

# UHCCR 1

October 12, 2010

Members, Board of Trustees:

## UNIVERSITY HEALTH CARE COMMITTEE OPERATING RULES

Recommendation: that the Board of Trustees approve the University Health Care Committee Operating Rules, attached hereto as Exhibit 1.

Background: The Governing Regulations establishing the University Health Care Committee allow the committee to enact its own operating rules. The committee adopted its initial operating rules in 2005 and amended such rules in 2007 in connection with the acquisition of the operations and assets of Samaritan Hospital. The University Health Care Committee and the UK HealthCare Organized Medical Staff have approved amended and restated UK HealthCare Medical Staff Bylaws to reflect the integration of UK HealthCare Good Samaritan Hospital with the University of Kentucky Hospital and to comply with the requirements of federal and state law and the recently revised accreditation standards of The Joint Commission. The proposed Operating Rules have been revised to be consistent with the amended and restated UK HealthCare Medical Staff Bylaws as required by The Joint Commission.

Further, the proposed Operating Rules increase the number of Community Advisory Members from five up to seven. These Community Advisory Members assist the committee in its functions by providing specialized advice and support.

The proposed Operating Rules were approved by the University Health Care Committee at its meeting on October 11, 2010. A marked version of the Operating Rules reflecting the changes from the 2007 rules is attached as Exhibit 2.

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Action taken:     Approved     Disapproved     Other \_\_\_\_\_

## EXHIBIT 1

### **OPERATING RULES OF THE UNIVERSITY HEALTH CARE COMMITTEE**

#### **I. ESTABLISHMENT**

Pursuant to Governing Regulation Part II, section A.6(i), the University Health Care Committee (the “Committee”) is established to serve as the governing body to operate the University Hospitals and to oversee the University clinical enterprise. As anticipated by such Governing Regulation, these operating rules are created to guide the governance of the Committee, the University Hospitals and the University clinical enterprise. For purposes of these operating rules, the “University Hospitals” include the University of Kentucky Hospital (sometimes referred to as “Chandler Hospital”) and the UK HealthCare Good Samaritan Hospital, and the University clinical enterprise includes the healthcare delivery and clinical programs of the University Hospitals, UK HealthCare Ambulatory Services, and the University of Kentucky College of Medicine and its faculty practice plan. To accomplish its purposes, the Committee has the power to function in accordance with such Governing Regulation and these operating rules without the need to consult the University Board of Trustees, except to the extent required by Kentucky Revised Statute 164.131 and the Governing Regulations.

#### **II. RESPONSIBILITIES**

The Committee is ultimately responsible for the safety and quality of care, treatment and services provided at the University Hospitals and throughout the University clinical enterprise. Without limiting the scope of such responsibility, the Committee shall, through sound oversight and governance:

- 2.1. Provide management oversight for the development and implementation of policies, rules, and regulations and Medical Staff Bylaws for the governance of the University Hospitals and the University clinical enterprise.
- 2.2. Provide optimal settings, facilities and resources for conducting exemplary inpatient and outpatient patient care services for the residents of the Commonwealth of Kentucky and beyond and as required to support the educational and research missions of the Colleges of Medicine, Dentistry, Nursing, Pharmacy, Health Sciences, and Public Health.
- 2.3. Provide access to clinical facilities of the University Hospitals and the UK HealthCare Ambulatory Services for the teaching and research programs of the University.
- 2.4. Support scientific advancement and health maintenance.
- 2.5. Develop and coordinate a model educational environment for the training of health science students and residents and to promote the advancement of scientific learning and research.
- 2.6. Attract and retain high quality faculty and staff to teach, conduct research, and provide patient care.
- 2.7. Enhance the development of superior patient care in a group practice setting within the academic environment of the University clinical enterprise.

