



A N N U A L R E P O R T

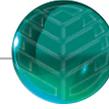
2008



Carolinus HealthCare System

Uncompromising Excellence. Commitment to Care.

DEAR FRIENDS



Dear Friends,

During 2008 Carolinas HealthCare System solidified its position as one of the finest healthcare providers in the country.

By necessity we use the term System to describe ourselves, because we have so many facilities, located in so many areas, offering so many types of services.

Of course, when patients need these services, they do not want to be treated by a system. They want to be treated by a caring individual.

One quality that truly distinguishes CHS is our ability to recruit and retain caregivers who go the extra mile to ensure that technical skills are supported by an attitude of caring and compassion. The bonds that form when this happens lay the foundation for positive outcomes and successful healing.

What follows in this report is a comprehensive summary of our efforts in 2008 to expand our reach, enhance our medical services, ensure financial stability and strengthen the impact we have on all the communities we serve.

I am also pleased to note more recent growth in the number of communities we serve. During 2008 we set the stage for new management services agreements which are now in place with Stanly Regional Medical Center in Albemarle and Scotland Health Care System in Laurinburg. We also completed arrangements for the joint development of a new physician network at New Hanover Regional Medical Center in Wilmington.

At the heart of every CHS success story is an individual, a small group or a large team who made a difference by staying focused on mission and devoting top priority to customer satisfaction.

Our goal is to ensure that every single employee believes in the unique “culture of caring” that differentiates us from competing organizations. Our internal slogan is “Care Without Compromise,” a catch phrase that reflects three fundamental values: *Kindness counts. Teamwork wins. Every employee makes a difference.*

CHS had an extraordinary number of achievements in 2008. As you read about them, I think you'll be impressed by the sheer number and variety of outstanding individual efforts that enabled those System achievements to occur.

sincerely

Michael C. Tarwater
MICHAEL C. TARWATER

CHIEF EXECUTIVE OFFICER

HEALTHCARE SYSTEM DETAILS



Carolinas HealthCare System (CHS) is the largest healthcare system in the Carolinas, and the third largest public system in the nation. CHS owns, leases or manages 23 hospitals in North and South Carolina.

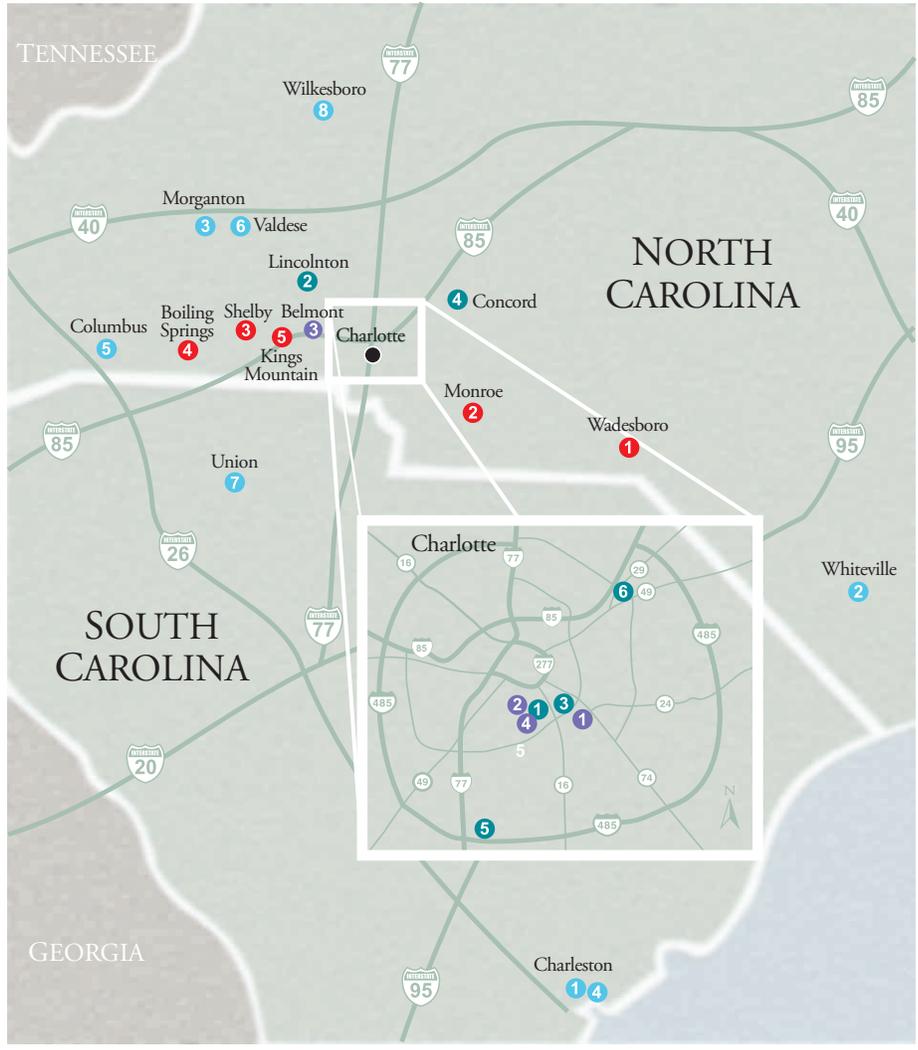
CHS's flagship facility is Carolinas Medical Center (CMC) in Charlotte, an 874-bed hospital with a Level I trauma center, a research institute and a large number of specialty treatment units including heart, cancer, organ transplant and behavioral health. CMC also serves as one of North Carolina's five Academic Medical Center Teaching Hospitals, providing residency training for over 200 physicians in 15 specialties. CMC is listed as a "Best Hospital" by *U.S. News & World Report* for urology, and has been designated 11 times as Charlotte's "Consumer's Choice Preferred Hospital" by the National Research Corporation.

