

## **DESTINATION MEDICAL CENTER CORPORATION**

### **RESOLUTION NO. 46-2017**

#### **Approving the Establishment of an Executive Committee of the Board**

The following Resolution was offered by Susan Park Rani, seconded by Ardell Brede.

#### **BACKGROUND RECITALS**

The Bylaws (“Bylaws”) of the Destination Medical Center Corporation (“DMCC”) provide for the establishment, by resolution, of an Executive Committee of the Board, and state:

The Executive Committee shall be a committee of the Board. The Chair, the Treasurer, and such other persons, if any, elected by the Board of Directors by resolution shall constitute the Executive Committee of the Board of Directors of the Corporation. The majority of the members of the Executive Committee shall be Directors. The Executive Committee shall act only during intervals between meetings of the Board of Directors and shall at all times be subject to the control and direction of the Board of Directors. During such intervals and subject to such control and direction, the Executive Committee shall have and may exercise all of the authority and powers of the Board of Directors in the management of the affairs of the Corporation, subject to such limitations as the Board of Directors may impose. Notwithstanding the foregoing sentence, the Executive Committee may not approve: (a) amendments to the Articles or Bylaws; (b) the development plan described in the Minnesota Statutes Section 469.43; (c) project proposals as provided in Minnesota Statutes Section 469.41, subdivision 13; (d) annual reports required by Minnesota Statutes Section 469.43, subdivision 8; or (e) requests for bond financing of projects pursuant to Minnesota Statutes Section 469.44, subdivision 8.

#### **RESOLUTION**

**NOW, THEREFORE, BE IT RESOLVED**, by the Destination Medical Center Board of Directors that an Executive Committee is established, consisting of the Chair, Vice Chair, and Treasurer of the Board. The Executive Committee may exercise all of the authority and powers of the Board, subject to the limitation set forth in the Bylaws, and specifically including, but not limited to, the certification of the annual report due to the Minnesota Employment and Economic Development Department (“DEED”), and the approval of the DMCC annual audit.

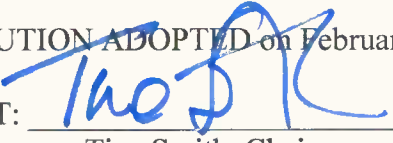
The question was on the adoption of the Resolution and there were 6 YEAS and 0 NAYS, as follows:

BOARD OF DIRECTORS

Destination Medical Center Corporation

	<u>YEA</u>	<u>NAY</u>	<u>OTHER</u>
James V. Bier	<u>X</u>	_____	_____
Ardell F. Brede	<u>X</u>	_____	_____
James R. Campbell	_____	_____	_____
Michael E. Dougherty	_____	_____	_____
Mark Hickey	<u>X</u>	_____	_____
Susan Park Rani	<u>X</u>	_____	_____
R. T. Rybak	<u>X</u>	_____	_____
Tina Smith	<u>X</u>	_____	_____

RESOLUTION ADOPTED on February 8, 2017.

ATTEST:   
\_\_\_\_\_  
Tina Smith, Chair  
Destination Medical Center Corporation