

2.1 Provide a narrative and supportive evidence from nursing and non-nursing executive leadership that describes the CNO's structural and operational relationships with organizational leaders.

The Hospital and Department of Nursing's organizational structures support the development, evaluation, and maintenance of systems that integrate our policies and procedures with regulatory and professional standards of practice. The organization chart for the hospital (OOD 2.a. and attachment 2.1.a) illustrates the position of the Senior Vice President for Patient Care/Chief Nurse within the overall infrastructure of the organization. As a key member of the senior management team and reporting directly to the Hospital President, the Senior Vice President for Patient Care/Chief Nurse actively participates in coordinating the development and implementation of programs to fulfill the four-pronged mission of the organization: patient care, education, research, and community.

The Bylaws of the Corporation (attachment 2.1.b) and the Bylaws of the Professional Staff of the General Hospital (attachment 2.1.d) are the principle documents that govern policy and decision-making for the hospital. These Bylaws guide the work of the Trustees and senior management of the hospital.

The Bylaws of the Corporation stipulate, in section 3.1, that there will be fifteen members on the Board of Trustees. In addition to the Chief Executive Officer of the Massachusetts General Physicians Organization and the President of Massachusetts General Hospital, the Governor of the Commonwealth appoints four Trustees and nine Trustees are elected through a committee process outlined in the Bylaws. A full committee roster is available in attachment 2.1.c. As stipulated in section 3.8 of the Bylaws, *"each Trustee shall have one vote at every meeting"* and unless otherwise stipulated, *"a majority of votes...shall decide every question."* The Senior Vice President for Patient Care/Chief Nurse is an invited attendee for the Trustees meetings. Although not a voting member, attendance at Trustees meetings positions her to have critical input in the decision-making process for long-term planning and strategic initiatives of the hospital.

In attachment 2.1.d, Article VI: Administrative Structure and Organization of the Bylaws of the Professional Staff of the General Corporation, there is a description of the senior management organizational structure, process, voting privileges and committee responsibilities and duties for the hospital. The key senior management committees described in the bylaws are charged by the

Trustees to fulfill the mission of the hospital. Key committees defined by the bylaws are the General Executive Committee (GEC), the Chiefs' Council and the Patient Care Assessment Committee (PCAC). These groups are responsible for the oversight of all decisions related to functions and objectives of the Hospital and the Physician's Organization.

Key Responsibilities of the General Executive Committee (GEC) include:

- ◆ Consider and, on behalf of the Trustees, adopt policies and procedures relating to patient care and medical education;
- ◆ Consider and recommend to the appropriate committees policies and procedures relating to research;
- ◆ Act in an advisory capacity to the Trustees and the President on all matters affecting the optimal operation of the Hospital and act as a liaison between the Professional Staff and Hospital Administration.

Some responsibilities of the Chiefs' Council include the oversight of:

- ◆ Quality of care and treatment of all patients within the Services or Clinical Departments,
- ◆ Conduct and discipline of all Staff Members within his or her Service or Clinical Department, and
- ◆ Conduct and administration of all programs of education, research and clinical care within his or her Service or Clinical Department.

Some of the key responsibilities of the Patient Care Assessment Committee (PCAC) include:

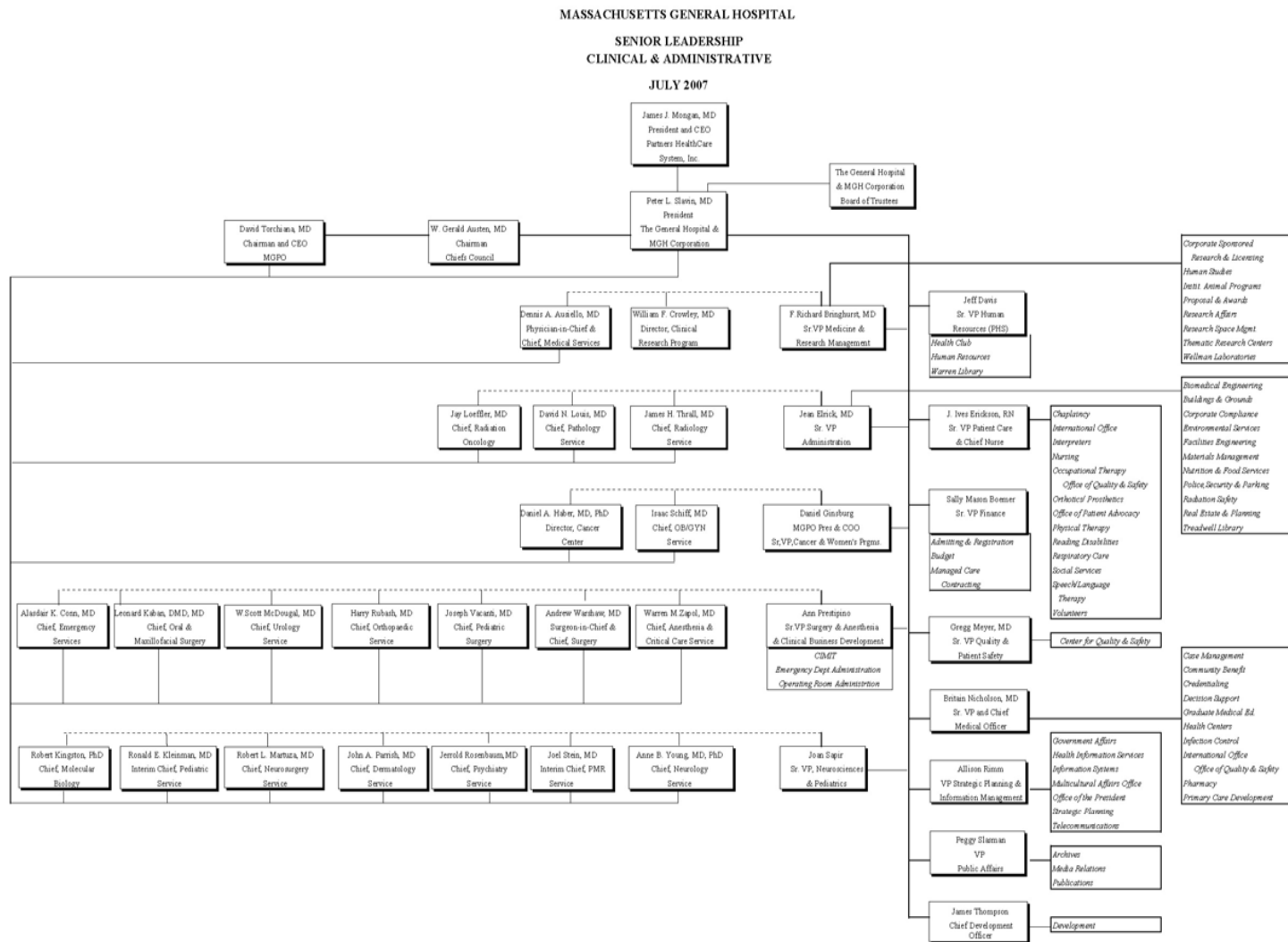
- ◆ Oversee the programs of the Hospital, which are designed to assure the effective assessment of patient care in all departments. Programs include: activities related to quality assurance, utilization review, risk management, peer review, impaired providers and other programs that the Committee or Trustees deem appropriate.
- ◆ Ensure that the policies and procedures for implementing the programs comply with the requirements of all applicable laws.
- ◆ Report findings and make recommendations relative to patient care assessment to the Trustees, the Medical Policy Committee and the GEC.

Attachments 2.1.e through 2.1.g list the membership rosters for each of these committees. The Senior Vice President for Patient Care/Chief Nurse has voting privileges in the GEC and PCAC and is an attendee of the Chief's Council. The Director of the PCS Office of Quality and Safety is the Chief Nurse's designee representing nursing on the PCAC. In addition, the clinician co-chairs (one of which is a staff nurse) of the Patient Care Services Quality Committee (a Collaborative Governance Committee) are members of the PCAC.

