

UNIVERSITY OF WASHINGTON

MEDICAL CENTER

BOARD BYLAWS

Approved by the Board of Regents on May 14, 2020

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UW MEDICAL CENTER BOARD
BYLAWS

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

Whereas, the University of Washington has operated a licensed hospital since 1959 which has been formally designated the University of Washington Medical Center (“UW Medical Center”);

Whereas, the programs of the UW Medical Center for the purposes of these bylaws include inpatient, outpatient, short stay and emergency hospital services, and the services it shares with other hospitals and health care providers in its licensed on-campus hospital facilities and off-campus facilities where extensions of its services are provided;

Whereas, UW Medicine is a term that refers collectively to its component entities UW Medical Center, Harborview Medical Center (“HMC”), as operated and managed by UW Medicine, Public Hospital District No. 1 of King County d/b/a Valley Medical Center (“VMC”), UW Physicians Network d/b/a UW Neighborhood Clinics (“UWNC”), The Association of University Physicians d/b/a UW Physicians (“UWP”), the University of Washington School of Medicine (“UW SoM”), Airlift Northwest (“ALNW”), UW Medicine central operations and assets, and the University’s membership in UW Medicine Choice Care, Children’s University Medical Group (“CUMG”), the Seattle Cancer Care Alliance (“SCCA”), the PNWCIN LLC d/b/a Embright, and RCCH-UW Medicine Healthcare Holdings, LLC;

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 (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;

Whereas, the Board of Regents has determined that a board should be established for the governance of UW Medical Center to further its effectiveness in maintaining high standards of patient care; and

Whereas, prior to January 1, 2020, UW Medical Center and UW Medicine/Northwest d/b/a Northwest Hospital & Medical Center were two distinct, separately licensed hospitals. The two hospitals integrated effective January 1, 2020, and UW Medical Center is a single-licensed hospital operating at two campuses (Montlake and Northwest);

Therefore, the Board of Regents hereby creates the UW Medical Center Board (the “Board”), which shall, subject to the authority of the CEO/EVPMA/Dean, the organizational structure of the University administration and established University agreements and policies, be charged with the patient care aspects of the governance of UW Medical Center, including the responsibility for appointments to the Medical Staff, as defined below, the delineation of Medical Staff clinical privileges, and the approval, adoption and amendment of the Medical Staff bylaws.

Except as specifically otherwise provided in this document, the CEO/EVPMA/Dean shall retain his or her delegated authority and responsibility for the administration and operation of UW Medical Center and UW Medicine, as does each executive with whom the CEO/EVPMA/Dean delegates to as described further herein.

ARTICLE I - UW MEDICAL CENTER BOARD

Section 1. UW Medical Center Board

The Board shall consist of at least nine (9) members, including the President, UW Medicine Hospitals & Clinics and Vice President for Medical Affairs (President/VPMA), who shall serve as an *ex officio* member of the Board with full voice and vote. The other eight Board members shall be appointed by the Board of Regents upon recommendation of the CEO/EVPMA/Dean.

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 Board, with approval of the Board of Regents, 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.

Section 2. Board Governance Powers and Duties for UW Medical Center

- a. Ensure that priorities, activities and initiatives of UWMC complement and advance the mission of UW Medicine to improve the health of the public and reflect the benefits, opportunities and strengths of being part of a comprehensive health system.

- b. Accountable to ensure that high quality and safe patient care is provided at UW Medical Center and approve new clinical services.
- c. Determine objectives and policies pertinent to the delivery of patient care services at UW Medical Center, including the adoption and maintenance of a statement on patient care goals and objectives.
- d. Approve and adopt policies pertaining to admission of patients to the inpatient, outpatient, short stay and emergency services of UW Medical Center.
- e. Establish an organized medical staff of physicians, dentists and other healthcare professionals (“Medical Staff”) by determining which categories of practitioners are eligible candidates for appointment to the Medical Staff.
- f. Approve bylaws, rules, and regulations of the UW Medical Center Medical Staff.
- g. Appoint and suspend or remove any member of the Medical Staff after considering the recommendations of the existing members of the Medical Staff and under the applicable provisions of the Medical Staff bylaws.
- h. 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.
- i. Receive and review reports from the UW Medicine compliance program regarding adherence to governmental healthcare requirements to assure that UW Medical Center has an effective compliance program and safe reporting environment.
- j. Provide input and consultation to the President/VPMA on qualifications and periodic evaluation criteria for the key position of UW Medical Center Chief Executive Officer. Appointment and removal of the Chief Executive Officer is made by the President/VPMA.
- k. Provide input and consultation to the UW Medicine Chief Medical Officer, Vice-President for Medical Affairs (CMO/VPMA) and the UW Medical Center Chief Executive Officer on the appointment of the UW Medical Center Medical Director. Appointment and removal of the UW Medical Center Medical Director is made by the CMO/VPMA, in consultation with the UW Medical Center Chief Executive Officer. Appointment of the UW Medical Center Medical Director is subject to ratification by the Board.
- l. Concur with appointment of the chiefs of the clinical services and receive periodic reports from the chiefs regarding the quality of medical care in each chief's service as set forth in the approved Medical Staff Bylaws, and policies.

