

MAYO CLINIC: GOVERNANCE AND MANAGEMENT STRUCTURE

(Approved by Board of Trustees on August 14, 2015)

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I. Responsibilities, Accountability, and Authority of Mayo Leadership Positions and Committees

A. Board of Trustees

Responsibilities

1. The Board of Trustees is the governing body of Mayo Clinic. It has overall responsibility for the charitable, clinical practice, scientific, and educational mission and purposes of Mayo Clinic as set forth in its Articles of Incorporation and Bylaws. The Board of Trustees may delegate management responsibility in accordance with the Bylaws as it may from time to time determine. The Board of Trustees shall:
 - a. Monitor, provide oversight, and evaluate the affairs of Mayo Clinic in the best interest of Mayo Clinic, the community it serves, and its employees.
 - b. Ensure that the President/CEO leads Mayo Clinic in a manner that is lawful, prudent, and consistent with its corporate compliance plan and with ethical business and professional practices.
 - c. Execute the responsibilities of the standing Committees of the Board of Trustees:
 - i) Mayo Clinic Board of Governors (which is the Executive Committee of the Board of Trustees)
 - ii) Audit and Compliance Committee
 - iii) Governance & Nominating Committee
 - iv) Development Committee
 - v) Investment Committee
 - vi) Business Development Committee
 - vii) Finance Committee
 - viii) Information Management and Technology Oversight Committee
 - d. Confirm overall enterprise strategy.
 - e. Approve operating and capital budgets and long-term financial goals.
 - f. Ensure President/CEO meets operating plans.
 - g. Preserve the tax-exempt status of Mayo Clinic and its tax-exempt affiliates by ensuring that the President/CEO causes all activities to be conducted in compliance with their IRC 501(C)(3) status.
 - h. Review the periodic performance evaluation of the President/CEO conducted by the Mayo Clinic Board of Governors and take appropriate action.
2. The Board of Trustees shall elect a Chairperson who shall ensure the integrity of the Board's processes and shall coordinate with the President/CEO to discuss issues of importance to the Board of Trustees. Moreover, the Board of Trustees shall elect all other officers of Mayo Clinic nominated by the Mayo Clinic Board of Governors.

In discharging its responsibilities, the Board of Trustees may rely in good faith upon and shall have access to:

- i) Information, reports, and recommendations of the President/CEO and of senior management to whom the President/CEO delegates authority.
- ii) Books and records of Mayo Clinic and its affiliates.
- iii) Outside auditors and advisors retained by Mayo Clinic to confirm the effectiveness of financial and compliance controls.

- iv) Such additional advisors and consultants as the Board of Trustees or any of its Committees engage from time to time.

Accountability

The Board of Trustees is accountable to the patients, staff, public, and donors served by the charitable, educational and scientific purposes of the Mayo Clinic.

Authority

The Board of Trustees has the authority to determine Mayo Clinic policies required for the operation of the institution. The Board of Trustees has the authority to elect the Chair of the Board of Trustees and to act on final election of all other officers of Mayo Clinic nominated by the Mayo Clinic Board of Governors.

B. President/Chief Executive Officer

Responsibilities

1. Subject to oversight and authority of the Board of Trustees, the President/CEO is primarily responsible for leadership and management of the Mayo Clinic. The President/CEO shall:
 - a. Serve as the ultimate guardian of the mission of the Mayo Clinic.
 - b. Define and coordinate Mayo Clinic's vision, mission, and strategy, and accomplish enterprise alignment with the strategy (including the strategic plan for enterprise diversification activities) and market positioning.
 - c. Define enterprise market positioning and preserve the Mayo brand.
 - d. Provide financial stewardship
 - i) Develop long-range financial models, to include cash flows and capital expenditures.
 - ii) Oversee annual operating budgets, including cash flows and capital expenditures.
 - iii) Set overall financial targets for all operating units.
 - iv) Set level of Mayo Clinic funding for research.
 - v) Set level of Mayo Clinic funding for education.
 - vi) Be responsible for compensation and benefit policies.
 - e. Formulate Mayo's position on public policy and represent Mayo at the Federal level and, ensure coordination of Mayo Clinic policy positions at the state and local levels.
 - f. Oversee decisions with system-wide implications.
 - g. Ensure adherence to Mayo Clinic policies.
 - h. Ensure and maintain system-wide integration. Through the Executive Deans of Practice, Education, and Research, ensure that Mayo Clinic achieves coordinated and consistent levels of high value (outcomes, safety, service, and cost).
 - i. Lead and facilitate collaborative relationships among Mayo entities.
 - j. Maintain collaborative relationships among the Vice Presidents.

