

**Report of the Center for a Healthy Maryland, Inc.
to the House of Delegates
April 29, 2018**

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

Bylaws Change

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 PHYSICIAN 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.**

Maryland Physician Health Program/Maryland Professional Rehabilitation Program/Maryland Healthcare Professional Program – Chae Kwak

The three programs continue to assist physicians and other healthcare professionals. Chae Kwak will be leaving the program as of June 1 and Laura Berg will take over as Director.

Grants Division – Shayna Banfield

The Certificate Program in Physician Leadership is continuing to offer the online leadership courses and the next cohort will begin in May. To date, 32 people are taking the courses under this grant.

The Maternal Mortality Review Workgroup is finishing up work on 2016 maternal deaths.

Development & History – Meg Fielding

The History of Maryland Medicine Committee lost a dear friend, Dr. Thomas E. Hunt, last December. The Center received numerous donations in memory of Dr. Hunt.

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 History of Maryland Medicine Program
- MedChi's Archives Preservation Program
- General Support