- m. Maintain general supervision over the use of UW Medical Center resources:
 - 1. Recommend approval of UW Medical Center operating and capital budgets to the Board of Regents.
 - 2. Provide input into charges for UW Medical Center services based on the operating and capital budgets.
 - 3. Review and approve monthly reports on UW Medical Center operating income and expenditures, utilization of services, and patient statistics.
- n. Review recommendations for development plans for physical facilities for the UW Medical Center and make recommendations to the UW Medical Center Chief Executive Officer.

In carrying out its responsibilities as identified in Section 3, the Board shall seek continuing guidance from health professionals, management specialists, and others with professional expertise.

Section 3. Accountability

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 at UW Medical Center.

The Board shall be directly accountable to the Board of Regents and shall advise and consult with the CEO/EVPMA/Dean.

The UW Medical Center Medical Director and the Chief Executive Officer provide regular reports to the Board on the areas within their respective authority and the overall operations of UW Medical Center.

Section 4. Board Year

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

Section 5. Meetings and Notice

Regular meetings of the Board shall be held at least quarterly, the dates and places of which shall be determined each year by the chairperson and notice of which shall be given in accordance with RCW 42.30.075. Special meetings may be called by the chairperson at any time, or by a majority of the members of the Board provided that written notice to all Board members and to

others as required by Chapter 42.30 RCW shall be given not less than twenty four (24) hours prior to the meeting, stating the time, place and business to be transacted at the meeting.

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 6. Quorum

A majority of the current membership of the Board shall constitute a quorum.

Section 7. Vacancies

Whenever a vacancy occurs on the Board, for whatever reason, notice shall immediately be given to the CEO/EVPMA/Dean so that a recommendation may be made for the appointment of a replacement member as soon as possible to fill the unexpired term. The Board may submit names of individuals recommended by the Board for the CEO/EVPMA/Dean's consideration.

Section 8. Removal

The Board, following consultation with the CEO/EVPMA/Dean, may recommend to the Board of Regents that a member of the Board be removed or suspended. This action may be taken at any meeting by two-thirds vote of the entire Board, provided that the affected member shall have been given at least ten (10) days written notice of such intended action and has been advised of the basis for such action. The member affected shall have the right to be heard and to explain to the Board why he or she should not be removed or suspended. Recommendations for suspension or removal by the Board 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 secretary, shall be automatically removed.

The Board of Regents may remove a Board member at any time, after consultation with the Board, when in the judgment of the Board of Regents, removal is in the best interest of UW Medical Center.

Section 9. 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 10. 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 Medical Center for other services actually rendered, a per diem for attending Board meetings, or reimbursement for expenses incurred for serving UW Medical Center 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 11. 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 UW Medical Center or Board. The policies, rules and regulations adopted by the Board of Regents relating to conflict of interest shall apply to any person appointed by the Board in any capacity and to the Board members themselves.

ARTICLE II - OFFICERS

Section 1. Officers

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

Section 2. Chairperson

The chairperson of the Board shall appoint all committee members; shall preside at all meetings of the Board; shall serve as an *ex officio* member, without vote, on all standing and special

committees, unless otherwise specified in the Bylaws; and shall perform all of the acts usually attendant upon the office of the Chairperson or which may be set forth by these Bylaws or by the Board.

Section 3. Vice-Chairperson

During the absence of the chairperson or his or her inability to act, the vice-chairperson shall perform the duties and exercise the powers of the chairperson.

ARTICLE III - ADMINISTRATION

Section 1. Appointment of Administrative Officers

The Chief Executive Officer of UW Medical Center is a professional staff employee of the University who reports to the President/VPMA. The Chief Executive Officer is appointed by the President/VPMA in consultation with the Board. Annual evaluations are completed by the President/VPMA with input from the Board. In the event that the Chief Executive Officer is unable to perform the functions of the office, the President/VPMA may designate an acting Chief Executive Officer until such time as a permanent Chief Executive Officer is appointed.

Section 2. Duties of Administrative Officers

The Chief Executive Officer, as senior officer of UW Medical Center, shall, subject to University policy and shared service agreements in effect, be responsible for maintaining overall direction of UW Medical Center within the policies established by the Board. The Chief Executive Officer is accountable to the Board and to the President/VPMA.