In addition to the formal committee structure defined by the Bylaws, another executive team referred to as the Executive Operations Committee is in place (attachment 2.1.h). The primary function of this group is to support and direct the operational management of the organization, including making decisions about the allocation of resources to support patient care within the organization. The Senior Vice President for Patient Care/Chief Nurse is an active member of this group and uses this forum to advocate for an environment that supports care at the bedside along with the development of nurses.

Lastly, Force 12.1 and Force 12.2 showcase the perspectives of representatives of the Senior Vice President for Patient Care/Chief Nurse's Executive Team and her peer group. In Force 12.1, members of her Nursing Executive Team speak to her influence in organizational decision-making and strategic planning. In Force 12.2, six of her peers speak to her influence, collaboration and impact as a fellow senior-level decision-maker in the organization.

Attachment 2.1.a



The Massachusetts General Hospital

Bylaws

Amended and Restated

as of

November 28, 2006

THE MASSACHUSETTS GENERAL HOSPITAL

BYLAWS OF THE CORPORATION

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THE MASSACHUSETTS GENERAL HOSPITAL

Bylaws of the Corporation

As Amended and Restated Effective July 16, 2002

Article 1 - General

1.1. Charter and Bylaws. The Massachusetts General Hospital ("the Corporation") is a charitable corporation organized and existing under a charter granted by Chapter 94 of the Massachusetts Acts of 1810 as amended (the "Charter"). The purposes of the Corporation shall be as set forth in the Charter, as from time to time amended. All affairs of the Corporation shall be conducted in the manner prescribed by the Charter and these Bylaws as in effect from time to time.

1.2. Fiscal Year. The fiscal year of the Corporation shall end on September 30 in each year.

1.3. Executive Office. The executive office of the Corporation is located at Fruit Street, Boston.

1.4. Corporate Seal. The Member of the Corporation shall adopt and may alter the seal of the Corporation.

1.5. Definitions. As used in these Bylaws the following terms shall have the following meanings:

1.5.1. Subsidiary Organizations. All hospital, charitable, scientific, educational, research and other institutions and entities that are controlled, directly or indirectly, by the Corporation.

1.5.2. Partners System: A comprehensive, integrated health care delivery system that is comprised of Partners HealthCare System, Inc., a Massachusetts charitable corporation ("Partners"), and all hospital, charitable, scientific, educational, research and other institutions and entities that are controlled, directly or indirectly, through sole corporate membership, stock ownership or otherwise by, or otherwise affiliated with, Partners and that provides, without limitation, hospital, physician and other health care services and education and research for the prevention, diagnosis, treatment and cure of human illness.

Article 2 - Membership

2.1. Sole Membership. The sole member of the Corporation (the "Member") shall be Partners, acting through its Board of Directors or by or through any person or persons designated by that Board to act on behalf of the Member.

2.2. Annual Meeting. The Annual Meeting of the Member (the "Annual Meeting") shall be held on the first Friday in May in each year unless otherwise determined by the Member. In lieu of any Annual Meeting not so held, a special meeting of the Member may be held with the same effect as such Annual Meeting; and in such event all references in the Bylaws to the Annual Meeting shall refer to such special meeting.

2.3. Special Meetings. Subject to proper notice, a special meeting of the Member (whether in lieu of the Annual Meeting or otherwise) may be held at any time upon the call of the Member or as otherwise required by law.

2.4. Notice and Place of Meeting. Notice of any meeting of the Member shall be given to the Member by the Secretary of the Corporation by mail at least three days before the meeting or by facsimile, e-mail or other electronic means at least forty-eight hours before the meeting addressed to the Member at its usual or last known business address. Such notice shall specify the time, place and purpose of the meeting. Each meeting of the Member shall be held at the executive office of the Corporation or at such other place within the Commonwealth of Massachusetts as the Member may determine.

2.5. Waiver of Notice. No such notice need be given to the Member if a written waiver of notice, executed by the Member (or its authorized attorney) before or after such meeting, shall be filed with the records of the meeting.

2.6. Voting. At each meeting of the Member, only the Member shall be entitled to vote.

2.7. Action by Writing. Any action required or permitted to be taken at any meeting of the Member may be taken without a meeting if the Member shall consent in writing to such action and file its consent with the records of the Member's meetings. Any such consent shall be treated for all purposes as a vote at a meeting.

Article 3 - Trustees

3.1. Number and Election. The Board of Trustees of the Corporation shall consist of fifteen trustees ("Trustees") comprised as follows:

(a) the Chief Executive Officer of the Massachusetts General Physicians Organization, Inc. ("MGPO") and the President of the Corporation, who shall serve *ex officio* as Trustees;

(b) four Trustees appointed annually by the Governor of the Commonwealth of Massachusetts ("Gubernatorial Trustees") pursuant to the Charter; and

(c) nine Trustees ("Elected Trustees") nominated by the Nominating Committee described in Article 5 hereof and elected by the Member pursuant to these Bylaws. The Elected Trustees

shall include two members of the Professional Staff of The General Hospital Corporation (the "General"), one of whom shall be a chief of service and one of whom shall be a practicing physician who is not a chief of service.

3.2. Qualification and Tenure. The nine Elected Trustees shall be divided into three classes of approximately equal size, the term of office of the Elected Trustees in one such class to expire each year. The Member at the Annual Meeting shall elect persons nominated by the Nominating Committee to serve as Elected Trustees to fill any vacancies then existing or which will exist because of the expiration of terms of Trustees prior to the next Annual Meeting, each to hold office for a term of three years from the Annual Meeting and thereafter until a successor is elected or until the Elected Trustee sooner dies, resigns, or is removed; provided, however, that at the 1999 Annual Meeting the Member shall elect one third of the Elected Trustees to serve an initial one year term, one third to serve an initial two year term and one third to serve an initial three year term. The Member may at any time in its discretion elect Elected Trustees to serve for terms of less than three years. Except for the Chairman, the Vice Chairman and any Trustee who serves on the Board of Directors of Partners, no Elected Trustee or Gubernatorial Trustee who has served as such for nine consecutive years shall be eligible for re-election or reappointment until one year following the date on which the Trustee's last term expired; provided, however, that any Trustee serving as such through the Annual Meeting in 1999 shall be eligible for election at that Annual Meeting to serve up to three additional years, notwithstanding the length of the Trustee's prior service. No individual shall be eligible for appointment or election as a Gubernatorial Trustee or an Elected Trustee to a term that would extend to or beyond the individual's seventy-first birthday.

3.3. Honorary Trustees. Every past Chairman of the Board of Trustees, and every person who has served as a Trustee of the Corporation or of the General and as such has provided significant services to the Corporation or the General may be invited by the Trustees to become an honorary trustee ("Honorary Trustee"); and, if the invitation is accepted, the term of the Honorary Trustee shall run from the date of such acceptance to the date of the Annual Meeting in the third year next following. Thereafter, an Honorary Trustee shall be eligible to be invited annually by the Trustees to continue as such and, if the invitation is accepted, the term of the Honorary Trustee shall run from the date of acceptance to the date of the Annual Meeting in the year next following. Every Honorary Trustee shall be entitled to notice of and may attend and participate in every meeting of the Trustees but shall not be entitled to vote at any such meeting or be counted for the purpose of establishing a quorum.

3.4. Meetings. Regular meetings of the Trustees shall ordinarily be held monthly and may be held at such time and place within the Commonwealth of Massachusetts as the Trustees may determine. A special meeting of the Trustees shall be held whenever called by the Member, the Chairman, the President or at least three Trustees who shall have filed their call with the Secretary; and, subject to proper notice, such meeting may be held at any time and place within the Commonwealth.

3.5. Notice. Notice of each meeting of the Trustees shall be given to each Trustee by the Secretary of the Corporation by mail at least three days before the meeting or by facsimile, e-mail or other electronic means at least forty-eight hours before the meeting addressed to the Trustee's usual or last known business or residence address, or in person or by telephone at least twenty-four hours before the meeting. Such notice shall specify the time, place and purpose of the meeting. No call or notice shall be required for regular meetings of the Trustees; except, however, that notice of the time and place of the first regular meeting following determination by the Trustees of the time and place for such meeting shall, in the manner specified above in this Section 3.5 for special meetings, be given to every Trustee absent during such determination.