- 2.8. Ensure adherence to all legal, regulatory and ethical standards applicable to the University Hospitals and the clinical enterprise and shall review the UK HealthCare Compliance Plan at least annually.
- 2.9. Serve, through its general grant of power by the University Board of Trustees as the governing body of the University Hospitals and to exercise all the powers of a governing body as required by and in accordance with the Conditions of Participation in the Medicare Program promulgated by the Centers for Medicare and Medicaid Services of the United States Department of Health and Human Services (the “Conditions of Participation”), standards established by The Joint Commission (“TJC Standards”), licensure requirements and other applicable federal and state law and to oversee the University clinical enterprise.
- 2.10. Review and approve the annual, biennial, and other planned operating and capital budgets for the University Hospitals and clinical enterprise presented by the Executive Vice President for Health Affairs and recommend same to the University Board of Trustees and monitor the implementation of such budgets.
- 2.11. Exercise oversight for, participate in and approve all short-term and long-term planning, including the strategic plan for the University Hospitals and clinical enterprise.
- 2.12. Approve the written scope of services of the University Hospitals.
- 2.13. Review and evaluate annually the performance of the University Hospitals in relation to the mission, vision and goals.
- 2.14. Manage conflict that may arise among leadership groups of the University Hospitals and the University clinical enterprise, including the Committee, senior management and the organized medical staff through the Joint Conference Committee established as a committee of the Medical Staff under the UK HealthCare Medical Staff Bylaws.
- 2.15. Provide oversight for all matters involving quality and safety of patient care including, but not limited to, patient flow, standard of treatment and services; provision of essential services in a timely manner; use of outside services; quality, sufficiency of staffing; adequacy of space, equipment and other resources; policies and procedures for care treatment and services; patient education; quality measurement, assessment and improvement; and development of clinical practice guidelines. The chairperson of the Committee may appoint one Trustee member to serve as a member of the UK HealthCare Quality and Safety Committee of the UK HealthCare Medical Staff.

### III. COMPOSITION

The Committee shall be composed of five voting Trustee Members, seven non-voting Advisory Members and up to seven non-voting Community Advisory Members.

- 3.1. Trustee Members: The Trustee Members shall be members of the University Board of Trustees and shall be appointed by the Chair of the University Board of Trustees, upon the recommendation of the University President. Annually, the Trustee Members shall elect one of Trustee Members as the Chair of the Committee.
- 3.2. Advisory Members: The ex officio Advisory Members shall consist of the individuals holding the following positions: Executive Vice President for Health Affairs, Dean,

- 3.3. Community Advisory Members: The Chair of the University Board of Trustees may appoint, upon recommendation of the University President, up to seven non-voting Community Advisory Members to assist it in its functions by providing specialized advice and support.
- 3.4. Term: Trustee Members, Advisory Members and Community Advisory Members shall hold office for the terms specified below.
- 3.4.1. A Trustee may serve as a voting Trustee Member for the term for which he/she is appointed so long as he remains a member of the Board of Trustees as provided for in the Governing Regulations. The appointments shall be staggered three year terms Any Trustee may be reappointed for an additional three years. Any vacancy occurring before the expiration of the term of the appointment shall be filled for the unexpired term by appointment by the Chair of the University Board of Trustees upon the recommendation of the University President.
- 3.4.2. Each Advisory Member shall hold office for his/her term as follows:
- A. The ex-officio Advisory Members will hold office so long as they occupy the positions indicated.
- B. The representative appointed by the University President will hold office until such time as the appointment is rescinded by the University President.
- 3.4.3. Appointments for Community Advisory Members shall be staggered three years terms. Any Community Advisory Member may be reappointed for up to two additional three-year terms.
- 3.5. Orientation: Each member of the Committee shall be oriented to all of the following of the University Hospitals and the University clinical enterprise:
- 3.5.1. The mission, vision and goals;
- 3.5.2. The quality and safety goals;
- 3.5.3. Structure and decision-making process;
- 3.5.4. Development of the budget and the financial statements;
- 3.5.5. Populations served by and any issues related to such populations;
- 3.5.6. Individual and interdependent responsibilities and accountabilities of the Committee, the senior management and the organized medical staff as they relate to supporting the mission and to providing safe and quality care; and
- 3.5.7. Applicable law and regulation.

#### IV. CONFLICT OF INTEREST AND PROHIBITIONS

The University Hospitals, clinical enterprise and this Committee shall not act under any conflict of interest. The Committee and each of its Trustee Members, Advisory Members and

Community Advisory Members shall comply with the University Code of Ethics and the University Code of Conduct Addendum, as both have been adopted by the Board of Trustees, and may be amended, from time to time. In addition, the Committee may enact such other rules prohibiting conflicts of interest as it deems appropriate. No Trustee Member shall be entitled to vote on or deliberate about any matter in which he or she shall have a financial interest.

