



## **MISSION & VALUES INTEGRATION COMMITTEE CHARTER**

### **I. STATEMENT OF PURPOSE**

The Alegent Health Mission & Values Integration Committee (the “Committee”) will act on behalf of and report to the Board of Directors of Alegent Health. The Committee represents the conscience of the Board in pursuit of the Mission emphasis of faithfulness to the healing mission of Jesus Christ as that is distinctive in the life of the organization and its service to the poor and disadvantaged.

- The Committee will be responsible to define and oversee a process of evaluation and improvement that determines Alegent Health’s fidelity to the Mission as a Christ-centered organization.
- The Committee will ensure that the nature and evolution of the organization’s culture is consistent with the Mission.

### **II. CALENDAR**

- At the beginning of each year the Committee shall establish a proposed annual calendar to accomplish its purposes and arrange for orientation for new committee membership.
- The schedule shall be furnished to the Alegent Health Board Chair (the “Board Chair”) for discussion and planning with the Chief Executive Officer (the “CEO”).

### **III. MEMBERSHIP**

- The Committee shall be comprised of a minimum of 6 voting appointed by the Board Chair.
- The Committee Chair (the “Chair”) will be a member of the Board of Directors and shall be appointed by the Board Chair.
- The Committee membership is representational and will be constituted as follows:
  - Two or more Alegent Health Board members, with one of the Board members serving as Chair
  - Up to two representatives each from Catholic Health Initiatives and Immanuel Health Systems
  - One community at-large member
  - CEO, Alegent Health [ex-officio, voting]
  - Vice President of Mission Services, Alegent Health [ex-officio, non-voting]
  - Senior Vice President Human Resources, Alegent Health [ex-officio, non-voting]
  - One Alegent Physician Executive or member of the Alegent Medical Staff [non-voting]

- The CEO shall serve as a voting member of the Committee and the CEO and/or the CEO's designee shall attend all Committee meetings.
- The CEO shall arrange for appropriate staff support.

#### IV. RESPONSIBILITIES AND DUTIES

The Board delegates to the Committee the express authority to do the following, to the fullest extent permitted by applicable law and Alegent Health's Amended and Restated Articles of Incorporation and Amended and Restated Bylaws ("Bylaws"):

**A. Mission & Values Integration Assessment.** This will entail:

1. Identify the indicators (qualitative and quantitative) that will be utilized to evaluate if operations, decision-making and behaviors of Alegent reflect the Mission Statement and Commitments.
2. Establish a Triennial Evaluative process that is responsive to the indicators and is conducted in a spirit of organizational improvement and development. A report is advanced to the Alegent Health Board of Directors for review and approval.
3. Review and advance to the Board an annual Stewardship Report developed by staff that addresses progress and improvement on issues defined in the Triennial Evaluation Report

**B. Reporting.** The Committee will develop and advance to the Board a Triennial Mission and Values Integration Report that captures the results of the formal evaluation. In response to the evaluation and in the interim years the office of the Vice President for Mission Integration will provide an Annual Stewardship Report that addresses improvements and progress/impact. The Committee will be supported in their charge by the office of the Vice President, Mission Integration.

**C. Annual Operations.** The conclusions and/or recommendations within the triennial-annual report and accepted by the Board of Directors will be integrated into the strategic and operational plans stewarded by the CEO, President and other members of senior leadership for Alegent Health.

**D. Dialogue.** The Committee will serve as a body for discussion and discernment for Sponsor identified issues that are central to the Mission of Alegent Health, and which arise out of the assessment process.

**E. Review Charter.** Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Governance Committee for approval.

**F. Annual Self-Evaluation.** Conduct an annual self-evaluation to determine whether the Committee is functioning effectively. The outcomes of the assessment process will be discussed with the Committee and a plan for improvements for the following year will be developed.

## V. MEETINGS

- The Committee will meet with such frequency and at such times as its Chair or a majority of the Committee determines and a minimum of two times a year.
- A special meeting of the Committee may be called by the Chair, upon the request of any two Committee members, or by the Board Chair.
- The agenda of each meeting will be prepared, approved by the Chair and circulated to each Committee member prior to the meeting date.
- Unless the Committee or the Board adopts other procedures, the provisions of Alegent's Bylaws applicable to meetings of Board committees shall govern meetings of this Committee.

## VI. MINUTES

Minutes of each meeting will be kept and forwarded to the Board accordingly.

## VII. SUBCOMMITTEES

The Committee has the power to appoint subcommittees and their chairs, but no subcommittee will have any final decision making authority on behalf of the Board or the Committee.

## VIII. RELIANCE; EXPERTS; COOPERATION

- A. **Retention of Advisors.** The Committee, upon concurrence of the Board Chair, has the power, in its discretion, to retain, at Alegent's expense, such advisors and experts as it deems necessary or appropriate to carry out its duties.
- B. **Reliance Permitted.** The Committee will act in reliance on management, Alegent's independent public accountants, internal auditors, and advisors and experts as it deems necessary or appropriate to enable it to carry out its duties.
- C. **Investigations.** The Committee has the power, in its discretion, to conduct any investigation it deems necessary or appropriate to enable it to carry out its duties.