

The University of Michigan
Regents Communication

Action Request

Subject: Revisions to the Regents' Bylaws/UMHS Bylaws

Action Requested: Approval of revisions

Revisions to the University of Michigan Board of Regents bylaws and University of Michigan Health System (UMHS) bylaws are proposed in support of the reorganization and alignment efforts underway at the UMHS, including combining the role of the Executive Vice President of Medical Affairs with the Medical School Dean and introduction of the role of UMHS President. Both positions were approved at the September, 2015 Board of Regents meeting. The proposed changes further reflect a redefined UMHS as the integrated clinical enterprise including the University of Michigan Hospitals and Health Centers, the University of Michigan Medical Group and the Michigan Health Corporation.

The existing language for the University of Michigan Hospitals and Health Centers Executive Board (HHCEB) is proposed to be moved to a new bylaws document for a recomposed and renamed "UMHS Board." The UMHS Board will continue as the governing body of UMHS for regulatory purposes, and add advisory responsibilities to the Regents over the expanded and fully integrated clinical enterprise of UMHS. Membership on the UMHS Board will be reconfigured to, among other things, add a dean or faculty member from a University of Michigan school or college with background relevant to the missions of UMHS and up to four additional members selected for their expertise in areas of importance to the UMHS.

Therefore, I recommend approval of the attached revisions to the University of Michigan Regents' Bylaws and the UMHS Bylaws are presented.

Respectfully submitted,



Sally J. Churchill
Vice President and Secretary of the University

Attachments

July 2016

**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.

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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)

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Sec. 11.42. The UMHS: The University of Michigan Hospitals and Health CentersSystem (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 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 UMHHHC;~~
 - g. ~~Assure that contracted services furnished within the UMHHHC permit the UMHHHC 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 UMHHHC. 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 UMHHHC that reflects the complexity of the UMHHHC 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 UMHHHC 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 UMHHHC;~~
 - ~~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 UMHHHC.~~

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.

HHCEB

Amended and Restated

Bylaws

of

The University of Michigan Health System Board

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**Amended and Restated Bylaws Of
The University of Michigan Health System Board**

**ARTICLE I
Definitions**

Section 1.1. **DEFINITIONS-**

Definitions. For purposes of these Bylaws, ~~the~~these terms ~~herein referred to shall~~will have the following meanings:

"

"Board" means The University of Michigan Health System Board, formerly known as the Hospitals and Health Centers Executive Board (HHCEB).

"Board of Regents" or "Board of Regents" means the Board of Regents of the University of Michigan and the term "Regent" means an individual member of the Regents.-

"Board"

"Bylaws" means the ~~Executive Board~~Amended and Restated Bylaws of the University of Michigan ~~Hospitals and Health Centers System Board.~~

"ECCA"

"Chief of Staff" means the ~~Executive Committee on Clinical Affairs,~~chief of staff of the Medical Staff's executive committee. Staff.

1. "HHC" means University of Michigan Hospitals and Health Centers, including but not limited to, all inpatient facilities, ambulatory surgery centers, and outpatient clinics and other facilities.-

"UMHS" or "Health System"

"Chief Quality Officer" means the chief quality officer of the UMHS.

"CMS" means the Centers for Medicare and Medicaid Services.

"Compliance Programs" means programs that assure compliance with federal and state laws, rules and regulations, accreditation standards, University rules, policies, and contract terms that govern UMHS' clinical care, research and training activities.

"Effective Date" means [*], 2016.

"EVPMA" means the executive vice president of medical affairs of the University of Michigan-

Health System, chief executive officer of the UMHS and dean of the UMMS who serves as the chief executive officer of the entire academic medical center.

"Ex Officio Members" has the meaning set forth in Section 4.1(a).

"Medical Staff" means the formal organization of all licensed physicians, dentists, scientists and other licensed individuals permitted by law and the ~~HHC's~~UMH's Medical Staff Bylaws to have clinical privileges to provide health care services to patients of the ~~HHC-~~UMH.

"MHC" means Michigan Health Corporation.

"Regents Bylaws" means the Bylaws of the University of Michigan Board of Regents as in effect and amended from time to time.

"UMH" means the University of Michigan Hospitals, including but not limited to, all inpatient facilities, ambulatory surgery centers, and outpatient clinics and other facilities.

"UMHS" or "Health System" means the University of Michigan Health System.

"UMHS President" means the president of the UMHS and executive vice dean for clinical affairs of the UMMS.

"UMMG" means the University of Michigan Medical Group.