CHS employs more than 1,100 physicians who practice in over 300 locations. CHS also operates rehabilitation hospitals, nursing homes, ambulatory surgery centers, home health agencies, radiation therapy centers and physical therapy facilities. Together, all these operations comprise nearly 5,000 licensed beds and employ more than 35,000 full-time or part-time employees.



CEO:	Michael C. Tarwater, MHA, FACHE
Licensed beds:	4,989
Employees:	35,889
Residents:	232
Regional outpatient care facilities:	80
Diagnostic imaging centers:	6
Mobile imagery units:	5
Outpatient pharmacies:	11
Outpatient surgery centers:	6
Joint venture endoscopy facilities:	4
Physical rehabilitation and therapy facilities:	11
Wellness centers:	2

HEALTHCARE SYSTEM DETAILS



Owned Hospitals

- 1 Carolinas Medical Center
- 2 Carolinas Medical Center-Lincoln
- 3 Carolinas Medical Center-Mercy
- 4 Carolinas Medical Center-NorthEast
- 5 Carolinas Medical Center-Pineville
- 6 Carolinas Medical Center-University

Owned Specialty Hospitals

- 1 CMC-Randolph
- 2 Carolinas Rehabilitation
- 3 Carolinas Rehabilitation-Mount Holly
- 4 Levine Children's Hospital

Leased & Other Facilities

- 1 Anson Community Hospital
- 2 Carolinas Medical Center-Union
- 3 Cleveland Regional Medical Center
- 4 Crawley Memorial Hospital
- 5 Kings Mountain Hospital

Managed Facilities

- 1 Bon Secours/St. Francis Hospital
- 2 Columbus Regional Healthcare System
- 3 Grace Hospital
- 4 Roper Hospital
- 5 St. Luke's Hospital
- 6 Valdese Hospital
- 7 Wallace Thomson Hospital
- 8 Wilkes Regional Medical Center



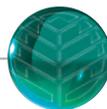


Q U A L I T Y

Enterprise-Wide Quality Vision Development and Deployment

Medical Education and Research as a Differentiator





Enterprise-wide Quality Vision Development and Deployment



Bone marrow transplantation, a process to treat pediatric patients with both cancerous and non-cancerous conditions, became one of more than 30 specialty services available at Levine Children's Hospital (LCH) in 2008. As one of three medical centers in North Carolina offering the service, and one of only about 75 locations nationally, the bone marrow transplantation program at LCH ensures that children in the area no longer have to travel long distances to receive specialized care.

CMC became the first hospital in the Carolinas during 2008 to use a newly approved heart pump during a catheterization procedure. The Impella device, dubbed "the world's smallest heart pump," allows high-risk procedures that were previously only available surgically to be performed in the cath lab. Meanwhile, deep brain stimulation (DBS) became a surgical option for patients with Essential Tremor, Parkinson's Disease and Dystonia. Thanks to DBS, it is no longer necessary to destroy any of the brain in treating related diseases and symptoms.