- k. Develop long-range Development strategy including approval of all development funding priorities. Work collaboratively with the Department of Development.
 - l. Communicate regularly with staff regarding the vision, strategy, and performance of Mayo Clinic.
 - m. Chair of the Mayo Clinic Board of Governors/Executive Committee of Board of Trustees.
 - n. Chair the Mayo Clinic Management Team (or, with approval of the MCBOG, delegate all or a portion of the role of the Chair of the Management Team to another individual) to achieve:
 - i) Quality and balance in clinical practice, education, and research.
 - ii) Satisfactory financial performance.
 - iii) Fulfillment of Mayo Clinic's goals.
 - iv) Expedite decisions, ensure collaboration, maintain flexibility, and help team members meet their responsibilities.
 - o. Chair the Mayo Clinic Midwest Executive Operations Team (or, with approval of the MCBOG, delegate all or a portion of the role of the Chair of the Mayo Clinic Midwest Executive Operations Team to another individual). Periodically designate the operating and management structure and annually recommend to the Mayo Clinic Board of Governors the members of the Mayo Clinic Midwest Executive Operations Team. With respect to Mayo Clinic on the Rochester campus, fulfill all responsibilities set forth in Section I(E).
 - p. Cause all activities of Mayo Clinic and its exempt affiliates to be conducted in compliance with IRC 501(c)(3) status.
2. Evaluate and oversee performance of senior management annually. Ensure that Mayo Clinic has effective leadership development and succession planning.
 3. The President/CEO is responsible to regularly advise the Board of Trustees and its Committees on all corporate matters so that the Board of Trustees has sufficient information to perform its duties. In consultation with the Chair of the Board of Trustees, the President/CEO will develop the agenda for meetings of the Board of Trustees.
 4. Exemplify Mayo's principles and values.

Accountability

The President/CEO is directly accountable to the full Board of Trustees for personal and enterprise performance. In addition, the position of President/CEO carries with it an explicit expectation of accountability to our patients and staff.

Authority

The President/CEO has ultimate authority for the decisions that influence the performance of Mayo Clinic.

The President/CEO has the authority to recommend to the MCBOG the nominees for all the officers of Mayo Clinic subject to election by the Board of Trustees.

The President/CEO has the authority to recommend to the MCBOG and to the Board of Trustees, removal of any officer of Mayo Clinic.

C. Mayo Clinic Board of Governors/Executive Committee of Board of Trustees (“MCBOG”)

Responsibilities

1. Subject to the oversight, authority, and approval (governance) of the Board of Trustees, serves as the single internal point of high level enterprise internal governance of Mayo Clinic and as the “Executive Committee” of the Board of Trustees. The President is the Chair of the MCBOG.
2. Assists the President/CEO in accomplishing the following:
 - a. Define and coordinate Mayo Clinic’s vision, mission, and strategy, and accomplish enterprise alignment with the strategy (including the strategic plan for enterprise diversification activities) and market positioning.
 - b. Formulate and oversee Mayo Clinic enterprise goals and policies.
 - c. Define enterprise market positioning and preserve the Mayo brand.
 - d. Develop and oversee system-wide Mayo Clinic performance metrics including:
 - i) Long-range financial models, to include cash flows and capital expenditures.
 - ii) Annual operating budgets, including cash flows and capital expenditures.
 - iii) Overall financial targets for all operating units.
 - e. Set level of Mayo Clinic funding for research.
 - f. Set level of Mayo Clinic funding for education.
 - g. Develop long-range Development strategy and approval of Development funding priorities.
 - h. Be responsible for compensation and benefit policies directly or through delegation to the Salary and Benefits Committee which is a subcommittee of the MCBOG.
 - i. Formulate Mayo's position on public policy, represent Mayo at the Federal level and ensure coordination of Mayo Clinic policy positions at the regional, state and local levels.
 - j. Causing activities of Mayo Clinic to be conducted in compliance with IRC 501(c)(3) status.
 - k. Ensure that Mayo Clinic has effective leadership development and succession planning.
3. Final approval authority for all new appointments to the Mayo Clinic Staff at all sites based on recommendations of the Personnel Coordinating Committee.
4. Exercise delegated powers of the Board of Trustees to make system-wide management, governance, strategy and policy decisions when decisions that require the approval of the Trustees need to be made between the regularly scheduled Trustee meetings.
5. Perform functions specified in Section IV regarding the selection and evaluation of the President/CEO, and provide input on performance of other senior leaders.
6. Establish and oversee Mayo Clinic goals and policies regarding enterprise initiatives and regarding required levels of consistency, coordination, and avoidance of impermissible inconsistencies across the organization. This responsibility includes establishing enterprise committees and assuring that enterprise committees operate effectively and rigorously comply with their respective roles, responsibilities and accountabilities.

