

VII. STANDING COMMITTEES

A. Academic and Student Affairs Committee

Adoption of Board Bylaws of the Institute for Health Metrics and Evaluation at the University of Washington and Appointment of Board Members

RECOMMENDED ACTION:

It is the recommendation of the Administration and the Academic and Student Affairs Committee that the Board of Regents adopt the attached Board Bylaws of the Institute for Health Metrics and Evaluation at the University of Washington (the “Institute”) and appoint the individuals listed here as members of the Board of the Institute.

BACKGROUND:

At its meeting on February 15, 2007, the Board of Regents was provided with a February 7, 2007 proposal to create the Institute and discussed the proposal and a draft of the proposed bylaws for the Board of the Institute. An updated May 2, 2007 version of the proposal to create the Institute (changed to revise the Institute’s name) is attached. The proposed Board Bylaws of the Institute are included with the proposal. The proposal was contingent on funding by the Bill and Melinda Gates Foundation. The Gates Foundation has committed the funding and the State of Washington provided additional permanent funds for the Institute through the 2007-2009 state biennial budget. The Provost has approved creation of the Institute as proposed in the letter dated May 2, 2007. The University has successfully recruited Professor Christopher Murray to serve as Director of the Institute. Approval of the Board Bylaws of the Institute and appointment of initial Board members will implement governance of the Institute to promote the success of the Institute through oversight of its activities.

The following individuals have confirmed membership to the Board of the Institute for Health Metrics and Evaluation.

Julio Frenk, M.D.

Harvey Fineberg, M.D., Ph.D.



UNIVERSITY OF WASHINGTON

Amended to revise Institute name and supersedes letter dated February 7, 2007.

May 2, 2007

Phyllis M. Wise, Ph.D.
Provost
Office of the Provost
301 Gerberding, Box 351237

Dear Provost Wise:

We write to propose the creation of a new research institute at the University of Washington. The proposed name for the institute would be the "Institute for Health Metrics and Evaluation." The establishment of this proposed institute will be dependent on our ability to compete successfully for funding from the Bill and Melinda Gates Foundation. Professor Christopher Murray joined our faculty on May 1, 2007, and he is exceptionally well qualified to lead this proposed research institute as reflected on his curriculum vitae (attached).

The Institute for Health Metrics and Evaluation will develop innovative analytical frameworks, methods, and instruments to increase the efficiency and effectiveness of generating health information. High quality health information is critical to facilitate evidence-based decision making in public health and medicine. There are enormous gaps in the availability and timeliness of current information on basic health outcomes, financial and human resources, and the quality and coverage of health interventions. Key questions about the potential impact of major investments in disease-specific or intervention-specific programs cannot be investigated adequately because of the poor quality and availability of health information. Valid information on health outcomes is needed to guide decisions on health spending, especially given the steady rise of global health spending.

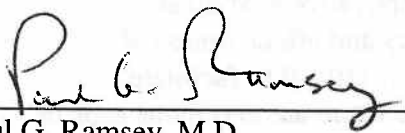
The University of Washington does not have a research institute or center that is devoted to developing the high quality information needed for evidence-based decisions about healthcare systems. We believe that Professor Christopher Murray is exceptionally well-qualified to develop this research institute, which can fill this critical gap and will also serve to evaluate technologies and contribute to the development of national and international policies and reforms. Under Professor Murray's leadership, the Institute for Health Metrics and Evaluation at the University of Washington will fill the information gap by recruiting the best researchers and analysts to conduct scientifically rigorous research and analyses on health services delivery and health outcomes. The Institute funding will also allow these researchers and analysts to engage in measurement, monitoring, and evaluation activities

that are difficult to finance on a project-specific basis, and yet are critical to making evidence-based decisions in global health.

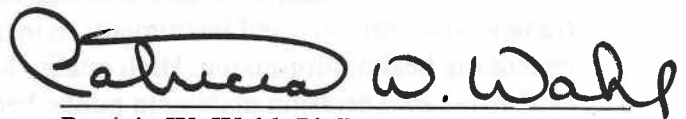
Establishment of the proposed institute will depend on funding by the Bill and Melinda Gates Foundation. The proposal to the Gates Foundation will provide a summary of the Institute's research, training and policy translation agenda, the Institute's organizational structure, the Institute's budget and funding sources, and the recruitment plan for researchers and analysts. The proposed Institute would be administratively affiliated with the Department of Global Health in the School of Public Health and Community Medicine and the School of Medicine although some Institute faculty might have primary appointments in other departments or faculties. Due to the critical nature of the health information developed by the Institute, we believe that the Institute should have an international advisory board appointed by the University of Washington Board of Regents. Enclosed is a draft of proposed bylaws for the Institute to be presented to the Board of Regents.

We believe that the establishment of the Institute for Health Metrics and Evaluation at the University of Washington represents an extraordinary opportunity. We request your approval to create the Institute for Health Metrics and Education, pending the approval of funding from the Gates Foundation.

