Policy
It is the policy of Ascension Health to clearly define the responsibilities and authority for decision-making throughout the System.

Exhibit I depicts the Ascension Health organizational structure which provides the framework for decision-making. Exhibit II, the “System Authority Matrix,” is designed to assign authority for key decisions that are necessary in the operation of the System. The System Authority Matrix is intended to primarily assign authority rather than to describe process.

Goals
The goals of the System Authority Matrix are as follows:

• To be a self-contained, pragmatic document that balances both local and System-wide authority for the common good of the whole.
• To ensure efficient decision making by clarifying authority throughout the System.
• To promote and emphasize consistency, accountability, transparency and efficiency in decision making.
• To describe and clarify authority rather than describe process in decision making.

Principles
The principles of the System Authority Matrix are as follows:

• The Mission, Vision, Values and Strategic Direction of the System will guide all decision making.
• Subsidiary will apply, placing authority and accountability at the most appropriate levels.
• The decision-making process implicit in the System Authority Matrix will be transparent and supportive of the System operating model.
• The exercise of authority will be consistent throughout the System, and given that the Health Ministries vary in size, scope and complexity, authority levels may be scaled; Health Ministries may have “relative equality” with respect to selected issues, e.g., spending authority.
• The decision-making process is most effectively accomplished through collaboration and dialogue among System and Health Ministry governance, sponsorship and management.
Applicability to Sponsored Entities
Decisions regarding sponsored entities and other organizations in which the System has an interest but not majority control will be made in accord with the Agreements which brought the organizations into existence. The financial thresholds for decisions by boards of these entities should not exceed those set forth for Ascension Health Ministry Boards (see Exhibit II).

System Procedures
Principles to assist Ascension Health leadership in the creation of policies, processes and procedures have been developed and are located in the Organization and Legal section of the Ascension Health Procedures binder.

Exhibits:
I. Organizational Chart
II. System Authority Matrix
ASCENSION HEALTH
SYSTEM AUTHORITY MATRIX

Definitions

The implementation of the Matrix is most effectively accomplished in the spirit of our System Values through a mode of collaboration and dialogue. Capitalized words and phrases used in this System Authority Matrix shall have the meanings as defined in System Policy unless otherwise defined below.

“Approve” shall mean and include the authority to review and either adopt, accept, appoint, amend, modify, disapprove or send back for further consideration an action recommended or approved by another entity in the System. Where the term “approve” is used, that approval is required by all identified entities before the proposed action will be considered the legally valid, authorized action of the proposing entity.

“Ascension Health” shall mean Ascension Health, a Missouri nonprofit corporation.

“Ascension Health President/CEO” shall mean the person holding the position of President/CEO of Ascension Health or his or her designees.

“Canonical Jurisdiction” shall mean the Sponsor with the right and responsibility to act on this matter under canon law.

“Canonical Requirements” shall mean the actions and decisions governed by canon law.

“Canonical Sponsorship” shall mean the public juridic person willing to assume canonical responsibility.

“Consultation” shall mean to confer and deliberate together.

“Control” or “Controlled” shall mean:

(i) the authority to act as controlling member, shareholder or partner of an organization;
(ii) the authority to appoint, elect or approve at least a majority of the individual members, shareholders, or partners of an organization; or
(iii) the authority to appoint, elect or approve at least a majority of the governing body of an organization.

“Credit Group Member” shall mean all Obligated Group Members and Designated Affiliates as those terms are defined in Ascension Health’s Master Trust Indenture dated as of November 1, 1999, as amended from time to time.

“Governing Documents” shall mean the articles of incorporation or charter, bylaws, partnership agreements, operating agreements or comparable documents as may be applicable depending on the form of the entity’s legal organization.

“Health Ministry” shall mean the organization in a regional or local area through which Ascension Health carries out its mission and in which Ascension Health serves as the sole or controlling member.

“National Subsidiary” shall mean an organization, other than a Health Ministry or a Subsidiary Organization, which is controlled by Ascension Health.

“Ratify” shall mean and include the authority to accept or reject, without imposing an alternative, an action recommended by another entity in the System. Where the term “ratify” is used, that ratification is required before the proposed action will be considered the legally valid, authorized action of the proposing entity.

“Recommend” shall mean to initiate an action for consideration and approval or ratification by another entity or person in the System.

“Subsidiary Organization” shall mean any legal entity directly or indirectly controlled by a Health Ministry or National Subsidiary.

“System” shall mean, collectively, Ascension Health, Health Ministries, Subsidiary Organizations, National Subsidiaries and Affiliate Organizations.

“System Policy” shall mean that policy established from time to time by Ascension Health.
**EXHIBIT II: ASCENSION HEALTH AUTHORITY MATRIX**

The implementation of the Matrix is most effectively accomplished in the spirit of our System Values through a mode of collaboration and dialogue.

