

**Proposed Revisions to the  
University of Michigan  
Regents' Bylaws**

July 21, 2016

**Sec. 1.07. Committees (revised June 2010 and July 2016)**

*A. Committee of the Whole*

When the board resolves itself into a committee of the whole, the chair of the board will serve as chair of the committee.

*B. Ad Hoc Committees*

The chair may establish ad hoc committees of the board and the board will prescribe their duties and functions. The president of the University or the president's designee will serve as an ex officio member without vote of all such committees. Board membership on any such committee will consist of less than a quorum of the membership of the board.

*C. Standing Committees*

There will be three standing committees of the Board of Regents, each composed of less than a quorum of the members of the board, appointed by the chair. These committees will advise the Board of Regents on matters pertaining to their subject areas and will present periodic reports and recommendations, but will not have the power to bind the Board of Regents on any matter. These committees will determine the frequency, time and place of their meetings, in consultation with other members of the board.

1. The Finance, Audit and Investment Committee

This committee will provide assistance to the board in fulfilling its responsibilities relating to the adequacy and effectiveness of the University's internal controls and financial reporting and investment policies and practices. This committee will review, at its discretion, matters that may include the annual audit, financial statements and reporting, investments, and compliance with applicable laws and regulations.

2. The Personnel, Compensation and Governance Committee

This committee will assist the board in evaluating the performance of and determining the compensation for the president. It will advise the president on the performance of and compensation for the executive officers, and will, from time to time, review compensation-related data in order to maintain and enhance the University's competitive status in higher education. The Committee will review the University leadership's progress on diversity. It will be responsible for matters related to governance and board performance, and will advise the board on University-wide conflict of interest policies.

3. The Health Affairs Committee

This committee will assist the board in providing oversight of the ~~University of Michigan Hospitals and Health Centers (UMHHC), as set forth in Bylaws 11.42-11.48, and University's clinical enterprise,~~ as outlined in the committee charter, which clinical enterprise consists of the University of Michigan Health System, as described in Section 11.36 of these bylaws.

\* \* \*

**Sec. 2.04. The Provost and Executive Vice President for Academic Affairs (revised April 2009 and July 2016)**

The provost and executive vice president for academic affairs will be the chief academic and budget officer for the Ann Arbor campus of the University of Michigan. In this capacity, the provost and executive vice president for academic affairs will exercise executive responsibility for the Ann Arbor campus educational programs and supporting activities.

The following positions will report directly to the provost and executive vice president for academic affairs: the deans of the schools and colleges ~~(the deans of the Medical School and the School of Nursing report to and are appointed jointly by the provost and executive vice president for academic affairs and the executive vice president for medical affairs),~~ the director of the Institute for Social Research, the university librarian and dean of libraries, the director of the Museum of Art, and other administrative offices as determined by the president. In the EVPMA/Dean's capacity as dean of the University of Michigan Medical School, he or she will report to the provost and executive vice president for academic affairs.

The provost and executive vice president for academic affairs will be a member, without vote, of each of the governing faculties. The provost and executive vice president for academic affairs will recommend faculty appointments, promotions and tenure actions to the president for action by the Board of Regents.

\* \* \*

**Sec. 2.06. The Executive Vice President for Medical Affairs and Dean of the University of Michigan Medical School (revised July 2008 and July 2016)**

The executive vice president for medical affairs ~~will be~~ and dean of the University of Michigan Medical School (the EVPMA/Dean) serves as the chief executive officer of the entire academic medical center (AMC), which consists of the University of Michigan Medical School (UMMS) and the University of Michigan Health System ~~with responsibility for and leadership (UMHS).~~ The EVPMA/Dean is the chief executive officer of the UMHS which consists of the University of Michigan Hospitals and Health Centers (UMH), the University of Michigan Medical Group (UMMG), and Michigan Health Corporation, (MHC) as well all other University subsidiaries and, ~~with the provost and executive vice president for academic affairs, the University of Michigan Medical School.~~ The Hospitals and Health Centers director and chief executive officer will report directly to the executive vice president for medical affairs and will be appointed upon recommendation of the executive vice president for medical affairs to the president for action by the Board of Regents. The deans of the Medical School and School of Nursing will report jointly to affiliates that promote the executive vice president for medical affairs and mission of the provost and executive vice president for academic affairs, and will be appointed upon clinical enterprise. The

EVPMA/Dean will have responsibility for implementing a vision for the joint recommendation of AMC that will enhance the executive vice president for medical affairs and the provost and executive vice president for academic affairs to the president for action by the Board of Regents. University's leadership in biomedical education, research, and patient care.

