

VII. STANDING COMMITTEES

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:

The University of Washington (UW) and Northwest Hospital & Medical Center (NWH) affiliation agreement became effective January 1, 2010. The proposed bylaws changes add NWH as a component of UW Medicine and add two NWH Board members as full members of the UW Medicine Board. These changes bring the bylaws into conformance with the provisions of the affiliation agreement.

The bylaws changes also include three amendments not related to the UW/NWH affiliation. These amendments clarify that the Harborview Trustees act on behalf of King County, add Airlift Northwest (ALNW) as a named component of UW Medicine, and clarify that board members serving as Chair and Vice Chair may exceed their three term maximum in order to complete their term as officers of the Board. All of these proposed changes are highlighted.

Attachment

UW Medicine Board Bylaws Revised January, 2010

UW MEDICINE

1959 NE Pacific Street
Seattle, Washington 98195

BOARD BYLAWS
REVISED JANUARY 2010

TABLE OF CONTENTS

	Page
PREAMBLE	1
ARTICLE I UW MEDICINE BOARD	2
Section 1.1. UW Medicine Board Membership.....	2
Section 1.2. Powers and Duties.....	3
1.2.1. Advisory Duties	3
1.2.2. Governance Powers and Duties	4
Section 1.3. Accountability.....	6
Section 1.4. Reports to the Board of Regents	5
1.4.1 Annual Meeting with the Board of Regents	5
1.4.2 Annual Financial Report	6
1.4.3 Annual Compliance Report.....	7
Section 1.5. Board Year	6
Section 1.6. Meetings and Notice	6
1.5.1. Regular Meetings.....	6
1.5.2. Special Meetings.....	7
1.5.3. Procedure	7
Section 1.7. Quorum	7
Section 1.8. Vacancies	8
Section 1.9. Removal	8
Section 1.10. Liability.....	8
Section 1.11. Compensation of Board and Board Committee Members.....	8
Section 1.12. Conflict of Interest.....	9
ARTICLE II OFFICERS.....	9
Section 2.1. Officers	9
Section 2.2. Chairperson.....	8
Section 2.3. Vice Chairperson	9
ARTICLE III ADMINISTRATION.....	9
Section 3.1. Appointment of Administrative Officers.....	9
3.1.1. Secretary of the Board	9
3.1.2. Executive Director	10
ARTICLE IV UW MEDICINE STANDING COMMITTEES	10
Section 4.1. Committee Designations.....	10
Section 4.2. Executive Committee.....	10
4.2.1. Purpose.....	10
4.2.2. Composition.....	10
4.2.3. Meetings.....	11
4.2.4. Quorum	11

Section 4.4	Compliance Committee	10
	4.4.1. Purpose.....	10
	4.4.2. Composition.....	10
	4.4.3. Meetings.....	10
	4.2.4. Quorum	11
ARTICLE V	UNIVERSITY OF WASHINGTON MEDICAL CENTER COMMITTEES.....	12
Section 5.1.	University of Washington Medical Center Committees.....	12
Section 5.2.	Joint Conference Committee.....	12
	5.2.1. Purpose.....	12
	5.2.2. Composition.....	12
	5.2.3. Meetings.....	12
	5.2.4. Quorum	12
Section 5.3.	Finance Committee	13
	5.3.1. Purpose.....	13
	5.3.2. Composition.....	13
	5.3.3. Meetings.....	13
	5.3.4. Quorum	13
Section 5.4.	Facilities Committee	12
	5.4.1. Purpose.....	12
	5.4.2. Composition.....	14
	5.4.3. Meetings.....	14
	5.4.4. Quorum	14
ARTICLE VI	SPECIAL COMMITTEES	14
Section 6.1.	Other Committees	14
ARTICLE VII	RELATIONS OF UW MEDICINE TO ACADEMIC AND RESEARCH PROGRAMS OF THE HEALTH SCIENCES CENTER.....	14
Section 7.1.	General.....	14
ARTICLE VIII	MEDICAL STAFF	13
Section 8.1.	General.....	15
Section 8.2.	Medical Staff.....	15
Section 8.3.	Organization of the Medical Staff.....	15
Section 8.4.	Medical Staff Bylaws.....	15
Section 8.5.	Appointment to the Medical Staff and Assignment of Clinical Privileges.....	16
Section 8.6.	Appointment and Reappointment Requirements	16
Section 8.7.	Appointment of Salaried Physicians and Dentists For Administrative or Medico-Administrative Purposes	16

