

## A. Academic and Student Affairs Committee

University of Washington Medicine Board Bylaws Changes

## RECOMMENDED ACTION:

It is the recommendation of the President that the Board of Regents adopt the following amendments to the Bylaws of the University of Washington Medicine Board.

## BACKGROUND:

Amend Article IV, Section 4.5.2, Finance and Audit Committee Composition, and Article V, Section 5.2.2, Joint Conference Committee Composition, Section 5.3.2, Finance Committee Composition, and Section 5.4.2, Facilities Committee Composition. This amendment clarifies that the Board may appoint non-Board members to serve on the Finance and Audit Committee, Joint Conference Committee, Finance Committee, and Facilities Committee. The current wording is passive on the issue of non-Board members. This amendment is requested to ensure that the membership includes a broad range of expertise and experience. It also identifies the non-voting members of the UWMC-specific Finance and Facilities committees.

Amend Article V, Section 5.2.5, Expedited Medical Staff Credentialing and Privileging. This amendment clarifies the number of UW Medicine Board members of the Joint Conference Committee that must be present and voting to make actions on privileges valid. This brings the bylaws into full compliance with The Joint Commission requirements.

The proposed revisions to the UW Medicine Board bylaws are in bold as follows:

## Section 4.5 Finance and Audit Committee

4.5.1 Purpose. The Finance and Audit Committee shall be responsible for reviewing the financial results, plans and audits of UW Medicine and its component organizations for the purpose of assessing the overall financial risks and capacities of UW Medicine and the congruity of the financial management, plans, and objectives of UW Medicine.

4.5.2 Composition. The voting members of the Finance and Audit Committee shall consist of at least four Board members, including the chairperson of the Committee as appointed by the Chair of the UW Medicine Board, the Chair of the UWMC Committees of the Board, the CEO/EVPMA/Dean, one additional Board member appointed by the Board Chair, **and up to three community members**

## VII. STANDING COMMITTEES

### A. Academic and Student Affairs Committee

#### University of Washington Medicine Board Bylaws Changes (continued p. 2)

**who are not members of the Board, all as appointed annually by the chairperson of the Board in consultation with the Chair of the Board of Regents, the President and the CEO/EVPMA/Dean.**

4.5.3 Meetings. The Finance and Audit Committee shall meet at the call of the Chair person, but not less than quarterly.

4.5.4 Quorum. A majority of the voting members of the committee shall constitute a quorum.

## **ARTICLE V UNIVERSITY OF WASHINGTON MEDICAL CENTER COMMITTEES**

### Section 5.1. University of Washington Medical Center Committees

The Board shall approve the appointment of a Joint Conference Committee, a Finance Committee, a Facilities Committee and such other committees as it shall from time to time deem advisable for the governance of the UWMC.

### Section 5.2. Joint Conference Committee

5.2.1. Purpose. The Joint Conference Committee shall serve as an advisory committee to the Board by providing a forum in which representatives of the Board, medical staff and UWMC administration, shall jointly consider UWMC policy matters governing medical practice and review quality assurance reports.

5.2.2. Composition. The voting members of the Joint Conference Committee shall consist of at least three Board members appointed annually by the chairperson of the Board, one of whom shall serve as the chairperson of this Joint Conference Committee, the chairperson of the Board or his/her designate, the Clinical Operations Officer/VPMA, the UWMC Medical Director, the UWMC Executive Director, the Chief of Staff, one member of the medical staff nominated by the Medical Staff Administrative Committee for a one-year period, **and up to three community members who are not members of the Board, all as appointed annually by the chairperson of the Board in consultation with the Chair of the Board of Regents, the President and the CEO/EVPMA/Dean.** Non-voting members of the committee are the Chief Nursing Officer; three

## VII. STANDING COMMITTEES

### A. Academic and Student Affairs Committee

#### University of Washington Medicine Board Bylaws Changes (continued p. 3)

faculty from clinical departments of the School of Medicine appointed by the CEO/EVPMA/Dean for one year; one member of the Housestaff Association designated by its president; and the CEO/EVPMA/Dean or his/her designee.