7. Subject to final authority of the Board of Trustees, the MCBOG shall be the primary body that exercises the following reserved powers of Mayo Clinic regarding its subsidiary organizations including Mayo Clinic in Arizona, Mayo Clinic in Florida, Mayo Clinic on the Rochester campus, Mayo Clinic Health System and regarding all diversification subsidiaries:
 - a. Approval of operating plans of individual sites and all diversification subsidiaries.
 - b. Annual capital and operating budget approval.
 - c. Physician, scientist, and senior administrator salary policy.
 - d. Employee benefits.
 - e. Incurrence of debt.
 - f. Each capital expenditure by item or aggregate program account in excess of \$5 million.
 - g. Any transfer of assets other than in the ordinary course of business.
 - h. Use of the “Mayo” and “Mayo Clinic” name and other brand-related activity.
 - i. Actions that may impact the tax exempt status of Mayo Clinic or any of its subsidiary entities.

Accountability

The MCBOG is accountable to the Board of Trustees and to Mayo Clinic’s patients and staff.

Authority

The MCBOG has the authority to determine Mayo Clinic system-wide policies required for the operation of the institution, subject to the final approval of the Board of Trustees.

The MCBOG has the authority to nominate the members of the MCBOG and to nominate internal members of the Board of Trustees, subject to election by the Board of Trustees.

The MCBOG, in coordination with the President/CEO, has the authority to nominate the Mayo Clinic officers with input from and subject to election by the Board of Trustees.

The MCBOG has the authority to elect the members of the Site Executive Operations Teams and the officers of each respective site.

D. Mayo Clinic Management Team

Responsibilities: The Mayo Clinic Management Team supports the Mayo Clinic President/CEO in:

1. Coordinating implementation of the Mayo Clinic strategic plan; dissemination of information to the sites and responsible parties.
2. Overseeing operations that are common to all sites and oversee operations of one site that impacts other sites.
3. Streamlining decision-making process for management decisions and approvals within the organization. Clarify “approval” from “information” in decision-making process.

4. Allocating system-wide resources (personnel, facilities, capital) within overall financial and capital plans approved by MCBOG and Board of Trustees.
5. Approving business plans in support of system strategy established by the Executive Operations Teams of the Mayo Clinic sites, Mayo Clinic Health System, and all diversification subsidiaries to ensure alignment of the plans with Mayo Clinic strategy and goals.
6. Providing oversight of operational initiatives to ensure that performance meets approved business plan expectations.
7. Fostering cooperation among Mayo Clinic site and shield leadership to enhance success for each entity.
8. Fostering collaboration in practice, education, research, finance, administration, development, and communications across all operational units.
9. Preparing operating plan that outlines system-wide initiatives.
10. The President/CEO, with approval of the MCBOG, may delegate to another individual all or a portion of the role of Mayo Clinic Management Team Chair.

Accountability

The Mayo Clinic Management Team is accountable to the President/CEO. How the President/CEO utilizes and assigns responsibility to the Mayo Clinic Management Team will vary as determined by the President/CEO—the President/CEO’s use of Mayo Clinic Management Team is subject to periodic review by MCBOG. The Mayo Clinic Management Team also is accountable to the individual sites, shields, and operating divisions and to the patients and staff of the Mayo Clinic.

