VMG BOARD AND COMMITTEE DIRECTORY, 2020

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Compensation Committee John O'Sullivan, DPT, Chair Richard Brown, M.D. Joudy Dinnall, M.D. Steve Esrick, M.D. Joel Feinman, Ph.D. Justine McCarthy, M.D. Jo Stearns, PA Sandy Kobylarz, PT Robert Vigderman, M.D.	**Finance Committee** Paul Carlan, M.D., Chair Steve Esrick, M.D. John Novo, LMFT John O'Sullivan, DPT Lisa Appleton, NP Tim Daly, Comptroller Joel Feinman, PhD., President Greg Folta, VP Finance and Business Laura Duffy, NP Jeffrey Reed, DPT
Compliance Committee Henry Simkin, M.D., Chair Lisa Denison, HR Manager Joel A. Feinman, PhD., President Gina Campbell, RN, VP Clinical Ops Leanne Greene, DPT Ray Rossini, IT Manager Martha Mastroberti, Informatics Manager	**Specialties Unit Oversight Committee** Steve Esrick, M.D., Medical Director Jeramie Knapp, ASPC Manager, Chair Joel A. Feinman, PhD., President Gina Campbell, RN, VP Clinical Ops Amy Rice, Quality/Risk Manager Valerie Felton David Berkman, M.D.

Amy Rice, Quality/Risk Manager Greg Folta, VP Finance and Business Mary Jo Kennedy, Counsel	Jacob Schauer, M.D.
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VALLEY MEDICAL GROUP

Prevention & Medical Care To Help You Live Better, Longer.

Board and Committee Descriptions

Board of Directors

The Board is the governing body of VMG. It is responsible for setting the direction of the Group, approving policy, overseeing the financial and clinical quality of the Group, and hiring the President/CEO and the Medical Director. The Board Chair is elected by the Board.

The Board is not meant to be representative. Decisions are made "for the good of the Group" and its stakeholders (primarily, the patients of VMG).

Members of the Board are elected by the Shareholders and serve 3 year terms (they may be re-elected for additional terms) with the exception of the President and Medical Director who serve on the board in an ex-officio capacity.

The Board generally meets quarterly (more often, if needed) and in addition schedules 1-2 strategic planning Retreats per year.

Executive Committee

The Executive Committee of the Board acts for the Board in the interim between Board Meetings. Its members are elected by the Board and include the Officers of the Corporation (President, Medical Director, Clerk/Treasurer) and one other Director. The Executive Committee meets when needed with meetings generally called by the Board Chair or the President.

Compensation Committee

The Compensation Committee is responsible to the Board and functions to design, develop, review, articulate, and recommend changes to the Shareholder Compensation Plan.

Members are appointed by the Board Chair as is the Chair of the Committee. Members are shareholders of the corporation. The Committee generally meets monthly.

Finance Committee

The Finance Committee is responsible for reviewing the monthly financials, sponsoring audits (as necessary), and generally overseeing the financial health and policies of the Group. It is chaired by the Clerk/Treasurer of the corporation.

Members are appointed by the Board Chair with ad hoc members elected by the shareholders. Members are Shareholders and Shareholder-eligible practitioners. The Committee generally meets monthly.

Compliance Committee

The Compliance Committee is a sub-committee of the Board of Directors responsible for assuring that our Billing, Coding, Privacy and HIPAA policies and procedures conform to the requirements of government regulators and all appropriate laws and regulations. Committee members are appointed by the President and include shareholders as well as the holders of key administrative positions in the Group. The Committee develops policies for the Board and reviews our performance against these policies.

The Committee meets quarterly and is chaired by our Compliance Officer, a Shareholder appointed by the President.

Specialties Unit Oversight Committee (SUOC)

The Specialties Unit Oversight Committee (SUOC) is a sub-committee of the Board of Directors responsible for overseeing the operations and clinical quality of our outpatient surgical center. It is chaired by the Department Manager. Members are appointed by the President. Members include the Medical Director, President, Credentialing Specialist, VP for Clinical Operations, Quality Manager, as well as a member of the Unit Staff. Additional members are from our consulting GI partners and anesthesiology Group. The Committee meets quarterly. Membership is not open.

The Committee reports to the Board of Directors.

Quality Steering Committee

The Committee reports to the Board of Directors through the Medical Director who serves on the Committee. It is responsible for designing and evaluating the Group's Quality Plan. It is chaired by the Group's Quality Manager. Members are appointed by the Medical Director and include the President, VP for Clinical Operations, the Special Projects Coordinator, Informatics Manager, Assistant Medical Director for Quality and the Group's Training Consultant. The Committee meets monthly. Membership is not open.

401K Trustees Committee

The 401K Trustees Committee is a sub-committee of the Board of Directors responsible for the oversight and evaluation of the performance of the Group's 401K plan. The Committee meets quarterly and members are elected by the Board of Directors. The Committee receives reports on the performance of the Plan and the outside "vendors" including the fund platform as well as the consultants who work for the Trustees on behalf of the Group. Membership is not open.

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Directors Committee

The Directors Committee ensures the optimal performance of the Board. The Committee reports and makes recommendations to the Board. Members are appointed by the Board Chair with an at large shareholder nominated by the Committee and elected by the shareholders. The Chair of the Directors Committee may be the Board Chair or may be appointed by, and accountable to, the Board Chair for the Committee's performance.

The Committee is responsible for:

- Recruiting and evaluating the Board's members
- Evaluating the performance of the Board and its committees
- Nominating stockholders to serve as Directors of the Board
- Nominating Directors to serve as officers of the Board
- Nominating at-large stockholders and directors to serve on Board committees
- Developing and evaluating governance structures and practices supporting corporate by-laws