383B.907 CORPORATE POWERS.

Subdivision 1. **Authority and powers of the board.** Subject to the reserved powers and limitations specified in sections 383B.903 and 383B.908, or as specified in the bylaws of the corporation, the corporation, through its board, shall, relative to the delivery of health care services, have, in addition to any authority vested by law, the authority and legal capacity of a nonprofit corporation under chapter 317A including the authority to:

(1) have members of its board or its officers or administrators serve as directors, officers, or employees of the corporation's ventures, associations, or corporations;

(2) hire and discharge an administrator;

(3) approve personnel policies and practices, any applicable labor agreements, and levels of compensation and benefits recommended by the administrator;

(4) use employees, agents, consultants, and facilities of the county, as necessary in the discretion of the board, paying the county its agreed proportion of the compensation or costs pursuant to an agreement with the county;

(5) spend funds, including public funds in any form, or devote the resources of the corporation to recruit and retain physicians whose services are necessary or desirable for meeting the health care needs of the population and for the successful performance of the public purpose of the corporation. Allowable uses of funds and resources include the retirement of medical education debt, payment of onetime amounts in consideration of services rendered or to be rendered, payment of recruitment expenses, payment of moving expenses, and the provision of other financial assistance necessary for the recruitment and retention of physicians, provided that the expenditures in whatever form are reasonable under the facts and circumstances of the situation;

(6) offer, directly or indirectly, products and services of the corporation and/or affiliated entities to the general public, and retain any profits earned through the provision of these products and services for the purpose of advancing the mission of the corporation;

(7) own shares of stock in business corporations;

(8) borrow money and issue bonds in support and promotion of the corporation's purpose and mission and providing any rights and obligations related thereto;

(9) accept gifts, grants, loans, or contributions of funds or property or financial or other aid in any form from, and enter into contracts or other transactions with, the federal government, the state of Minnesota, third-party payors, or any other source and to use any gifts, grants, loans, or contributions for any of its corporate purposes;

(10) enter shared service and other cooperative ventures;

(11) join or sponsor membership in organizations intended to benefit the corporation;

(12) enter partnerships, joint ventures, or other business arrangements to advance the mission of the corporation;

(13) sue or be sued; and

(14) incorporate other corporations, both for profit and nonprofit.

Subd. 2. **Other powers.** Subject to the reserved powers and limitations specified in sections 383B.903 and 383B.908, or as specified in the bylaws of the corporation, the corporation shall have all the powers necessary and convenient for the operation, administration, management, and control of the corporation's affairs. The enumeration of specific powers in this section is not intended to restrict the power of the corporation to take any action which, in the exercise of its discretion, is necessary or convenient to further the purposes for which the corporation exists and that is not otherwise prohibited by law, whether or not the power to take the action is necessarily implied from the powers expressly granted.

History: *2005 c 125 art 1 s 7,29; 1Sp2005 c 7 s 34*