Authority

The Mayo Clinic Management Team has the authority to make decisions necessary to fulfill its assigned responsibilities.

E. Vice Presidents, Mayo Clinic and CEOs for Mayo Clinic in Arizona and Mayo Clinic in Florida (“Vice President/CEOs”)

Responsibilities

1. Management and operational performance of the Site in support of the Mayo Clinic strategic plan.
2. Annually recommend to the MCBOG the membership of the Executive Operations Teams. To maintain flexibility regarding the structure of the Executive Operations Teams and regarding related management and operational structures at the respective Sites, members of the Executive Operations Teams will not be subject to endorsement or confirmation by the Voting Staff. Voting Staff confirmation and endorsement votes shall only apply to Members of the MCBOG as provided in Section IV below.
3. Chair and provide leadership and direction to the site Executive Operations Teams to achieve Mayo Clinic targets for:
 - a. Quality and balance in clinical practice, education, and research.
 - b. Satisfactory financial performance.
 - c. Effective management of allocated resources.

- d. Leadership development and succession planning.
4. Define and implement the site operating plan in alignment with the Mayo Clinic strategic plan.
5. Allocate resources at the site (personnel, facilities, capital).
6. Ensure that site performance meets enterprise expectations.
7. Work with Department Chairs to fulfill enterprise and departmental goals.
8. Work collaboratively with the Department Chairs to ensure succession planning and leadership development.
9. Participate actively in the Development program.
10. Represent Mayo at the regional, state and local level.
11. Work collaboratively with other Mayo Clinic leaders.
12. Lead and facilitate collaborative relationships with other Mayo entities.
13. Communicate regularly with staffs regarding the vision, strategy and performance of Mayo Clinic and the respective Mayo Clinic sites.
14. Ensure adherence to Mayo Clinic policies.
15. Exemplify Mayo's principles and values.
16. Implement enterprise and local market positioning locally as defined by President/CEO and MCBOG.
17. Cause all activities of site and its exempt affiliates to be conducted in compliance with IRC 501(c)(3) status.

Accountability

The Vice President/CEOs are directly accountable to the President/CEO of Mayo Clinic. The position of Vice President/CEO also carries with it an inherent expectation of accountability to the patients, and staff.

Authority

The Vice President/CEOs have authority to make decisions that influence the performance of the respective Mayo Clinic sites and authority to make the decisions necessary to fulfill his/her assigned responsibilities.

The Vice President/CEOs have the authority to recommend to the MCBOG members of the respective Executive Operations Teams.

F. Other Vice Presidents

1. The Chief Administrative Officer of Mayo Clinic shall be a Vice President.

Responsibilities

- a. In collaboration with the President/CEO, coordinate overall institutional strategy in alignment with the Mayo Clinic strategic plan and provides financial stewardship of resources.
- b. Lead and direct all Mayo Clinic administrative functions in order to optimize Mayo Clinic as a whole.
- c. Appoint and remove administrators at all Mayo Clinic sites, shields and business entities.

- d. Secretary of the Board of Governors.
- e. Provide other support and counsel to President/CEO as directed by the President/CEO.

Accountability

The Vice President/CAO is directly accountable to the President/CEO of Mayo Clinic.

Authority

The Vice President/CAO has authority to fulfill his/her assigned responsibilities.

- 2. There shall be a physician Vice President, Mayo Clinic, who shall not have a CEO title.

