

~~B. FOR COMPARING THE COMPENSATION WITH OFFICERS AND EMPLOYEES OF COMPARABLE NOT FOR PROFIT ENTITIES IN THE UNITED STATES AND REPORTING THIS INFORMATION ANNUALLY TO THE BOARD;~~

~~4. A NOMINATING COMMITTEE RESPONSIBLE FOR IDENTIFYING, EVALUATING, AND RECOMMENDING TO THE BOARD INDIVIDUALS QUALIFIED TO BECOME BOARD MEMBERS AND RECOMMENDING TO THE BOARD THOSE MEMBERS REPRESENTING GROUP HOSPITALIZATION AND MEDICAL SERVICES, INC. AND BLUECROSS BLUESHIELD DELAWARE;~~

~~5. A SERVICE AND QUALITY OVERSIGHT COMMITTEE RESPONSIBLE FOR ENSURING THAT POLICIES AND SYSTEMATIC PROCESSES ARE IN PLACE AND WORKING TO ASSESS AND IMPROVE THE QUALITY OF HEALTH INSURANCE CARE SERVICES AND HEALTH CARE PRODUCTS PROVIDED TO SUBSCRIBERS AND CERTIFICATE HOLDERS;~~

~~6. A MISSION OVERSIGHT COMMITTEE RESPONSIBLE FOR ENSURING THE OFFICERS OF THE CORPORATION ACT IN ACCORDANCE WITH THE MISSION OF THE NONPROFIT HEALTH SERVICE PLAN;~~

~~7. A STRATEGIC PLANNING COMMITTEE RESPONSIBLE FOR EXAMINING LONG RANGE PLANNING OBJECTIVES, ASSESSING STRATEGIES THAT MAY BE USED TO IMPLEMENT THOSE OBJECTIVES, AND ANALYZING THE NONPROFIT HEALTH SERVICE PLAN'S ROLE IN THE INSURANCE MARKETPLACE; AND~~

~~8. ANY OTHER COMMITTEE THAT THE BOARD DETERMINES IS NECESSARY TO CARRY OUT ITS BUSINESS DUTIES.~~

~~(H) EACH STANDING COMMITTEE SHALL HAVE REPRESENTATIVES FROM EACH CORPORATION FOR WHICH THE NONPROFIT HEALTH SERVICE PLAN IS THE SOLE MEMBER.~~

~~(HH) THE COMPENSATION COMMITTEE AND THE NOMINATING COMMITTEE SHALL EACH INCLUDE EITHER THE APPOINTEE OF THE PRESIDENT OF THE SENATE OR THE SPEAKER OF THE HOUSE.~~

~~(IV) EACH BOARD MEMBER SHALL SERVE ON AT LEAST ONE STANDING COMMITTEE.~~

~~(V) 1. THE CHAIRMAN OF THE BOARD SHALL SELECT A CHAIRMAN FOR EACH BOARD COMMITTEE.~~

~~2. A COMMITTEE CHAIRMAN SHALL SERVE NO MORE THAN 2 CONSECUTIVE YEARS.~~

~~(9) (I) THE FOLLOWING ACTIONS BY A NONPROFIT HEALTH SERVICE PLAN, OR A CORPORATION FOR WHICH THE NONPROFIT HEALTH SERVICE PLAN IS THE SOLE MEMBER, SHALL BE APPROVED BY THE BOARD:~~

~~1. A SIGNIFICANT MODIFICATION TO BENEFIT LEVELS;~~

~~2. A SIGNIFICANT MODIFICATION TO PROVIDER NETWORKS OR PROVIDER REIMBURSEMENT;~~