3.6. Waiver of Notice. No notice of any meeting of the Trustees need be given to any Trustee (i) on whose behalf any written waiver of notice, executed by the Trustee (or the Trustee's authorized attorney) before or after such meeting, shall be filed with the records of the meeting or (ii) who shall attend the meeting without having protested prior thereto or at its commencement the lack of notice.

3.7. Quorum. At any meeting of the Trustees a majority of the Trustees then in office shall constitute a quorum. Any meeting of the Trustees may be adjourned by vote of a majority of those present, whether or not a quorum is present, and the meeting may be continued as adjourned without further notice.

3.8. Action by Vote. Each Trustee shall have one vote at every meeting of the Trustees. Unless otherwise provided by law, the Charter or these Bylaws, a majority of the votes properly cast by Trustees present shall decide every question.

3.9. Action by Writing. Any action required or permitted to be taken at any meeting of the Trustees may be taken without a meeting if all Trustees shall consent in writing to such action and file their consents with the records of the Trustees' meetings. Such consents shall be treated for all purposes as votes at a meeting.

3.10. Participation through Communication Equipment. Trustees or the members of any committee of the Trustees may participate in any meeting of the Trustees or any such committee by means of a conference telephone or similar communication equipment which shall permit all persons participating in such meeting to hear each other at the same time; and participation by such means shall constitute presence in person at the meeting.

3.11. Committees.

3.11.1. The Trustees may, by vote of a majority of the Trustees then in office, elect or appoint an executive committee and other committees and may delegate to any such committee or committees that has or have at least one member who is a Trustee any or all of the powers of the Trustees, except those which by law, the Charter or these Bylaws they are prohibited from delegating. Unless the Trustees otherwise determine, any executive committee appointed by the Trustees shall have all of the powers of the Trustees during intervals between meetings of the Trustees, except for the powers specified in Section 55 of Chapter 156B of the Massachusetts General Laws.

3.11.2. Whenever any committee shall be authorized by the Trustees or by these Bylaws to act on their behalf on any matter requiring action by the Trustees, only the votes of the members of such committee who are Trustees shall be counted in determining the committee's action. Fifty percent (50%) of the Trustee members of such a committee shall be a quorum for purposes of action on behalf of the Trustees. Unless otherwise specified by these Bylaws or by the Trustees, all members and the chairman and secretary of each committee of the Trustees shall be appointed annually by the Trustees and shall serve at the pleasure of the Trustees, and every committee (i) may include persons other than Trustees, (ii) shall determine its procedures, (iii) shall report regularly to the Trustees, and (iv) may invite any person or persons to meet with the committee in an advisory capacity. If a person serves *ex officio* on a committee in more than one capacity, such person shall be counted only once for purposes of determining the presence of a quorum and shall be entitled to only one vote.

Article 4 – Responsibilities and Authority of the Trustees and the Member

4.1. Responsibilities and Authority of the Trustees. The Trustees shall have responsibility and authority to discharge the duties specified in this Section 4.1 and such other duties as may be set forth in these Bylaws or determined by the Member from time to time. In order to ensure consistency and compliance with the programs, plans, budgets, standards and other requirements established by the Member for the Partners System, the Trustees shall:

4.1.1. Patient Care, Research and Education.

(a) Coordinate the development and implementation by the Corporation and the Subsidiary Organizations of programs that (i) fulfill the patient care, research and educational missions of the Corporation, the Subsidiary Organizations and the Partners System, (ii) assess and improve the quality of patient care and other services provided by the Corporation and the Subsidiary Organizations and (iii) assess and improve the level of patient, physician and staff satisfaction with such care and services; and

(b) Monitor and evaluate the performance of such programs and report at least annually on such performance to the Member.

4.1.2. Financial Matters.

(a) (i) Oversee the development of the annual operating and capital budgets of the Corporation within financial targets and time periods established by the Member; and (ii) review and approve such annual operating and capital budgets and present such budgets to the Member for its review and approval in accordance with the procedure described in Section 4.2.2(a) hereof as part of the annual consolidated operating and capital budgets of the Partners System;

(b) Review and approve such revisions to the annual operating and capital budgets of the Corporation as the Trustees determine to be necessary or appropriate from time to time and present any such budgets that include material revisions to the Member for its review and approval in accordance with the procedure described in Section 4.2.2(a) hereof.

(c) (i) Monitor the results of operations of the Corporation relative to the annual or revised operating budget of the Corporation approved by the Trustees and the Member; and (ii) monitor the expenditure of funds on capital projects by the Corporation relative to the annual or revised capital budget of the Corporation approved by the Trustees and the Member;

(d) Review and approve all unbudgeted operating and capital expenditures of the Corporation and, for each such unbudgeted expenditure that exceeds such amount as may be specified by the Member from time to time, present such expenditure to the Member for its review and approval;

(e) Review and approve each transaction pursuant to which the Corporation would incur new debt through lender financing or would guaranty the lender-financed debt of others and present such transaction to the Member for its review and approval;

(f) Review and approve all fund balance transfers of the funds or other property of the Corporation in accordance with the procedure described in Section 4.2.3 hereof;

(g) Review the annual audit of the Corporation as presented by the independent public accountants selected by the Member; and

(h) Oversee fund raising and development activities for the Corporation and the Subsidiary Organizations consistent with the mission and the overall strategies of the Partners System.

4.1.3. Executive Management.

(a) President of the Corporation. (i) Elect the President of the Corporation in accordance with the procedure described in Section 6.2.2 hereof; and (ii) within compensation programs and guidelines established by the Member, annually evaluate the performance of the President and make recommendations to the Member who shall determine the President's compensation.

(b) Other Senior Management of the Corporation. (i) Select candidates for election or appointment as officers and senior managers of the Corporation (other than the President and those officers nominated by the Nominating Committee); (ii) establish performance objectives and annually evaluate the performance of such officers and senior managers against such objectives; and (iii) within compensation guidelines established by the Member, determine the compensation of such officers and senior managers.

4.1.4. Planning.

(a) Understand and support the mission, vision and goals of the Partners System; and

(b) (i) Oversee the planning process of the Corporation, (ii) approve a plan for the Corporation, including tactical direction and measurable targets for performance, that is consistent in the Member's judgment with the Member's strategy for the Partners System, and (iii) present such plan to the Member for its review and approval as part of the Member's plan for the Partners System.

4.1.5. Advocacy.

With other institutions and entities within the Partners System as coordinated by the Member, represent and serve as an advocate for the interests of the Partners System, the Corporation and the Subsidiary Organizations (including their clinicians, researchers, patients and staff and the citizens of the communities that they serve) to governmental bodies and officials, accreditation agencies and the community at large.

4.1.6. Board Performance.

(a) Ensure continuing, comprehensive communication by the Corporation with the Member and its management and with the trustees and management of other institutions and entities within the Partners System regarding the strategies, objectives, performance and issues of the Corporation, the Subsidiary Organizations and the Partners System;

(b) Receive and review regular reports on the performance and overall effectiveness of the Corporation, the Subsidiary Organizations and the Partners System;

(c) In coordination with the Member, provide for the orientation of new trustees and the continuing education of incumbent trustees of the Corporation; and

(d) In coordination with the Member, conduct periodic assessments and evaluations of the performance of the Corporation's Board of Trustees.

4.1.7. Conduct of Operations. Consistent with the responsibilities and authority assigned to the Trustees by these Bylaws and consistent with any applicable policies of the Partners System, authorize and approve (or delegate to the officers and senior managers of the Corporation the authority to authorize and approve) such policies, procedures, agreements and other commitments binding on the Corporation as may be necessary to conduct the operations of the Corporation.

4.2. Responsibilities and Authority of the Member.

4.2.1. Ultimate Responsibility for Corporation's Affairs.

In furtherance of its purposes to operate, coordinate and support the Partners System, the Member shall have ultimate responsibility and authority to oversee the affairs, funds and other property of the Corporation except as otherwise provided by law or the Charter or as specifically assigned to the Trustees by these Bylaws.