Responsibilities

- a. Guides and leads the Midwest region in successfully implementing the strategic and operating plan as approved by the Board of Trustees and Board of Governors within the framework of institutional policy and direction, in collaboration with the President and Chief Executive Officer, Chief Administrative Officer, Executive Deans of Practice, Education and Research, Mayo Clinic Vice Presidents, and in partnership with the community practice Administrator.
- b. In collaboration with the Mayo Clinic President and CEO, annually recommends membership from the community practice to serve on the Midwest Executive Operations Team.
- c. Supports and collaborates with the Executive Deans of Practice, Education and Research, and Midwest department chairs to implement enterprise and regional components of the operational plan, including successful execution of the Midwest departmental structure and Midwest service line deployment.
- d. Provides leadership and direction to the regional leaders in the Midwest to achieve Mayo Clinic targets for:
 - i) Quality and appropriate balance in clinical practice, education, and research.
 - ii) Satisfactory financial performance.
 - iii) Effective management of allocated resources.
 - iv) Leadership development and succession planning.
- e. Defines and implements the regional tactical plan for the community practice in alignment with the Mayo Clinic strategic and operating plans, and the Midwest integration strategy. Tracks results/progress measures to evaluate performance against the following targets, as appropriate:
 - i) Patient access/demand including the appropriate use of services in the community practice in relation to the Rochester destination practice.
 - ii) Quality assurance/safety and continuous improvement.
 - iii) Patient satisfaction/outcomes.
 - iv) Productivity.
 - v) Patient volumes and referrals.
 - vi) Research publications and extramural funding, particularly relating to quality, safety and clinical trials.
 - vii) Credentialing/upgrading staff skills, per the applicable Board bylaws.
 - viii) Financial outcomes within the context of overall Midwest targets.

- f. Ensures adherence to Mayo Clinic policies.
- g. Implements enterprise and local market positioning as defined by President/Chief Executive Officer and Mayo Clinic Board of Governors.
- h. Causes all activities of sites and their exempt affiliates to be conducted in compliance with IRC 501(c)(3) status.

Accountability

The physician Vice President is directly accountable to the President/CEO of Mayo Clinic.

Authority

The physician Vice President has authority to fulfill his/her assigned responsibilities.

- 3. A Physician Vice President shall be designated as the temporary successor to the President/CEO as provided in the Bylaws of Mayo Clinic.

G. Executive Operations Teams for Mayo Clinic in Arizona, Mayo Clinic in Florida, and Mayo Clinic in the Midwest

Responsibilities

- 1. Each Executive Operations Team supports the site physician leader (Vice President/CEO in Arizona and Florida; President/CEO in the Midwest), to:
 - a. Define and implement the Site operating plan in alignment with the Mayo Clinic strategic plan.
 - b. Recommend to the Personnel Coordinating Committee appointment of Mayo Clinic Staff at the local site and to administer site privileging consistent with Mayo Clinic policies.
 - c. Review/audit organizational behavior to assure compliance and alignment with system wide policies.
 - d. Allocate resources at the site (personnel, facilities, capital).
 - e. Provide oversight to ensure that site performance meets enterprise expectations.
 - f. Foster collaboration and integration across departments, shields, and sites recognizing and effectively managing the balance between Site optimization and enterprise coordination and optimization.
 - g. Assure Site leadership development and succession planning.
 - h. Represent Mayo at the regional, state and local level.
 - i. Assure local implementation of enterprise and local market positioning.
- 2. Mayo Clinic Health System, MCSI, and all diversification subsidiaries report to the MCBOG unless the MCBOG determines otherwise.
- 3. Assist Vice President/CEO in Arizona and Florida in causing activities of site and its exempt affiliates to be conducted in compliance with IRC 501(c)(3) status.

Accountability

The Executive Operations Teams in Arizona and Florida are accountable to the respective Vice President/CEOs and to the staff. The Midwest Executive Operations Team is accountable to the President/CEO and to the staff.

Authority

This group has the authority to fulfill its assigned responsibilities.

II. Selection /Evaluation of President/CEO

SELECTION:

President/CEO

1. A search committee will be recommended to the full Board of Trustees for their approval. It will consist of the Chair of the Board of Trustees, a public member from the Governance and Nominating Committee recommended by that Committee, two senior Mayo physicians who are self-determined non-candidates for the position, and one senior administrator. The two physicians and one senior administrator shall be recommended by the MCBOG. The Chair of the Board of Trustees will chair the search committee.
2. Broad input regarding issues to be addressed, personal characteristics, and potential candidates will be obtained from the organization and from the Board of Trustees. A letter will be sent to all physician and administrative voting staff inviting their written input if they desire to provide it. In addition, individual interviews will be scheduled and held with members of the Board of Trustees and members of the MCBOG. Individual interviews will be offered to senior leadership across the organization. All Trustees may give their comments to the search committee in writing or verbally.
3. The search committee will then report their findings and recommendations to the MCBOG. Any Internal Trustees who are not members of the MCBOG shall participate with the MCBOG on all matters related to the selection of the President/CEO. With the concurrence of the MCBOG, the findings and recommendations will be presented to the full Board of Trustees for discussion. The Search Committee and MCBOG shall periodically report the progress of the search progress to the members of the Board of Trustees. The identity of the short list of candidates for the position shall be shared with members of the MCBOG and the Board of Trustees along with biographical information and other information deemed appropriate by the Search Committee. The MCBOG shall submit its nomination to the Board of Trustees along with biographical information and other information deemed appropriate by the Search Committee at least two weeks before the scheduled vote by the Board of Trustees on the nomination.
4. Election by the Board of Trustees.

