

BARRINGTON LAKES GROUP

GOVERNANCE STRUCTURE CONSIDERATIONS

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PRESIDENT

The President shall be the chief executive officer of the corporation. Subject to the control of the Board of Directors, he/she shall, in general, supervise the business and affairs of the Corporation and he shall see that resolutions and directions of the of the Board of Directors are carried into effect except when that responsibility is specifically assigned to some other person by the Board of Directors. Unless there is a Chairman of the Board who is present and who has the duty to preside, the President shall preside at all meetings of the shareholders and, if a director, at all meetings of the Board of Directors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Corporation, or a different mode of execution is expressly prescribed by the Board of Directors, or the By-Laws, or where otherwise required by law, the President may execute for the Corporation any contracts, deeds, mortgages, bonds or other instruments which the Board of Directors has authorized to be executed, or the execution of which is in the ordinary course of the Corporation's business, and he may accomplish such execution either under or with the Secretary, any assistant Secretary, or any other officer authorized by the Board of Directors or the By-Laws. In general, he/she shall perform all duties incident to the office of President and such other duties as from time to time may be prescribed by the Board of Directors.

Notwithstanding the provisions of the by-laws, the duties of the President of the Corporation shall also include, but not be limited to:

- a. Recruiting professional employees of the Corporation for positions approved by a majority vote of the Shareholders within delegated limits of authority relative to compensation, track to partner and other elements of compensation approved by the Shareholders
- b. Hiring and terminating professional employees of the Corporation; provided that, the consent of two-thirds (2/3) of the Board of Directors and two-thirds (2/3) of the shareholders (excluding, in the case of termination of a shareholder, the vote of such shareholder) is attained for such action and, provided further, that in the case of termination of any one of the shareholders, the consent of three-fourths (3/4) rather than two-thirds (2/3) of the shareholders will be required. The consent of the Board of Directors and the Shareholders shall not be required to terminate a professional employee of the Corporation upon conditions contained in the by-laws
- c. Assigning duties and work schedules related to professional employees of the Corporation, which assignments will be made on a fair and equitable basis. Such duties may be delegated to another shareholder accepting professional staff scheduling as a duty to the corporation.
- d. Consulting with each member of the Corporation's professional staff on setting individual goals for each professional staff member
- e. Preparing and presenting to the Board of Directors, and Shareholders, not later than forty-five (45) days prior to the beginning of each fiscal year, a budget for the Corporation for such fiscal year specifying capital expenditures and estimating revenues, expenses and working capital needs, which budget will be binding upon the Corporation upon two-thirds (2/3) vote of the Board of Directors. The proposed budget may be disapproved by a vote of two-thirds (2/3) of the shareholders at a meeting specifically called for that purpose and at which the President will have a reasonable opportunity to appear and defend his proposed budget. Should a budget be disapproved by the Directors or Shareholders, the President will, within thirty (30) days thereafter, present to the Board of Directors and shareholders a new budget for approval. The President shall have the then delegated authority expend funds and

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implement actions approved within the budget with no further approval from the Board of Directors or Shareholders as long as such expenditures are within the approved budget. If variance to the approved budget is required, then the President will require approval of 2/3 of the Shareholders for such variance.

- f. Hiring and dismissing administrative employees, attorneys, accountants, financial advisors, benefit management advisors and services, consultants or other non physician professionals to render services to the Corporation subject to approval of a majority of the Board of Directors and, if a meeting of the shareholders is called for such purpose, a majority of the shareholders.
- g. Negotiating and entering into contracts for professionals services with third party payors and other sources within guidelines established by the Shareholders so long as such contractual relationships do not cause, on their own, or collectively an increase in professional staffing to meet the obligations of the contractual arrangement and thus require approval of staffing increases in accordance with (b).
- h. Negotiation and entering into exclusive professional service agreements with current and proposed Hospitals. Final approval of all terms and conditions of such agreements will require two-thirds 2/3 vote of the Shareholders.

Duties of the President

- Supervise Corporation's activities
- Implement resolutions/directions of the Board of Directors
- Preside over meetings of shareholders and Board
- Execute documents authorized by the Board
- Perform all duties of office of President
- Perform duties prescribed by the Board
- Recruit professional employees within delegated authority limits of Board/Shareholders
- Hire and terminate employees with consent of Board and shareholders as required, .and within budget authorization
- Assign duties of employees
- Prepare budgets for approval by Board and Shareholders
- Hire and dismiss attorneys, accountants, consultants etc. with approval of Board
- File tax returns and Annual Reports
- Resolve billing complaints
- Administer Pension Plan
- Prepare COBRA Notices
- Review and negotiate contracts within delegated limits
- Prepare Board Meeting Material and Agendas
- Prepare Shareholder Meeting Material and Agendas
- Monitor billing and financial reports to assure compliance with plans and budgets.
- Negotiate service agreements and contracts with Hospitals within delegated limits
- Communicate appropriate business matters to Board and Shareholders.
- Delegate authority and responsibility to staff as required within limits of delegated authority from Shareholders and Board.

