



Item: V.a. AF: A-1

Tuesday, June 19, 2012

**SUBJECT: APPROVAL OF AMENDMENTS TO THE ARTICLES OF INCORPORATION AND BYLAWS OF THE FAU CLINICAL PRACTICE ORGANIZATION, INC. (FAU CPO); APPROVE NEW MEMBERS OF THE FAU CPO BOARD OF DIRECTORS.**

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#### **PROPOSED BOARD ACTION**

1. Adopt a resolution approving amendments to the articles of incorporation and bylaws of FAU CPO and authorizing the filing of such amended articles of incorporation with the Florida Secretary of State's Office.
2. Adopt a resolution approving the following new members of the FAU CPO Board of Directors, as required by Article IV, Section 2 of FAU CPO's bylaws:
  - a) The Dean of the College of Medicine: David J. Bjorkman, MD, MSPH.
  - b) The Dean of the College of Nursing: Marlaine Smith, RN, PhD, AHN-BC, FAAN.
  - c) A member of the clinical faculty in the College of Nursing: Kathleen Valentine, PhD, RN.

#### **BACKGROUND INFORMATION**

The articles of incorporation and bylaws of FAU CPO authorize FAU CPO to act as the administrative support organization for the promotion and support of medical education, research, and patient care. Its activities include the collection, receipt, management, administration and distribution of funds, exclusively for support of the mission and objectives of the University and the Charles E. Schmidt College of Medicine ("College of Medicine"). The proposed amendments clarify that FAU CPO will provide administrative support services on behalf of all faculty practice plans at the University, including the Christine E. Lynn College of Nursing ("College of Nursing") and other participating units within the University that may engage in certain clinical activities. It is proposed that the College of Nursing, as a participant in FAU CPO, have two members on the FAU CPO Board of Directors.

Article VIII of the articles of incorporation of FAU CPO and Article VIII, Section 1 of the bylaws of FAU CPO require approval from the Board of Trustees of all amendments, respectively, thereto.

Article IV, Section 2 of the bylaws of FAU CPO requires approval from the Board of Trustees of all members of the FAU CPO Board of Directors.

#### **IMPLEMENTATION PLAN/DATE**

Immediately upon approval. The FAU CPO Board of Directors has previously approved the foregoing amendments to its articles of incorporation and bylaws, as well as the new directors to its board.

#### **FISCAL IMPLICATIONS**

Faculty practice income will include payments resulting from the clinical and professional services rendered by the College of Medicine and College of Nursing (and other participating units, when applicable). Separate bank accounts will be maintained for each of the College of Medicine and College of Nursing, into which all income and fees generated by the respective faculty practice activities will be deposited. These bank accounts will be held, administered and distributed by FAU CPO on behalf of the College of Medicine and the College of Nursing. Faculty practice income will be distributed to appropriate funds within the University to be used for the support and advancement of the academic mission of the College of Medicine and the College of Nursing (and other participating units, when applicable).

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**Supporting Documentation:** Proposed Amended and Restated Articles of Incorporation and Amended Bylaws of FAU CPO; Resolution approving the foregoing Articles of Incorporation and Bylaws and approving new members of the FAU CPO Board of Directors

**Presented by:** Mr. David Kian, General Counsel

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