Supported by a three-year \$567,000 grant from the Duke Endowment, Levine Children's Hospital Center for Disordered Eating (LCHDE) began seeing patients in 2008. Medical care, psychological counseling and nutrition education are necessary elements of treatment offered under one roof, making the Center the first comprehensive, multidisciplinary program for outpatient management of eating disorders in metropolitan Charlotte.

Medical Education and Research as a Differentiator

In 2008, a medical research team at CMC made a discovery that holds promise to restore muscle function in patients with Duchenne muscular dystrophy (DMD). The team utilizes a medical approach called "gene manipulation therapy" that, if ultimately proven safe and effective for humans, offers new hope to DMD patients.

Finally, Blumenthal Cancer Center (BCC) at CMC partnered with the Moffitt Cancer Center in a study that joins comprehensive cancer centers and cutting-edge research to integrate new technologies into the standard of care and improve outcomes for cancer patients.



QUALITY

So Many Reasons To Celebrate

American College of Surgeons Commission on Cancer 2007-2010 Outstanding Achievement Award, CMC, CMC-Mercy, CMC-Pineville and CMC-University

BlueCross BlueShield Blue Distinction Center for Bariatric Surgery, CMC-Mercy and CMC-NorthEast

BlueCross BlueShield Blue Distinction Center for Cardiac Care, CMC and CMC-NorthEast

Charlotte Business Journal 2008 Best Places to Work, CMC

Charlotte Parent Magazine 2008 Top 40 Family-Friendly Employers, CMC

Five Largest U.S. Health Insurance Companies Distinguished Transplant Center, CMC

HealthGrades Best in the Region Cardiac Care 2008-2009, CMC-NorthEast

Information Week and Hospitals & Health Networks 2008 Most Wired Hospital (five years in a row), CMC

J.D. Power and Associates 2008-2009 Distinguished Hospital Program, Emergency Services, CMC-Mercy and CMC-Pineville

J.D. Power and Associates 2008-2009 Distinguished Hospital Program, Maternity Services, CMC-Pineville and CMC-University

Joint Commission Ernest Amory Codman Award, CMC Emergency Department

National Research Corporation Charlotte's "Preferred Hospital" (11 times), CMC

N.C. Nurses Association 2008-2011 Hallmarks Award, CMC Cath Lab

NeuroSource Top 10% Nationally, CMC Neuroscience and Spine Institute

Society of Chest Pain Centers 2007-2010 Chest Pain Center Accreditation, CMC

United Health Premium Cardiac Specialty Center 2007-2009, CMC

US News & World Report "America's Best Hospitals," CMC Urology





G R O W T H

Alignment and Development of Physician and Hospital Networks

Branding in Concert with Our Core Strategy

Optimization of Partnering Opportunities

Best Practice Capacity Management and New Facility Development

GROWTH

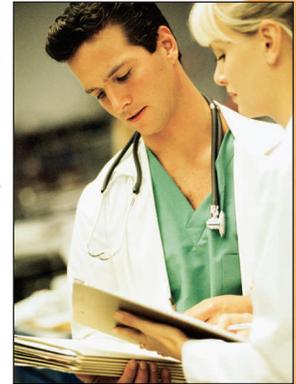


Alignment and Development of Physician and Hospital Networks

In 2008, construction for the new Carolinas Medical Center-Lincoln began. The \$85 million replacement facility comprises approximately 182,000 square feet and 101 beds and represents the single largest investment made in healthcare in Lincoln County. Groundwork also began for the East Lincoln ambulatory surgical center to be located on the new Highway 16. With these enhancements, it's an exciting time to be a Lincoln County resident as well as a physician practicing at CMC-Lincoln. The new hospital will play an active role in shaping the way CHS serves patients of Lincoln County and surrounding areas.

Branding in Concert with Our Core Strategy

In partnership with Mecklenburg County, the CMC-Randolph Psychiatric Emergency Department replacement opened in 2008. As the only Psychiatric Emergency Department in the region, it is one of the few dedicated child and adolescent psychiatric emergency centers in the nation. The CMC-Randolph expansion fulfills a significant component of the crisis continuum in Mecklenburg County, offering comprehensive inpatient, outpatient, community-based and emergency health services.



Optimization of Partnering Opportunities

In 2008, CHS was sought out as a partner for a management services agreement with St. Luke's Hospital, located in the Polk County town of Columbus. St. Luke's is a 55-bed hospital, designated by the federal government as a "critical access hospital." The St. Luke's agreement is just one more example of CHS working to preserve and enhance quality healthcare within rural areas of North Carolina - keeping it close to home, but with the support of the largest network of hospitals and management expertise in the Carolinas.

