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ARTICLE I

GOVERNING BOARD

Section 1 Name

The governing board shall be known as the Lee Memorial Health System Board of Directors hereinafter referred to as the Board.

Section 2 Membership

The Board shall be composed of ten (10) members, elected or appointed according to the provisions set forth in Chapter 63-1552, Laws of Florida, Special Acts, 1963 and amendments thereto, hereafter referred to as the Enabling Act.

Section 3 General Powers

- a. The general and specific powers of the Board shall be those powers authorized under the provisions of the Enabling Act, and all other powers consistent therewith. No portion of these bylaws shall be construed as superceding or exceeding such authorized powers.
- b. The Board shall request and authorize the Medical Staff to formulate and recommend Medical Staff bylaws and rules and regulations for the governance of professional practice in the health system and the same shall become effective only upon approval by the Board, and when approved, the same shall, in all respects, be deemed policies and procedures established by the Board. Final approval of appointments to the Medical Staff shall rest with the Board, and the Board shall have sole discretion in matters of institutional need.
- c. The Board may, at its sole discretion, terminate the employment of any physician in a medico-administration position. Termination in and of itself shall in no way affect the physician's medical staff membership or his clinical privileges and there shall be no right to any hearing or appeal under Article VI of the Medical Staff bylaws concerning such termination.

Section 4 Financial Interest Prohibited

No Board member, administrator, employee or representative of Lee Memorial Health System, nor any person, organization or agency shall, directly or indirectly, be paid or receive any commission, bonus, kickback, rebate or gratuity or engage in any split-fee arrangement in any form whatsoever for the referral of any patient to Lee Memorial Health System.

Section 5 Conflict of Interest

Members of the Board shall be subject to the provisions of Florida law pertaining to the avoidance of conflicts of interest in holding public office, including but not limited to, Part III of Chapter 112, Florida Statutes, Code of Ethics for Public Officers and Employees.