"UMMS" means the University of Michigan Medical School.

"University" or "UM" means the University of Michigan. _

ARTICLE III

Purposes

Section 2.1.

Purposes. The University academic medical center consists of the UMMS and the UMHS. The UMHS consists of the UMH, the UMMG, and MHC, as well all other University subsidiaries and affiliates that promote the mission of the clinical enterprise. All components of the academic medical center function cooperatively in teaching, research, and patient care.

The purpose of the Board is to advise the Board of Regents and UMHS leadership on the strategy and operating performance of the UMHS in teaching, research and patient care and as specified in these Bylaws and the Regents Bylaws. Further, the Board is the UMH governing

body for the operation, maintenance and administrative affairs of the UMH.

~~Section 1.1. PURPOSES.~~ The purposes of the HHC are to assist and aid the sick and injured; to prevent and cure disease and suffering; to provide health care, consultation and services to those in need; to educate and train, and assist in any manner in the education or training of, persons in or associated with the medical profession or associated with any aspect of health care; to facilitate and participate in medical and biological research; to build, maintain and operate and to assist in building, maintaining and operating, hospitals, clinics, dispensaries, outpatient facilities and research and educational institutions; and to provide the people of the State of Michigan with health care services and a regional tertiary medical facility, including the provision of suitable facilities for the teaching and advancement of medicine and allied sciences, arts and skills.

ARTICLE ~~IIII~~

Establishment of Board/Delegation By Regents-

~~Section 3.1. Establishment.~~ ~~Section 2.1. ESTABLISHMENT.~~ The Board is established by, and is advisory to, the Regents. The Board is delegated such authority as is provided by action of the Regents, through the Regents Bylaws, approval of these ~~HHCEB~~ Bylaws, and other actions as that the Regents may take. If a conflict exists between these Bylaws and the Regents Bylaws, the Regents Bylaws will control.

~~Section 3.2. -from time~~ Powers Reserved To The Regents. The Board of Regents is responsible for establishing the mission, goals and objectives of the UMHS, including the UMH, UMMG and MHC, as set out in the Regents Bylaws and for the quality of medical care services provided; approval of these Bylaws and any amendments proposed by the Board; approval of all major UMHS programs and operating budgets; and approval of capital and facility plans. In all of these matters, the Board will make recommendations to time-

the EVPMA, the President of the University and the Regents.

~~Section 2.2. ROLE AS GOVERNING BODY.~~ 3.3. Role As Governing Body. Subject to the powers and responsibilities of the Regents (as described in the Regents Bylaws and Section 3.2 ~~below~~above), the Board is authorized and designated to act as the "governing body" of ~~HHCEB~~ HHCEB for hospital licensing, accreditation, compliance, quality of medical services and related purposes. The Regents remain ultimately responsible for establishing the mission, goals and objectives of the ~~HHCEB~~ HHCEB and for the quality of medical services provided at the ~~HHCEB~~ HHCEB.

ARTICLE ~~III~~

Executive Board

Section 3.1. COMPOSITION. There shall be 4 Board Meetings. The Regents will be a Board of provided the HHC annual calendar of the regular meetings of the Board and are welcome to attend all meetings of the Board.

ARTICLE IV Board Composition

Section 4.1. it shall Board Membership. The Board will be composed of the following up to eleven (11) individuals: who will each serve as voting members:

- Four (4) Board members will serve in an ex officio capacity:

(a) the President of the University,-

- ~~Executive Vice President for Medical Affairs~~
- ~~Director and Chief Executive Officer of HHC~~
- ~~Dean of the Medical School~~
- ~~Dean of the School of Nursing~~
- ~~Provost and Executive Vice President for Academic Affairs~~

The Executive Vice President and Chief Financial Officer of the University, the EVPMA and the UMHS President ("Ex Officio Members").

- ~~Vice President for Government Relations~~
- ~~Chief Medical Officer, UMHS~~
- ~~Chief of Staff for Clinical Affairs~~
- ~~Chief of Nursing Affairs of the HHC~~

(b) One (1) Board member will be a dean or faculty member of a University school or college with a background relevant to the mission of the UMHS nominated by the President of the University in consultation with the EVPMA and the Board, and appointed by the Board of Regents.

(c) Two (2) Board members will be members of the Medical Staff of the HHC who shall be appointed by the Regents following a Medical Staff election in which any Active member of the Medical Staff may run for office, recommendation by the HHC's Executive Committee for Clinical Affairs, and approval chairs of UMMS clinical departments nominated by the Board.