<table>
<thead>
<tr>
<th>Council &amp; committee</th>
<th>Authority</th>
<th>Recommend</th>
<th>Approve and Recommend</th>
<th>Approve and Recommend</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>New Organization &amp; Major Transactions</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>1. Philosophy, Mission, Sponsor Expectations of System</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>2. Mission statements of the Health Ministry</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>3. New Sponsors</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>4. Formation of acquisition of a new Health Ministry</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>5. Formation of acquisition of legal entities by Health Ministry or Subsidiary Organization</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>6. Sale, transfer, or substantial change in use of all or substantially all of the assets of a Credit Group Member</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>7. Sale, transfer or substantial change in use of all or substantially all of the assets of a Credit Group Member</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**SYSTEM AUTHORITY MATRIX**

**EXHIBIT II: ASCENSION HEALTH**
EXHIBIT II: ASCENSION HEALTH SYSTEM AUTHORITY MATRIX

The implementation of the Matrix is most effectively accomplished in the spirit of our System Values through a mode of collaboration and dialogue.

The Matrix is a tool designed to clarify governance and decision-making responsibilities within the ASCENSION HEALTH SYSTEM. It outlines the roles, committees, and authorities, ensuring that decisions are made in a transparent and accountable manner. The Matrix is organized into three main sections:

1. **Establishment of Legal Entities and Governance**
   - Formation of all legal entities, sale, transfer or substantial change in use of all or substantially all of the assets, divestitures, dissolutions, closures, mergers, consolidations, or changes in corporate membership or ownership of Subsidiary Organizations that are not Credit Group Members.
   - Articles & Bylaws of Ascension Health.
   - Governing Documents of a Health Ministry.

2. **Appointments and Removals**
   - Members of the Board of Trustees of Ascension Health.
   - Members of Board of Trustees of a Health Ministry.
   - Core Competencies for Board Members of Ascension Health, Health Ministries, and Subsidiary Organizations.

3. **Decisions and Authority**
   - Members of Board of Directors of a Health Ministry.
   - Chair of BOC.

The Matrix is a dynamic document, intended to evolve as the System and its structures develop. It serves as a reference tool for all System members, ensuring that everyone understands their role in the decision-making process.
The Ascension Health Board of Trustees determines compensation ranges. Requires concurrence of the Health Ministry Board and the Ascension Health Operating Group President.

### System Authority Matrix

<table>
<thead>
<tr>
<th>Decision/Authority</th>
<th>Sponsors</th>
<th>Board of Directors</th>
<th>Ascension Health President/CEO</th>
<th>Board of Directors</th>
<th>Ascension Health President/CEO</th>
</tr>
</thead>
<tbody>
<tr>
<td>14. President/CEO of Ascension Health</td>
<td>Appoint and remove</td>
<td>Appoint and remove</td>
<td>Appoint and remove</td>
<td>Appoint and remove</td>
<td>Appoint and remove</td>
</tr>
<tr>
<td>15. Board members of a Health Ministry</td>
<td>Appoint and remove</td>
<td>Appoint and remove</td>
<td>Appoint and remove</td>
<td>Appoint and remove</td>
<td>Appoint and remove</td>
</tr>
<tr>
<td>16. Board members of Subsidiary Organizations</td>
<td>Appoint and remove</td>
<td>Appoint and remove</td>
<td>Appoint and remove</td>
<td>Appoint and remove</td>
<td>Appoint and remove</td>
</tr>
<tr>
<td>17. Health Ministry Board Chair</td>
<td>Appoint and remove</td>
<td>Appoint and remove</td>
<td>Appoint and remove</td>
<td>Appoint and remove</td>
<td>Appoint and remove</td>
</tr>
<tr>
<td>18. Health Ministry CEO</td>
<td>Appoint and remove</td>
<td>Appoint and remove</td>
<td>Appoint and remove</td>
<td>Appoint and remove</td>
<td>Appoint and remove</td>
</tr>
<tr>
<td>19. System Evaluation</td>
<td>Appoint and remove</td>
<td>Appoint and remove</td>
<td>Appoint and remove</td>
<td>Appoint and remove</td>
<td>Appoint and remove</td>
</tr>
<tr>
<td>20. Ascension Health Board Chair</td>
<td>Appoint and remove</td>
<td>Appoint and remove</td>
<td>Appoint and remove</td>
<td>Appoint and remove</td>
<td>Appoint and remove</td>
</tr>
<tr>
<td>21. Patient/CEO and Board Chair</td>
<td>Appoint and remove</td>
<td>Appoint and remove</td>
<td>Appoint and remove</td>
<td>Appoint and remove</td>
<td>Appoint and remove</td>
</tr>
<tr>
<td>22. Consumer performance of the Health Ministry CEO</td>
<td>Appoint and remove</td>
<td>Appoint and remove</td>
<td>Appoint and remove</td>
<td>Appoint and remove</td>
<td>Appoint and remove</td>
</tr>
</tbody>
</table>

The implementation of the Matrix is most effectively accomplished in the spirit of our System Values through a mode of collaboration and dialogue.

