

UW MEDICINE
1959 NE Pacific Street
Seattle, Washington 98195

BOARD BYLAWS
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**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 University 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 (“HMC”), acting on behalf of King County, to provide for hospital, hospital management, and medical services, in conjunction with teaching and research activities at HMC 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, the University has entered into a Strategic Alliance with Public Hospital District No. 1 of King County d/b/a Valley Medical Center (“VMC”), effective July 1, 2011, to establish VMC as a component of UW Medicine as permitted by the Interlocal Cooperation Act; and

Whereas, UW Medicine is a term that refers collectively to its component entities HMC, NWH, VMC, UWMC, UW Physicians Network d/b/a UW Neighborhood Clinics (“UWNC”), The Association of University Physicians d/b/a University of Washington Physicians (“UWP”), the University of Washington School of Medicine (“UW SoM”), Airlift Northwest (“ALNW”), 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 HMC, NWH, VMC, UWMC and UWNC; services shared with other hospitals and healthcare 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 UW SoM’s teaching and research programs; and

Whereas, the President of the University (“the President”) and the Board of Regents have delegated to the Chief Executive Officer, UW Medicine, Executive Vice President for Medical Affairs and Dean of UW SoM (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 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, 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 UW Medicine. Further, the Board of Trustees of HMC shall retain all authority provided in its governing documents and by the Management and Operations Contract with the University. Additionally, the governing documents of NWH, VMC, UWNC, UWP, ALNW, CUMG and the SCCA each describes the authority of its respective board. The role of the 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 Board shall consist of at least nineteen (19) members, including the President 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 Chair of the 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. Pursuant to the Affiliation between the University, Health Resources Northwest, and NWH effective January 1, 2010, two (2) NWH Trustees designated by the NWH Board (the “NWH Designated Board Members”) shall serve as members of the Board. Pursuant to the Strategic Alliance agreement with Public Hospital District No. 1 of King County, two (2) non-UW Medicine Designated Trustees from the VMC Board of Trustees shall serve as members of the Board. Pursuant to the Hospital Services Agreement between the UW Board of Regents and King County, two (2) members of the HMC Board of Trustees, the President and

Vice President, shall serve as *ex officio* members of the Board with full voice and vote. The remaining Board members shall be nominated by the President, following consultation with the CEO/EVPMA/Dean and the Board, 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 (3) years. No appointed Board member may serve more than three (3) successive three-year (3) 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 his/her 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 Chair 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 Board member for a period not to exceed one year. If the leave of absence is less than six (6) months, the term of the Board member will not change. If the leave of absence exceeds six (6) 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. All agendas shall be provided by the Secretary to all of the described positions and additional materials shall be provided upon request.

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 research and education programs, including the development of off-campus research facilities;
- c. 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 care, research, and training activities ("compliance programs"); and,

- e. Management of current and future extramural affiliation and operating agreements, including those executed by the University with regard to HMC, NWH, VMC, UWNC and the SCCA.

This Board shall also be charged with governance of the UWMC, including ensuring the provision of safe, effective, and high-quality patient care by the medical and dental hospital staffs in a manner that is responsive to the University's educational and research needs, responsibility for appointments to the medical and dental staffs, delineation of medical and dental staff clinical privileges, and 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 healthcare 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 UW SoM's education and research programs.
- e. Advise the Board of Regents, the President and the CEO/EVPMA/Dean regarding 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 regarding management of extramural affiliations and operating agreements now existing or which may be developed, including without limitation, the operating agreements between the University and HMC, NWH, VMC, UWNC, UWP and the SCCA, 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. Board Governance Powers and Duties for UWMC

- a. Accountable to ensure that high quality and safe patient care is provided at the UWMC and approve new clinical services.
- b. Determine objectives and policies pertinent to the delivery of patient care services at the UWMC, including the adoption and maintenance of a statement on patient care goals and objectives.
- c. Approve and adopt policies pertaining to admission of patients to the inpatient, outpatient, short stay and emergency services of the UWMC.
- d. Establish an organized medical staff and dental staff by determining which categories of practitioners are eligible candidates for appointment to the Medical Staff.
- e. Approve bylaws, rules, and regulations of the UWMC medical and dental staffs.
- f. Appoint and suspend or remove any member of the medical and dental staffs after considering the recommendations of the existing members of the medical and dental staff and under the applicable provisions of the medical and dental staff bylaws.
- g. 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.
- h. Review and approve qualifications and periodic evaluation criteria for the key position of UWMC Executive Director. Appointment to this position is subject to approval by the Board.
- i. The Board must concur with the appointment of the chiefs of the clinical services and 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.
- j. 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.
- k. Review recommendations for development plans for physical facilities 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.