~~The Medical Staff members shall serve four year staggered terms to provide one replacement every two years. President of the University in consultation with the EVPMA~~

~~Section 3.2. POWERS RESERVED TO THE REGENTS. The Board of Regents is responsible for establishing the mission, goals and objectives of the HHC as set out in Section 11.42 of the Regents Bylaws, the Board, and for the quality of medical care services provided; approval of these Bylaws and any amendments thereto proposed appointed by the Board; approval of all major HHC programs and operating budgets; approval of capital and facility plans; and appointment of the CEO of the HHC. In all of these matters, the Board shall make recommendations to of Regents.~~

- (d) Up to four (4) Board members will be individuals who have expertise in areas of importance to the UMHS, broad perspective and do not represent any special interest group, each to be nominated by the President of the University and in consultation with the EVPMA and the Board, and appointed by the Board of Regents.

Section 4.2. Terms. The term of office of each Board member serving in an *ex officio* capacity will be contemporaneous with such Board member's respective term of office. As of the Effective Date, the term of office of the Board Members, other than the Ex Officio Members, will be established by the Regents such that approximately one-third of the Board members will have a term of one year, approximately one-third of the Board members will have a term of two years, and approximately one-third of the Board members will have a term of three years. Except for those Board members appointed as of the Effective Date, the terms of Board members will expire on the third year anniversary of the date such Board member's term of office commenced, or, if earlier, upon his or her resignation, removal or inability to serve as determined by the EVPMA. Board members appointed pursuant to Section 4.1(b) or Section 4.1(c) are eligible to serve for two (2) consecutive terms, or up to a total of six (6) consecutive years, and Board members appointed pursuant to Section 4.1(d) are eligible to serve for three (3) consecutive terms, or for a total of up to nine (9) years, at which point their service as a Board member will terminate. A Board member whose service terminates becomes eligible for reappointment after the expiration of one (1) year.

Section 4.3. Vacancies and Removal. Whenever a vacancy occurs on the Board, for whatever reason, notice shall immediately be given to the Chair of the Board so that a member may be appointed by the Board of Regents to fill the unexpired term. The EVPMA and the Board may submit names of recommended individuals for consideration by the Chair of the Board.

The Chair of the Board may remove a member of the Board with the approval of 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 of the Board, shall be automatically removed.

ARTICLE V

Board Responsibilities for the UMHS

Section ~~GENERAL RESPONSIBILITIES OF THE BOARD~~ 5.1. General. Subject to the powers and responsibilities of the Regents, the Board is responsible for the overall financial and administrative performance of the HHCUMHS, for the quality of care delivered at the HHCUMHS, and for HHCUMHS adherence to applicable legal ~~and~~, ethical and accreditation standards.

Section 5.2. Advisory Responsibilities. The Board's advisory responsibilities include:

- (a) Advise the Board of Regents, the President of the University and the EVPMA regarding the operation and governance of those aspects of UMHS relating to the development and strategic allocation of resources.
- (b) Provide general advice for strategic planning and program development to define the scope and role of present and future UMHS programs and facilities, and collaborative relationships within international, federal, state and regional structures for the delivery of health services.
- (c) Represent and advocate for UMHS in relations with communities, other healthcare providers and outside agencies.
- (d) Advise the Board of Regents, the President of the University and the EVPMA regarding development and strategic allocation of UMHS resources for clinical research, clinical education and clinical care.
- (e) Advise the Board of Regents, the President of the University and the EVPMA regarding the planning and delivery of professional medical services, including oversight of professional services through Medical Staff and MHC clinical joint ventures.
- (f) Advise the Board of Regents, the President of the University and the EVPMA regarding implementation and effectiveness of Compliance Programs.
- (g) Advise the Board of Regents, the President of the University and the EVPMA regarding management of current and future extramural affiliation, professional services, and operating agreements.

Section 5.3. Governance Responsibilities. Subject to the powers and responsibilities of the Regents, the Board is charged with governance of the UMHS, including responsibility for the

conduct of the UMHS; approval of all major UMHS programs and operating budgets; and the approval of capital and facility plans. In this capacity, the 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~~ and personnel policies, and approval of ~~medical staff~~ Medical Staff appointments and reappointments at the ~~HHG~~ UMHS. The Board at all times remains jointly accountable, with the executive leadership and ~~medical staff~~ Medical Staff, for quality improvement, patient safety, and related resource allocation. In all of the above matters, the Board will make recommendations to the Board of Regents, the President of the University and the EVPMA.