~~The executive vice president for medical affairs will recommend faculty appointments, promotions and tenure actions for the Medical School to the provost and executive vice president for academic affairs. The executive vice president for medical affairs~~EVPMA/Dean will have responsibility for salary approvals, strategic and business planning, direction of clinical delivery systems, and management support services; overall management of patient care and establishment of ~~health system~~for the AMC planning, objectives and goals for the AMC; development of capital and operating budgets which maintain the financial strength of the Health System AMC; and managing relationships with ~~affiliate~~affiliated organizations.

The ~~executive vice president for medical affairs~~EVPMA/Dean will have the authority, up to the threshold amounts established by the president, to execute contracts and to approve expenditures not in the approved annual operating budget. ~~The executive vice president for medical affairs~~The EVPMA/Dean may delegate in writing to designated representatives authority to execute contracts relating to the Health System AMC.

The EVPMA/Dean will recommend faculty appointments, promotions and tenure actions for the UMMS to the provost and executive vice president for academic affairs.

In collaboration with the vice president for research, the EVPMA/Dean is charged with charting a strategic course for the University's biomedical research enterprise and enabling its faculty to pursue high impact science and discovery.

The EVPMA/Dean reports to the president; provided, however, as provided in Section 2.04, the EVPMA/Dean, in his or her capacity as dean of the UMMS, reports to the provost and executive vice president for academic affairs.

—  
\* \* \*

**Sec. 2.08. The Vice President for Research (revised July 2016)**

The vice president for research will exercise general executive responsibility for the research programs of the University and will assist and advise the president and the ~~Board~~board in all matters pertaining to the research programs and activities of the University.

The vice president for research will exercise executive responsibility for the review of recommendations of the deans, directors, or other heads of schools, colleges, and other educational and research units with respect to research proposals, research budgets, and appointment of personnel under research budgets.

The vice president for research will be responsible for maintaining appropriate liaisons between the University and foundations, governmental agencies, and other organizations providing financial support for University research. The vice president for research will advise and assist University staff members in approaches to outside agencies for research funds, and the vice president for research will be advised of all such approaches made by staff members on behalf of the University.

The foregoing provisions of this Section 2.08 notwithstanding, as to the research programs of the AMC and the UMMS in particular, the EVPMA/Dean will collaborate with the vice president for research but the EVPMA/Dean will be primarily responsible for exercising the responsibilities described above and will directly assist and advise the president and the board on those matters in collaboration with the vice president for research, unless otherwise directed by the president or the board.

\* \* \*

**Sec.11.36. ~~The University of Michigan Health System (Academic Medical Center~~  
~~(revised July 2008 and July 2016)~~**

The ~~term~~ "University of Michigan ~~Health System~~" ~~includes~~ AMC consists of the University of Michigan Medical School, (UMMS) and the University of Michigan Health System (UMHS). The UMHS consists of the University of Michigan Hospitals ~~and Health Centers, and the (UMH), the University of Michigan Medical Group (UMMG), and~~ Michigan Health Corporation, (MHC) as well all functioning other University subsidiaries and affiliates that promote the mission of the clinical enterprise, each as described in Section 11.42 of these bylaws. The board is responsible for establishing the mission, goals and objectives of the AMC. All components of the AMC will function cooperatively in teaching, research, and patient care.

\* \* \*

**Sec. 11.38. ~~The Medical School~~UMMS Executive Committee (revised February 2012  
and July 2016)**

The UMMS executive committee will consist of the ~~dean~~ EVPMA/Dean, the ~~chief~~ executive ~~officer~~ vice deans of the ~~University of Michigan Hospitals~~ UMMS and ~~Health Centers, and eight~~ nine members of the executive faculty (four instructional, one research, ~~one~~ two clinical, and two department chairs) to be appointed by the Board of Regents on recommendation by the president. ~~The executive vice president for medical affairs may attend the executive committee meetings as an invited observer, but may not vote on matters before the executive committee.~~ The appointed members will hold office for three years and will not be eligible for reappointment until after the lapse of one year. The terms will be staggered so as to provide continuity of membership. The ~~dean~~ EVPMA/Dean will chair the committee.