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Vice Presidents

In the absence of the President, or in the event of his inability or refusal to act, the Vice President (or in the event there is more than one Vice President, the Vice President designated Executive Vice President by the Board of Directors and thereafter, or in the absence of such designation, the Vice Presidents in the order of their election) shall perform the duties of the President, and when so acting, shall have all the authority of and be subject to all restrictions upon the President. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Corporation or a different mode of execution is expressly prescribed by the Board of Directors or by-laws of the Corporation, or where otherwise required by law, the Vice President (or each of them if there are more than one) may execute for the Corporation any contracts, deeds, mortgages, bonds or other instruments which the Board of Directors has authorized to be executed, and he may accomplish such execution whether under, or without, the seal of the Corporation and whether alone or with the Secretary, any Assistant Secretary, or any other officer thereunto authorized by the Board of Directors. The Vice Presidents shall perform such other duties as from time to time may be prescribed by the President or the Board of Directors.

Vice President of Business Development

The Vice President of Business Development will, as delegated by the Corporation President, recommend, negotiate and execute third party payer contracts within delegated limits of authority.

The Vice President Business Development shall recommend to the President all new business opportunities including service expansion in existing corporation sites of service, New Sites of Service, Joint Ventures and other new business ventures for consideration by the President, Board of Directors and Shareholders.

Duties of the Vice President of Business Development

- Develop and gain approval for a Managed Care Contracting Strategy for the Corporation sites of service with collaboration with the Executive Director.
- With and through the Executive Director and corporation advisors recommend, negotiate and maintain administration of all third party payer contracts for the corporation.
- Maintain relationship with third party payer Medical Directors and other senior personnel as required to appeal denied charges, gain third party payor authorization to wave preauthorization requirements, defend and clarify medical necessity for disputed claims, modify or alter contractual arrangements and other administrative matters related to third party services contracts.
- Develop and present for consideration the business case for New Business Opportunities including service expansion at existing sites of service, new proposed sites of service, Joint Ventures or other new business opportunities for presentation to the President, Board of Directors and Shareholders as directed or delegated by the President.

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Vice President of Finance/Treasurer

The Vice President of Finance will, as delegated by the President, be responsible for operational budget compliance and reporting,

Duties of Chairman of the Department of Radiology

- Assume and discharge responsibilities and management of the Department consistent with Hospital Contract Requirements
- Professional management and supervision
- Prepare department Budgets
- Prepare Department reports
- Establish and maintain quality control
- Review professional services coverage with hospital administration and department chairs
- Recommend service expansion, contraction to Corporation and Hospital as required.
- Communicate issues and problems to Hospital Leadership and Corporation President
- Provide Staffing and recruitment requirements to President and Board
- Provide budget requests to President of Corporation as required
- Assess technology and equipment needs for Department
- Prepare work schedule for all professional staff.
- Monitor Workflow
- Resolve service complaints
- Chair Department Meetings
- Counsel professional staff for performance or behavior problems
- Attend meetings as required:
- Medical Executive Committee
- Care Excellence Committee
- Clinical Operations Council
- Council of Chairs
- Department of Radiology (Chairman)
- Radiology Credentialing Committee (Chairman)
- Physician Satisfaction Committee
- Peer Review Meetings
- Corporation Board of Directors Meeting
- Corporation Shareholder Meetings

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Board of Directors/Executive Committee

The business and affairs of the Corporation shall be managed by or under the direction of its Board of Directors with powers as delegated by the shareholders.

The number of directors shall be X (X). The Directors shall be selected by the shareholders at the annual meeting of the shareholders. One of the directors shall be the President of the Corporation. The Department Chairman or Chairpersons, shall be an ex-officio member of the Board, without vote, unless selected by the Shareholders as one of the remaining directors. The Vice President of Business Development shall be one of the directors and elected by the Shareholders, or designated by the President if such authority is delegated by the Shareholders. The number of directors may be decreased or increased from time to time by a vote of the shareholders. Directors shall be shareholders. Each director shall be elected to hold office until the next annual meeting of shareholders or until his successor shall have been elected or qualified.

The Board of Directors shall be delegated certain limited authority by the Shareholders, and shall further delegate certain authority to the President of the Corporation as voted by the Shareholders to manage the business of the corporation. The President may further delegate authority to other officers of the Corporation as required and necessary to fulfill their duties and obligations. The Board of Directors shall meet with the President monthly in accordance with meeting notification protocols.

Meeting minutes shall be distributed to all shareholders via email within two days of all Board Meetings.

The Board of Directors shall be nominated and elected by majority vote of the shareholders. Total Voting Members of the Board of Directors Shall be comprised of X Shareholders.

The Board of Directors permanent members shall be:

Voting Permanent Members:

- 1. President**
- 2. Vice President of Finance/Treasurer**
- 3. Vice President of Business Development**

Non Voting Permanent Members shall be:

- 1. Chairpersons of the Department of Radiology of the Hospital Sites of Service**
- 2. Corporate Secretary**
- 3. Executive Director**

The Board of Directors non-permanent member (s) shall be:

The Shareholders shall elect _____ other voting members to the Board of Directors annually.