Section ~~3.3.1.5.4~~ Financial and Administrative Control- Responsibilities. The Board ~~shall; will:~~

Review

- (a) Direct and ~~approve or otherwise ratify~~ participate in the development of the organizational structure and institutional plan of the ~~HHG~~ UMHS.
- (b) Establish programs, services and administrative units to meet the goals and objectives of the ~~HHG~~ UMHS and take such steps as are needed to provide for the periodic evaluation of ~~HHG~~ UMHS operations to assure that the goals and objectives are achieved.
- (c) Determine appropriate delegation of authority to the ~~CEO~~ UMHS President.
- (d) Review and approve or otherwise ratify ~~HHG~~ UMHS sponsored training programs; review and approve or otherwise ratify appropriate use of the ~~HHG~~ UMHS 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 ~~HHG~~ UMHS units, including billing services, medical records, human resources, payroll, employee benefits, salary structure, and purchasing services.
- (f) Assure consistent monitoring and oversight throughout the ~~HHG~~ UMHS.
- (g) Assure that contracted services furnished within the ~~HHG~~ UMHS permit the ~~HHG~~ UMHS to comply with all applicable laws, regulations, and accreditation requirements and are provided in a safe and effective manner.
- (h) Recommend construction projects and building renovation projects to the Regents for action.-
- (i) Ensure that telemedicine services are provided or received as required by applicable law, regulations, and accreditation standards.
- (j) Evaluate its own performance on a biennial basis.

Section ~~3.3.2.5.5~~ Quality of Care- Responsibilities. The Board ~~shall; will:~~

- (a) Establish, under the supervision of the ~~CEO~~ UMHS President and in coordination

with the Medical Staff, a continuous quality improvement program at the HHCUMHS with clear priorities for performance improvement that reflects the complexity of the HHCUMHS organization, involves all hospitalUMHS 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 quality and safety are established.
- (c) Assure that adequate resources are allocated for measuring, assessing, improving, and sustaining HHCUMHS performance and reducing risk to patients.
- Assure ~~that adequate resources are allocated for reducing risk to patients.~~
- (d) ~~Assure~~ — Medical Staff accountability to the Board for quality of care, directly or through ~~delegation to~~ collaboration with the CEOUMHS President working with ECCAthe Medical Staff and the Chief Quality Officer, by: -reviewing and approving or otherwise ratifying the Medical Staff Bylawsbylaws, rules and policies that govern health care provided at the HHCUMH; determining the categories of candidates eligible to be members of the Medical Staff; approving upon the 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 to establish or terminate clinical programs and/or services; ratifying nominations for service chiefs and/or program directors that have been submitted to the Board by the ECCAMedical Staff's executive committee; and acting as a final appeal body pursuant to the Medical Staff Bylawsbylaws, rules and policies.- The Board ~~shallwill~~ consult regularly with, and receive at least ~~annual~~ two (2) reports annually from, the Chief of Staff of the Medical Staff's evaluation of patient care services provided throughout the HHC-UMH.
- (e) ~~Section 3.3.3. Ethics and Compliance.~~ Assure quality of care and safety, and assure that adequate resources are allocated for measuring, assessing, improving and sustaining the performance of the UMMG, in providing care outside the UMH working with the UMMG board, its relevant committees and the Chief Quality Officer.
- (f) Assure the care provided by the UMMG outside the UMH is consistent with UMHS strategic goals and network development.

Section 5.6. Grievance Committee. The Board shall establish, approve and maintain a process for prompt resolution of patient grievances and must cause each patient to be informed as to whom to contact to file a grievance. The Board shall delegate its responsibility to review and resolve patient grievances to a grievance committee and such grievances shall be resolved by the grievance committee in accordance with the process established and approved by the Board.

Section 5.7. Ethics And Compliance. The Board is responsible, subject to the oversight of the Regents, for creating a code of conduct, for the conduct of the ~~HHC~~UMHS as an institution and, in particular, for assuring ~~HHC~~UMHS compliance with all federal, state and local laws and regulations and for assuring the ethical operation and conduct of the ~~HHC~~UMHS and its employees.- The code of conduct will be submitted to the Regents for review and approval.

Section ~~3.4. REPORTING RESPONSIBILITIES OF THE BOARD~~5.8. Nondiscrimination. The ~~UMHS~~ in employment and access to services considers people on the basis of individual merit and does not discriminate on the basis of race, color, national origin, age, marital status, sex, sexual orientation, gender identity, gender expression, disability, religion, height, weight, veteran status, or any other attribute prohibited by law or contract.