4.2.2. Matters Requiring Approval by the Member. In addition to other matters that require approval by the Member by law or as specified in these Bylaws, and in addition to such other approvals as may be required by law or by these Bylaws, the following actions shall require approval by the Member:

(a) Final adoption of the annual and any revised operating and capital budgets of the Corporation submitted by the Trustees pursuant to Section 4.1.2(a) and (b) hereof. In the event that the Member does not approve any such annual or revised budget as submitted by the Trustees, the Member shall advise the Trustees of the reasons for such disapproval, and the Trustees shall then have a reasonable period of time, as specified by the Member, to resubmit a modified annual or revised budget consistent with the financial targets established by the Member and responsive to the reasons for the Member's disapproval. If (i) the Trustees fail to submit on a timely basis a modified annual or revised budget that is responsive, in the Member's judgment, to the reasons for the prior disapproval; or (ii) in response to a request by the Member that the Trustees submit a revised operating or capital budget for the Corporation, the Trustees fail to submit to the Member within a reasonable period of time, as specified by the Member, a revised operating or capital budget that is responsive, in the Member's judgment, to the Member's request, the Member shall have the sole right, after consultation with the Trustees, to adopt and approve annual or revised operating and capital budgets for the Corporation which shall become the budgets for the Corporation for the fiscal period specified therein.

(b) Each unbudgeted operating or capital expenditure of the Corporation that exceeds such amount as has been specified by the Member from time to time;

(c) Each transaction pursuant to which the Corporation would incur new debt through lender financing or would guaranty the lender-financed debt of others;

- (d) Each agreement or other commitment binding on the Corporation that is of such a type, or that requires an expenditure of funds in excess of such amount, as has been specified by the Member from time to time;
- (e) The appointment of a firm of independent public accountants to conduct an independent audit of the Corporation's financial statements;
- (f) Any pledge, sale or other disposition of all or substantially all of the property or assets of the Corporation;
- (g) A liquidation, dissolution or other restructuring of the Corporation; and
- (h) The election by the Trustees of a person to fill a vacancy in the office of President of the Corporation.

4.2.3. Fund Balance Transfers. In the event that the Trustees of the Corporation fail to approve a fund balance transfer of the funds or other property of the Corporation to the Member or to another institution or entity within the Partners System that is required by or consistent with the annual or revised operating and capital budgets of the Corporation as approved by the Trustees and the Member or that is proposed by the Member for the benefit of the Partners System, the Member may request that the Trustees reconsider such transfer. If the Trustees fail to reconsider such transfer within a reasonable period of time, as specified by the Member, or upon reconsideration fail to approve such transfer, the Member shall have the right, after consultation with the Trustees, to approve any such transfer that the Member determines to be in the best interests of the Partners System.

4.3. Sole Member of Subsidiary Organizations. The Corporation, acting through the Trustees or by or through any person or persons designated by the Trustees to act on behalf of the Corporation, shall have and exercise only such powers and duties as the sole member of each Subsidiary Organization as are required or permitted by law or as are specifically set forth in the bylaws of such Subsidiary Organization, which bylaws may be amended only in the manner set forth therein.

Article 5 - Nominating Committee

5.1. Appointment; Membership. Each year, at least sixty days before the date of the Annual Meeting, the immediate past Chairman of the Trustees shall appoint the Nominating Committee of the Corporation and preside over its meetings. If the immediate past Chairman will not or cannot fulfill the responsibilities assigned in these Bylaws, then the Chairman of the Trustees shall fulfill those responsibilities. The Nominating Committee shall consist of three Trustees and two Honorary Trustees.

5.2. Nominations. Acting in accordance with these Bylaws and considering all recommendations submitted to it, the Nominating Committee shall (i) nominate candidates for election as Trustees; (ii) nominate candidates for election as the Chairman, the Treasurer and the Secretary of the Corporation; and (iii) nominate candidates for election as trustees of the Subsidiary Organizations in accordance with the bylaws of each of the Subsidiary Organizations. The Nominating Committee shall deliver to the Secretary a list of the nominations of the Committee at least fifteen days prior to submission of the nominees for vote or action by the Member or the Trustees as appropriate. Upon its filing, such list may be examined during business hours by the

Member, any Trustee or officer of the Corporation or any trustee or officer of a Subsidiary Organization.

5.3. Qualifications of Nominees. In preparing its nominations for Trustees of the Corporation and for trustees of the Subsidiary Organizations, the Committee shall consider a diversity of community leaders who by experience in significant medical, business, professional, scientific, philanthropic or community activities can offer meaningful oversight to the Corporation and its Subsidiary Organizations and who have the interest and ability to contribute to the advancement of the goals of the Corporation and the Partners System.

5.4. Presentation to Meetings. All nominations made by the Nominating Committee shall be presented to the Annual Meeting, to the Trustees at their first meeting following the Annual Meeting or to the annual meeting of the member of each Subsidiary Organization, as the case may be; and every nominee receiving a plurality of the votes properly cast for that office shall be elected.

Article 6 - Officers

6.1. Number and Qualification. The officers of the Corporation shall consist of the Chairman, a Vice Chairman, the President, the Treasurer and the Secretary and such other officers as the Trustees or the President may from time to time elect or appoint. Except for the Chairman and the Vice Chairman, who shall be Trustees, an officer may but need not be a Trustee. A person may hold more than one office at the same time. If required by the Trustees, an officer shall give the Corporation a bond for the faithful performance of the officer's duties in such amount and with such surety or sureties as shall be satisfactory to the Trustees.

6.2. Election.

6.2.1. Annual Election of Officers. At the first meeting of the Trustees following each Annual Meeting, the Trustees shall elect the Chairman, the President, the Treasurer and the Secretary; and the Trustees may at any time elect from their number a Vice Chairman to act in the absence or disability of the Chairman. Other officers may be elected or appointed at any time by the Trustees, in each case specifying the title, powers, duties and terms of office of such officer.

6.2.2. Vacancy in the Office of President. Upon the occurrence of a vacancy in the office of the President, the Trustees shall establish a search committee comprised of the Chief Executive Officer of the Member and such Trustees and others, as the Trustees, in consultation with the Chief Executive Officer of the Member, may determine. The search committee shall submit to the Trustees a nomination for the office of the President, and the Trustees shall act upon such nomination to elect the President of the Corporation and submit such election to the Member for its ratification.

6.3. Tenure. The Chairman, Vice Chairman, President, Treasurer and Secretary of the Corporation shall hold office until the first meeting of the Trustees after the Annual Meeting next following the date of such officer's election and until a successor is elected, or until the officer sooner dies, resigns, becomes disqualified or is removed from office. Other officers elected by the Trustees shall serve for such terms as the Trustees may specify.

6.4. Chairman and Vice Chairman. The Chairman shall preside at all meetings of the Trustees and shall have, exercise and discharge such other powers and duties as may be specified in these Bylaws or

assigned to the Chairman by the Trustees. The Vice Chairman, if any, shall have, exercise, and discharge the powers and duties of the Chairman during the absence or disability of the Chairman. In the event that both the Chairman and the Vice Chairman, if any, shall be absent or unable to act, the Trustees may elect from their number a Temporary Chairman to have, exercise and discharge the powers of the Chairman during the absence or disability of both the Chairman and Vice Chairman.

6.5. President. The President shall be the chief executive officer of the Corporation and, as such, shall direct the activities of the Corporation, promote collaborative opportunities and the consistency of policies and procedures among the Corporation, the Subsidiary Organizations and other institutions and entities within the Partners System, and have, exercise, and discharge such other powers and duties as these Bylaws, the Member or the Trustees may assign to the President. The President may appoint vice presidents and other officers of the Corporation and may retain other employees, each of whom shall have, exercise and discharge such powers and duties as the President or the Trustees may assign to such individual.

6.6. Treasurer. The Treasurer shall have such powers and duties as may be specified by law or these Bylaws or shall be assigned by the Trustees or the President.

