

At their meeting on October 15, 2009, the regents approved a number of amendments to the University of Michigan Hospitals and Health Centers Executive Board bylaws. At that time, it was pointed out that the amendments would require corresponding changes to the Bylaws of the Board of Regents.

The proposed revisions have been reviewed by the Regents' Personnel, Compensation and Governance Committee and are now being posted for public review and comment, as set forth in the Procedures for Revising Regents' Bylaws. Please direct any comments to publiccomments@umich.edu by October 30, 2009. Additions are underlined; deletions are struck-through.

Proposed changes to Regents' Bylaws 11.43, 11.44, and 11.45

Sec. 11.43. The University of Michigan Hospitals and Health Centers Executive Board

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 director and 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 associate dean for clinical affairs, School of Nursing; and two nominees from the medical/dental staff of the University of Michigan Hospitals and Health Centers.

The president of the university will serve as chair will be named by the Board of Regents of the University of Michigan Hospitals and Health Centers Executive Board.

The nominees of the medical/dental staff will be appointed by the Board of Regents, and will serve four-year terms, so staggered to provide one replacement each two years.

Sec. 11.44. The University

of Michigan Hospitals and Health Centers Executive Board: Powers and Duties

The Board of Regents is responsible for establishing the mission, goals, and objectives of the University of Michigan Hospitals and Health Centers ("UM-HHC") as set out in Sec. 11.42 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 director and 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 of the University of Michigan Hospitals and Health Centers is responsible for the overall financial and administrative performance of the UMHHC, for the quality of care delivered at the UMHHC, and for 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. Itself charged with responsibility and empowered to establish programs, services, and administrative units to meet the goals and objectives of the University of Michigan Hospitals and Health Centers; to review and approve medical/dental staff bylaws, rules, and regulations governing medical care rendered; to appoint and delineate hospital privileges for medical/dental staff members; to review and approve the internal organizational structure of the University of Michigan Hospitals and Health Centers; to determine appropriate delegation of authority to the

director and chief executive officer of the University of Michigan Hospitals and Health Centers within the system of general University administration; to insure fulfillment of external requirements for Hospitals and Health Centers' management; to review and approve Hospitals and Health Centers sponsored training programs; to review and approve appropriate use of the University of Michigan Hospitals and Health Centers for clinical educational and training experience by various health schools of the University; and to take such steps as are needed to insure periodic evaluation of Hospitals and Health Centers' operations to assure that goals and objectives are achieved.

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 UM-HHC-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 UM-HHC permit the UM-

HHC 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.

Sec. 11.45. The University of Michigan Hospitals and Health Centers: The Director and Chief Executive Officer

The director and chief executive officer of the University of Michigan Hospitals and Health Centers will be appointed by the Board of Regents upon recommendation by the president. The director and chief executive officer will be responsible to the executive vice president for medical affairs, and will have immediate responsibility for the operation, maintenance and administrative affairs of the University of Michigan Hospitals and Health Centers. The director and 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 director and chief executive officer will, ex officio, be a member of the Medical School Executive Committee.