Section 5.9. Confidentiality. Each Board member shall keep confidential all, and shall not use or divulge to any other party any, of the proprietary, confidential information of UMHS, the Board or the University, including without limitation verbal or written information relating to matters such as patient care, teaching, research, quality of care, finances, methods of operation and competition, rates, plans and strategies, and operational requirements of UMHS, the Board or the University and information that such Board member has received from UMHS, the Board, the University or other Board members for purposes of fulfilling his or her duties and exercising his or her rights as a Board member, unless such information (i) is or becomes generally available to the public other than as a result of a disclosure by such Board member, or (ii) is required to be disclosed by law or by a judicial, administrative or regulatory authority.

Section 5.10. Confidentiality Of Patient Health Information. 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 institutional policies, including the University's Notice of Privacy Practices.

Section 5.11. Reporting Responsibilities. The Board will submit periodic reports, ~~but~~ not less than annually, through the ~~EVPMA and~~ President of the University to the Regents describing its execution of the ~~delegated powers~~responsibilities set forth in ~~this Article III~~these Bylaws and the Regents Bylaws. The Board ~~shall~~will also submit to the Regents a copy of approved minutes of each of its meetings._

ARTICLE ~~IV~~ VI

Board Matters Generally

Section 6.1. Meetings

~~Section 4.1. MEETINGS.~~ Regular Board meetings ~~shall~~will be held at least quarterly, at a time and place to be determined by the Board. Special Board meetings may be called by the Chair or by the Secretary upon the request of three Board members.

~~Section 46.2. NOTICE OF MEETINGS.~~Notice Of Meetings. Notice of regular meetings to Board members ~~shall~~will be through the distribution of the agenda and supporting materials for the meeting, generally at least three ~~(3)~~ working days in advance of a Board meeting (other than an urgent special meeting or agenda item). Notice of any special meeting of the Board ~~shall~~will be given with as much advance notice as is practicable under the circumstances, but ordinarily at least ~~threetwo (2)~~ working days prior to the meeting, by written notice ~~or~~ sent or otherwise made available by electronic means. Unless less than three (3) working days advance notice is given (in which case the reason for the urgent meeting must be specified), neither the business to be transacted nor the purpose of any meeting of the Board must be specified in the notice.

~~Section 46.3. QUORUM AND VOTING REQUIREMENTS.~~ ~~Six~~Quorum And Voting Requirements. A majority of the Board members then in office ~~shall~~will constitute a quorum for the transaction of business at any meeting of the Board, and any action taken by a majority of the Board members attending at which a quorum is present ~~shall~~will be the action of the Board for all purposes. If a quorum is not present at any meeting, a majority of the Board members present may adjourn the meeting ~~from time to time and to another place~~, without notice other than announcement at the meeting, to such time and place as a quorum can be present.

~~Section 6.4.4. PRESENCE.~~ Presence. With the consent of the ~~chair~~Chair or a majority of the members of the Board, any or all Board members may participate in any meeting by, or through the use of, any means of communication by which all Board members participating may simultaneously ~~hear~~communicate with each other during the meeting. A Board member so participating is deemed to be present in person at the meeting.

~~Section 46.5. WRITTEN CONSENT.~~ Written Consent. Any action required or permitted at any Board or committee meeting may be taken without a meeting, without prior notice and without vote if all of the members of the Board or applicable committee entitled to vote on the action so consent in writing or electronically. Such written consent ~~shall~~will be filed with the minutes of the proceedings and ~~shall~~will have the same effect as a vote for all purposes.

ARTICLE ~~V~~VII
Officers of the Board-

Section ~~57.1.~~ ~~OFFICERS.Officers.~~ The officers of the Board ~~shallwill~~ be a Chair~~-of the Board~~, a Vice-Chair and a Secretary.

Section ~~57.2.~~ ~~CHAIR OF THE BOARD.Chair.~~ The Chair of the Board ~~shallwill~~ preside at Board meetings and ~~shallwill~~ perform such other duties as the Board may delegate from time to time. The Chair is the~~-~~ President of the University.

Section ~~57.3.~~ ~~VICE CHAIR OF THE BOARD.Vice-Chair.~~ In the absence of the Chair or the Chair's inability or refusal to act, the Vice-Chair ~~shallwill~~ perform the duties of the Chair and, when so acting, ~~shallwill~~ have all the powers and be subject to all the restrictions of the Chair. The Vice-Chair is the ~~Executive Vice President for Medical Affairs of the University.~~

EVPMA.