The President 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 HMC, NWH, VMC, UWMC and UWNC 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, who is 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 Board, which in turn is accountable to the Board of Regents.

Section 1.4. Reports to Board of Regents

The Board shall report to the Board of Regents at least three (3) times a year, and as needed or requested, providing:

1.4.1. Annual Patient Safety and Quality Report. Each spring, the Chair of the Board, Chair of the Patient Safety and Quality Committee and such Board members as may be of assistance, shall appear before the Board of Regents and the President to report on patient safety and quality.

1.4.2. Annual Financial Report. Each fall, the Chair of the Board, Chair of the Finance and Audit Committee 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 Chair of the Board, Chair of the Compliance Committee 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.

1.4.4. Strategy Committee Report. The Chair of the Board, Chair of the Strategy Committee and such Board members as may be of assistance, shall report to the Board of Regents and the President on significant strategic issues for UW Medicine as frequently as needed to assure that the Board of Regents is able to maintain proper oversight and make informed decisions on these matters.

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 Chair 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 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 (24) 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 Robert's 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 so that a member may be appointed 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 (2/3) 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 removal 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 four (4) unexcused absences for Board meetings in an academic calendar year (July 1 through June 30), as determined by the Chair, 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 considered to be “agents” 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, lawsuit, 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 *Board of Regents Governance*, Standing Orders, Chapter 5 and RCW 28B.20.250 through 28B.20.255, which statute authorizes the indemnification of Regents, officers, employees, agents, and students 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 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, Chapter 42.52 RCW, 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, the provisions of Chapter 42.52 RCW,

and any policy adopted by the Board 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 annually 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, unless there are extenuating circumstances as approved by the Chair of the Board of Regents.

Section 2.2. Chair

The Chair of the Board shall annually 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 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 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, to the CEO/EVPMA/Dean, to the deans of the health sciences schools, to the President, and to others, in accordance with these Bylaws. 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 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 is a professional staff employee of the University who reports to the Chief Health System Officer, UW Medicine

and Vice President of Medical Affairs (CHSO/VPMA). The Executive Director is appointed by the CHSO/VPMA with the concurrence of the CEO/EVPMA/Dean and the Board. Annual evaluations are completed by the CHSO/VPMA with input from the Board.

The Executive Director, as senior 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 to the CHSO/VPMA who is accountable to the CEO/EVPMA/Dean.

In the event that the Executive Director is unable to perform the functions of the office, the CHSO/VPMA, with concurrence of 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. Standing Committee Designations

The Board shall approve the appointment of an Executive Committee, a Compliance Committee, a Finance and Audit Committee, a Patient Safety and Quality Committee, a Strategy Committee, and such other standing committees as the Board 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, provides strategic advice to the Board and the CEO/EVPMA/Dean; determines the agenda for the Board meetings and annual retreat; and has the power to transact 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 Chair of the Board, who shall serve as the Chair of the Executive Committee; the Vice Chair of the Board; and the Chair of each standing committee of the Board, and, within the discretion of the Chair of the Board, any Chair of special or ad hoc committees established by the Board.

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

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

Section 4.3. Compliance Committee

4.3.1. Purpose. The Compliance Committee shall be responsible for reviewing and evaluating the compliance programs of UW Medicine and its component entities and preparing the Chair of the Board 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.

4.3.2. Composition. The voting members of the Compliance Committee shall consist of at least three (3) Board members, including the Chair of the Board or his/her designee, and may include up to three (3) community members who are not members of the Board, all as appointed annually by the Chair of the Board in consultation with the CEO/EVPMA/Dean. The Chair of the Compliance Committee shall be appointed by the Chair of the Board, with the approval of the CEO/EVPMA/Dean.