Section 8.8.	Medical Staff Administrative Committee.....	17
	8.8.1. Purpose.....	17
	8.8.2. Composition.....	17
	8.8.3. Meetings.....	17
Section 8.9.	UWMC Clinical Services	17
	8.9.1. Appointment of Chief	17
	8.9.2. Delegation.....	18
	8.9.3. New Services	18
	8.9.4. Accountability.....	18
ARTICLE IX	AUXILIARY ORGANIZATIONS.....	18
Section 9.1.	General.....	18
Section 9.2.	Bylaws.....	18
Section 9.3.	Oversight by Board.....	18
ARTICLE X	AMENDMENTS	18

UW MEDICINE BOARD BYLAWS

PREAMBLE

Whereas, the Board of Regents (the “Board of Regents”) of the University of Washington (the “University”) is empowered by the legislature under RCW 28B.20.060 and RCW 28B.20.300 to establish, operate and maintain a school of medicine; and

Whereas, the Board of Regents is empowered by the legislature under RCW 28B.20.440 to operate, maintain, control and supervise a hospital to be used as a patient care and teaching resource for the health sciences professional schools; and

Whereas, the University has operated a licensed hospital on its campus since 1959 that has been formally designated the University of Washington Medical Center (“UWMC”); and

Whereas, the University has, pursuant to RCW 36.62.290, contracted with the Trustees of Harborview Medical Center (“Harborview”), acting on behalf of King County, to provide for hospital, hospital management, and medical services, in conjunction with teaching and research activities at Harborview since January, 1970; and

Whereas, the University has entered into an Affiliation with Health Resources Northwest and Northwest Hospital & Medical Center, effective January 1, 2010, that establishes the University as the sole corporate member of UW Medicine/Northwest d/b/a Northwest Hospital & Medical Center (“NWH”); and

Whereas, UW Medicine is a term that refers collectively to the University of Washington School of Medicine (“UWSOM”), UWMC, Harborview, The Association of University Physicians d/b/a University of Washington Physicians (“UWP”), NWH, Airlift Northwest (“ALNW”), UW Physicians Network (“UWPN”) and the University’s membership in Children’s University Medical Group (“CUMG”) and the Seattle Cancer Care Alliance (“SCCA”); and

Whereas, the clinical programs of UW Medicine for the purpose of these Bylaws include inpatient, outpatient, short stay, and emergency hospital services at the UWMC, Harborview, NWH, and UWPN clinics; services shared with other hospitals and health care providers in its licensed on-campus hospital facility and off-campus units where extensions of its services are provided; arrangements with auxiliary and affiliate entities to promote high-quality patient care and advances in medical research and medical services; and strategic directions of the UWSOM’s academic programs; and

Whereas, the President of the University (“the President”) and the Board of Regents have delegated to the CEO, UW Medicine, Executive Vice President for Medical Affairs and Dean of UWSOM (the “CEO/EVPMA/Dean”) chief executive responsibility for overseeing, planning, and coordinating the resources of the entities referred to as UW Medicine; and negotiating, executing and maintaining extramural affiliation, and operating agreements involving the entities referred to as UW Medicine; and

Whereas, the Board of Regents has determined that a board should be established to advise the Board of Regents, the President, and the CEO/EVPMA/Dean in carrying out their responsibilities and authority with respect to UW Medicine as described above; now therefore:

The Board of Regents hereby charges the UW Medicine Board (“the Board”), subject to the authority of the Board of Regents, and established University agreements and policies, with advising the Board of Regents, the President and the CEO/EVPMA/Dean regarding the operation and governance of UW Medicine. The Board shall also be charged with governance of the patient care aspects of the UWMC.

Except as specifically otherwise provided in this document, the President of the University, the CEO/EVPMA/Dean, and the Executive Director of the UWMC shall retain their delegated authority and responsibility for the administration and operation of the UWMC and other aspects of the UW MEDICINE. Further, the Board of Trustees of Harborview shall retain all authority provided in its governing documents and by the Management and Operations Contract with the University. Additionally, the boards of UWP, CUMG, UWPN, NWH, ALNW, and the SCCA shall retain all authority provided in their respective governing documents. The role of the UW Medicine Board shall not create a partnership or other separate legal entity of the entities referred to as UW Medicine. The entities of UW Medicine that are separate legal entities shall retain that status. Contracts among the entities are not superseded or amended by these Bylaws and these Bylaws do not create joint and several liability among them.

