

VII. STANDING COMMITTEES

A. Academic and Student Affairs Committee

Changes in UW Medicine Board Bylaws

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:

Prior to July 2004, the approval of hospital privileges was delegated by the UW Medicine Board to the Board's Joint Conference Committee. In July 2004, the UW Medicine Board recommended and the UW Regents approved an amendment to Article V, Section 5.3.1, Joint Conference Committee Purpose. The amendment delegated authority for expedited privileging to the Medical Staff Advisory Committee (MSAC). This was considered to be a technical amendment to bring the bylaws into conformance with the JCAHO requirements for expedited approval of hospital privileges.

The July 2004 amendment was predicated on a revision to the JCAHO requirements that permitted expedited privileging to be delegated provided that there were two members of the governing board on the entity receiving the delegation. This was interpreted as two voting members of the Board's Joint Conference Committee, a requirement that would be satisfied by the UWMC Medical Director and UWMC Chief of Staff, both of whom are voting members of the Joint Conference Committee and MSAC. However, the UW Attorney General's office has advised us that this does not satisfy the requirement since neither are voting members of the UW Medicine Board.

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

Amend Article I, Section 1.2.2, Governance Powers and Duties, Article V, University of Washington Medical Center Committees, and Article VIII, Medical Staff. This amendment will bring the process of expedited approval of hospital privileges into compliance with The Joint Commission (TJC) requirements.

Amend Article IV, Section 4.5, Finance and Audit Committee. This amendment will add the Finance and Audit Committee as a UW Medicine-level committee

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Amend Article IV, Section 4.2.2, Composition of the Executive Committee. This amendment will add the chair of the Finance and Audit Committee to the Executive Committee membership.

Amend Article V, Section 5.1, University of Washington Medical Center Committees. This amendment will add the UW Medicine Clinical Operations Officer as a voting member of the UWMC-specific committees – facilities, finance, and joint conference.

These changes have been approved by the UW Medicine Board.

1.2.2. 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.**

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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.

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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.

ARTICLE IV UW MEDICINE STANDING COMMITTEES

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 4.5 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.

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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, and one additional Board member appointed by the Board Chair.

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 5.2. 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. ~~The Medical Staff Advisory Committee shall also have delegated authority from the Board to render final decisions regarding expedited approval of medical staff initial appointments, reappointments, additional to privileges, terminations, and other modifications to clinical privileges. The Medical Staff Advisory Committee shall present its final decisions taken under the expedited approval process actions to the Board through the Joint Conference Committee for information purposes.~~

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, and one member of the medical staff nominated by the Medical Staff Administrative Committee for a one-year period. Non-voting members of the committee are the Director of Nursing Services; 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.

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

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. 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, and the UWMC Medical Director. ~~Non voting members of the committee are the Chief of Staff or Chief of Staff Elect, and the CEO/EVPMADean or his/her designee.~~

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5.3.3. Meetings. The Finance Committee shall meet at the call of the chairperson, ~~as often as necessary to perform its duties, 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, and the UWMC Medical Director. Non-voting members are 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, ~~as often as necessary to perform its duties, but not less than quarterly.~~

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

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

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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 ~~Joint Conference Committee of 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 ~~Joint Conference Committee of 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

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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 ~~Joint Conference Committee of 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, ~~curtailment, suspension or revocation~~ of clinical privileges, said recommendation shall be referred to the ~~Joint Conference Committee~~ **UW Medicine Board for decision reconsideration prior to a final decision being reached by the Board.**

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.

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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

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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.**

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