Section ~~57.4.~~ ~~SECRETARY OF THE BOARD.Secretary.~~ The Secretary will keep the minutes of the Board's meetings; see that all notices are duly given; maintain a record of attendance of the members at committee meetings- and, in general, perform all duties incident to the office of the Secretary. The Secretary is the ~~Chief Executive Officer of the HHC.~~UMHS President.

ARTICLE ~~VI~~
Chief Executive Officer of the Hospitals and Health Centers-

ARTICLE VIII
UMHS President

Section ~~68.1.~~ ~~CHIEF EXECUTIVE OFFICER.~~ ~~The CEO is the chief executive officer of the HHC and, subject~~UMHS President. Subject to the control and direction of the Regents, the Board, the President of the University, the Executive Vice President for Medical Affairs, and the Regents, shall and the EVPMA, the UMHS President will be recommended by the EVPMA to

the President of the University and appointed by the Regents. The UMHS President will manage the administration and affairs of the HHC-UMHS. The CEOUMHS President is responsible for managing the entire UMH as required by the Centers for Medicare and Medicaid Services and the Joint Commission and will be appointed to that role by the UMHS Board with the approval of the Regents. The UMHS President will be responsible to the UMHS Board as the UMH governing body for the operation, maintenance and administrative affairs of the UMH. The UMHS President will have such other UMH manager roles as prescribed by the UMHS Board. The UMHS President is a member and the Secretary of the Board, an ex-officio non-voting member of the Executive Committee on Clinical Affairs and an ex-officio voting member of the Medical School Executive Committee.

Section 68.2. GENERAL DUTIES OF THE CHIEF EXECUTIVE OFFICER. The CEO shall
General Duties Of The UMHS President. The UMHS President will perform all duties incident to the office of the CEOUMHS President and such other duties as may be prescribed by the Board and the EVPMA from time to time consistent with its delegated authority. The CEOUMHS President will:

- (a) In coordination with Medical Staff administration, establish systems and methods to assure effective communications among the Medical Staff, the administration, the Board and all health care delivery systems that are corporately and functionally related to the HHC-UMH.
- (b) In coordination with the Medical Staff ensure that members of the Medical Medical Staff comply with the Bylaws Medical Staff bylaws and rules and regulations of the Medical Staff.
- (c) Establish and oversee a system of institutional and organizational planning consistent with applicable law and accreditation requirements, and will consult with the Medical Staff, administrative leaders, and other groups and services within leaders of the HHCUMHS to accomplish the CEO believes may contribute to the planning process.
same.
- (d) Assist in the development of and effectuate all of the policies of the HHCUMHS, including personnel policies and practices that are consistent with the University's University's policies and practices.
- (e) Be responsible for supervising all of the HHC'sUMHS' financial and administrative affairs and for promoting prudent and cost-effective management of HHCUMHS funds.

The Board specifically delegates to the CEOUMHS President any day-to-day operational responsibilities of the Board, including responsibilities reserved to the governing body by the Centers for Medicare and Medicaid Services ("in a manner consistent with CMS"); requirements; Medicare Conditions for of Participation; the Joint Commission's Standards and Elements of Performance; and other applicable regulatory and accreditation agencies. Such

~~delegation includes, but is not limited to: organ procurement; grievance administration, resolution, and reporting and patient services.~~ The CEOUMHS President may ~~sub~~ delegate his or her responsibilities under this Section 68.2 as he or she deems appropriate. and as consistent with the requirements of applicable regulatory and accrediting agencies.

~~Section 68.3. REPORTING DUTIES OF THE CHIEF EXECUTIVE OFFICER.~~ Reporting Duties Of The CEOUMHS President. The UMHS President will prepare and present to the Board for review and endorsement an annual UMHS budget. The CEOUMHS President also will prepare periodic reports that address the clinical affairs and financial activities of the HHCUMHS, as well as any special reports the Board may request from time to time.

~~Section 68.4. CONTRACTING AUTHORITY OF THE CHIEF EXECUTIVE OFFICER.~~ Contracting Authority Of The CEOUMHS President. The UMHS President may, to the extent directly delegated by the Regents, the EVPMA or by any Executive Officer/University executive officer with authority to ~~sub~~ delegate, and ~~unless otherwise directed by~~ in the absence of further direction from the Board consistent with direction to The Board from the Regents, execute such contracts and other instruments as the conduct of the HHC's/UMHS' business in its ordinary course requires, and, to the extent permitted in any such delegation ~~or sub-delegation~~, may further delegate this authority in writing to one or more of the ~~Associate/Assistant Directors/officers or directors~~ of the HHC/UMHS.