6.7. Secretary and Assistant Secretaries. The Secretary shall (i) have, exercise and discharge all the powers and duties established by the law of the Commonwealth of Massachusetts for the clerk of a corporation organized under Chapter 180 of the Massachusetts General Laws and such other powers and duties as these Bylaws, the President or the Trustees may assign; (ii) have custody of the seal of the Corporation; (iii) be a resident of Massachusetts unless the Corporation has a resident agent duly appointed for the purpose of service of process; and (iv) record and maintain records of all proceedings of the Trustees in a book or series of books kept for such purpose. Every such book or series of books shall be kept at the executive office of the Corporation, be open at all reasonable times to the inspection of the Member or any Trustee of the Corporation, and contain the Bylaws as in effect from time to time, the name of every serving Trustee and such Trustee's address as last entered on the records of the Corporation. During the absence of the Secretary, any Assistant Secretary elected by the Trustees or appointed by the President shall have full power to act for the Secretary.

Article 7 - Resignations, Removals and Vacancies

7.1. Resignations. Any Trustee or officer may resign at any time by delivering a resignation in writing to (i) the Chairman, the President or the Secretary, (ii) any meeting of the Member or the Trustees, or (iii) the Corporation at its principal office. Such resignation shall be effective upon receipt unless specified to be effective at some other time.

7.2. Removals.

7.2.1. Trustees. Any Trustee may be removed at any time for cause by vote of the Member. A Trustee may be removed for cause only after reasonable notice of the grounds for the removal and an opportunity to be heard before the body proposing the removal. For the purposes of this Section 7.2.1, cause for removal of a Trustee shall include any of the following as determined by the Member:

(a) inappropriate use or disclosure of confidential information of the Corporation or of any other institution or entity within the Partners System (a "Partners organization");

- (b) failure to adhere to any code of conduct or policies on conflict of interest adopted by the Member;
- (c) recurring pursuit of personal interests in conflict with the best interests of the Corporation or of any other Partners organization;
- (d) permitting or engaging in the misuse of the funds or other property of the Corporation or of any other Partners organization;
- (e) engaging in unlawful or grossly negligent conduct related to the affairs of the Corporation or of any other Partners organization;
- (f) knowing violation of any agreement or commitment with or on the part of the Corporation or of any other Partners organization;
- (g) repeated failure to attend Trustee meetings or participate in other Trustee functions at which attendance is expected; and
- (h) failure to discharge responsibilities as a Trustee with ordinary prudence and in a manner reasonably believed to be in the best interests of the Corporation and the Partners System.

7.2.2. Officers. The President may be removed at any time with or without cause by (i) the Chief Executive Officer of the Member, after consultation with the Trustees and with the approval of the Board of Directors of the Member, or (ii) by the vote of a majority of the Trustees then in office, with the approval of either the Chief Executive Officer of the Member or the Board of Directors of the Member. Any other officer elected or appointed by the Trustees may be removed at any time with or without cause by the vote of a majority of the Trustees then in office. An officer appointed by the President may be removed at any time with or without cause by the vote of a majority of the Trustees then in office or by the President. An officer may be removed for cause only after reasonable notice of the grounds for the removal and an opportunity to be heard before the body or person proposing the removal.

7.3. Vacancies. Any vacancy in the Trustees, including a vacancy resulting from the enlargement of the Board of Trustees, shall be filled by the Member from candidates nominated by the Nominating Committee. A vacancy in the office of the President shall be filled in the manner described in Section 6.2.2 hereof. The Trustees shall elect a successor if the office of Chairman, Vice Chairman, Treasurer or Secretary becomes vacant, and the Trustees may elect or the President appoint a successor if any other office becomes vacant. Each such successor shall hold office for the unexpired term of the predecessor and in the case of the Chairman, the Vice Chairman, the President, the Treasurer and the Secretary until a successor is elected, or in each case until the person sooner dies, resigns or is removed. The Trustees shall have and may exercise all of their powers notwithstanding the existence of one or more vacancies in their number.

Article 8 - Execution of Papers

8.1. Except as the Trustees may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the Corporation shall be signed by the President, a vice president or the Treasurer.

Article 9 - Conflict of Interest; Personal Liability

9.1. **Conflict of Interest.** All Trustees, officers, employees and agents of the Corporation shall adhere to such codes of conduct and such policies on conflicts of interest as may be adopted from time to time by the Member.

9.2. **Exculpation; No Personal Liability.** No Trustee or officer of the Corporation shall be personally liable to the Corporation or its Member for monetary damages for breach of fiduciary duty as a Trustee or officer notwithstanding any provision of law imposing such liability; provided, however, that the liability of a Trustee or officer, to the extent that such liability is imposed by applicable law, shall not be eliminated (i) for any breach of the Trustee's or officer's duty of loyalty to the Corporation or its Member, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the Trustee or officer derived an improper personal benefit. The Member, the Trustees and the officers of the Corporation shall not be personally liable for any debt, liability or obligation of the Corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the Corporation may look only to the funds and property of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Corporation. No amendment, modification or repeal of this Section, directly or by adoption of an inconsistent provision of these Bylaws, shall apply to or have any effect on the liability or alleged liability of any Trustee or officer of the Corporation for or with respect to any acts or omissions of such Trustee or officer occurring prior to such amendment, modification or repeal.

Article 10 - Indemnification

10.1. To the extent permitted by law and consistent with the Corporation's status as an organization qualified under Section 501(c)(3) of the Internal Revenue Code, the Corporation:

- (i) shall indemnify the Member and every Trustee of the Corporation;
- (ii) shall indemnify each person who serves as a member of any of the following committees of the Corporation: (1) a committee elected or appointed by the Board of Trustees pursuant to Section 3.11 of these Bylaws; (2) a medical peer review committee; (3) an institutional review board; and (4) any other committee of the Corporation designated by the Board of Directors as qualifying for indemnification under this subparagraph (ii); and
- (iii) may indemnify any officer, employee or agent of the Corporation and any person who serves the Corporation in a volunteer capacity or who, at the Corporation's request, serves as a trustee, director, committee member, officer, employee or agent of any other entity in which the Corporation shall have an interest or serves in any capacity with respect to any employee benefit plan of the Corporation or such other entity (each such person described in subparagraphs (i), (ii) and (iii) hereof being hereinafter referred to as an "Indemnified Person");

against all liabilities and expenses, of whatever nature, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees reasonably incurred by the Indemnified Person in

connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which the Indemnified Person may be involved or with which the Indemnified Person may be threatened, by reason of serving or having served the Corporation, such other entity or such employee benefit plan.

10.2. Notwithstanding the foregoing, however, the Corporation shall not indemnify any Indemnified Person with respect to any matter as to which such Indemnified Person shall have been adjudicated in any proceeding or determined by the Board of Trustees, after consultation with the Member and its legal counsel, not to have acted in good faith in the reasonable belief that such Indemnified Person's action was in the best interests of the Corporation (or, to the extent that such matter relates to service with respect to an entity in which the Corporation has an interest or with respect to an employee benefit plan, in the best interests of such other entity or the participants or beneficiaries of such employee benefit plan).

10.3. Subject to the provisions of Section 10.2, the Board of Trustees may and, in the case of an Indemnified Person described in Section 10.1(i) or 10.1(ii) hereof, shall authorize that the Corporation pay expenses, including counsel fees, reasonably incurred by an Indemnified Person in connection with the defense or disposition of any such action, suit or other proceeding, in advance of the final disposition, upon receipt of a commitment in writing by the Indemnified Person to repay to the Corporation the amounts so paid if the Indemnified Person shall be adjudicated in any proceeding or determined by the Board of Trustees, after consultation with the Member and its legal counsel, not to have acted in good faith in the reasonable belief that such Indemnified Person's action was in the best interests of the Corporation, other entity or the participants or beneficiaries of an employee benefit plan, as the case may be, which commitment may be accepted without reference to the financial ability of such Indemnified Person to make repayment.

10.4. The right to indemnification provided by this Article 10 shall not be exclusive of or prejudice or otherwise affect any other rights of the Indemnified Person, including any rights to indemnification, immunity or limitation of liability to which such Indemnified Person may be entitled by contract with the Corporation or under law, and shall extend to the successors, estate, heirs, executors and administrators of each Indemnified Person.

Article 11 - Bylaw Review and Amendment

11.1. General. These Bylaws may be amended in whole or part or repealed and new bylaws adopted only by the Member; provided, however, that not less than ten (10) days prior to the taking of any such action by the Member a written draft of the proposed action shall have been submitted to the Trustees.