EVALUATION:

President/CEO

1. The President/CEO shall prepare written annual objectives for submission to the Board of Trustees by February 1st of each year. These will be discussed and approved at the February meeting of the Board of Trustees.
2. The President/CEO shall prepare a written summary of accomplishments against the objectives by early October of each year. These will be submitted to an evaluation committee recommended by the MCBOG. It will consist of the Chair of the Board of Trustees, a public member from the Governance and Nominating Committee recommended

- by that Committee, two senior Mayo physicians, and one senior administrator. The two senior Mayo physicians and one senior administrator shall be recommended by the MCBOG. The Chair of the Board of Trustees will act as evaluation committee chair.
3. This committee will evaluate the President/CEO's performance against the objectives. The committee may interview senior physicians and administrators when appropriate to aid in the evaluation. The committee's conclusions shall be reported first to the MCBOG (excluding the CEO) and then to the entire Board of Trustees in a session not attended by the CEO.
 4. Based on the committee's evaluation and Board discussion, the Chair of the Board of Trustees shall share the evaluation with the President/CEO immediately after the November meeting.
 5. The results of the evaluation shall be taken into consideration in the preparation of the CEO's succeeding year objectives.

III. Selection/Evaluation of Physician Vice Presidents, including Vice President/CEOs for Mayo Clinic in Arizona and Florida

SELECTION:

1. To ensure both local and system-wide involvement and accountability, the following process will be used:
 - a. A search committee will be recommended by the President/CEO and approved by the MCBOG. The Committee will be chaired by a Member of the MCBOG. The Committee will also have at least two other MCBOG members and at least two members of the Voting Staff or the Executive Operations Team from the involved site. Committee members will be drawn from the Midwest Executive Operations Team or the Rochester Voting Staff for the selection of the physician Vice President in the Midwest.
 - b. Broad input regarding issues, personal characteristics, and potential candidates will be obtained by the Committee from the organization including interviews or written requests for input from all Members of the MCBOG, from the site's Executive Operations Teams, and from the Mayo Clinic Voting Staff. The findings and recommendations of the search committee will be reported to the President/CEO and to the MCBOG. The President/CEO shall recommend the Vice President subject to the nomination by the MCBOG and election of the Board of Trustees.

EVALUATION:

1. The President/CEO will perform an annual evaluation of the Vice Presidents. The evaluation process will include input from a broad cross-section of the relevant constituencies. The evaluation findings will be shared with each respective Vice President and, as appropriate, with the MCBOG and the Executive Operations Teams, in the context of achievement of an explicit list of performance expectations (defined previously).
2. The President/CEO determines appropriate action based upon the review.

IV. Membership Selection and Criteria for MCBOG, Mayo Clinic Management Team and Executive Operations Teams

Membership of the Mayo Clinic Board of Governors/Executive Committee of Board of Trustees

1. Basic principles are as follows: physician-led, clear physician majority, non-representational, and self-perpetuating membership with input from and confirmation of “At-Large Positions” by the combined voting staff at Mayo Clinic in Arizona, Mayo Clinic in Florida, and Mayo Clinic on the Rochester campus (“Voting Staff”). “Non-representational” in this context means that, regardless of whether a member is in a “designated position” or an “at-large position”, when at the MCBOG, all members are to function in a non-representational fashion.
2. The MCBOG will have a maximum of 14 voting members as follows:

Designated Positions	At-Large Positions
President/CEO, Chair	Seven Physician/scientists at-large
Vice President-CAO, Secretary	One Physician/scientist/administrators at-large
Three Physician Vice Presidents	One administrator at-large