## V. MEETINGS

- 5.1. Regular Meetings: The Committee shall meet the day before each University Board of Trustees regularly scheduled meeting, and, at such other times as the Chair of the Committee deems necessary to assure adequate oversight and administration of the University Hospitals and clinical enterprise. It shall have a meeting in May which is designated as its annual meeting for approval of the budget and election of officers.
- 5.2. Special Meetings: Special meetings may be called at any time by the Chair of the Committee, or by a majority of the Members of the Committee. The Chair of the Committee shall call a special meeting upon the request of a majority of the Trustee Members, the University President or the Executive Vice President for Health Affairs.
- 5.3. Notice: Seven days' notice shall be given of any meeting of the Committee or any Subcommittee, thereof, except that the Chair may call an emergency meeting with 24 hours' notice.
- 5.4. Quorum: A quorum for the transaction of business at all meetings of the Committee or any Subcommittee, thereof, shall consist of a majority of the Trustee Members of the Committee.
- 5.5. Manner of Acting: The Chair of the Committee or another Trustee Member designated by the Chair of the Committee shall preside over each meeting of the Committee. Each Trustee Member shall be entitled to one vote at each meeting and must be present in person to vote except as allowed in any specific instance by a majority vote of the Trustee Members present. In the event a quorum is present, a majority vote of those present shall constitute the act of the Committee except as herein otherwise specifically provided. This subparagraph shall apply to any Subcommittees, as well.
- 5.6. Records: The Committee shall maintain records of its proceedings and of any meetings of subcommittees.
- 5.7. Reports: The Committee shall make a report to the University Board of Trustees at each regularly scheduled meeting thereof, in such format as said Board shall prescribe.

## VI. GOVERNANCE STRUCTURE

- 6.1. General: The University Hospitals and the University clinical enterprise are governed by the Committee serving as the governing body as required by and consistent with the Conditions of Participation and the TJC Standards, by senior management, including the Executive Vice President for Health Affairs and the Chief Clinical Officer, and the leaders of the organized medical staff.
- 6.2. Executive Vice President for Health Affairs: The Executive Vice President for Health Affairs shall represent the University's interests in matters before the Committee. The

- 6.3. Chief Clinical Officer: The Chief Clinical Officer shall serve as the chief executive officer of the University Hospitals for purposes of the Conditions of Participation and the TJC Standards. The Chief Clinical Officer is selected by the Committee upon consultation with the Executive Vice President for Health Affairs and subject to approval by the University Board. The positions of Chief Clinical Officer and Executive Vice President for Health Affairs may be held by the same person.
- 6.4. Chief Nurse Executive: The Chief Nurse Executive is the chief nursing officer for University Hospitals and the University clinical enterprise. The Chief Nurse Executive is appointed by the Chief Clinical Officer, subject to the approval of the Executive Vice President for Health Affairs and the Committee. The appointment is subject to approval by the University Board.
- 6.5. Chief Medical Officer: The Chief Medical Officer is the UK HealthCare officer responsible for the oversight activities of the organized medical staff including clinical quality, safety, clinical information services, credentialing, patient care clinical services, outcomes, efficiency, and risk management. The Chief Medical Officer is appointed by the Chief Clinical Officer, subject to the approval of the Executive Vice President for Health Affairs and the Committee. The appointment is subject to approval by the University Board.
- 6.6. Subcommittees: The Committee may, from time to time, form such standing and ad hoc subcommittees as may be appropriate to fulfill its responsibilities.
- 6.7. UK HealthCare Medical Staff: The UK HealthCare Medical Staff shall be established, organized and governed by and in accordance with the UK HealthCare Medical Staff Bylaws approved by the organized medical staff, as defined in such bylaws and by the Committee.
- 6.8. Medical Staff Executive Committee: The Medical Staff Executive Committee constitutes the leaders of the organized medical staff and is the executive committee of the UK HealthCare Medical Staff authorized by this Committee and established in the UK

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<sup>1</sup> 3. Executive Vice President for Health Affairs

(a) The Executive Vice President for Health Affairs is the chief operating officer for the University's clinical enterprise. The Executive Vice President for Health Affairs is responsible for the planning, development, and operations of the clinical enterprise, according to the priorities established by the President and the Board of Trustees. The clinical enterprise encompasses and integrates all the patient care activities of the University including the University Hospital, Kentucky Children's Hospital, Kentucky Clinics, Gill Heart Institute, Markey Cancer Center, Kentucky Neuroscience Institute and the clinical activities of the colleges of medicine, dentistry, nursing, pharmacy, public health, and health sciences.

(b) The Executive Vice President for Health Affairs is also responsible for the oversight and management of the faculty practice plans and physician practice management for the University's health care providers. The Executive Vice President for Health Affairs works directly with, and in support of, other officials of the clinical enterprise, deans of medical colleges, officers of the faculty practice plans, University officials, medical staff members, and community and state officials.

HealthCare Medical Staff Bylaws. Its functions and responsibilities are set forth in the UK HealthCare Medical Staff Bylaws.

- 6.9. Executive Committee of Management: The Committee authorizes the Executive Vice President for Health Affairs to establish an Executive Committee of Management (hereafter, the Executive Committee) consisting of key staff, as chosen by said Executive Vice President for Health Affairs, to assist in the management of the University Hospitals and clinical enterprise. Activities of the Executive Committee shall be reported to the Committee at its meetings, and otherwise, as requested.
- 6.10. Management Committees: The Chief Clinical Officer, together with the Executive Vice President for Health Affairs and the Chief Financial Officer for the clinical enterprise, shall have the authority to establish such management committees as may be appropriate to assure the safe and efficient delivery of high quality healthcare to the patients of the University Hospitals and the clinical enterprise.