GROWTH

Best Practice Capacity Management and New Facility Development

In 2008, Carolinas HealthCare System filed an application for a Certificate of Need (CON) to build a new eight-floor patient tower and a second story to the Surgery Center addition on the campus of CMC-NorthEast. Approved in February 2009, the project includes 424,950 square feet of newly constructed space and 79,140 square feet of renovations to existing space - making it the largest individual construction project ever undertaken by CMC. Completion of the project will significantly enhance CMC-NorthEast's role as a tertiary care facility.

CMC-Union filed an application in 2008 to construct a healthplex on Providence Road at Gray Byrum Road near Waxhaw. The 21,000-square-foot, free-standing, state-of-the-art outpatient facility will offer quick, convenient access to emergency department and outpatient services, providing superior healthcare to fast growing Union and Southern Mecklenburg counties.

A major expansion of CMC-Pineville received approval from State regulators in 2008. The CMC-Pineville expansion is a major factor in the hospital becoming a tertiary care medical center that will include a major heart program and a Level III trauma center. Meanwhile, ground was broken for CMC-Steele Creek. This new healthcare pavilion will house a freestanding emergency department and a variety of medical practices.





**F I N A N C I A L
V I A B I L I T Y /
O P E R A T I O N S
E X C E L L E N C E**

Superior Planning and Execution

Economies of Scale, Efficiency and Productivity Optimization

Single Unified Enterprise



FINANCIAL VIABILITY/OPERATIONS EXCELLENCE



Superior Planning and Execution

In 2008, the state of the economy was a source of concern to all in terms of both individual and workplace impact. System-wide CHS's healthcare operations produced a positive cash flow. After accounting for all revenues and expenses, operations reflected a net surplus of approximately \$73 million.

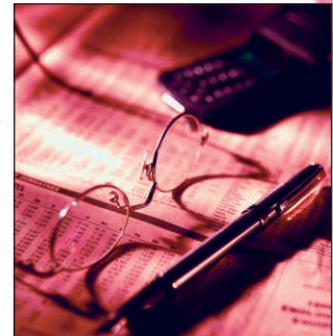
Economies of Scale, Efficiency and Productivity Optimization

CHS joined Premier healthcare alliance, one of the country's leading hospital group purchasing networks, in 2008. A unique opportunity was established to tap the resources of both organizations to create positive outcomes for employers, providers and patients. The agreement between CHS and Premier further solidifies Charlotte's position as a leader in providing the highest quality, most innovative healthcare in the country.

In 2008, Levine Children's Hospital installed JR TUG, a mobile robot that looks like a train, to deliver medications to pediatric patient floors. LCH is the first children's hospital on the east coast, and the third in the nation, to use the robot. Funded by a \$180,000 grant, JR TUG helps staff deliver medications more efficiently, and allows for a better focus on care. Plus, it brings a smile to the young patients and helps eliminate the sense that they are in a hospital setting.

Single Unified Enterprise

During 2008, CHS began planning related to implementation of the Single Unified Enterprise (SUE) initiative. SUE represents synergies, efficiencies, productivities and profitability improvements that arise and reach beyond the four walls of any single CHS facility, practice or department. The essence of SUE is teamwork applied in finding new ways to combine resources and eliminate unnecessary duplication of efforts and investments - and, ultimately, to deliver more value to the System as a whole. A strategic priority and management action plan, SUE supports improved goal-setting in the year ahead.





FINANCIAL VIABILITY/OPERATIONS EXCELLENCE

Net Revenue and Expenses

For the Year Ended Dec. 31, 2008
(dollars in thousands)