3. Members are nominated by the MCBOG, with input from the Voting Staff and from other key stakeholders, and are appointed by the Board of Trustees. The nomination of “at-large” members is subject to confirmation by the Voting Staff. The Secretary of the MCBOG shall give notice to the Secretary(ies) of the Voting Staff that an individual has been nominated by the MCBOG for an “at-large” position on the MCBOG. The Secretary(ies) of the Voting Staff shall call a special meeting of the Voting Staff, to be held within thirty (30) days after receipt of the notice from the Secretary of the MCBOG, to consider confirmation. If the annual meeting of the Voting Staff is scheduled within the thirty (30) day period, the matter may be acted upon at the annual meeting. In lieu of a special meeting of the Voting Staff or in connection with a special meeting or the annual meeting, the Voting Staff may conduct the confirmation vote by electronic means. The electronic voting process shall provide Voting Staff at least fifteen (15) days to submit their ballots electronically, reasonable safeguards shall be implemented to assure the anonymity of each vote cast, and the electronic voting must be completed within thirty (30) days after receipt of the notice from the Secretary of the MCBOG. Confirmation shall occur unless a majority of Voting Staff eligible to vote cast their votes in opposition to confirmation. If the Voting Staff process is not completed within such thirty (30) day period, the nomination shall be deemed confirmed. If the nomination is acted upon but not confirmed, another person shall be nominated by the MCBOG and submitted for confirmation by the Voting Staff. If the second nominee is acted upon but not confirmed, the MCBOG shall nominate a third person and such nomination shall not be subject to confirmation of the Voting Staff.
4. Members should have senior leadership experience.
5. Chair is President/CEO of Mayo Clinic except in extraordinary times such as transition or sickness.
6. Vice Chair is a physician who is also a Vice President of the Mayo Clinic.
7. The maximum membership is 14 members and the minimum membership is 7 members. However, to promote orderly succession planning or to meet other exceptional demands or opportunities, and with approval of a majority vote of the Board of Trustees, the Board of Governors may consist of up to 15 persons for a period not to exceed two years
8. All members of the MCBOG shall be Internal Trustees. In the event the size of the MCBOG is less than fourteen, the remaining Internal Trustee positions shall have one year terms filled by nomination of the MCBOG and election by the Board of Trustees.

9. Members shall serve staggered one-year or four-year terms. The usual duration for “At-large” positions is two consecutive terms.
10. The Chair is responsible for defining roles for members and defining a process for member performance evaluation.
11. By October 1 of each year, the MCBOG will determine the ex-officio, non-voting members of the Board for the following year. The MCBOG shall evaluate the ex-officio, non-voting members in connection with the annual evaluation of the President/CEO.

Membership of the Mayo Clinic Management Team

1. Members shall include the Mayo Clinic President/CEO or the President/CEO’s designee, Mayo Clinic CAO, Mayo Clinic CFO, physician Vice Presidents, the physician leader and the administrative leader of the Mayo Clinic Health System, site CAOs, and other members as designated by the Mayo Clinic President/CEO.

Membership of the Site Executive Operations Team

1. The Site Vice President/CEOs and the President/CEO (with respect to the Rochester campus) shall annually recommend to the MCBOG the membership of the respective Executive Operations Teams. The MCBOG shall annually elect the membership of the respective Executive Operations Teams. The process shall be completed so that the membership can be announced at the Annual Meeting of the Voting Staff. It is expected that most members of the Executive Operations Teams will serve multiple consecutive terms. To maintain flexibility regarding the structure of the Executive Operations Teams and regarding related management and operational structures at the respective Sites, members of the Executive Operations Teams will not be subject to endorsement or confirmation by the Voting Staff.
2. Members should be leaders from the organization who, preferably, have a breadth of experience across the institution.
3. Members should serve their local entity and support and serve the goals of Mayo Clinic.
4. The respective physician Vice Presidents shall automatically become and shall remain a member of the respective site Executive Operations Teams for so long as he or she serves in that role.
5. The respective site CAOs shall automatically become and shall remain a member of the respective site Executive Operations Teams for so long as he or she serves as site CAO.