

(II) ~~EXCEPT IN CONFORMITY WITH THIS SECTION~~, THE BOARD AND ITS INDIVIDUAL MEMBERS MAY NOT USE BOARD MEMBERSHIP FOR PERSONAL OR FINANCIAL ENRICHMENT TO THE DETRIMENT OF THE NONPROFIT HEALTH SERVICE PLAN OR THE MISSION OF THE NONPROFIT HEALTH SERVICE PLAN.

(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 corporate management and evaluating its performance;

(iii) ensuring to the extent practicable that human resources and other resources are sufficient to meet corporate objectives;

(iv) subject to the provisions of subsection (d) of this section, nominating and selecting suitable candidates for the board; [and]

(v) establishing a system of governance at the board level, including an annual evaluation of board performance; AND

(VI) BEFORE CONSIDERING ANY BID OR OFFER TO ACQUIRE THE NONPROFIT HEALTH SERVICE PLAN AND TO CONVERT TO A FOR-PROFIT ENTITY UNDER TITLE 6.5 OF THE STATE GOVERNMENT ARTICLE, ENSURING THAT ADEQUATE CONSIDERATION IS GIVEN TO AN INDEPENDENT VALUATION OF THE NONPROFIT HEALTH SERVICE PLAN.

(4) Each member of the board shall demonstrate a commitment to the mission of the nonprofit health service plan AS REQUIRED BY § 14-102(C) OF THIS SUBTITLE.

(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.

(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 is:

(i) issued a certificate of authority as a nonprofit health service plan; and

(ii) the sole member of a corporation issued a certificate of authority as a nonprofit health service plan.

(2) The board shall be composed of no more than 23 members, including:

(i) one nonvoting member, who is not a member of the Maryland General Assembly, appointed by and serving at the pleasure of the President of the Senate of Maryland;