ARTICLE I UW MEDICINE BOARD

Section 1.1. UW Medicine Board Membership

The UW Medicine Board (the “Board”) shall consist of sixteen (16) members, including the President of the University and the CEO/EVPMA/Dean, who shall serve as *ex officio* members of the Board with full voice and vote. The Board members shall be appointed by the Board of Regents. The Chair of the Board of Regents shall appoint the Chairperson of the UW Medicine Board. At least one Board member shall be a member of the Board of Regents. One Board member shall be a member of the faculty of the University nominated by the President of the University. Pursuant to the Affiliation between the University, Health Resources Northwest, and NWH effective January 1, 2010, two NWH Trustees designated by the NWH Board (the “NWH Designated Board Members”) will serve as members of the UW Medicine Board. The remaining ten (10) Board members shall be nominated by the President of the University from among people who have broad public perspectives and do not represent any special interest group.

The term of office of each appointed Board member shall be three years. No appointed Board member may serve more than three successive three-year terms unless the person is serving as chair or vice chair of the Board. If a person is serving as chair or vice chair, the term may be extended to complete their role as an officer of the Board. The terms of Board members shall be staggered so that the final terms of no more than one-third (1/3) of the members will expire simultaneously on the last day of June in any one year. Whenever more than one third (1/3) of

the members' final terms expire simultaneously, lots will be drawn to determine which expiring term shall be extended for one more year to eliminate this condition. The chairperson shall not have a vote at meetings of the Board except to break a tie among those present and voting.

The Board may grant a leave of absence to a member for a period not to exceed one year. If the leave of absence is less than six months, the term of the Board member will not change. If the leave of absence exceeds six months, the term of the Board member will be extended by one year.

In addition to the Board members, the Deans of the Schools of Dentistry, Nursing, Pharmacy, Public Health, and Social Work shall be invited to attend Board meetings and to present agenda items to the secretary. All agendas and insert materials of the Board meetings shall be provided by the secretary to all of the described positions.

Section 1.2. Powers and Duties

The Board shall have responsibility for

- a. advising the Board of Regents, the President and the CEO/EVPMA/Dean regarding the operation and governance of those aspects of UW Medicine relating to the development and strategic allocation of resources;
- b. strategic aspects of academic programs, including the development of off-campus research facilities;
- c. the planning and delivery of medical services, including oversight of the physician services provided through the UWP;
- d. implementation and effectiveness of programs **that** assure compliance with federal and state laws, rules and regulations, University rules and regulations, and contract terms that govern UW Medicine's clinical, research, and training activities ("compliance programs"); and,
- e. the management of current and future extramural affiliation and operating agreements, including those executed by the University with regard to Harborview, **NWH, ALNW**, SCCA, and UWP.

This Board shall also be charged with governance of the UWMC, including ensuring the provision of high-quality patient care by the medical and dental hospital staffs in a manner responsive to the University's academic needs, responsibility for appointments to the medical and dental staffs, the delineation of medical and dental staff clinical privileges, and the approval, adoption and amendment of the medical and dental staff bylaws.

Subject to the Board of Regents' ultimate authority, and consistent with the Board's duty to advise the Board of Regents, the President and the CEO/EVPMA/Dean with respect to the exercise of their authority, the following specific powers and duties have been delegated to the Board by the Board of Regents:

1.2.1. Advisory Duties

- a. Provide general advice and policy guidance for UW Medicine strategic planning and program development and define the role of present and future UW Medicine programs and facilities, collaborative relationships, and auxiliary organizations within state or regional structures for the delivery of health services.
- b. Represent and advocate for UW Medicine in relations with communities, other health care providers, and outside agencies.
- c. Advise the Board of Regents, the President, and the CEO/EVPMA/Dean regarding the development and strategic allocation of UW Medicine resources.
- d. Advise the Board of Regents, the President, and the CEO/EVPMA/Dean regarding strategic aspects of the UWSOM's academic programs.
- e. Advise the Board of Regents, the President, and the CEO/EVPMA/Dean concerning the provision of medical services, including without limitation, physician services pursuant to the Agreement between the University and UWP dated December 8, 1983.
- f. Advise the Board of Regents, the President and the CEO/EVPMA/Dean concerning management of extramural affiliation and operating agreements now existing or which may be developed, including without limitation, the operating agreements between the University and UWP, Harborview, the SCCA, and the UWPN respectively.
- g. Advise the Board of Regents, the President, and the CEO/EVPMA/Dean regarding the implementation and effectiveness of compliance programs, including but not limited to advising on key compliance policies; compliance program infrastructure and reporting relationships; scope of authority of key positions; ongoing assessment of compliance risks; and level of resources dedicated to the compliance programs.