11.2. Bylaw Review Committee. These Bylaws shall be reviewed at least every two years by a special committee established by the Member for that purpose, and that committee may make recommendations to the Member and the Trustees of necessary or appropriate amendments; provided, however, that the absence of any such review or any failure to act upon such recommendations shall not affect the validity of any Bylaw provision then in effect. Each new printing of the Bylaws shall indicate the date of their most recent amendment or review.

I hereby certify that the foregoing is a true copy of the Bylaws of the Corporation as amended through November 28, 2006, and that said Bylaws have not been further amended since such date.

Date

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**BYLAWS OF THE PROFESSIONAL STAFF
OF THE GENERAL HOSPITAL**

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**ARTICLE VI - ADMINISTRATIVE STRUCTURE
AND ORGANIZATION**

6.01 Organization of Services, Departments and Centers

The administrative structure of the Staff shall include Services, Departments and Centers as follows:

6.01.1 The Services shall include Anesthesia and Critical Care, Pediatric, Dermatology, Emergency, Medicine, Neurology, Neurosurgery, Oral and Maxillofacial Surgery, Orthopaedic Surgery, Pathology, Pediatric Surgery, Psychiatry, Radiation Oncology, Radiology, Physical Medicine and Rehabilitation, Surgery, Urology and Vincent Memorial Obstetrics and Gynecology Services.

6.01.2 The Departments shall include the Molecular Biology and Neurobiology Departments.

6.01.3 The Centers shall include the Cancer and Neuroscience Centers.

6.01.4 The ophthalmological and otolaryngological needs of the Hospital shall be served by physicians on the Active Clinical Staff of the Massachusetts Eye and Ear Infirmary (MEEI). While not a Staff Member, any such physician from the MEEI may be called upon from time to time to assist any Member of the Hospital's Active Staff.

6.02 Chiefs of Service and Department

6.02.1 Responsibilities

Each Service and Department shall have a Chief ("Service Chief", "Department Chief" or "Chief") and each Center shall have a Director. Each Chief and Director shall be responsible for the general administration of his or her Service, Department or Center and for all activities within the Service, Department or Center. The responsibilities of each Chief and Director shall be carried out in concert with the functions and objectives of the Hospital and the Massachusetts General Physicians Organization (MGPO) and shall include oversight over the:

- a. Quality of care and treatment of all patients within his or her Service or Clinical Department;
- b. Conduct and discipline of all Staff Members within his or her Service or Clinical Department; and
- c. Conduct and administration of all programs of education, research, and clinical care within his or her Service, Department or Center.

Each Chief shall have corresponding oversight and responsibilities within the MGPO. Furthermore, Partners HealthCare System, Inc. (Partners) may from time to time appoint at the Partners level a chairman to oversee the integration of a Service, Department or Center at the General Hospital and its counterpart at the Brigham and Women's Hospital, and the ongoing operation of the consolidated Service, Department or Center. The relative authority and responsibilities of the Partners Chairman and the General Hospital Chief shall be delegated and described as necessary in appropriate documents.

6.02.2 Appointment Process

The Chief of each Service and Department shall serve a term of one year or less. The Chief or Director shall be appointed by the Trustees, following consideration of recommendations made to them by the President of the Hospital and the CEO of the MGPO. Any Chief of a Clinical Service or Department shall be required to be a physician or dentist and any Chief or Director of a Non-Clinical Department or Center shall be required to be a physician or to have a doctoral degree in an appropriate field. As determined from time to time by the Hospital and Harvard Medical School, the initial recommendation for an appointment as Chief or Director of certain Services, Departments or Centers shall be required to include a report made by a special committee jointly constituted by the Hospital and the Harvard Medical School for the purpose of reviewing candidates for the appointment.

Following consideration of a recommendation or recommendations made to them by the President of the Hospital or the CEO of the MGPO, the Trustees may at any time terminate the appointment of any Chief of Service or Department or any Director of a Center, and in the course of considering the recommended termination

Attachment 2.1.d continued

the Trustees may invite the Chief or Director to meet with them. Termination under this section shall not of itself result in the loss or reduction of any clinical privileges or status of Membership on the Staff.

6.03 Titles

The following titles shall be used in designating the rank and title of Staff Members. The designation as Physician, Surgeon, or other professional designation, may be substituted with an equivalent specialty designation, such as Dermatologist for Physician, or Urologist or Oral and Maxillofacial Surgeon for Surgeon, according to the custom and practice of each Service or Department.

6.03.1 For the Clinical Medical Staff (applicable discipline to be added where required):

- a. Active: Physician; (Visiting) Surgeon; Dentist; Associate Physician; Associate (Visiting) Surgeon; Associate Dentist; Assistant Physician; Assistant (Visiting) Surgeon; Assistant Dentist; Assistant in;
- b. Senior: Senior Physician, Surgeon or Dentist;
- c. Honorary: Honorary Physician, Surgeon or Dentist;
- d. Affiliate: Affiliate Physician, Surgeon or Dentist
- e. Clinical Associate Staff: Clinical Associate in;
- f. Clinical Assistant Staff: Clinical Assistant in;
- g. Consultant: Consultant in; Senior Consultant in;
- h. Courtesy Staff: Courtesy Staff in;
- i. Graduate Assistant: Graduate Assistant in;
- j. Resident: Chief Resident in; First Year, Second Year, Third Year, Fourth Year, Fifth Year Resident in;
- k. Fellows: Clinical Fellow in; Clinical and Research Fellow in; Visiting Fellow in; and

6.03.2 For the Clinical Adjunct Staff (applicable discipline to be added where required):

- a. Active: (Visiting) Podiatrist; Psychologist; Associate (Visiting) Podiatrist; Associate Psychologist; Assistant (Visiting) Podiatrist; Assistant Psychologist; Assistant in;
- b. Senior: Senior Podiatrist or Psychologist;
- c. Honorary: Honorary Podiatrist or Psychologist;

- d. Affiliate: Affiliate Podiatrist or Psychologist
- e. Clinical Associate Staff: Clinical Associate in;
- f. Clinical Assistant Staff: Clinical Assistant in;
- g. Consultant: Consultant in;
- h. Graduate Assistant: Graduate Assistant in
- i. Resident: Chief Resident in; First Year, Second Year, Third Year Resident in;
- j. Fellows: Clinical Fellow in; Clinical and Research Fellow in; Visiting Fellow in.

6.03.3 For the Non-Clinical Staff (applicable discipline to be added where required):

- a. Active: Biochemist, Biologist, or other applicable professional designation; Associate of the same designation; Assistant of the same designation; Assistant in Biochemistry, Biology, or other applicable discipline;
- b. Senior: Senior Biochemist, Biologist, or other applicable professional designation;
- c. Honorary: Honorary Biochemist, Biologist, or other applicable professional designation;
- d. Affiliate: Affiliate Biochemist, Biologist, or other applicable professional designation;
- e. Consultant: Consultant in; and
- f. Fellows: Research Fellow in; Visiting Fellow in.

6.04 President

The President is the agent of the Trustees authorized and directed to act on their behalf as the Hospital Bylaws shall provide.

6.05 Committees

6.05.1 General Executive Committee. ("GEC")

a. Members

The GEC shall consist of: five representative Chiefs of Service appointed by the Chiefs' Council; the President of The Massachusetts General Hospital; the Chief Executive Officer of the MGPO; the President of The General Hospital Corporation; the Chairs of the Executive Committee on Research and the Executive Committee on Teaching and Education; a representative of the research community appointed by the President of The Massachusetts General Hospital; two executives of The General Hospital Corporation appointed by its President; and four Members of the Active Medical Staff who shall be the two elected primary care practitioners and the two elected specialty or subspecialty practitioners who are then serving one of the last two years of their three year term on the Executive Committee of the MGPO.