	OBLIGATED GROUP, LEASED AND OTHER		MANAGED ENTITIES		TOTAL ENTERPRISE	
	DOLLAR TOTAL	PERCENTAGE OF TOTAL	DOLLAR TOTAL	PERCENTAGE OF TOTAL	DOLLAR TOTAL	PERCENTAGE OF TOTAL
Net Operating Revenue						
Tertiary & Acute Care Facilities	\$2,305,369	72%	\$821,128	90%	\$3,126,497	75%
Post-Acute Care Facilities & Divisions	74,339	2%	48,208	5%	122,547	3%
Specialty Facilities	78,651	2%	2,600	0%	81,251	2%
Physicians' Practices	651,265	20%	31,554	3%	682,819	16%
Other Facilities & Divisions	137,824	4%	20,513	2%	158,337	4%
Totals	\$3,247,448	100%	\$924,003	100%	\$4,171,451	100%
Net Operating Expenses						
Wages, Salaries & Benefits	\$1,962,336	61%	\$451,469	50%	\$2,413,805	59%
Materials, Supplies & Other	974,508	31%	365,565	41%	1,340,073	33%
Depreciation & Amortization	194,571	6%	59,279	7%	253,850	6%
Financing Costs	72,032	2%	18,893	2%	90,925	2%
Totals	\$3,203,447	100%	\$895,206	100%	\$4,098,653	100%
Operating Income	\$44,001		\$28,797		\$72,798	
Non-Operating Loss*	(538,023)		(85,829)		(623,852)	
Net Results	(\$494,022)		(\$57,032)		(\$551,054)	



CUSTOMER SERVICE

Physician Relationships and Leadership Development

Patient Relationship Management

CUSTOMER SERVICE



Physician Relationships and Leadership Development

Established in 2004, the CHS Leadership Development Institute (LDI), designed to improve service and operational excellence, expanded to an impressive student body of 825 members and growing. While the original sessions focused on customer service, LDI has since evolved into a "strategic business meeting" where leaders gain information on topics that serve to improve performance directly related to CHS goals. In 2008, CHS held three LDI events focused on improving internal management and enhancing customer satisfaction.

Patient Relationship Management

For the 11th time in the 13-year history of National Research Corporation's Consumer Choice Award, CMC was designated the region's "Most Preferred Hospital." The award is given to the hospital that healthcare consumers have identified as having the most outstanding quality and image within their metropolitan service areas. CMC was the only hospital in the Charlotte region to receive this designation in 2008.

In 2008, CMC-Mercy and CMC-Pineville were honored as "Emergency Services Distinguished Hospitals" while CMC, CMC-Pineville and CMC-University were named "Maternity Services Distinguished Hospitals" by J.D. Power and Associates. One of the industry's most prestigious recognitions, "Distinguished Hospitals" designation signifies top-flight patient satisfaction scores across a broad spectrum of healthcare services.





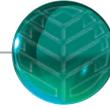
EMPLOYEE SATISFACTION

Culture of Employee Recognition

Identification of Future Leaders



EMPLOYEE SATISFACTION



Culture of Employee Recognition

CHS believes that caregivers who enjoy good health and a high level of job satisfaction have an increased capacity to help heal and inspire other people. For this reason, CHS works very hard to cultivate employee loyalty.

For example, CHS made extraordinary investments in employee wellness during 2008, with enhancements that included a new office for group exercise and employee retreats, and a staff of seven wellness specialists. Other achievements included new walking and running clubs; growth in the “LiveWELL Warriors” lifestyle enhancement program; and expansion of fitness challenges, exercise classes, wellness consultations and weight loss initiatives.

Groundwork was also completed during 2008 to launch a new Web-based personal health management initiative powered by the nationally recognized WebMD site.

Identification of Future Leaders



With the implementation of “Care Without Compromise” in 2008, CHS began enhancing internal communications efforts aimed at promoting unity, building teamwork and ensuring that all employees are treated and feel like the important stakeholders they are. The goal is to reinforce the “culture of caring” that differentiates CHS from other healthcare providers. At CHS, kindness counts, teamwork wins and every employee makes a difference.



COMMUNITY BENEFIT

Community Benefit Measurement Communication

Programs and Partnerships for Promoting Healthy Choices

COMMUNITY BENEFIT



Community Benefit Measurement Communication

Look at most any hospital in America and you'll find an engine of economic development. The economic impact of a hospital is felt locally, through direct spending on such things as payroll, purchase of goods and services, and new construction. A hospital also exerts indirect economic impact by being a magnet for other businesses that benefit from close proximity to such a dynamic and multi-faceted endeavor.

Hospitals not only generate economic impact but provide a significant "community benefit" to the communities they serve. This is a specific industry term that describes the broad variety of discretionary, benevolent activities that support education and public welfare, as well as the quality of healthcare. Community benefit includes such things as providing charity care for the uninsured and underinsured and providing vital healthcare, education and research programs -- many of which operate at a loss -- for the community. It also includes the value of employees' personal involvement in civic, charitable or professional organizations.

In 2008, CHS reported the total value of uncompensated care and other community benefits provided in the prior year at \$611 million, an amount considered high by national standards.