5.2.3. Meetings. The Joint Conference Committee shall meet at the call of the chairperson, but not less than quarterly.

5.2.4. Quorum. A majority of the voting members of the committee shall constitute a quorum.

5.2.5. Expedited Medical Staff Credentialing and Privileging. The Joint Conference Committee shall have delegated authority from the Board to render final decisions regarding expedited approval of medical staff initial appointments, reappointments, additions to privileges, and voluntary modifications to clinical privileges. **At least two Board members of the Joint Conference Committee must vote for Committee actions on privileges to be valid.** The Joint Conference Committee shall present its final decisions taken under the expedited approval process to the Board for information purposes.

5.2.6. Clinical Services. The Joint Conference Committee shall have the delegated authority from the Board to appoint the chief of each clinical service. Appointment shall be made consistent with the provisions of section 8.9 below. The Joint Conference Committee shall recommend to the UW Medicine Board the establishment of any new clinical services. Recommendations shall be made consistent with the provisions of section 8.9 below. Approval of new clinical services shall remain with the UW Medicine Board.

#### Section 5.3. Finance Committee

5.3.1. Purpose. The Finance Committee shall be responsible for advising the Board on financial matters as they relate to the UWMC and its shared services, including reviewing the annual audit, annual budgets, and monthly financial reports. The Finance Committee shall be responsible for reviewing and approving the UWMC Audit Policy and ensuring that the policy complies with the Sarbanes Oxley principles adopted by the UW Medicine Board. The Finance Committee shall also review programs, long-range financial plans, budget plans and proposals for rate-setting revenues, before they are submitted to the Board for final action.

## VII. STANDING COMMITTEES

### A. Academic and Student Affairs Committee

#### University of Washington Medicine Board Bylaws Changes (continued p. 4)

**5.3.2. Composition.** The voting members of the Finance Committee shall consist of at least three Board members appointed annually by the chairperson of the Board, one of whom shall be chairperson of the Finance Committee, the Clinical Operations Officer/VPMA, the UWMC Executive Director, the UWMC Medical Director, **and up to three community members who are not members of the Board, all as appointed annually by the chairperson of the Board in consultation with the Chair of the Board of Regents, the President and the CEO/EVPMA/Dean. Non-voting members of the committee are the Chief Nursing Officer; the Chief of Staff; three faculty from clinical departments of the School of Medicine appointed by the CEO/EVPMA/Dean for one year; one member of the Housestaff Association designated by its president; and the CEO/EVPMA/Dean or his/her designee.**

**5.3.3. Meetings.** The Finance Committee shall meet at the call of the chairperson, but not less than quarterly.

**5.3.4. Quorum.** A majority of the voting members of the committee shall constitute a quorum.

#### Section 5.4. Facilities Committee

**5.4.1. Purpose.** The Facilities Committee shall have general supervision over and shall make recommendations to the Board concerning the program plans for UWMC and the physical use and status of the facilities to house the UWMC and its shared services.

**5.4.2. Composition.** The voting members of the Facilities Committee shall consist of at least three Board members appointed annually by the chairperson of the Board, one of whom shall be chairperson of the Facilities Committee, the Clinical Operations Officer/VPMA, the UWMC Executive Director, the UWMC Medical Director, **and up to three community members who are not members of the Board, all as appointed annually by the chairperson of the Board in consultation with the Chair of the Board of Regents, the President and the CEO/EVPMA/Dean. Non-voting members of the committee are the Chief Nursing Officer; the Chief of Staff; three faculty from clinical departments of the School of Medicine appointed by the CEO/EVPMA/Dean for one year; one member of the Housestaff Association designated by its president; the Health Sciences Facilities Officer; and the CEO/EVPMA/Dean or his/her designee.**

VII. STANDING COMMITTEES

A. Academic and Student Affairs Committee

University of Washington Medicine Board Bylaws Changes (continued p. 5)

5.4.3. Meetings. The Facilities Committee shall meet at the call of the chairperson, but not less than quarterly.

5.4.4. Quorum. A majority of the voting members of the committee shall constitute a quorum.

090409