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

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

Section 4.4. Finance and Audit Committee

4.4.1 Purpose. The Finance and Audit Committee shall be responsible for reviewing and evaluating the financial results, plans and audits of UW Medicine and its component entities 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. The Finance and Audit Committee shall also be responsible for preparing the Chair of the Board to advise the Board of Regents, the President, and the CEO/EVPMA/Dean regarding the implementation and effectiveness of the UW Medicine finance and audit program.

4.4.2. Composition. The voting members of the Finance and Audit Committee shall consist of at least four (4) Board members, including the Chair of the Committee as appointed by the Chair of the Board, the Chair of the UWMC Committees of the Board, two (2) additional Board members appointed by the Chair of the Board, and up to three (3) community members who are not members of the Board, all as appointed annually by the Chair of the Board in consultation with the CEO/EVPMA/Dean.

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

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

Section 4.5. Patient Safety and Quality Committee

4.5.1. Purpose. The Patient Safety and Quality Committee shall be responsible for reviewing and evaluating the patient safety and quality programs of UW Medicine and preparing the Chair of the Board to advise the Board of Regents, the President, and the CEO/EVPMA/Dean regarding the implementation and effectiveness of UW Medicine patient safety and quality programs.

4.5.2. Composition. The voting members of the Patient Safety and Quality Committee are appointed by the Chair of the Board in consultation with the CEO/EVPMA/Dean, and include at least three (3) Board members, including the Chair of the Committee as appointed by the Chair of the Board, the Chair of the Board or designee and up to three (3) community members who are not members of the Board, all appointed annually by the Chair of the Board in consultation with the CEO/EVPMA/Dean.

4.5.3. Meetings. The Patient Safety and Quality Committee shall meet at the call of the Chair of the Committee, but not less than quarterly.

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

Section 4.6. Strategy Committee

4.6.1. Purpose. The Strategy Committee shall be responsible for reviewing and evaluating UW Medicine's strategy and vision for the location and operation of healthcare facilities, emerging business opportunities and risks, and relations with the governing boards of the component entities of UW Medicine and other entities and to prepare the Chair of the Board to advise the Board of Regents, the President, and the CEO/EVPMA/Dean.

4.6.2. Composition. The voting members of the Strategy Committee are appointed to three year (3) terms by the Chair of the Board, in consultation with the Governance Committee of the Board of Regents, and the President. The committee shall include at least one member of the Board of Regents, three (3) Board members (including the Chair of the Committee as appointed by the Chair of the Board), the Chair of the Board or designee, and up to three (3) individuals with professional experience in healthcare system management and who are not members of the Board.

4.6.3. Meetings. The Strategy Committee shall meet at the call of the Chair of the Committee, but not less than quarterly.

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

ARTICLE V UWMC COMMITTEES

Section 5.1. UWMC 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. UWMC Joint Conference Committee

5.2.1. Purpose. The UWMC 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, review quality assurance reports, and advise the Board on organization of medical staff and revisions to the Medical Staff Bylaws. As described below, the UWMC Joint Conference Committee also has delegated authority from the Board for certain actions.

5.2.2. Composition. The voting members of the UWMC Joint Conference Committee shall consist of at least four (4) Board members appointed annually by the Chair of the Board, one of whom shall serve as the Chair of this UWMC Joint Conference Committee, the Chair of the Board or his/her designee, and community members who are not members of the Board, all as appointed annually by the Chair of the Board in consultation with CEO/EVPMA/Dean. Non-voting members of the committee are the CHSO/VPMA, the UWMC Executive Director, the UWMC Medical Director, the UWMC Chief Nursing Officer, the UWMC Medical Staff Chief of Staff, and one member of the medical staff nominated by the Medical Staff Administrative Committee for a one-year period. Non-voting individuals regularly invited to attend the Committee include three (3) faculty from clinical departments of UW SoM appointed by the CEO/EVPMA/Dean for one year; one member of the Housestaff Association designated by its president; and other non-voting individuals invited by the Chair of the UWMC Joint Conference Committee.

