

VII. STANDING COMMITTEES

A. Academic and Student Affairs Committee

University of Washington Medicine Board AppointmentRECOMMENDED ACTION:

It is the recommendation of the University President and the Academic and Student Affairs Committee that the Board of Regents make the following new appointments to the UW Medicine Board:

New Appointment

James K. Anderson

January 1, 2010 – December 31, 2012

William J. Rex

January 1, 2010 – December 31, 2012

BACKGROUND

Article 1, Section 1 of the UW Medicine Board Bylaws states, “The UW Medicine Board (the “Board”) shall consist of sixteen (16) members, including the President of the University and the CEO/EVPMA/Dean, who shall serve as *ex officio* members of the Board with full voice and vote. The Board members shall be appointed by the Board of Regents. The Chair of the Board of Regents shall appoint the Chairperson of the UW Medicine Board. At least one Board member shall be a member of the Board of Regents. One Board member shall be a member of the faculty of the University nominated by the President of the University. The remaining twelve (12) Board members shall be nominated by the President of the University from among people who have broad public perspectives and do not represent any special interest group.”

The affiliation agreement with Northwest Hospital provides that the UW will appoint two (2) UW Medicine/Northwest Trustees designated by the UW Medicine/Northwest Board (the “UW Medicine/Northwest Designated Board Members”) to serve as members of the UW Medicine Board. The individuals listed on Schedule 3.5(c) to this Agreement are the initial UW Medicine/Northwest Designated Board Members. Separate written approval by the UW of the nominees is a condition precedent to the parties’ obligations to close this transaction. Effective at Closing, the individuals listed on Schedule 3.5(c) to this Agreement (Mr. Anderson and Mr. Rex) shall be and hereby are appointed to serve as members of the UW Medicine Board. The UW Medicine/Northwest Designated Board Members shall in all respects, including but not limited to qualifications, rights (including voting rights), privileges, and term of office, be undifferentiated from the other UW Medicine Board Members.

Mr. Anderson has served on the Health Resources Northwest/Northwest Hospital & Medical Center board since 2000 and is currently Chairman. He also serves as the chair of the Executive and IS committees and sits on the Audit,

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Compensation, Foundation, Governance, Insurance and Strategic Planning committees. Mr. Anderson is president and CEO of Adaptis Inc., a healthcare business process outsourcing company. Prior to Adaptis, Mr. Anderson was President, CEO and Chairman of Pacific First Financial Corporation and Pacific First Bank and Group Senior Vice President of California Federal Savings and Loan.

Mr. Rex has served on the Health Resources Northwest/Northwest Hospital & Medical Center board since 1990, and chairs the Governance Committee as well as sitting on the Building, Compensation, Finance, Investment and Strategic Planning committees. He recently retired as Managing Director of Prudential Securities Inc. and currently serves in an advisory role at Wachovia Securities Inc. Prior to Prudential Securities, Mr. Rex was President of Picnic Point Development Company, Ltd. Concurrently, he was Executive Vice President at Shearson Lehman Brothers and President of Foster & Marshall Realty and Mortgage Company, where he had previously held the title of Senior Executive Vice President.

It is recommended that Mr. Anderson and Mr. Rex be appointed to the UW Medicine Board for three year terms ending December 31, 2012, subject to the successful closing of the affiliation agreement by and among Health Resources Northwest, Northwest Hospital & Medical Center, and the University of Washington.

Under the Bylaws of the UW Medicine Board it states that “the term of office of each appointed Board member shall be three years. No appointed Board member may serve more than three successive three-year terms....”

Attachment

List of members of the UW Medicine Board

UNIVERSITY OF WASHINGTON MEDICINE BOARD

	<u>Term of Recommended Appointment</u>	<u>Changes</u>
Sally Jewell	10/1/07 to 9/30/10	
Mark Emmert President University of Washington	Ex-Officio	
James K. Anderson <i>appointment</i>	1/1/10 to 12/31/12	<i>New</i>
Alan Frazier	7/1/09 to 6/30/12	
Michael D. Garvey	2/1/09 to 1/31/12	
Allan C. Golston	11/1/08 to 10/31/11	
Jerry Grinstein	10/1/07 to 9/30/10	
Charlotte Guyman	7/1/09 to 6/30/10	
Rich Jones	8/1/09 to 7/31/12	
Shan Mullin	9/1/07 to 8/31/10	
Julie Nordstrom	11/1/08 to 10/31/11	
Dennis Okamoto	10/1/09 to 9/30/12	
William J. Rex <i>appointment</i>	1/1/10 to 12/31/12	<i>New</i>
Herman Sarkowsky	10/1/07 to 9/30/10	
Paul G. Ramsey, M.D. CEO UW Medicine Executive Vice President for Medical Affairs and Dean of the School of Medicine	Ex-Officio	
JoAnn Taricani	7/1/08 to 6/30/11	