1.2.2. UWMC Governance Powers and Duties

- a. Determine objectives and policies pertinent to the delivery of patient care services of the UWMC.
 1. This function includes the adoption and maintenance of a statement on patient care missions and goals.
 2. The UW Medicine Board may delegate responsibility for appointment of clinical service chiefs to the Joint Conference Committee of the UW Medicine Board. The UW Medicine Board may delegate to the chiefs of the clinical services (i) responsibility for maintaining the quality of medical care in their services as set forth in the approved medical staff bylaws, rules and regulations and (ii) responsibility for

- recommending an applicant's appointment or reappointment to the UWMC medical staff and privileges for such an applicant.
- b. Approve and adopt policies pertaining to admission of patients to the inpatient, outpatient, short stay, and emergency services of the UWMC.
 - c. Establish an organized medical staff and dental staff by determining which categories of practitioners are eligible candidates for appointment to the medical staff.
 - 1. Criteria for selection to the medical and dental staff shall include individual character, competence, training, experience, and judgment and may include, in conjunction therewith, board certification; provided, however, that under no circumstances shall the accordance of staff membership or professional privileges in UWMC be dependent solely upon certification, fellowship, or membership in a specialty body or society.
 - 2. The responsibilities and structure of the medical staff shall be as set forth in Article VIII below.
 - d. Approve bylaws, rules, and regulations of the UWMC medical and dental staffs.
 - e. Appoint and suspend or remove any member of the medical and dental staffs after considering the recommendations of the existing members of the medical staff and under the applicable provisions of the medical and dental staff bylaws.
 - 1. To expedite initial appointments to medical and dental staff membership and granting of privileges, reappointment to membership, or renewal or voluntary modification of privileges consistent with medical and dental staff criteria for expedited credentialing and privileging, the UW Medicine Board may delegate its authority to render those expedited decisions to the UWMC Joint Conference Committee.
 - 2. Where medical and dental staff criteria for expedited credentialing privileging is not met, medical and dental staff appointment and reappointment and professional privileging decisions shall remain with the UW Medicine Board.
 - f. Create and maintain mechanisms for continuing assessment and improvement of the quality of patient care, including but not limited to special studies, regular reports and the creation of standing and special committees. Such mechanisms shall include consultation with the medical staff on patient care matters.
 - g. Review and approve qualification and periodic evaluation criteria for the key positions of UWMC Executive Director and Medical Director. Appointments to each of these positions are subject to approval by the Board.
 - h. Maintain general supervision over the use of UWMC resources:

1. Review and approve all operating and capital budgets and make recommendations to the University administration and the Board of Regents.
 2. Authorize revisions in charges for UWMC services based on the operating and capital budgets as approved.
 3. Review and accept monthly reports on UWMC operating income and expenditures, utilization of services, and patient statistics.
 4. Assist in the development of additional sources of income necessary to maintain the UWMC as a leading professional institution.
- i. Review recommendations for physical facilities development plans for the UWMC and make recommendations to the University administration and the Board of Regents.

In carrying out its responsibilities as identified in Section 1.2, the Board shall seek continuing guidance from health professionals, management specialists, and others with professional expertise.

Section 1.3. Accountability

The Board shall be accountable to the Board of Regents and the President, and the CEO/EVPMA/Dean of the University.

The President of the University holds the CEO/EVPMA/Dean accountable to him/her directly for all aspects of health services provided by all University faculty and staff (i) at the UWMC, Harborview, NWH, and (ii) through affiliation, operating, patient care or other agreements with UW Medicine.

Among the delegated duties of the CEO/EVPMA/Dean is to serve as the chief medical officer of the UWMC, responsible for medical affairs. In carrying out their individual and joint duties related to patient services as the senior officers of the UWMC, the Executive Director of the UWMC and the CEO/EVPMA/Dean are accountable to the UW Medicine Board, which in turn is accountable to the Board of Regents.

Section 1.4. Reports to Board of Regents

The UW Medicine Board shall report to the Board of Regents three times a year.

1.4.1. Annual Meeting with Board of Regents. Each spring the Board shall meet with the Board of Regents to advise the Board of Regents and the President on the operation and governance of specific aspects of UW Medicine relating to:

- the development and strategic allocation of resources;
- strategic aspects of academic programs, including the development of off-campus research facilities;

- the planning and delivery of medical services, including oversight of those services provided through the UWP;
- implementation and effectiveness of compliance programs;
- the management of current and future extramural affiliation and operating agreements, including those executed by the University with Harborview, the SCCA, and UWPN; and
- the status of, and plans for patient care at the UWMC.

1.4.2. Annual Financial Report. Each fall the Chairperson of the Board and such Board members as may be of assistance, shall appear before the Board of Regents and the President to report on the financial condition of UW Medicine;

1.4.3. Annual Compliance Report. Each winter the Chairperson of the Board and such Board members as may be of assistance, shall appear before the Board of Regents and the President to report on the effectiveness of UW Medicine compliance programs, including but not limited to advising on key compliance policies, the status of compliance program infrastructure and reporting relationships; the scope of authority of key positions; the current assessment of compliance risks; and the level of resources dedicated to the compliance programs.