If at any time the membership of the GEC does not include six Chiefs of Service, the Chiefs' Council shall appoint additional Chiefs of Service as is required to increase to six the number of Chiefs of Service serving as members.

b. Officers and Subcommittees

The GEC shall have a Chairperson who shall be the President of The Massachusetts General Hospital or his designee. The GEC shall constitute, determine the composition of, make appointments to, and charge committees, including standing committees, it deems necessary or appropriate for the effective discharge of its duties and the proper operation of the Hospital, taking into account any requirements of the Hospital Bylaws and Standards of the Joint Commission on Accreditation of Healthcare Organizations. The GEC may authorize one of its committees to take on its behalf any of the actions reserved to it under these Bylaws. The committees shall include but not be limited to the following standing committees:

- i. the Chiefs' Council which shall include all Chiefs of the Services listed in Section 6.01.1;
- ii. the Administrative Council;
- iii. the Executive Committee on Research ("ECOR");

- iv. the Executive Committee on Teaching and Education ("ECOTE");
- v. the Health Professions Staff Committee; and
- vi. the Medical Policy Committee.
- vii. the Cancer Center Executive Committee, a multi-disciplinary committee with membership and responsibilities consistent with those set forth in the Standards of the Commission on Cancer.

c. Meetings

The GEC shall meet at least twelve times annually.

d. Duties

The duties of the GEC and its committees shall be to:

1. Consider and, on behalf of the Trustees, adopt policies and procedures relating to patient care and medical education and, at the request of the Trustees, other matters affecting the optimal operation of the Hospital;
2. Consider and recommend to the appropriate committees policies and procedures relating to research;
3. Act in an advisory capacity to the President and the Trustees of the Hospital and the President of The Massachusetts General Hospital on all matters affecting the optimal operation of the Hospital, and serve as a liaison between the Professional Staff and the administration of the Hospital;
4. Consider and recommend to the Trustees appointments and other actions relative to the Professional Staff;
5. Recommend to the Trustees the adoption, amendment, and repeal of any Bylaws of the Professional Staff or any rules and regulations applicable to the Staff; and
6. Disseminate information with respect to its actions, recommendations and discussions to the Professional Staff through the Service Chiefs and through the representatives of the Active Medical Staff.

6.05.2 Patient Care Assessment Committee

a. The Committee's membership, officers and meeting schedule and the identification of a Patient Care Assessment Coordinator shall be as provided for in the Patient Care Assessment Plan.

b. Duties

The duties of the Patient Care Assessment Committee shall be to:

1. Oversee the programs of the Hospital which are designed to assure the effective assessment of patient care in all departments of the Hospital. These programs shall include activities relating to quality assurance, utilization review, risk management, peer review, impaired providers, and such other programs as the Committee or the Trustees may deem appropriate, and shall be known collectively as the Patient Care Assessment Program ("Program");

2. Ensure that the policies and procedures for implementing the Program comply with the requirements of all applicable laws, including without limitation the regulations of the Board of Registration in Medicine, as they may be amended from time to time; and

3. Report its findings and make other recommendations relative to patient care assessment to the Trustees, the Medical Policy Committee and the GEC from time to time.

6.05.3 Service Quality Assessment Committees

a. Members

The Chief of each Service shall establish a Quality Assessment Committee which shall consist of at least three members, including (a) the Chief of the Service or the Staff Member designated by the Chief with responsibility for quality assessment in the Service (or in the unit or division within the Service), (b) the Staff Member responsible for the residency training program in the Service (or the unit or division), and (c) a member of the nursing staff working in the Service, who shall be recommended by the Chief Nurse Executive.

b. Officers

Each Quality Assessment Committee shall have a Chairperson who shall be appointed by the Chief of the Service and shall be ex officio a member of the Patient Care Assessment Committee of the Hospital.

c. Duties

Each Quality Assessment Committee shall be responsible on an ongoing basis for the monitoring and evaluation of the quality of care within the Service and for recommendations with respect to criteria for evaluating the qualifications and performance of applicants for appointment or reappointment to the Staff, and shall participate in the review of the applicants pursuant to such criteria. Each Committee shall make periodic reports to the Patient Care Assessment Coordinator.

6.05.4 Medical Peer Review Committees

a. The "medical peer review committees" include the GEC, the various committees of the GEC including the Patient Care Assessment Committee, its Coordinator, and the Medical Policy Committee (and its subcommittees), the Quality Assessment Committee for each Service, any Staff Review Committee and all other committees (including other committees of the medical staff of the Hospital as well as committees of the MGPO acting as agent of the Hospital and in conjunction with the quality assurance activities conducted by the Hospital), agents of such committees or individuals charged with any responsibility for (a) the evaluation or improvement of the quality of health care rendered by health care providers, (b) the determination whether health care services were performed in compliance with the applicable standards of care, (c) the determination whether the cost of health care services were performed in compliance with the applicable standards of care, (d) the determination whether the cost of health care services rendered was considered reasonable by the providers of health services in the area, (e) the determination whether the actions of a provider call into question his or her fitness to provide health care services, or (f) the evaluation and assistance of providers impaired or allegedly impaired by reason of alcohol, drugs, physical disability, mental instability or otherwise.

b. The proceedings, reports, records, findings, recommendations, evaluations, opinions, deliberations or other actions by a medical peer review committee in its discharge of the medical peer review functions set forth in subsection (a) above, and the identity of and information provided to such peer review committee by witnesses or any other individuals are confidential, are not subject to subpoena or discovery, and may not be introduced into evidence in any judicial or administrative proceeding, and no person who was in attendance at a meeting of a medical peer review committee shall be permitted or required to testify in any such proceeding as to the proceedings, deliberations, or other actions of such medical peer review committee or any members thereof, except as specifically provided in Massachusetts General Laws Chapter 111, Section 204. This confidentiality shall not prevent or be waived by the transmission of necessary information to the Board of Trustees (or committees thereof) or to other committees or individuals within the Hospital to enable them to fulfill their responsibilities under the Patient Care Assessment Program or otherwise. Nor shall this

confidentiality prevent or be waived by the transmission of information required by law or regulation, including responses to requests from other health care providers for information relevant to their credentialing activities.

6.06 Massachusetts General Physicians Organization, Inc.("MGPO")

A member of the Clinical Staff of the Hospital may be affiliated with the MGPO in such capacities as defined in the Bylaws of the MGPO. The MGPO shall provide for effective discussion and dissemination of information among these affiliated Clinical Staff members and facilitate other opportunities to enhance their professional association. In furtherance of these efforts, the MGPO shall provide for meetings of these Clinical Staff members at least annually. Meetings shall be held at the call of the Executive Committee of the MGPO, at such times and places as it determines.

GENERAL EXECUTIVE COMMITTEE (GEC)
Membership List as of July 2007

MEMBERS:

Dr. Bernard Aserkoff, Internal Medicine
Dr. Dennis Ausiello, Chief, Medical Services
Dr. Jonathan Cronin, Associate Chief, Neonatology
Dr. Elizabeth Hohmann, Chair and Director, Partner's IRB
Dr. Robert Hughes, Internal Medicine, Primary Care
Ms. Jeanette Ives Erickson, RN, Senior Vice President for Patient Care and Chief Nurse
Dr. Leonard Kaban, Chief, Oral Maxillofacial Surgery
Dr. Britain Nicholson, Senior V. P., Chief Medical Officer and Director, Primary Care, MGH
Dr. Lawrence Ronan, Internal Medicine
Dr. Jerrold Rosenbaum, Chair, Executive Committee on Research
Dr. Peter Slavin, President, Massachusetts General Physicians Organization
Dr. David Torchiana, CEO, Massachusetts General Physicians Organization
Dr. Joseph Vacanti, Chief, Pediatric Surgery
Dr. Andrew Warshaw, Chief of Surgery
Dr. Anne Young, Chief, Neurology
Dr. Warren Zapol, Chair, Executive Committee on Teaching & Education

Invited Attendees - Chiefs

Dr. Bruce Chabner, Chief, Hematology/Oncology
Dr. Alasdair Conn, Chief, Emergency Department
Dr. William Crowley, Clinical Research Program, MGH
Dr. Daniel Haber, Director, Cancer Center
Dr. Robert Kingston, Chief, Molecular Biology
Dr. Ronald Kleiman, Interim Chief, Pediatrics
Dr. Jay Loeffler, Chief, Radiation Oncology
Dr. David Louis, Chief, Pathology
Dr. Robert Maruza, Chief, Neurosurgery
Dr. W. Scott McDougal, Chief, Urology
Dr. John Parrish, Chief, Dermatology
Dr. Harry Rubash, Chief, Orthopaedics
Dr. Issac Schiff, Chief, Obstetrics and Gynecology
Dr. Joel Stein, Interim Chief of Physical Medicine and Rehabilitation
Dr. James Thrall, Chief, Radiology

