

DESTINATION MEDICAL CENTER CORPORATION

RESOLUTION NO. 19-2014

**Authorizing Payment of Daily Compensation and Expenses to
Destination Medical Center Corporation Board of Directors**

The following Resolution was offered by James R. Campbell, seconded by Ed Hruska:

RESOLUTION

NOW, THEREFORE, BE IT RESOLVED, that the Destination Medical Center Corporation (“DMCC”) authorizes Directors who are eligible to receive a per diem may receive a per diem payment for each day spent on board activities, as defined herein, at the rate provided in Minnesota Statutes, Section 15.0575 as now or hereafter amended; and

BE IT FURTHER RESOLVED that for purposes of this resolution, a “day spent on board activities” means a day in which a Director attends an official meeting of the DMCC, or attends a meeting of a standing or ad hoc committee of the DMCC. In addition, the Chair, or in his or her absence the Treasurer or Vice Chair, if any, shall approve attendance and participation of Directors at a meeting other than that of the DMCC or of its committees which constitute representation of the DMCC for which daily payment is to be paid and payment therefore shall be based upon written authorization in support of same; and

BE IT FURTHER RESOLVED that unless otherwise authorized by law or ordinance, as provided in Minnesota Statutes, Section 15.0575, subd. 3, any Director who is also a state employee or the employee of any political subdivision of the state or a member representing the medical business entity shall not receive the daily payment unless such Director takes vacation or other compensatory time from his or her non-DMCC employment for board activities that take place during working hours; and

BE IT FURTHER RESOLVED that a Director may seek reimbursement for expenses in connection with a day spent on board activities, in the manner and amount authorized under the plan prepared by the state Commissioner of Management and Budget, pursuant to Minnesota Statutes, Section 43A.18, subdivision 2. Specifically, the DMCC authorizes reimbursement of:

1. Mileage, for any Director who lives outside of the City of Rochester, to and from any meetings for which such Director’s attendance constitutes a day spent on board activities under this Resolution;
2. Actual out-of-pocket parking expenses for any Director for any meetings for which such Director’s attendance constitutes a day spent on board activities under this Resolution; and

3. Actual and reasonable out-of-pocket long-distance telephone charges incurred by any Director as necessary for official business of the DMCC; and

BE IT FURTHER RESOLVED that the Chair or her designee may develop forms for submission of requests for daily payments and expense reimbursements; and

BE IT FURTHER RESOLVED that the Chair, or in her absence, the Treasurer or Vice Chair, if any, is authorized to approve and pay requests for compensation and/or reimbursement as provided herein; provided that the Chair may approve such requests for other Directors and the Treasurer or Vice Chair, if any, may approve such requests for the Chair.

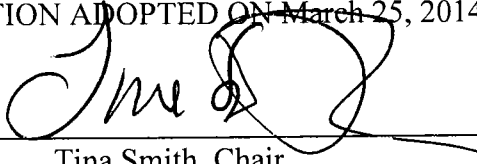
The question was on the adoption of the Resolution and there were 8 YEAS and 0 NAYS, as follows:

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	<u>X</u>	_____	_____
Ed Hruska	<u>X</u>	_____	_____
William George	<u>X</u>	_____	_____
Susan Park Rani	<u>X</u>	_____	_____
R. T. Rybak	<u>X</u>	_____	_____
Tina Smith	<u>X</u>	_____	_____

RESOLUTION ADOPTED ON ~~March 25~~, 2014.

ATTEST:



Tina Smith, Chair
Destination Medical Center Corporation