Section 1.5. Board Year

The Board year, including Board member appointments and Board officer terms, shall be from July 1 to June 30.

Section 1.6. Meetings and Notice

1.6.1. Regular Meetings. Regular meetings of the Board shall be held at least quarterly, the dates and places of which shall be determined by the chairperson at least one month in advance, and notice of which shall be given in accordance with Chapter 42.30 RCW.

1.6.2. Special Meetings. Special meetings may be called by the chairperson at any time, or by a majority of the members of the Board, provided that written notice to all Board members and to others as required by Chapter 42.30 RCW shall be given not less than twenty-four hours prior to the meeting, stating the time, place and business to be transacted at the meeting.

1.6.3. Procedure. Except as otherwise specified in these Bylaws, all meetings of the Board and its committees shall be conducted in accordance with the latest revision of Roberts Rules of Order.

Section 1.7. Quorum

A majority of the Board shall constitute a quorum.

Section 1.8. Vacancies

Whenever a vacancy occurs on the Board, for whatever reason, notice shall immediately be given to the President of the University so that a member may be appointed as soon as possible by the Board of Regents to fill the unexpired term. The Board may submit names of individuals recommended by the Board for the President's consideration.

Section 1.9. Removal

The Board may recommend to the Board of Regents that a member of the Board be removed. This action may be taken at any meeting by two-thirds vote of the entire Board, provided that the Board gives the affected member at least ten (10) days' written notice of such intended action and advises the affected member of the basis for such action. The Board member affected shall have the right to be heard and to explain to the Board why he/she should not be removed. Recommendation for suspension shall be made directly to the Board of Regents and shall not be effective until approved by the Board of Regents.

Any Board member who has three (3) unexcused absences for three (3) consecutive Board meetings or five (5) unexcused absences for Board meetings in an academic calendar year (July 1 through June 30), as determined by the secretary, shall be automatically removed.

Section 1.10. Liability

All Board members and persons serving at the request of the Board shall, in the performance of their duties as members of the Board or appointees of the Board, be designated insureds, as "agents" under RCW 28B.20.250, under the general liability coverage of the University. Each Board member or person serving at the request of the Board shall be protected against costs and expenses, including legal fees, in connection with the defense of any action, suit or proceeding in which the member or person serving at the request of the Board shall be made a party by reason of being a member or appointee of the Board. Such protection is subject to the condition that such person shall have acted in good faith and within the scope of his or her duties, and subject further to the specific exemption and qualifications stated in either the University liability policy and RCW 23B.20.250 through 28B.20.255 which statute authorizes the indemnification of Regents, trustees, officers, and employees or agents of the University in relation to such matters.

Section 1.11. Compensation of Board and Board Committee Members

No Board member or any member of any committee appointed by the Board shall receive any compensation for services rendered in his/her capacity as a Board or committee member. However, nothing herein shall be construed to preclude any Board member or committee member from receiving compensation from UW Medicine for other services actually rendered, a per diem for attending UW Medicine Board meetings, or reimbursement for expenses incurred for serving UW Medicine as a Board member or committee member or in any other capacity, all in accordance with established University practices and procedures, RCW 42.52, and RCW 43.03.050 and 43.03.060, as now existing or hereafter amended.

Section 1.12. Conflict of Interest

No Board member or any person appointed by the Board in any capacity may act as an agent for any person or organization where such an act would create a conflict of interest with the terms of the person's service to UW Medicine or to the Board. The policies, rules and regulations adopted by the University relating to conflict of interest and the provisions of RCW 42.52 shall apply to any person appointed by the Board in any capacity and to the Board members themselves.

**ARTICLE II
OFFICERS**

Section 2.1. Officers

The officers of the Board shall be members of the Board and shall consist of a chairperson, vice chairperson, and such other officers as the Board may deem advisable. The Chairperson is appointed by the Chair of the Board of Regents. The vice chair and other officers shall be elected annually by the Board. No officer may serve more than two successive terms in the same office.

Section 2.2. Chairperson

The chairperson of the Board shall appoint such committee members as are specified under these Bylaws; shall preside at all meetings of the Board; shall serve as an ex-officio member, without vote, on all standing and special committees, unless otherwise specified in the Bylaws; and shall perform all of the acts usually attendant upon the office of the chairperson or which may be set forth by these Bylaws or by the Board.

Section 2.3. Vice Chairperson

During the absence of the chairperson or while he/she is unable to act, the vice chairperson shall perform the duties and exercise the powers of the chairperson.