ARTICLE ~~VII~~ IX

~~Committees~~

Section 79.1. STANDING COMMITTEES. Standing Committees. The Board may establish standing and special committees as it deems necessary, and ~~shall~~ will define the powers and responsibilities of such committees. Heads and members of each committee ~~shall~~ will be appointed and may be removed at any meeting of the Board. Vacancies ~~in standing committees~~ may be filled at any regular or special meeting of the Board. Persons who are not members of the Board may serve on such committees as the Board deems appropriate.

Section 79.2. QUORUM. A simple Quorum of a Committee. A majority of the members of any committee ~~shall~~ will constitute a quorum at any meeting, and any action taken by a majority of the members attending any meeting at which a quorum is present ~~shall~~ will be the action of the committee for all purposes.

Section 9.3. Committee Reports. Committees will prepare general, periodic reports that address and summarize their activities, as well as any special reports the Board may request from time to

time.

ARTICLE ~~VIII~~

X

UMH and Medical Staff

Section 8.1. ORGANIZATION AND BYLAWS.

Section 10.1. UMH. The UMH is maintained for the purpose of providing 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 provides 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 of Regents. Its services and facilities are 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 of Regents.

Section 10.2. Provision Of Services Generally. The professional medical service of the UMH will be rendered by the departments or units of the UMMS, functioning in their capacity as UMH departments and services. Diagnosis, care, and treatment at the UMH will be provided in accordance with the Medical Staff bylaws, rules, and other policies adopted by the Medical Staff's executive committee.

Section 10.3. Organization And Bylaws. The Board will ensure the continued operation of a medical staff organization composed of the physicians and other licensed, ~~independently~~ practicing health professionals who are duly appointed to membership and granted appropriate clinical privileges in accordance with applicable law and accreditation requirements, as well as rules and procedures established by the Board, the Medical Staff and the Regents. Appointment to the Medical Staff ~~shall~~will be a prerequisite to the exercise of clinical privileges in the ~~HHGUMH~~ except as otherwise specifically provided in the Medical Staff bylaws, rules and policies. The Medical Staff ~~shall~~will prepare, adopt and periodically review Medical Staff ~~Bylaws~~bylaws and rules and policies that are consistent with ~~HHGUMH~~ policy and applicable legal and accreditation requirements, subject to approval by ~~HHCEB~~the Board.

Section 10.4. Reports. The Chief of Staff will prepare reports to the Board as specified in Section 5.5(d) of these Bylaws.

ARTICLE ~~IX~~

Provision of Services by the HHC XI

UMMG

Section 9.1. PROVISION OF SERVICES GENERALLY. The professional medical service of

~~the HHC will be rendered by the departments or units of the Medical School, functioning in their capacity as HHC departments and services. Diagnosis, care, and treatment at the HHC will be provided in accordance with the Medical Staff Bylaws, rules, and other policies adopted by the Executive Committee on Clinical Affairs.~~

~~Section 9.2. NONDISCRIMINATION. The HHC in employment and access to services considers people on the basis of individual merit and does not discriminate on the basis of race, color, national origin, age, marital status, sex, sexual orientation, gender identity, gender expression, disability, religion, height, weight, veteran status, or any other attribute prohibited by law or contract.~~

~~Section 9.3. CONFIDENTIALITY OF PATIENT HEALTH INFORMATION. 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 institutional policies, including the University's Notice of Privacy Practices.~~

Section 11.1. UMMG. 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. The purposes of the UMMG are to manage the provision of medical care by the UMMS clinical faculty, nurse practitioners and professional practitioners for the benefit of the education, research, and patient care programs of the UMHS. The UMMG will be subject to the oversight of this Board and the EVPMA and will be governed by the UMMG bylaws, which are subject to the approval of this Board. The UMMG will prepare general, periodic reports for the Board that address and summarize its activities, as well as any special reports the Board may request from time to time.

ARTICLE ~~X~~ XII

MHC

Section 12.1. MHC. 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. MHC will governed by the MHC bylaws and will be subject to the oversight of this Board on behalf of the Board of Regents, the sole member of MHC. In addition to the business plan required to be presented to the Board of Regents annually, as specified in the MHC bylaws, MHC will prepare general, periodic reports for the Board that address and summarize its activities, as well as any special reports the Board may request from time to time.

