

**COMMITTEE DESCRIPTIONS AND DELEGATION OF POWERS**  
**Ambulatory Care, Compensation, Executive, Extended Care, Facilities and Governance**

*September 29, 2008*

Ambulatory Care Committee. The Ambulatory Care Committee shall oversee and make recommendations to the Board regarding community health centers operated by the Corporation and ambulatory care clinic services provided by the Corporation. In such capacity, it may study and develop recommendations related to the needs of the populations served by the Corporation, the sponsorship of focused health initiatives for such populations, and community outreach, as well as any other topic relevant to such activities.

Compensation Committee. The Compensation Committee shall conduct annual reviews of the employment contracts and compensation of the Chief Executive Officer and senior management and report to the Board the results of such reviews. The Compensation Committee shall also make recommendations to the Board regarding the Corporation's policies on the payment of compensation, adjustments to compensation, and reimbursement to the Chief Executive Officer and senior management of the Corporation, as well as time and attendance requirements for the Chief Executive Officer and senior management. The Compensation Committee is to be comprised of independent members.

Executive Committee. Between meetings of the Board, the Executive Committee shall have and may exercise all of the authority of the Board, except as limited by applicable federal or New York State law, any provision of these By-laws or any resolution of the Board. The Executive Committee shall consist of not less than five independent Board members.

Extended Care Committee. The Extended Care Committee shall oversee and make recommendations to the Board regarding the Corporation's extended care services, including, but

not limited to, the A. Holly Patterson Extended Care Facility. In such capacity, the Extended Care Committee may study and develop recommendations related to the extended care needs of the populations served by the Corporation, as well as any other topic relevant to such facilities.

Facilities Committee. The Facilities Committee shall oversee and make recommendations to the Board regarding real property acquisitions, divestitures, and leases, as well as expansions, renovations and/or new construction of facilities. In such capacity, it may conduct, as appropriate, examinations of the need for and/or feasibility of any such action and/or the availability of appropriate property. At its discretion, it may, in conjunction with responsible management and staff, conduct reviews of the Corporation's existing facilities to determine the current and future needs for such facilities, including, but not limited to, needs related to normal repairs and maintenance.

Governance Committee. The Governance Committee shall review and keep the Board informed of current best governance practices. It shall make recommendations to the Board for any amendments to the Corporation's By-laws. It shall review corporate governance trends and be responsible for and, when appropriate, update the Corporation's corporate governance principles. The Governance Committee shall make recommendations to the Board regarding the Corporation's Code of Ethics and the Corporation's policies on attendance at Board meetings and training of Board members. It shall advise the parties responsible for appointing the Corporation's Board members on the skills and experiences required of potential Board members. It shall make recommendations to the Board about the creation of and delegation of duties to Board Committees. The Governance Committee is to be comprised of independent members.