Sincerely,



Paul G. Ramsey, M.D.
CEO, UW Medicine
Executive Vice President for Medical Affairs and
Dean of the School of Medicine,
University of Washington



Patricia W. Wahl, Ph.D.
Dean, School of Public Health
and Community Medicine
University of Washington

attachment

**INSTITUTE FOR HEALTH METRICS AND EVALUATION
AT THE UNIVERSITY OF WASHINGTON**

**BOARD BYLAWS
2007**

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PREAMBLE

Whereas the Board of Regents of the University of Washington is empowered by the Washington State Legislature to develop and maintain educational, research and service programs in global health; and

Whereas the University of Washington (the “University”) carries out extensive activities in these areas; continues to build its strength in meeting its mission in these areas; and in doing so is endeavoring to contribute substantially to efforts to address regional, national and international needs for dramatic improvement of health services;

Whereas its contributions in these areas would be markedly enhanced by creation of a strong program for research, reporting, and training dedicated to monitoring global health and health systems and evaluating technologies, initiatives, policies and reforms;

Whereas the Institute for Health Metrics and Evaluation at the University of Washington (the “Institute”) would be dedicated to this goal, providing needed programmatic focus in independent and objective monitoring and evaluation of global health, thereby allowing key actors in both governmental and private sectors to be strategic and empowered in their decisions; and

Whereas the Board of Regents has determined that a Board should be established for the governance of the Institute to promote the success of the Institute by overseeing its activities;

The Board of Regents hereby creates the Board of the Institute for Health Metrics and Evaluation at the University of Washington (the “Board”) which shall, subject to the authority of the Board of Regents, and the policies of the University, be charged with overseeing the Institute’s activities with the goal of making substantial contributions to promote the health of people throughout the world.

ARTICLE I THE BOARD

Section 1.1. Board Membership

The Board shall consist of nine (9) members. The Board members shall be appointed by the Board of Regents from nominations submitted by the President. The Chair of the Board of Regents shall appoint the Chair of the Board. Four members shall be from key global health institutions but shall serve in their individual capacity, four members shall be eminent scientists or policy makers from around the world, and the Chair of the Board shall be a leading figure with a scientific background and substantial leadership experience with health policy programs.

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. However, 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 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 Director of the Institute, the Deans of the Schools of Public Health and Community Medicine and Medicine, and the Chair of the Department of Global Health, 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. Duties

The Board shall have responsibility for providing general oversight and advising the Director regarding the programs and activities of the Institute. Specifically, the Board shall work to promote the success of the Institute's programs by:

- a. Reviewing and approving the annual operations budget of the Institute and its work program and long-term development plan, and advising the Director of the Institute regarding the development and strategic allocation of resources;
- b. Providing general advice and policy guidance for Institute strategic planning and program development including helping to define the role of present and future programs and the Institute's collaborative relationships;
- c. Approving mechanisms for formal affiliations of researchers and research institutions with the Institute; and
- d. Defining mechanisms for continuing assessment and improvement of the quality of the Institute's programs.

Section 1.3. Board Year

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

Section 1.4. Meetings and Notice

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

1.4.2. Special Meetings. Special meetings may be called by the Chair 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.

1.4.3. 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 1.5. Quorum

A majority of the Board shall constitute a quorum.

Section 1.6. 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 1.7. 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 1.8. 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 28.B.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 1.9. 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 a per diem for attending Board meetings, or reimbursement for expenses incurred for serving 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 1.10. 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 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 chair, vice chair, and such other officers as the Board may deem advisable. The Chair is appointed by the Chair of the Board of Regents. The Vice Chair and other officers shall be elected annually by the Board.

Section 2.2. Chair

The Chair 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 Chair or which may be set forth by these Bylaws or by the Board.

Section 2.3. Vice Chair

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

**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 Director in consultation with the Chair, with such duties as shall be provided in these Bylaws and otherwise determined by the Director and the Chair. The Secretary of the Board shall provide or cause to be provided all secretarial assistance to the Board and its committees; assist the Chair 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, the President and Provost of the University, the Dean of the School of Public Health and Community Medicine, the Dean of the School of Medicine, the Chair of the Department of Global Health, and others, in accordance with these Bylaws. The Director shall be custodian of and shall faithfully keep, or cause to be kept, all records, books, documents and other valuable papers relating to the Board. The Secretary shall be responsible for arranging all meeting notices and for attending to all correspondence that may be ordered by the Board.

**ARTICLE IV
BOARD STANDING COMMITTEES**

Section 4.1. Committee Designations

The Board shall approve the appointment of such committees as it may from time to time deem advisable.

**ARTICLE V
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 Dean of the School of Public Health and Community Medicine, the Dean of the School of Medicine, the President of the University, and the Board of Regents.