**ARTICLE III
ADMINISTRATION**

Section 3.1. Appointment of Administrative Officers

3.1.1. Secretary of the Board. A secretary of the Board shall be appointed by the CEO/EVPMA/Dean, with such duties as shall be provided in these Bylaws and otherwise determined by the CEO/EVPMA/Dean. The secretary of the Board shall provide or cause to be provided all secretarial assistance to the Board and its committees; assist the chairperson in developing an agenda for each meeting; keep records of the minutes of the meetings of the Board and furnish copies of such minutes to each Board member, to the CEO/EVPMA/Dean, to the deans of the health sciences schools, to the President of the University, and others, in accordance with these Bylaws; and shall assure that copies of all minutes of the Board and its

committees are promptly filed with the secretary of the Board of Regents. The secretary of the Board shall regularly advise the Board of Health Sciences Deans and the CEO/EVPMA/Dean of the activities and actions of the Board. The CEO/EVPMA/Dean shall be custodian of and shall faithfully keep, or cause to be kept, all records, books, documents and other valuable papers relating to the UW Medicine Board. The secretary shall be responsible for arranging all meeting notices and for attending to all correspondence that may be ordered by the Board.

3.1.2. Executive Director. The Executive Director of the UWMC shall be appointed by the President of the University, upon the recommendation of the CEO/EVPMA/Dean and subject to approval by the UW Medicine Board. Among the delegated duties of the Executive Director is to serve as the chief executive officer of the UWMC with overall responsibility for institutional management and direction.

The Executive Director, as chief executive officer of the UWMC, shall, subject to University policy and shared service agreements in effect, be responsible for maintaining overall direction of the UWMC within the policies established by the Board. The Executive Director is accountable to the Board and the CEO/EVPMA/Dean.

In the event that the Executive Director is unable to perform the functions of the office, the CEO/EVPMA/Dean may designate an acting Executive Director until such time as a permanent Executive Director is appointed.

ARTICLE IV UW MEDICINE STANDING COMMITTEES

Section 4.1. Committee Designations

The Board shall approve the appointment of an Executive Committee and a Compliance Committee, and such other committees as it may from time to time deem advisable.

Section 4.2. Executive Committee

4.2.1. Purpose. The Executive Committee, as requested by the CEO/EVPMA/Dean, shall review and provide strategic advice on issues for presentation to the Board and shall have the power to transact such business of the Board between regular meetings of the Board as the Board may hereafter authorize. All actions of the Executive Committee shall be reported to the full Board at its next regular meeting.

4.2.2. Composition. The Executive Committee of the Board shall consist of the chairperson of the Board, who shall serve as the chairperson of the Executive Committee; the vice chairperson of the Board; the CEO/EVPMA/Dean; the chairperson of the UWMC Committees (Joint Conference, Facilities, Finance); the chairperson of the Compliance Committee; and the chairperson of the Finance and Audit Committee

4.2.3. Meetings. The Executive Committee shall meet as deemed necessary by the chairperson and the CEO/EVPMA/Dean.

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

Section 4.4. Compliance Committee

4.4.1. Purpose. The Compliance Committee shall be responsible for reviewing and evaluating the compliance programs of UW Medicine component entities and preparing the Chairperson to advise the Board of Regents, the President, and the CEO/EVPMA/Dean regarding the implementation and effectiveness of UW Medicine Compliance programs, including but not limited to advising on key compliance policies; compliance program infrastructure and reporting relationships; scope of authority of key positions; ongoing assessment of compliance risks; and level of resources dedicated to the compliance programs.

4.4.2. Composition. The voting members of the Compliance Committee shall consist of at least three Board members, including the chairperson of the Board, and may include 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. The chairperson of the Compliance Committee shall be appointed by the chairperson of the Board, with the approval of the President and the CEO/EVPMA/Dean.

4.4.3. Meetings. The Compliance Committee shall meet at the call of the chairperson as often as necessary, but not less than quarterly to perform its duties.

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

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 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 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.

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.

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.

ARTICLE VI SPECIAL COMMITTEES

Section 6.1. Other Committees

Other special or ad hoc committees of the Board may be established by the Board.

ARTICLE VII RELATIONS OF UW MEDICINE TO ACADEMIC AND RESEARCH PROGRAMS OF THE HEALTH SCIENCES CENTER

Section 7.1. General

The deans of the health sciences professional schools have been delegated broad responsibilities by the President for overall management and direction of the teaching and research programs conducted by the faculty of their respective schools. The health sciences professional schools carry out a significant portion of their education and research programs in the UWMC and other affiliated medical centers, particularly those activities that require a patient care setting. The Board shall lend its best efforts to assure that the programs of the health sciences professional schools are effectively supported in collaboration with service programs of UW Medicine.