**Sec. 11.39. — ~~The Medical School: Full-time and Part-time Service of Faculty Members [Reserved] (deleted July 2016)~~**

~~Members of the faculty of the Medical School occupying clinical chairs may be either on a full-time or a part-time basis as arranged in each instance. Anyone of professorial rank in a clinical department who desires to change from full-time to part-time or vice versa may at any time, with the approval of the chair of the individual's department, the dean, the executive committee and the board, be permitted to change his or her status.~~

~~A part-time appointment does not confer the privilege to practice in the Hospitals and Health Centers unless such privilege has been expressly granted as provided in the Medical Staff bylaws.~~

**Sec. 11.40. — ~~The Medical School: The Molecular and Behavioral Neuroscience Institute (revised April 2005)~~**

~~The Molecular and Behavioral Neuroscience Institute will be maintained for the purpose of conducting basic research concerning human behavior, normal and abnormal, focusing on the problems of mental health and the prevention, treatment, and cure of mental disease. The institute will be a part of the Department of Psychiatry of the Medical School. The institute will be in the charge of a director appointed by the board, on recommendation by the dean of the Medical School, the executive vice president for medical affairs, and the president and responsible through the chair of the Department of Psychiatry to the dean, the executive committee, and the executive vice president for medical affairs. The director will be assisted by an advisory committee of nine members. Six of these will be *ex officio*: the dean of the Medical School or his or her designee, the executive vice president for medical affairs or his or her designee, the vice president for research or his or her designee, the dean of the College of Literature, Science, and the Arts or his or her designee, the dean of the School of Public Health or his or her designee, and the chair of the Department of Psychiatry. The other three will be appointed by the board on recommendation by the president, the executive vice president for medical affairs, and the dean of the Medical School, with terms so arranged that one will expire each year.~~

**Sec. 11.40. [Reserved] (deleted [\*] 2016)**

\* \* \*

**Sec. 11.42. The UMHS: The University of Michigan Hospitals and Health Centers System (revised [\*] 2016)**

~~The As specified in Section 11.36 of these bylaws, the UMHS consists of the UMH, the UMMG, and MHC, as well all other University of Michigan Hospitals and Health Centers will be subsidiaries and affiliates that promote the mission of the clinical enterprise.~~

~~The UMH is maintained for the purpose of providing ~~the people of the state of Michigan with~~ the highest type of hospital service and medical care and of providing suitable facilities for the teaching and advancement of medicine and allied sciences, arts, and skills. ~~It will provide for the observation, diagnosis, care,~~~~

~~and treatment of patients entitled to its benefits, pursuant to the laws of this state and the authority of the board. Its services and facilities will be available so far as possible to all units of the University conducting programs of teaching and research in medicine, dentistry, public health, nursing, dietetics, social service, hospital administration, and such other related programs as may from time to time be established by authority of the board.~~

The UMMG combines the practice plans of the UMMS into a single, integrated, multi-specialty professional medical group, which delivers the professional medical care on behalf of the University.

MHC is a Michigan nonprofit corporation formed for the purposes, among other things, of engaging in charitable, scientific, educational and research activities designed to promote the health of the public and contracting with individuals and entities qualified and licensed to render health care services.

The UMHS, including the UMH, UMMG and MHC, as well as well all other University subsidiaries and affiliates that promote the mission of the clinical enterprise, will be subject to the oversight of the Board of Regents and, as delegated by the Board of Regents, the oversight of the University of Michigan Health System Board (UMHS Board) and the EVPMA/Dean. Each of the UMHS Board, the UMMG and MHC, as well as all other University subsidiaries and affiliates that promote the mission of the clinical enterprise, will be governed by appropriate bylaws, which in the case of MHC and all other University subsidiaries and affiliates that promote the mission of the clinical enterprise, are subject to the approval and recommendation of the UMHS Board and ultimate approval of the Board of Regents. The bylaws of the UMMG are subject to the approval of the UMHS Board.

