WEST VIRGINIA CODE: §18-11C-3A

§18-11C-3a. Description to be met by the West Virginia health system.

(a) The West Virginia health system shall be a nonstock, not-for-profit corporation established pursuant to the provisions of article one, chapter thirty-one of this code, known as the "West Virginia Corporation Act". The system shall have the general powers of a corporation including, but not limited to, the power and authority to affiliate, in any manner, with the corporation and other health care providers to establish an integrated health care delivery system.

(b) The West Virginia health system shall meet the following description:

(1) The board of directors of the system shall initially consist of eleven voting members, all of whom shall represent the university. As the system affiliates with other health care providers, representatives of those providers may be appointed to the board. The West Virginia health system board shall provide for the manner and appointment of nonuniversity representatives.

The voting members representing the university are hereby designated as "university representatives". The university representatives shall include the following ex officio members: the president of the university, who shall serve as chair of the board of directors; the vice president for health sciences of the university; a member or designee of the board of trustees; and a member of the medical staff of the corporation. For each of the seven remaining university representative positions the directors of the corporation shall submit a list of three nominees to the Governor for each open university representative position. If there is more than one open university position at any one time, the directors of the corporation may not nominate any person for more than one of the open university positions. The Governor may appoint the board member from the list of nominees submitted or he or she may reject the list of nominees for any open university position and request that the directors of the corporation submit a list of three different nominees for that open university position. The board members appointed by the Governor shall be appointed with the advice and consent of the Senate. The directors of the corporation shall select its nominees and the Governor shall select all of the appointed members in a manner which assures geographic diversity and assures that at least two members are from each congressional district. The appointed university representatives shall serve six-year terms: Provided, That of the initial members appointed, three members shall serve for a term of two years, two members shall serve for a term of four years, and two members shall serve for a term of six years.

(2) The number of members of the West Virginia health system's board may be increased by the majority vote of the existing system board members. The number of university representative positions on the system's board shall be increased, as a matter of law, upon a passing vote by the board to increase the number of nonuniversity representatives so that the total number of university representatives shall at all times constitute a majority of

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voting members of the system's board. Any additional system board positions which are created shall be created to provide for representation valuable to the board, including, but not limited to, representation of hospitals or health care providers which may, from time to time, become affiliated with the system. Newly created university representative positions shall be filled in accordance with the provisions of subdivision (3) of this subsection. To the extent possible, persons appointed to newly-created university representative positions shall be appointed to staggered terms so that the terms of approximately one third of the appointed university representatives expire every two years.

(3) Any vacancies in the university representative positions shall be filled with qualified university representatives pursuant to the ex officio designation or nomination and appointment procedure set forth in subdivision (1) of this subsection, so as to maintain the university's required majority of voting members of the system's board. To permit the orderly operation of the system, vacant university representative positions may be filled on an interim basis, as follows: (i) If the vacant position is one of the ex officio positions, then the position may be filled by the individual designated by the university to serve in the position on an acting or interim basis, or if no individual has been designated, the position may be filled by a member or designee of the board of trustees of the university; (ii) if the vacant position is among the appointed university representatives, then the position may be filled by an additional member or designee of the board of trustees of the university until the vacancy can be filled pursuant to the nomination and appointment process set forth in subdivision (1) of this subsection.

(c) The system's board shall make audited records of the system available to the public and provide those records to the Joint Committee on Government and Finance at least annually.

(d) The system may not, in any manner, assign, transfer or divest its rights in or to its membership in the corporation.

(e) For purposes of organizing, incorporating and conducting the business of the West Virginia health system or otherwise implementing the provisions of this article, the ex officio members of the system's board are authorized to act on behalf of the system until the remainder of the system's board members can be appointed and confirmed.

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