

UNIVERSITY HEALTH SYSTEM BOARD BYLAWS

Effective Date: August 17, 2018

No: HC-ADM-RPI-P004

PREAMBLE

The Board of Directors of Oregon Health & Science University (“OHSU Board”) is the governing body for Oregon Health & Science University (“OHSU”), including the following OHSU units: OHSU Hospital, Doernbecher Children’s Hospital, all OHSU ambulatory care practices (including primary and specialty care), the OHSU Practice Plan, the Joseph B. Trainer Health & Wellness Center and those units within the OHSU School of Nursing and the OHSU School of Dentistry involved in the delivery of clinical care (collectively, “OHSU Health System”). The OHSU Board has appointed the OHSU President to act on its behalf for the purposes of ensuring (i) high quality and safety in all clinical activities of the OHSU Health System (“Clinical Activities”), and (ii) compliance with all applicable Regulatory Requirements (defined below), including certain Regulatory Requirements that are required to be performed by a hospital governing body. As used in these bylaws, “Regulatory Requirements” means all applicable rules and regulations related to licensing or accreditation and issued by various regulatory agencies and associated commissions, including Centers for Medicare & Medicaid Services and the Oregon Health Authority.

UNIVERSITY HEALTH SYSTEM BOARD

The OHSU President has delegated to the University Health System Board (“UHSB”) the responsibility for ensuring high quality and safety in all Clinical Activities and compliance with applicable Regulatory Requirements. All clinical functions report to the UHSB for the purposes identified in these bylaws.

UHSB ROLE, DUTIES AND RESPONSIBILITIES

The role of the UHSB is to ensure high quality and safety in all Clinical Activities and ensure compliance with applicable Regulatory Requirements. This role includes performing certain functions that are required of a hospital governing body per applicable Regulatory Requirements. The UHSB will report to the OHSU Board at least annually on its activities, including outcomes, initiatives and investments related to quality, safety, service excellence and compliance with Regulatory Requirements. Per the direction of the OHSU President, the UHSB, either directly or through one or more boards or committees that are representative of the clinical leadership, will do the following:

- a. Oversee credentialing and privileging for Clinical Activities and serve as the credentialing and privileging body for practitioners involved in Clinical Activities, which includes granting, denying, limiting or restricting clinical privileges and approving or denying appointments to the Professional Staff. To expedite initial appointments to the Professional Staff, reappointments to the Professional Staff and the granting, renewal or modification of clinical privileges, the UHSB hereby delegates the authority to render those decisions to a committee of the UHSB, which shall consist of at least two voting members of the UHSB.
- b. Oversee and coordinate clinical and operational process improvement activities for all Clinical Activities. In this role, the UHSB will receive reports, make recommendations or decisions, as appropriate, and ensure follow-up on these reports.

- c. Oversee and ensure compliance with all Regulatory Requirements, which shall include the review and approval of policies that require hospital governing body approval.
- d. Oversee the Professional Staff as described below.
- e. Oversee the services furnished to the OHSU Health System, whether or not they are furnished under contract, to ensure the services are provided in a safe and effective manner and permit OHSU to comply with all applicable Regulatory Requirements and standards for the contracted services.
- f. Perform such other functions that are required of a hospital governing body that are delegated to it by the OHSU President.

UHSB ORGANIZATIONAL STRUCTURE

For the purposes of those responsibilities outlined above, all OHSU Health System clinical units report through the UHSB.

PROFESSIONAL STAFF

The UHSB will oversee the Professional Staff involved in Clinical Activities in the OHSU Health System clinical units, which Staff shall be organized for the purpose of carrying out all functions common to a professional staff, including compliance with applicable Regulatory Requirements. The Professional Staff will be represented through a Professional Board. The Professional Board shall adopt Bylaws (subject to the approval of the UHSB) and shall report to the UHSB. The Professional Staff will develop the criteria that must be met for an individual practitioner to be eligible for expedited credentialing and privileging as described above in subsection (a) of the UHSB Role, Duties and Responsibilities section. Such criteria shall be set forth in the Professional Staff Bylaws.

MEMBERSHIP

The voting membership of the UHSB will be:

- OHSU President
- Chief Executive Officer, OHSU Health System
- Dean, OHSU School of Medicine
- Chief Medical Officer, OHSU Healthcare¹
- Chief Nursing Officer, OHSU Healthcare
- OHSU Provost
- Chair of the Professional Board of the Professional Staff, OHSU Health System
- One or more outside members as may be appointed by the OHSU President
- One or more OHSU Board liaisons.

¹ OHSU Healthcare is comprised of individuals working in the Healthcare Home Org (i.e., all org numbers in mission 39).

The Chair shall be the Chief Executive Officer of the OHSU Health System or such other person as the OHSU President shall appoint. On invitation of the UHSB Chair, additional individuals may be invited to attend UHSB meetings as non-voting staff. The UHSB will be staffed by OHSU Healthcare Administration. Members of any UHSB committee shall be appointed by the UHSB Chair.

QUORUM AND VOTING

Attendance at a meeting by a majority of the voting members of the UHSB shall constitute a quorum, and the affirmative vote of a majority of the UHSB members at a meeting at which a quorum is present shall be required for action by the UHSB, except in the case of a bylaw amendment as described below. In the event a UHSB member is unable to attend a meeting, the member may vote electronically in advance of the meeting or by proxy by designating in writing another UHSB member to vote on the absent member's behalf. The written designation shall be provided to the Chair of the UHSB or designee electronically in advance of the meeting and must clearly outline whether the proxy has authority to vote on all matters or particular matters. A member who chooses to vote by proxy or vote electronically in advance of the meeting shall be counted towards the quorum necessary to vote on the matter(s) specified by the absent board member.

MEETING SCHEDULE

The meeting schedule will be established by the UHSB. However, special meetings may be called by the Chair, or upon the written request of three or more UHSB members, the Chair shall call a special meeting of the UHSB.

CONFIDENTIALITY AND CONFLICTS OF INTEREST

All members of the UHSB have a duty of loyalty and fidelity to the OHSU Health System and must govern their affairs honestly, exercising their best care, skill and judgment for the benefit of the OHSU Health System so as to avoid conflicts of interest and the appearance of impropriety.

Members of the UHSB and its committees shall disclose to the Chair of the UHSB any situation wherein such member has a conflict of interest that could possibly cause that member to act in other than the best interest of the OHSU Health System. In any such situation, the member shall abstain from acquiring any information developed by the OHSU Health System and from participating in any discussion or voting related to such situation. Upon a finding by a majority of the UHSB members that a member has a conflict as to a particular matter before the UHSB, the UHSB members may vote to require that such member abstain from voting on the matter.

All members of the UHSB and its committees shall keep confidential all sensitive information of every kind including the strategic goals of departments or divisions within the OHSU Health System to the extent permitted by law. Members of the UHSB and its committees shall abide by all confidentiality and conflict of interest policies and programs adopted by OHSU from time to time.

AMENDMENT

These bylaws may be amended at any regular meeting of the UHSB by a favorable vote of at least two-thirds of the members present and voting, but the proposed amendment must first have been

stated in writing and sent to each member of the Board at least fifteen (15) calendar days prior to such meeting. The UHSB shall not adopt any amendment that is inconsistent with the delegation of authority issued by the OHSU President.