CHS Community Benefits

Cost of charity care provided to indigent patients	\$113M
Costs of discounts extended to uninsured patients	\$25M
Bad debt costs by patients who do not pay for services	\$82M
Losses incurred by serving Medicare patients	\$135 M
Losses incurred by serving Medicaid patients	\$97M
Services that meet a strong community need but do not pay for themselves and would typically be cut based on financial considerations alone	\$32M
Costs of medical education and research; plus costs of non-billed medical services, and cash in-kind contributions by CHS to local nonprofits and charities	\$127M
Total value of uncompensated care and other community benefits provided by CHS facilities	\$611M

This chart reflects the major categories of community benefit recognized and monitored by the North Carolina Hospital Association, and are based on actual costs rather than charges. They include the collective value of community benefits attributable to the entire CHS enterprise, which includes -- among other things -- Carolinas Medical Center; six other CMC hospitals in greater Charlotte; and eight other CHS-affiliated hospitals and healthcare systems in North and South Carolina. Figures are from the most currently available data (2007), rounded to the nearest million dollars.

COMMUNITY BENEFIT



Employee Contributions to our Community

CHS employees make invaluable contributions to the communities they serve through individual philanthropy and public service endeavors. For example, employees participate in three major community fund-raising initiatives each year. In 2008, employees collectively made the following individual donations*:

United Way of the Central Carolinas	\$ 2,293,000
Arts and Science Council of Mecklenburg County	\$423,000
Children's Miracle Network	\$640,000

In addition, CHS employees contributed generously to the community philanthropy drive that raised more than \$66 million for Levine Children's Hospital. Meanwhile, CMC-NorthEast employees contributed over \$690,000 to a three-year capital campaign supporting Jeff Gordon Children's Hospital.



CHS conducts numerous community education programs on topics as diverse as CPR, control of chronic medical conditions and smoking cessation. The System has invested heavily in *LiveWELL Carolinas!*

initiatives that emphasize the vital importance of diet, exercise and preventive health strategies to promote public health and reduce healthcare costs. Employees also actively participate in community-based projects such as Habitat for Humanity, Cancer Survivors' Day, playground builds, holiday gift exchanges and school supply donations for underprivileged children.

CHS employees set an exemplary standard when it comes to giving back and being involved. It is conservatively estimated that employees donated more than 26,000 hours of time, collectively, to support charitable causes and nonprofit organizations in 2008.



*Figures are from the most currently available data, calendar year 2007.

COMMUNITY BENEFIT



Programs and Partnerships for Promoting Healthy Choices

Charlotte-Mecklenburg Schools (CMS) partnered with CHS to offer some 2,000 student-athletes free sports screenings at the 2008 “Heart of a Champion Day.” The generous donations of time, equipment and money meant students had access to top physicians and comprehensive tests that could detect a high-risk medical condition. “Heart of a Champion Day” was the largest, most comprehensive screening of its kind in the Southeast.

New high-tech equipment to evaluate head injuries made the gridiron safer for CMS football players in 2008. The Department of Sports Medicine & Special Events at CMC received a \$70,000 grant from Kohl’s department stores to make concussion-assessment software available to all 18 CMS high schools with sports programs.

Carolinas MED-1, the first-of-its-kind mobile hospital developed by CMC, was deployed to Columbus, Indiana in June 2008 after the local hospital was flooded by severe storms that ravaged the Midwest. Over six weeks, 2,300 residents of Bartholomew County were cared for while Columbus Regional Hospital officials worked to re-establish emergency services. Among the firsts for MED-1 was the birth of a baby. It was the third mission of mercy for the unit, first deployed to coastal Mississippi after Hurricane Katrina. MED-1 was designed to respond to medical needs that might follow a natural or manmade disaster, or to care for patients in the event of a pandemic.



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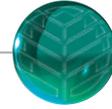
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Roper Hospital

Bon Secours-St. Francis Hospital

Roper St. Francis Rehabilitation Hospital

Roper Berkley Day Hospital

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President & Chief Executive Officer

St. Luke's Hospital

C. Cameron Highsmith, Jr., MBA
Chief Executive Officer

Union Hospital District

Ellen Sagar Nursing Home

Wallace Thomson Hospital

William H. Leonard, MHA

Chief Executive Officer

Wilkes Regional Medical Center

J. Gene Faille, FACHE
President & Chief Executive Officer



Carolinas HealthCare System

1000 Blythe Blvd.

Charlotte, NC 28203

704-355-2000

www.carolinasmedicalcenter.org