**Sec. 11.43. ~~The UMHS: The University of Michigan Hospitals and Health Centers Executive System Board (revised February 2012 and [\*] 2016)~~**

The UMHS Board will be composed of the members, and be responsible for the matters, described in the Amended and Restated Bylaws of The University of Michigan Health System Board. Each member of the UMHS Board will sign a written agreement governing conflicts of interest and conflicts of commitment in a form approved by the UMHS Board.

**Sec. 11.44. [Reserved] (deleted [\*] 2016)**

~~Sec. There will be an executive board of the University of Michigan Hospitals and Health Centers composed of the president, the dean of the Medical School, the dean of the School of Nursing, the provost and executive vice president for academic affairs, the executive vice president and chief financial officer, the vice president for government relations, the executive vice president for medical affairs, the chief of staff for clinical affairs of the University of Michigan Hospitals and Health Centers, the chief executive officer of the University of Michigan Hospitals and Health Centers, the chief of nursing affairs of the University of Michigan Hospitals and Health Centers, and two nominees from the medical staff of the University of Michigan Hospitals and Health Centers.~~

~~The president of the university will serve as chair of the University of Michigan Hospitals and Health Centers Executive Board.~~

~~The nominees of the medical staff~~**11.45. The UMHS: President and Executive Vice Dean for Clinical Affairs of the UMMS (revised February 2012 and [\*] 2016)**

~~The president of the UMHS and executive vice dean for clinical affairs of the UMMS (UMHS President) will be recommended by the EVPMA/Dean to the president and will be appointed by the Board of Regents, and will serve four year terms, so staggered to provide one replacement each two years.-~~

~~board. The UMHS President reports to the EVPMA/Dean. The UMHS President~~**See 11.44. The University of Michigan Hospitals and Health Centers Executive Board: Powers and Duties (revised February 2012)**

~~The Board of Regents is responsible for establishing/managing the mission, goals, and objectives of entire UMH as required by the University of Michigan Hospitals and Health Centers ("UMHHC") and for the quality of medical care services provided; approval of all major programs and operating budgets; the approval of capital and facility plans; and appointment of the chief executive officer of the University of Michigan Hospitals and Health Centers.-~~

~~In all of the above matters, the executive board of the University of Michigan Hospitals and Health Centers ("Executive Board") is expected to make recommendations to the president and the Board of Regents.-~~

~~The Executive Board is responsible for the overall financial and administrative performance of the UMHHC, for the quality of care delivered at the UMHHC, and for the UMHHC adherence to applicable legal and ethical standards. In this capacity, the Executive Board has and, except as otherwise provided in applicable laws, regulations, or accreditation standards, may exercise or delegate responsibility for administrative decisions, approval of personnel actions, responsibility for personnel policy, and approval of medical staff appointments and reappointments at the UMHHC. The Executive Board at all times remains jointly accountable, with the executive leadership and medical staff, for quality improvement, patient safety, and related resource allocation.-~~

~~The Executive Board's responsibilities include:~~

- ~~1. The overall financial and administrative performance of the UMHHC. The Executive Board shall:~~
  - ~~a. Review and approve or otherwise ratify the organizational structure of the UMHHC;~~
  - ~~b. Establish programs, services and administrative units to meet the goals and objectives of the UMHHC and take such steps as are needed to provide for the periodic evaluation of UMHHC operations to assure that the goals and objectives are achieved;~~
  - ~~c. Determine appropriate delegation of authority to the director and chief executive officer ("CEO");~~
  - ~~d. Review and approve or otherwise ratify UMHHC sponsored training programs; review and approve or otherwise ratify appropriate use of the UMHHC for clinical, educational and training experience by various health schools of the University and other teaching institutions;~~

