jr, M.D. History of Maryland Medicine Lecture. Look for more information about that in the next week.

We are working on raising funds for improvements around the building. If you would like to make a tax deductible donation for a designated project, please contact Debbie Sciabarrasi or Meg Fielding for a list of projects.

I'd like to remind everyone that you can make donations to the Center for other funds and programs:

- The Physicians Health McDougal Fund
- The Building Renovation Fund
- Domestic Violence Program
- The History of Maryland Medicine Program
- MedChi's Archives Preservation Program
- General Support