In order to assure excellence in both academic and patient programs, which are typically interrelated, collaborative decision-making between the Board and the deans of the professional schools shall be encouraged by the CEO/EVPMA/Dean.

ARTICLE VIII MEDICAL STAFF

Section 8.1. General

The responsibility for standards of medical care in the UWMC has been delegated by the Board of Regents to the Board. The Board holds the Medical Staff organization accountable to the Board for establishing and maintaining standards of medical care. The Board shall approve or disapprove the Medical Staff Bylaws, rules and regulations and may approve or disapprove such standards of medical care as may be established from time to time.

Section 8.2. Medical Staff

For purposes of Article VIII of these Bylaws, the words “Medical Staff” shall include all physicians and dentists who are authorized to attend patients in the UWMC or in any other medical care activity administered by the UWMC, and may include such other professionals as the Medical Staff Bylaws designate.

Section 8.3. Organization of the Medical Staff

The Board shall approve and authorize the organization of the Medical Staff so as to discharge those duties and responsibilities assigned to it by the Board and specifically to accomplish the following purposes, among others:

- a. To monitor the quality of medical care in the UWMC and make recommendations to the Board so that all patients admitted to or treated at any of the facilities, departments or services of the UWMC receive continuous high quality medical care;
- b. To recommend to the UW Medicine Board, or where an expedited process is appropriate, to the Joint Conference Committee of the UW Medicine Board the appointment or reappointment of an applicant to the Medical Staff of the UWMC, the clinical privileges such applicant shall enjoy in the UWMC and appropriate action that may be necessary in connection with any member of the Medical Staff, to the end that at all times there shall be a high level of professional performance of all persons authorized to practice in the UWMC.
- c. To represent the Medical Staff of the UWMC and to provide the means whereby issues concerning the Medical Staff and the UWMC may be discussed both within the Medical Staff organization and by representatives of the Medical Staff with the Joint Conference Committee of the UW Medicine Board and management of the UWMC.
- d. To establish specific rules and regulations governing actions of members of the Medical Staff.

Section 8.4. Medical Staff Bylaws

The Medical Staff organization shall recommend to the UW Medicine Board, revisions of the existing Medical Staff Bylaws, rules and regulations setting forth the Medical Staff organization

and governance for maintaining such bylaws, rules and regulations in such a manner as to accomplish the purposes set forth in Section 8.3. When such bylaws, rules and regulations are adopted by the UW Medicine Board, they shall become effective and become part of the bylaws, rules and regulations of the Medical Staff.

Section 8.5. Appointment to the Medical Staff and Assignment of Clinical Privileges

Upon recommendation of the Medical Staff and in accordance with the Medical Staff Bylaws, the UW Medicine Board, or where an expedited process is appropriate, the Joint Conference Committee of the UW Medicine Board may appoint to membership on the Medical Staff of the UWMC, physicians, dentists and other professionals who meet the personal and professional qualifications prescribed in the Medical Staff Bylaws. Appointment to the Medical Staff carries with it full responsibility for the treatment of individual UWMC patients subject to such limitations as may be imposed by the UW Medicine Board or the bylaws, rules and regulations of the Medical Staff.

Appointments and reappointments to the Medical Staff shall be made in accordance with the appointment and reappointment procedures set forth in the Medical Staff Bylaws. Whenever the Joint Conference Committee of the UW Medicine Board does not concur in a Medical Staff recommendation relative to Medical Staff appointment, reappointment or the granting of clinical privileges, said recommendation shall be referred to the UW Medicine Board for decision.

Section 8.6. Appointment and Reappointment Requirements

Each person initially appointed to membership on the Medical Staff of the UWMC shall be provided with a current copy of the bylaws, rules and regulations and shall submit to the Medical Director a signed written statement agreeing to abide by them. Each member of the Medical Staff shall as a minimum be required to:

- a. Provide care and supervision to all patients within the UWMC for whom such Medical Staff member has responsibility.
- b. Abide by the UW Medicine bylaws, the Medical Staff Bylaws, rules and regulations, and the policies and directives that may be in force during the time such person is a member of the Medical Staff of the UWMC.
- c. Accept committee assignments and such other duties and responsibilities as may be reasonably assigned by the Joint Conference Committee of the UW Medicine Board or the Medical Staff.