- e. ~~Assure the integration of administrative functions among HHC units, including billing services, medical records, human resources, payroll, employee benefits, salary structure, and purchasing services;~~
  - f. ~~Assure consistent monitoring and oversight throughout the UMHHC;~~
  - g. ~~Assure that contracted services furnished within the UMHHC permit the UMHHC to comply with all applicable laws, regulations, and accreditation requirements;~~
  - h. ~~Recommend construction projects and building renovation projects to the Board of Regents for action;~~
  - i. ~~Evaluate its own performance on a biennial basis.~~
2. ~~The quality of care delivered at the UMHHC. The Executive Board shall:~~
- a. ~~Establish, under the supervision of the CEO, in coordination with the medical staff, a continuous quality improvement program at the UMHHC that reflects the complexity of the UMHHC organization, involves all hospital departments and services, and focuses on indicators related to improved health outcomes and the prevention and reduction of medical errors;~~
  - b. ~~Assure that clear expectations for safety are established;~~
  - c. ~~Assure that adequate resources are allocated for measuring, assessing, improving, and sustaining UMHHC performance;~~
  - d. ~~Assure that adequate resources are allocated for reducing risk to patients;~~
  - e. ~~Assure directly or through delegation to the CEO working with the Executive Committee on Clinical Affairs ("ECCA"), medical staff accountability for quality of care by:~~
    - ~~Reviewing and approving or otherwise ratifying the medical staff bylaws, rules, and policies that govern health care provided at the UMHHC;~~
    - ~~Approving, upon recommendation of the medical staff, appointments and reappointments to the medical staff and delineation, changes in, or curtailment of staff privileges for members of the medical staff;~~
    - ~~Reviewing and approving recommendations from the chief of staff for clinical affairs ("Chief of Staff") to establish or terminate clinical programs and/or services;~~
    - ~~Ratifying nominations for service chiefs and/or program directors that have been submitted to the Executive Board by the ECCA; and~~
    - ~~Acting as a final appeal body pursuant to the medical staff bylaws, rules, and policies.~~

~~The Executive Board shall receive from the Chief of Staff at least annual reports of the medical staff's evaluation of patient care services provided throughout the UMHHC.~~

3. ~~UMHHC adherence to applicable legal and ethical standards. The Executive Board shall, subject to the oversight of the Board of Regents, create a code of conduct for the UMHHC as an institution with a particular focus on assuring UMHHC compliance with all federal, state, and local laws and regulations and assuring the ethical operation and conduct of the UMHHC and its employees. The code of conduct will be submitted to the Board of Regents for review and approval.~~

~~In carrying out the above delegated powers, the Executive Board of the University of Michigan Hospitals and Health Centers will submit periodic reports through the president to the Board of Regents. The Executive Board will submit its minutes to the Board of Regents.~~

~~**Medicare and Medicaid Services and the Joint Commission and** **Sec. 11.45. The University of Michigan Hospitals and Health Centers: The Chief Executive Officer (revised February 2012)**~~

~~The chief executive officer of the University of Michigan Hospitals and Health Centers will be appointed to that role by the UMHS Board of Regents upon recommendation by with the president approval of the board. The chief executive officer UMHS President will be responsible to the executive vice president for medical affairs, and will have immediate responsibility UMHS Board as the UMH governing body for the operation, maintenance and administrative affairs of the University of Michigan Hospitals and Health Centers. The chief executive officer will serve as a member and as secretary of the executive board of the University of Michigan Hospitals and Health Centers. The chief executive officer will, ex officio, be a member of the Medical School Executive Committee. UMH. The UMHS President will have such other UMH manager roles as prescribed by the UMHS Board.~~

~~**Sec. 11.46. The University of Michigan Hospitals and Health Centers: Professional Service**~~

~~The professional medical service of the Hospitals and Health Centers will be rendered by the departments or units of the Medical School. The UMHS President will, ex officio, be a member of the UMHS Board and, in his or her capacity as executive vice dean for clinical affairs of the UMMS, will be a member of the UMMS executive committee.~~

~~**Sec. 11.46. [Reserved] (deleted July 2016)**~~

**Sec. 11.47. The University of Michigan Hospitals and Health Centers: Admission of Patients (revised July 2016)**

Patients will be admitted to the ~~University of Michigan Hospitals and Health Centers~~ **UMH** for diagnosis, care, and treatment which will be provided in accordance with rules and regulations formulated from time to time by the ~~executive board of the University of Michigan Hospitals and Health Centers~~ **UMHS Board** and approved by the Board of Regents.

**Sec. 11.48. The University of Michigan Hospitals and Health Centers System: Disclosure of Hospitals and University of Michigan Health Centers' System Records of Patient Care (revised July 2016)**

Records of patient care are confidential and will not be published nor their contents disclosed except as permitted or required by law and consistent with applicable policies, including the University's Notice of Privacy Practices.