Section 3. Chief Executive Officer as Secretary to the Board

The Chief Executive Officer shall serve as the secretary of the Board and shall provide or cause to be provided all secretarial assistance to the Board and its committees; assist the chairperson in developing an agenda for each meeting; keep records of the minutes of the meetings of the Board and furnish copies of such minutes to each Board member, the Board of Regents, the CEO/EVPMA/Dean, and, upon request, to the deans of the health sciences schools. The Chief Executive Officer, acting as secretary of the Board shall regularly advise the Board of Health Sciences Deans and the President/VPMA of the activities and actions of the Board. The Chief Executive Officer shall be custodian of and shall faithfully keep, or cause to be kept, all records, books, documents and other valuable papers relating to UW Medical Center. The Chief Executive Officer, as secretary, shall be responsible for arranging all meeting notices and for attending to all correspondence which may be ordered by the Board.

ARTICLE IV - STANDING COMMITTEES

Section 1. UW Medical Center Committees

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

Section 2. UW Medical Center Joint Conference Committee

2.1. Purpose. The UW Medical Center 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 UW Medical Center 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 UW Medical Center Joint Conference Committee also has delegated authority from the Board for certain actions.

2.2. Composition. The voting members of the UW Medical Center 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 the UW Medical Center Joint Conference Committee, and the Chair of the Board or his or her designee. Non-voting members of the committee are the UW Medical Center Chief Executive Officer, the UW Medical Center Medical Director, the UW Medical Center Chief Nursing Officer, the UW Medical Center 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) physicians on the Medical Staff, at least two (2) of whom shall be from clinical departments of UW SoM, appointed by the President/VPMA for one year; one member of the Housestaff Association designated by its president; and other non-voting individuals invited by the Chair of the UW Medical Center Joint Conference Committee.

2.3. Meetings. Meetings of the UW Medical Center Joint Conference Committee shall be held at least quarterly, the dates and places of which shall be determined each year by the Chair of Committee and notice of which shall be given in accordance with RCW 42.30.075. Advisory meetings may be called by the Chair of the Committee at any time.

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

2.5. Expedited Medical Staff Credentialing and Privileging. The UW Medical Center 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 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 UW Medical Center Joint Conference Committee must vote for Committee actions on privileges to be valid. The UW Medical Center Joint Conference Committee shall present its final decisions taken under the expedited approval process to the Board for information purposes.

2.6. Clinical Services. The UW Medical Center 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 Article VII below. The UW Medical Center Joint Conference Committee shall recommend to the Board the establishment of any new clinical service. Recommendations shall be made consistent with the provisions of Article VII below. Approval of new clinical services shall remain with the Board.

Section 3. UW Medical Center Finance and Facilities Committee

3.1. Purpose. The UW Medical Center Finance and Facilities Committee shall be responsible for advising the Board on financial matters as they relate to UW Medical Center and its shared services, including reviewing the annual audit, annual budgets, and monthly financial reports. The UW Medical Center Finance and Facilities Committee shall be responsible for reviewing the UW Medical Center Audit Policy and advising the Board. The UW Medical Center Finance and Facilities Committee shall also review programs, long-range financial plans, budget plans and proposals for rate-setting, before these are submitted to the Board for approval, as well as oversight of UW Medical Center resources. The UW Medical Center Finance and Facilities Committee shall have general advisory oversight over and shall make recommendations to the Board concerning the physical use and status of the facilities that house the UW Medical Center and its shared services.

3.2. Composition. The members of the UW Medical Center Finance and 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 Finance and Facilities Committee, and the Chair of the Board or his/her designee. Individuals regularly invited to attend the committee shall include the President/VPMA; the UW Medical Center Chief Executive Officer; the UW Medical Center Medical Director; the UW Medical Center Chief of Nursing Officer; the UW Medical Center Finance Representative(s) as appointed by the UW Medical Center Chief Executive Officer in consultation with the President/VPMA; the UW Medical Center Medical Staff Chief of Staff; three (3) physicians on the Medical Staff, at least two (2) of whom shall be from clinical departments of UW SoM, appointed by the President/VPMA 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.

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

ARTICLE V - OTHER COMMITTEES

Section 1. Other Committees

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

ARTICLE VI - RELATIONS OF THE UNIVERSITY OF WASHINGTON MEDICAL CENTER TO TEACHING AND RESEARCH PROGRAMS OF THE HEALTH SCIENCES CENTER

Section 1.

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 UW Medical Center and other affiliated medical centers, particularly those activities that require a patient care setting. Although the Board has not herein been delegated any authority or responsibility for teaching or research programs, it shall lend its best efforts to assure that the programs of the health sciences professional schools are effectively supported in collaboration with clinical service programs of UW Medical Center.