Section 8.7. Appointment of Salaried Physicians and Dentists for Administrative or Medico-Administrative Purposes

Physicians or dentists employed by the University at UWMC for administrative or medico-administrative purposes shall be subject to the faculty exempt personnel policies in effect for the UWMC at the time as it relates to his/her employment relationship and to the Medical Staff

Bylaws, rules and regulations as it is related to his/her Medical Staff appointment. Their clinical privileges to admit and treat patients-are defined in accordance with the Medical Staff Bylaws. Termination of either the employment appointment or medical staff appointment shall not affect the other unless it is agreed in advance that they are mutually dependent and this agreement is documented in a letter of agreement, signed by the physician or dentist and the UWMC and approved by the appropriate Dean or his/her designee.

Section 8.8. Medical Staff Administrative Committee

8.8.1. Purpose. The Medical Staff Administrative Committee shall establish and maintain a framework for self-government and a means of accountability to the Joint Conference Committee of the UW Medicine Board, in accordance with the medical administrative unit for the medical staff. It shall concern itself primarily with the quality of medical care within the UWMC. It shall receive and act upon all medical staff committee reports and make recommendations regarding medical staff status and privileges to the UW Medicine Board or, where an expedited process is appropriate, to the Joint Conference Committee of the UW Medicine Board. The specific duties of the Medical Staff Administrative Committee are set forth in the Medical Staff Bylaws.

8.8.2. Composition. The medical board of the medical staff shall be known as the Medical Staff Administrative Committee which shall be composed of the Chief of Staff, the Chief of Staff-Elect, the chiefs of clinical services, three (3) at-large members elected by the medical staff, the Medical Director, and the Executive Director. The Medical Director, who is appointed by the CEO/EVPMA/Dean, subject to approval by the Board, shall serve as chairperson of the Medical Staff Administrative Committee and shall represent the Medical Staff Administrative Committee at meetings of the Joint Conference Committee of the UW Medicine Board.

8.8.3. Meetings. The Medical Staff Administrative Committee shall meet monthly. Minutes of the meetings shall be provided to all members of the Committee, the Associate Dean for Clinical Affairs, the Executive Director of the UWMC, the CEO/EVPMA/Dean, the Dean of the School of Dentistry, and the deans of other professional schools whose faculty have appointment on the medical and dental staffs.

Section 8.9. UWMC Clinical Services

8.9.1. Appointment of Chief. Appointment of the chief of each clinical service is subject to concurrence of the Joint Conference Committee of the UW Medicine Board on the joint recommendation of the dean of the applicable professional school and the Executive Director. If the chief of a clinical service is to be someone other than the chairperson of the corresponding department in the medical or dental school, the recommendation of the departmental chairperson is also required. All such appointments shall be reviewed periodically by the Joint Conference Committee of the UW Medicine Board. Chiefs of clinical services vacancies may be filled on an interim basis at any time by action of the dean of the appropriate professional school, after consulting with the Board.

8.9.2. Delegation. Upon UW Medicine Board approval of medical staff bylaws, rules, or regulations containing such a provision, the chiefs of the clinical services have delegated responsibility for maintaining the quality of medical care in their services and for recommending an applicant's appointment or reappointment to the Medical Staff of the UWMC and privileges for such an applicant.

8.9.3. New Services. The Joint Conference Committee of the UW Medicine Board may recommend to the UW Medicine Board the establishment of new clinical services upon the joint concurrence of the dean of the applicable professional school and the Executive Director. Approval of new clinical services shall remain with the UW Medicine Board.

8.9.4. Accountability. The CEO/EVPMA/Dean serves as the chief medical officer of the UWMC and in this capacity is accountable directly to the Board in matters relating to medical care. Members of the clinical services of the UWMC are accountable to the Medical Director, who is accountable to the CEO/EVPMA/Dean.

ARTICLE IX AUXILIARY ORGANIZATIONS

Section 9.1. General

Organizations auxiliary to UW Medicine and UWMC, such as the Service League, may be established only under bylaws approved by the UW Medicine Board. Such bylaws must, at a minimum, define the purpose, organizational structure, officers, procedures for conducting business, reporting requirements, and the amendment procedures.

Section 9.2. Bylaws

The approved bylaws of the auxiliary organization and any amendments thereto, shall be kept as a permanent record by UW Medicine Board and filed with the minutes of UW Medicine Board meeting at which said bylaws or amendments thereto were approved by UW Medicine Board.

Section 9.3. Oversight by Board

An approved auxiliary organization's relationship with UW Medicine shall be subject to the oversight of the appropriate Board committee.

ARTICLE X AMENDMENTS

These Bylaws are reviewed annually and updated as needed. Changes in these Bylaws, whether amendments, additions, deletions or replacements, may be made by a two-thirds vote of the entire Board at a meeting of which prior notice of the meeting and the proposed action shall have been given. Such changes shall be subject to approval by the CEO/EVPMA/Dean and the Board of Regents.