5.2.3. Meetings. The UWMC Joint Conference Committee shall meet at the call of the Chair of the Committee, 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 UWMC 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 consistent with medical and dental staff criteria for expedited credentialing and privileging. Where medical and dental staff criteria for expedited credentialing and privileging are not met, medical and dental staff appointment and reappointment and professional privileging decisions shall remain with the Board. At least two (2) Board members of the UWMC Joint Conference Committee must

vote for Committee actions on privileges to be valid. The UWMC 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 UWMC Joint Conference Committee shall have the delegated authority from the Board to concur in the appointment of the chief of each clinical service. Appointment shall be made consistent with the provisions of Section 8.9 below. The UWMC Joint Conference Committee shall recommend to the 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 Board.

Section 5.3. UWMC Finance Committee

5.3.1. Purpose. The UWMC 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 UWMC Finance Committee shall be responsible for reviewing the UWMC Audit Policy and ensuring that the policy complies with the Sarbanes Oxley principles adopted by the Board. The UWMC Finance Committee shall also review programs, long-range financial plans, budget plans and proposals for rate-setting, before these are submitted to the Board for final action, as well as oversight of UWMC resources.

5.3.2. Composition. The voting members of the UWMC Finance Committee shall consist of at least four (4) Board members appointed annually by the Chair of the Board, one of whom shall be Chair of the Finance Committee, the Chair of the Board or his/her designee, and community members who are not members of the Board, all as appointed annually by the Chair of the Board in consultation with the CEO/EVPMA/Dean. Non-voting individuals regularly invited to attend the committee shall include the CHSO/VPMA; the UWMC Executive Director; the UWMC Medical Director; the UWMC Chief Nursing Officer; the UWMC Finance Representative(s) as appointed by the UWMC Executive Director in consultation with the CHSO/VPMA; the UWMC Medical Staff Chief of Staff, three (3) faculty from clinical departments of UW SoM appointed by the CEO/EVPMA/Dean for one year; one member of the Housestaff Association designated by its president; and other non-voting individuals invited by the Chair of the Committee.

5.3.3. Meetings. The Finance Committee shall meet at the call of the Chair of the Committee, 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. UWMC Facilities Committee

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

5.4.2. Composition. The voting members of the UWMC Facilities Committee shall consist of at least four (4) Board members appointed annually by the Chair of the Board, one of whom shall be Chair of the Facilities Committee, the Chair of the Board or his/her designee, and community members who are not members of the Board, all as appointed annually by the Chair of the Board in consultation with the CEO/EVPMA/Dean. Non-voting individuals invited to regularly attend the Committee are the CHSO/VPMA; the UWMC Executive Director; the UWMC Medical Director; the UWMC Chief Nursing Officer; the Senior Associate Administrator for Facilities; the UWMC Medical Staff Chief of Staff; three (3) faculty from clinical departments of UW SoM appointed by the CEO/EVPMA/Dean for one year; one member of the Housestaff Association designated by its president; the Health Sciences Executive Director or his/her designee; and other non-voting individuals invited by the Chair of the Committee.

5.4.3. Meetings. The Facilities Committee shall meet at the call of the Chair of the Committee, but not less than semi-annually.

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.

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 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 Board, or where an expedited process is appropriate, to the Joint Conference Committee of the 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. Criteria for selection to the Medical 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 the UWMC be dependent solely upon certification, fellowship or membership in a specialty body or society.
- 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 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 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 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 Board, or where an expedited process is appropriate, the Joint Conference Committee of the 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 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 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 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, regulations, 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 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 the 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 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 Board or, where an expedited process is appropriate, to the Joint Conference Committee of the 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, shall serve as Chair of the Medical Staff Administrative Committee and shall represent the Medical Staff Administrative Committee at meetings of the Joint Conference Committee of the 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 and Graduate Education, the Executive Director of the UWMC, the CHSO and the CEO/EVPMA/Dean.

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 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 chair of the corresponding department in the medical or dental school, the recommendation of the departmental chair is also required. All such appointments shall be reviewed periodically by the Joint Conference Committee of the

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 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. 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 the UWMC, such as the Service League, may be established only under bylaws approved by the 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 the Board and filed with the minutes of the Board meeting at which said bylaws or amendments thereto were approved by the 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 (2/3) 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.