ARTICLE XIII

Volunteer Nonprofit Service ~~Organization~~ Organizations

Section ~~10-13.1.~~ VOLUNTARY NONPROFIT SERVICE ORGANIZATIONS. Voluntary Nonprofit Service Organizations. The Board may authorize from time to time the establishment or dissolution of ~~a~~-voluntary nonprofit service ~~organization~~organizations such as- auxiliaries. Any such- voluntary nonprofit organization may be established by separate incorporation or as an unincorporated organization sponsored by the HHGUMHS, subject to approval of the Regents to the extent required by the Regents Bylaws or other action of the Regents. No voluntary nonprofit service organization ~~shall~~will be established without the approval of the Board and the Board may, in its discretion, revoke any approval previously granted. Each such organization ~~shall~~will initially, and as proposed for amendment thereafter, recommend to the Board articles, bylaws, policies, procedures and descriptions of permissible activities for the organization that ~~shall~~will be subject to the approval of the Board. Each such organization ~~shall~~will provide the Board with an annual report of its activities and ~~shall~~will be subject to such direction, control, supervision and reporting requirements as the Board may deem appropriate, including those required by the University to preserve its tax exemptions.

ARTICLE ~~XI~~

XIV

General

Section 14.1. Conflict ~~of~~ Interest Or Commitment. Each member of the Board will
~~Section 11.1. CONFLICT OF INTEREST OR COMMITMENT. The Board shall~~ follow and abide by ~~the~~applicable law, and each member of the Board will sign a written agreement governing conflicts of interest and conflicts of commitment in a form approved by the Board. If a member of the Board is also an employee or faculty member of the University, that member of the Board will follow and abide by the additional applicable conflict of interest rules of the University ~~and applicable law. Board members.~~

Section 14.2. Liability

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 ~~disclose any~~ conflicts which 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 ~~then be managed~~have acted in good faith and within the scope of his or her duties, and subject further to the specific exemptions and qualifications available under the law or University procedures.

Section 14.3. Compensation of Board and Board Committee Members

No Board member or any member of any committee appointed by the Board who is a University

employee 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 the University for other services actually rendered or reimbursement for expenses incurred for serving the University as a Board member or committee member or in any other capacity, all in accordance with established law and University policy and procedures.

ARTICLE ~~XXV~~

Bylaws-

Section ~~1215.1.~~ BYLAWS. Bylaws. These Bylaws may be amended or repealed, or new Bylaws may be adopted, only by action of the Board ~~ratified~~approved by the Regents. ~~The Board shall~~ Notwithstanding the foregoing, the Board of Regents may take direct action with respect to the amending or repeal of these Bylaws. The Board will cause these Bylaws to be reviewed and, if necessary, revised, not less frequently than once every three years by the Board or a committee of the Board, and the minutes of the Board ~~shall~~will reflect that such review was completed. In the event an amendment is required by operation of law, regulation, or judicial or administrative order, and there is insufficient opportunity to consult with the Board, the ~~CEOUMHS President~~ or his or her designee, in consultation with legal counsel and relevant UMH, UMMG and MHC administrative and Medical Staff leaders, may develop and implement the amendment, subject to the Board's approval or revision at its next regularly scheduled meeting.

Section ~~1215.2.~~ POLICIES. Policies. The Board ~~shall~~will create either directly or by delegation:

- (a) A UMHS policy on policies ("~~Policy on Policies,~~"), designating the form, content, and approval authorities for policies affecting health system operations, including the operations of the ~~HHGUMHS~~.
- (b) The Policy ~~shall~~will be reviewed at least once every three (3) years and whenever a significant change is proposed.

Initial Bylaws APPROVED by the ~~Regents~~ on March 18, 2004, and Initially ADOPTED by the Board effective March 12, 2004.

Re-approved by the Regents on October 15, 2009 with amendments and ADOPTED by the Board effective October 15, 2009.

Reapproved by the Regents on June 16, 2011 with amendment and ADOPTED by the Board effective June 16, 2011.

(signed) _____

APPROVED by the Regents on July 21, 2016, and AMENDED, RESTATED AND
APPROVED IN FORM by the Hospitals and Health Centers Executive Board [July 25, 2016] to
be effective [*].

By: ~~Mary Sue Coleman~~

Mark S. Schlissel

Its: Chair of the ~~Executive Board of the~~ University of Michigan HHCHealth System Board

~~Signed copy on file in the UMHHC Governance Office.~~

~~Contact: Carolyn Ladd, Policy and Governance Coordinator~~