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

ARTICLE VII - MEDICAL STAFF

Section 1. General

The responsibility for standards of medical care in UW Medical Center 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 and may approve or disapprove such standards of medical care as may be established from time to time.

Section 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 UW Medical Center or in any other medical care activity administered by UW Medical Center and may include such other professionals as the Medical Staff Bylaws designate.

Section 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 UW Medical Center and make recommendations to the Board so that all patients admitted to or treated at any of the facilities, departments or services of UW Medical Center receive continuous high-quality medical care;
- b. To appoint or reappoint an applicant to the Medical Staff, grant clinical privileges for such applicant to enjoy in UW Medical Center, and take 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 UW Medical Center. 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 circumstance shall staff membership or professional privileges in UW Medical Center be dependent solely upon certification, fellowship or membership in a specialty body or society.
- c. To provide the means by which issues concerning the Medical Staff and UW Medical Center may be discussed both within the Medical Staff organization and by representatives of the Medical Staff with the Board and management of UW Medical Center.
- d. To recommend specific rules and regulations governing actions of members of the Medical Staff. After approval by the Medical Staff, the rules and regulations will be submitted to the Chief Medical Officer for review and approval.

Section 4. Medical Staff Bylaws

The Medical Staff organization shall recommend to the Board revisions of the existing Medical Staff Bylaws setting forth the Medical Staff organization and governance for maintaining such bylaws in such a manner as to accomplish the purposes set forth in Section 3, above. When such bylaws are adopted by the Board, they shall become effective and become part of the bylaws, rules, and regulations of the Medical Staff.

Section 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 UW Medical Center, 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 UW Medical Center 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 6. Appointment and Reappointment Requirements

Each person initially appointed to membership on the Medical Staff of UW Medical Center 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 UW Medical Center for whom such Medical Staff member has responsibility.
- b. Abide by 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 UW Medical Center.
- c. Accept committee assignments and such other duties and responsibilities as may be reasonably assigned by the Board or the Medical Staff.

Section 7. Appointment of Salaried Physicians and Dentists for Administrative or Medico-Administrative Purposes

Physicians or dentists employed by the University at UW Medical Center for administrative or medico-administrative purposes shall be subject to the faculty exempt personnel policies in effect for UW Medical Center 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 UW Medical Center and approved by the appropriate dean or his/her designee if applicable.

Section 8. Medical Staff Administrative Committee

8.1. Purpose. The Medical Staff Administrative Committee shall establish and maintain a framework for self-government and a means of accountability to 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 UW Medical Center. 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.

8.2. 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 Immediate Past Chief of Staff, the chiefs of clinical services or his/her delegee, the UWMC Medical Director, the UWMC Campus Medical Directors, the UWMC Associate Medical Directors, the Medical Director of the Hall Health Primary Care Center, the Medical Director of the Seattle Cancer Care Alliance, the Medical Director of UW Neighborhood Clinics, the UWMC Chief Executive Officer, and other members of the Medical Staff that the UWMC Medical Director deems appropriate to provide adequate representation to Medical Staff from each campus of UWMC. The Medical Director, who is appointed by the CMO/VPMA in consultation with the Chief Executive Director, shall serve as Chair of the Medical Staff Administrative Committee and shall represent the Medical Staff Administrative Committee at meetings of the Board. The Deans of the Schools of Medicine and Dentistry or their designees shall be ex-officio members of the committee without vote.

8.3. Meetings. The Medical Staff Administrative Committee shall meet at least ten (10) times per year on approximately a monthly basis. Minutes of the meetings shall be provided to all members of the Committee, the CMO/VPMA, the Chief Executive Officer of UW Medical Center, the President/VPMA and the CEO/EVPMA/Dean.

Section 9. UW Medical Center Clinical Services

9.1. Appointment of Chief. Appointment of the chief of each clinical service and sub-service is subject to concurrence of the Board on the joint recommendation of the Department

Chair(s) of the corresponding UW School of Medicine or School of Dentistry Departments and the UWMC Chief Executive Officer in consultation with the UWMC Medical Director All such appointments shall be reviewed periodically by 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.

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 UW Medical Center and privileges for such an applicant.

9.3. Accountability. The UW Medical Center Medical Director serves as the chief medical officer of UW Medical Center and in this capacity is accountable directly to the Board in matters relating to medical care. Members of the clinical services of UW Medical Center are accountable to the Medical Director, who is accountable to the CMO/VPMA.

ARTICLE VIII - AUXILIARY ORGANIZATIONS

Section 1. General

Organizations auxiliary to UW Medical Center, 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 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 3. Oversight by Board

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

ARTICLE IX - 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 Board of Regents.