

~~(b) Subsections (c) through [(f)] (H) of this section apply to a nonprofit health service plan that is incorporated under the laws of the State and operates under a certificate of authority issued by the Commissioner under this subtitle.~~

~~(e) (1) The business and affairs of a nonprofit health service plan shall be managed under the direction of a board of directors.~~

~~(2) The board and its individual members are fiduciaries and shall act:~~

~~(i) in good faith;~~

~~(ii) in a manner that is reasonably believed to be in the best interests of the corporation AND ITS CONTROLLED AFFILIATES OR SUBSIDIARIES THAT OFFER HEALTH BENEFIT PLANS; [and]~~

~~(iii) IN A MANNER THAT IS REASONABLY BELIEVED TO BE IN FURTHERANCE OF THE CORPORATION'S NONPROFIT MISSION; AND~~

~~[(iii)](iv) with the care that an ordinarily prudent person in a like position would use under similar circumstances.~~

~~(3) THE PRINCIPAL FUNCTIONS OF THE BOARD SHALL INCLUDE:~~

~~(I) ENSURING THAT THE CORPORATION EFFECTIVELY CARRIES OUT THE NONPROFIT MISSION ESTABLISHED UNDER § 14-102(C) OF THIS SUBTITLE;~~

~~(II) SELECTING AND EVALUATING THE PERFORMANCE OF CORPORATE MANAGEMENT;~~

~~(III) ENSURING TO THE EXTENT PRACTICABLE THAT HUMAN RESOURCES AND OTHER RESOURCES ARE SUFFICIENT TO MEET CORPORATE OBJECTIVES;~~

~~(IV) NOMINATING AND SELECTING SUITABLE CANDIDATES FOR INDIVIDUALS TO THE BOARD; AND~~

~~(V) ESTABLISHING A SYSTEM OF GOVERNANCE AT THE BOARD LEVEL, INCLUDING AN ANNUAL EVALUATION OF BOARD PERFORMANCE.~~

~~(4) EACH MEMBER OF THE BOARD SHALL DEMONSTRATE A COMMITMENT TO THE MISSION OF THE NONPROFIT HEALTH SERVICE PLAN.~~

~~[(3)](5) An officer or employee of a nonprofit health service plan or any of its affiliates or subsidiaries may not be appointed or elected to the board.~~

~~[(4)](6) A nonprofit health service plan is subject to the provisions of § 2-419 of the Corporations and Associations Article.~~

~~(d) (1) THIS SUBSECTION APPLIES TO A CORPORATION THAT:~~

~~(I) IS ISSUED A CERTIFICATE OF AUTHORITY AS A NONPROFIT HEALTH SERVICE PLAN; AND~~