**EXHIBIT II: ASCENSION HEALTH SYSTEM AUTHORITY MATRIX**
Vision statements of the Health Ministry must be consistent with the Mission of the System.

### EXHIBIT II: ASCENSION HEALTH SYSTEM AUTHORITY MATRIX

The implementation of the Matrix is most effectively accomplished in the spirit of our System Values through a mode of collaboration and dialogue.

<table>
<thead>
<tr>
<th><strong>Decision/Authority</strong></th>
<th><strong>System Authority Matrix</strong></th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Council/Sp opinion</strong></td>
<td><strong>Ascension Health</strong></td>
</tr>
<tr>
<td><strong>Board President</strong></td>
<td><strong>Ascension Health</strong></td>
</tr>
<tr>
<td><strong>CEO</strong></td>
<td><strong>Ascension Health</strong></td>
</tr>
<tr>
<td><strong>Board President</strong></td>
<td><strong>Ascension Health</strong></td>
</tr>
<tr>
<td><strong>CEO</strong></td>
<td><strong>Ascension Health</strong></td>
</tr>
<tr>
<td><strong>Board President</strong></td>
<td><strong>Ascension Health</strong></td>
</tr>
<tr>
<td><strong>CEO</strong></td>
<td><strong>Ascension Health</strong></td>
</tr>
<tr>
<td><strong>Board President</strong></td>
<td><strong>Ascension Health</strong></td>
</tr>
<tr>
<td><strong>CEO</strong></td>
<td><strong>Ascension Health</strong></td>
</tr>
</tbody>
</table>

*Transfer of assets and reallocation of debt among Health Ministries in accord with established guidelines.*

*31. Alienation of assets as required by Canon law.*

*29. Transfer of assets and reallocation of debt.*

*27. System Integrated Strategic and Financial Plan, including annual System integrated financial and initiatives.*


*23. Recommendations and System initiatives.*

*22. Auditor for System.*

*28. Approve and Recommend.*

*24. Health Ministry and Credit Group.*

*21. Transfer or encumbrance of tax exempt financed assets of a Health Ministry subject to the established guidelines.*

*20. Alienation of assets as required by Canon law.*

*19. Alienation of assets as required by Canon law.*

*18. Approve and Recommend.*

*17. Approve and Recommend.*

*16. Approve and Recommend.*

*15. Approve and Recommend.*


*13. Approve and Recommend.*

*12. Approve and Recommend.*

*11. Approve and Recommend.*

*10. Approve and Recommend.*

*9. Approve and Recommend.*

*8. Approve and Recommend.*

*7. Approve and Recommend.*

*6. Approve and Recommend.*

*5. Approve and Recommend.*

*4. Approve and Recommend.*

*3. Approve and Recommend.*

*2. Approve and Recommend.*

*1. Approve and Recommend.*
The implementation of the Matrix is most effectively accomplished in the spirit of our System Values through a mode of collaboration and dialogue.

### EXHIBIT II: ASCENSION HEALTH SYSTEM AUTHORITY MATRIX

<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>ASCENSION HEALTH MINISTRY</td>
<td>ASCENSION HEALTH MINISTRY</td>
<td>ASCENSION HEALTH MINISTRY</td>
<td>ASCENSION HEALTH MINISTRY</td>
</tr>
<tr>
<td>PRESIDENT/CEO</td>
<td>MINISTRY CEO</td>
<td>MINISTRY CEO</td>
<td>MINISTRY CEO</td>
</tr>
<tr>
<td>MINISTRY BOARD</td>
<td>MINISTRY BOARD</td>
<td>MINISTRY BOARD</td>
<td>MINISTRY BOARD</td>
</tr>
<tr>
<td>CEO</td>
<td>CEO</td>
<td>CEO</td>
<td>CEO</td>
</tr>
<tr>
<td>BOARD</td>
<td>BOARD</td>
<td>BOARD</td>
<td>BOARD</td>
</tr>
<tr>
<td>ASCENSION HEALTH</td>
<td>ASCENSION HEALTH</td>
<td>ASCENSION HEALTH</td>
<td>ASCENSION HEALTH</td>
</tr>
<tr>
<td>Sponsors</td>
<td>Council</td>
<td>System Policies and Procedures</td>
<td>System Policies and Procedures</td>
</tr>
</tbody>
</table>

Projects or transactions involving expenditure of funds or divestiture of assets exceeding $50 million, whichever is greater, are approved up to 3% of assets (not to exceed $50 million). Authority matrix not otherwise addressed in this System is to be resolved as appropriate.

The implementation of the Matrix is most effectively accomplished in the spirit of our System Values through a mode of collaboration and dialogue.