

WRITTEN STATEMENT OF EXPECTATIONS
OF MEMBERS OF BOARD OF DIRECTORS

The Wright Center for Community Health (TWCCCH) non-profit Board of Directors is an inclusive, community-based governing board committed to furthering the organization's mission. TWCCCH is committed to governing in a transparent, actively engaged and meaningful way. We are truly grateful for the generosity with which our volunteer Board members give of their time, skills, varied experience, guidance and passion.

It is important for you to understand the expectations of TWCCCH Directors in order to determine whether you are willing and able to commit to this position. The TWCCCH Board deals with issues central to the long-term success of our mission and our Directors are expected to be strong advocates for patients, learners, staff and our communities. Consistent Board meeting attendance is critical to achieving comprehensive stakeholder-representation in governance oversight, and is necessary for all Board members, in addition to the written expectations outlined in this Statement. Any Board member who is unable to meet these expectations may not be able to continue as a Director, and may be removed by the Board pursuant to the Corporation's Bylaws.

1. Length of Term

Each Board member is expected to serve a one (1) to three (3) year term, or serve ex officio, as appropriate, in accordance with the Corporation's Bylaws.

2. Time Commitment Required

The Board of Directors generally meets once per month, unless additional special meetings are called pursuant to Corporation's Bylaws. Regular meetings are typically held in the Boardroom at the Mid Valley Clinic, 5 S. Washington Avenue in Jermyn, Pennsylvania.

Committees of the Board meet pursuant to each specific committee's Charter.

Directors are expected to attend an annual Board retreat, to be held in Northeast Pennsylvania on an annual basis.

Visibility and participation is important to the Board's effectiveness. Board members are encouraged to attend certain functions and events.

3. General Qualifications

TWCCCH is committed to the philosophy that it is a community-based asset and, as such, its stakeholders should be represented in its governance. Each Board member should embrace our mission and our philosophy, and possess the characteristics reflected in the list of skills and attributes described below:

A. Organizational History and Mission; Ethics

- i. Possess an understanding and appreciation of, or a willingness to learn, the history and mission of TWCCCH.
- ii. Demonstrate high ethical standards and integrity in his or her personal and public conduct.

B. Knowledge and Experience

- i. Possess experience in and knowledge of (or willingness and ability to obtain knowledge of) the industry sufficient to enable the individual to be an effective Board member, including the ability to comprehend and ask relevant questions regarding materials routinely provided to the Board on Corporation's operations and plans.
- ii. Possess experience in mission, business, professional, or volunteer positions that will enable him or her to provide useful insights into various matters addressed by the Board.
- iii. Have current or recent prior service on other nonprofit or for-profit Boards; service in a management position of an organization of comparable size or with other characteristics similar to Corporation; other comparable experience; or the willingness and ability to quickly learn and apply principles and practices of corporate governance as required to be an effective Board member.

4. General Expectations and Responsibilities

Each Board member is expected to:

- A. Participate regularly and effectively** in Board meetings, attending at least 75% percent of all Board and committee meetings, in person or by phone (if necessary). The skills, experience or passion you bring to the table will not be effective if you are not actively participating in governance. If, for some reason, you are unable to attend a Board meeting in person (or by telephone), you should send a written explanation to the Governance Officer within one week following the missed meeting.
- B. Be a bridge:** advocate for TWCCCH and patients "outside" the Boardroom and

bring your "outside" experiences "in" to the Boardroom. Board members advocate for and educate our communities about the mission of TWCCCH. It is equally important that Directors share his or her personal experiences as patients (without divulging any protected health information). All feedback about how policies, plans and programs are working or should change in response to the ever-changing landscape of healthcare delivery is incredibly valuable and will assist TWCCCH in mission delivery.

- C. Actively participate in Board work**, meaning not only attending, but preparing for each meeting in advance by reviewing any materials provided, and actively engaging in discussion at Board and committee meetings.
- D. Speak your mind and ask hard questions.** Address difficult and challenging issues as they arise, and avoid group thinking. As a Director, your primary responsibility is to protect and promote the organization.
- E. Exercise financial stewardship.** The resources that fund our mission are public assets. It is incumbent upon the Board to ensure that the assets that have been entrusted to us are used for their intended purposes.
- F. Devote the time required** to be an effective Director, including serving on one or more Board committees. Much of the work of the Board is accomplished in committees, so our Directors are encouraged to join and attend meetings of at least one committee.
- G. Contribute to the Corporation** by working on special projects or by making yourself available for consultation with management or the Board on issues on which you have special knowledge, experience, or expertise.
- H. Attend annual events** designated for Directors, such as the annual Board retreat, social functions designed to integrate the Board and acquaint Directors with one another, and other special functions of Corporation as requested.
- I. Participate openly and honestly in periodic Board evaluations**, and be open to constructive criticism regarding Board performance and composition. The Board should keep its finger on the pulse of its own internal processes to ensure that Board meetings focus only on governance matters, not management matters, and do so in a way that draws upon the combined knowledge and experience of its directors.
- J. Building the Board** is a continual process, and being certain that the Board has the right skills and practices to govern effectively is as important as a Board that

THE WRIGHT CENTER FOR COMMUNITY HEALTH

is passionately committed to our mission. Directors are expected to contribute to the Corporation's Board succession planning by identifying to the Governance and Nominating Committee potential new directors who will: support our mission; advocate on behalf of TWCCH; work well with other Directors; bring an important skill set, perspective, or set of experiences to the table; and regularly and actively contribute to the work of the Board.

- K. Ensure that the Corporation is compliant** with laws and regulations. Being tax-exempt does not mean that TWCCCH is otherwise exempt from applicable regulations or legal obligations. Be willing to learn about and execute your fiduciary obligations as a Board member.
- L. Adhere to Corporation's policies** applicable to Directors, including maintaining the confidentiality of information and conflict of interest disclosure procedures.
- M. Support the mission-driven goals** of TWCCCH.
- N. Consider new ideas** and changes in historic practices, consistent with the mission, principles, and values of TWCCCH.
- O. Make independent decisions**, unencumbered by material personal conflicts of interest.
- P. Commit to understanding the needs and diversity of the communities** served by TWCCCH's programs.
- Q. Stay informed** about the organization and keep abreast of recent developments pertaining to TWCCCH and in the industry in general.
- R. Consistently act in good faith** and in a manner which reflects the best interests of TWCCCH and the communities it serves.