Other

Dr. W. Gerald Austen, Chair, Chiefs' Council
Mr. Richard Averbuch, Chief Marketing Officer
Dr. Richard Bringham, Senior Vice President of Medicine and Research
Ms. Deborah Colton, Vice President of External Affairs/MGPO
Dr. Anne Dubitzky, Vice President of Managed Care
Dr. Jean Elrick, Senior Vice President, Administration

Mr. Daniel A. Ginsburg, President and COO, MGPO; Vice President for Cancer Center and OB/GYN
Ms. Robin Jacoby, Chief of Staff, Partners HealthCare System
Nancy Marttila, MGH Administration
Ms. Sally Mason Boemer, Vice President of Finance, MGH
Dr. Gregg Meyer, Senior Vice President of Quality and Patient Safety
Dr. James Mongan, President, Partners HealthCare System
Dr. Elizabeth Mort, Associate Chief Medical Officer, Director of Decision Support
Mr. James Noga, Chief Information Officer - MGH/MGPO
Ms. Ann Prestipino, Senior Vice President for Surgery & Anesthesia Services & MGH Cardiac Program
Ms. Allison Rimm, Vice President of Strategic Planning
Ms. Joan Sapir, Vice President for Neurosciences & Pediatrics
Ms. Peggy Slasman, Chief Public Affairs Officer
Mr. James Thompson, Director, Development Office
Dr. Deborah Weinstein, Vice President, Partners Graduate Medical Education

CHIEFS' COUNCIL
Membership List
As of 7.5.07

MEMBERS:

Dr. W. Gerald Austen, Chair of Chiefs' Council
Dr. Dennis Ausiello, Chief, Medical Services
Dr. Alasdair Conn, Chief, Emergency Services
Dr. Leonard Kaban, Chief, Oral and Maxillofacial Surgery
Dr. Robert E. Kingston, Chief of Molecular Biology
Dr. Ronald E. Kleinman, Interim Chief, Pediatric Service
Dr. Jay Loeffler, Chief, Radiation Medicine
Dr. David Louis, Chief, Pathology
Dr. Robert Martuza, Chief, Neurosurgery
Dr. Scott McDougal, Chief, Urology
Dr. John Parrish, Chief, Dermatology Service
Dr. Jerrold Rosenbaum, Chief, Psychiatry
Dr. Harry Rubash, Chief, Orthopaedics
Dr. Isaac Schiff, Chief, Vincent Memorial Gynecology & Obstetrics Services
Dr. Joel Stein, Interim Chief, Physical Medicine & Rehabilitation
Dr. James Thrall, Chief, Radiology
Dr. Joseph Vacanti, Chief, Pediatric Surgery
Dr. Andrew Warshaw, Chief of Surgery
Dr. Anne Young, Chief, Neurology Service
Dr. Warren Zapol, Chief, Anesthesia

Dr. William Crowley, Director, Clinical Research Program, MGH
Dr. Daniel Haber, Director, MGH Cancer Center
Dr. James Mongan, President and Chief Executive Officer of Partners HealthCare System
Dr. Britain Nicholson, Senior V. P., Chief Medical Officer and Director, Primary Care, MGH
Dr. Peter Slavin, President of the General Hospital and President of the Massachusetts
General Hospital Corporation
Dr. David Torchiana, CEO, Massachusetts General Physicians Organization

Other Attendees:

Mr. Richard Averbuch, Chief Marketing Officer
Dr. F. Richard Bringham, Senior Vice President for Medical Services
Ms. Deborah Colton, Vice President of External Affairs
Ms. Anne Dubitzky, Vice President, Managed Care Contracting
Dr. Jean Elrick, Senior Vice President, Administration
Dr. Timothy Ferris, Medical Director, MGPO
Mr. Daniel A. Ginsburg, President and COO, MGPO
Mr. William Hynes, Executive Director, Pathology
Ms. Jeanette Ives Erickson, Senior Vice President for Patient Care and Chief Nurse
Dr. Michael S. Jellinek, President, Newton Wellesley Hospital
Ms. Sally Mason Boemer, Senior Vice-President of Finance, MGH

Dr. Gregg Meyer, Senior Vice President for Quality & Safety
Dr. Elizabeth Mort, Vice President
Ms. Denise Palumbo, RN, Executive Director, Radiology
Dr. Daniel Podolsky, Chief Academic Officer, PHS
Ms. Ann Prestipino, Senior V. P. for Surgical & Anesthesia Services & Clinical Business Development
Ms. Allison Rimm, Vice President Strategic Planning and Information Management
Ms. Joan Sapir, Clinical Vice President for Neurosciences & Pediatrics
Ms. Peggy Slasman, Chief Public Affairs Officer
Dr. Arthur Sober, Associate Chief, Department of Dermatology
Ms. Maryanne Spicer, Director of Corporate Compliance
Mr. James Thompson, Chief Development Officer

PATIENT CARE ASSESSMENT COMMITTEE (PCAC)
(Revised) Sept. 2007

Cyrus Hopkins, MD, Center for Quality & Safety, Chairperson

Charles Ames, Trustee

Hani Abujudeh, MD, Radiology

Sarah Arnholz, Office of General Council

Andrea Bonanno, PT, Physical Therapy, *Co-Chair, PCS Quality Committee*

Meg Clapp, MS, Pharmacy

Christopher Coley, MD, Medicine

David Brown, MD, Emergency Department.

Ann Daniels, PhD, LICSW, Social Service

Thomas Dodson, MD, DMD, Oral and Maxillofacial Surgery

Peter Dunn, MD, Operating Room

Timothy Ferris, MD, MGPO Administration

Mrs. Judy Friend, Trustee

Jeffrey Ecker, MD, Obstetrics/Gynecology

Pablo Gomery, MD, Urology

John Goodson, MD, MGPO

Eileen Hughes, RN, Case Management

Joseph Kvedar, MD, Dermatology

James Lehrich, MD, Neurology

Karen Lipshires, RN, Staff Nurse, *Co-Chair, PCS Quality Committee*

Peter Masiakos, MD, Pediatric Surgery

James McFarland, MD, MGPO

Marilyn McMahon, Risk Management

Sally Millar, RN, MBA, Office of Patient Advocacy

Elizabeth Mort, MD, Center for Quality & Safety

Gregg Meyer, MD, Center for Quality & Safety

Brit Nicholson, MD, Administration

Christopher Ogilvy, MD, Neurosurgery

David Ring, MD, Orthopedics

Robert Peterfreund, MD, Anesthesia

Keith Perleberg, RN, Patient Care Services Office of Quality & Safety; *Chief Nurse Designee*

Andrew Rosenberg, MD, Pathology

Robert Schneider, MD, Anesthesia (Alternate)

Maryanne Spicer, Safety Committee, Administration

Howard Weinstein, MD, Pediatrics

Anthony Weiss, MD, Psychiatry

Cameron Wright, MD, Surgery

Paula Wright, RN, Infectious Disease

Delia Wolf, MD, Human Research Committee

Torunn Yock, MD, Radiation Oncology

Attachment 2.1.h

**MGH Senior Executive Operations
Membership**

Peter L. Slavin, M.D., President, *Chairperson*

Sally Mason Boemer, Vice President for Finance

Richard Bringham, Senior Vice President for Medicine, Research and Technology

Jeff Davis, Sr. Vice President of Human Resources

Jean Elrick, M.D., Sr. Vice President for Administration

Jeanette Ives Erickson, RN, Senior Vice President for Patient Care and Chief Nurse

Gregg Meyer, MD, Vice President for Quality and Safety

Britain W. Nicholson, M.D., Senior Vice President and Chief Medical Officer

Allison Rimm, Vice President for External Affairs

Ann L. Prestipino, Senior Vice President for Research and Technology

Joan Sapir, Vice President for Neurosciences and Pediatrics

Peggy Slasman, Chief Public Affairs Officer