## VII. HOSPITAL AUXILIARY

There may be organized one or more Hospital Auxiliaries to render service to the University Hospitals and their patients. Membership shall be open to all interested in contributing their time and talents to serve the respective hospital. There shall be formal bylaws, approved by the Committee, which set forth the purpose, membership, methods of assignment, election of officers, duties of officers, and committees of the organization.

## VIII. AMENDMENTS

Except as herein provided, these Operating Rules may be amended, altered, or repealed only by the consent and approval of a majority of the Trustee Members of the entire Committee. No amendment or other change in the Operating Rules shall be effective unless and until it has been approved by the University Board of Trustees.

EXHIBIT 2  
**OPERATING RULES  
OF THE  
UNIVERSITY HEALTH CARE COMMITTEE**

I. ESTABLISHMENT

Pursuant to Governing Regulation Part II, section A.6(i), the University Health Care Committee (the "Committee") is established to serve as the governing body to operate the University Hospitals and to oversee the University clinical enterprise. As anticipated by such Governing Regulation, these operating rules are created to guide the governance of the Committee, the University Hospitals and the University clinical enterprise. For purposes of these operating rules, the "University Hospitals" include the University of Kentucky Hospital (sometimes referred to as "Chandler Hospital") and the UK HealthCare Good Samaritan Hospital, and the University clinical enterprise includes the healthcare delivery and clinical programs of the University Hospitals, UK HealthCare Ambulatory Services, and the University of Kentucky College of Medicine and its faculty practice plan. To accomplish its purposes, the Committee has the power to function in accordance with such Governing Regulation and these operating rules without the need to consult the University Board of Trustees, except to the extent required by Kentucky Revised Statute 164.131 and the Governing Regulations.

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PURPOSES¶  
<#>-Purposes: The purposes of the University Health Care Committee (Committee) are, through sound oversight and governance, to:¶

II. RESPONSIBILITIES

The Committee is ultimately responsible for the safety and quality of care, treatment and services provided at the University Hospitals and throughout the University clinical enterprise. Without limiting the scope of such responsibility, the Committee shall, through sound oversight and governance:

- 2.1. Provide management oversight for the development and implementation of policies, rules, and regulations and Medical Staff Bylaws for the governance of the University Hospitals and the University clinical enterprise.
- 2.2. Provide optimal settings, facilities and resources for conducting exemplary inpatient and outpatient patient care services for the residents of the Commonwealth of Kentucky and beyond and as required to support the educational and research missions of the Colleges of Medicine, Dentistry, Nursing, Pharmacy, Health Sciences, and Public Health.
- 2.3. Provide access to clinical facilities of the University Hospitals and the UK HealthCare Ambulatory Services for the teaching and research programs of the University.
- 2.4. Support scientific advancement and health maintenance.
- 2.5. Develop and coordinate a model educational environment for the training of health science students and residents and to promote the advancement of scientific learning and research.
- 2.6. Attract and retain high quality faculty and staff to teach, conduct research, and provide patient care.
- 2.7. Enhance the development of superior patient care in a group practice setting within the academic environment of the University clinical enterprise.

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- 2.8. Ensure adherence to all legal, regulatory and ethical standards applicable to the University Hospitals and the clinical enterprise and shall review the UK HealthCare Compliance Plan at least annually.
- 2.9. Serve, through its general grant of power by the University Board of Trustees as the governing body of the University Hospitals and to exercise all the powers of a governing body as required by and in accordance with the Conditions of Participation in the Medicare Program promulgated by the Centers for Medicare and Medicaid Services of the United States Department of Health and Human Services (the “Conditions of Participation”), standards established by The Joint Commission (“TJC Standards”), licensure requirements and other applicable federal and state law and to oversee the University clinical enterprise.
- 2.10. Review and approve the annual, biennial, and other planned operating and capital budgets for the University Hospitals and clinical enterprise presented by the Executive Vice President for Health Affairs and recommend same to the University Board of Trustees and monitor the implementation of such budgets.
- 2.11. Exercise oversight for, participate in and approve all short-term and long-term planning, including the strategic plan for the University Hospitals and clinical enterprise.
- 2.12. Approve the written scope of services of the University Hospitals.
- 2.13. Review and evaluate annually the performance of the University Hospitals in relation to the mission, vision and goals.
- 2.14. Manage conflict that may arise among leadership groups of the University Hospitals and the University clinical enterprise, including the Committee, senior management and the organized medical staff through the Joint Conference Committee established as a committee of the Medical Staff under the UK HealthCare Medical Staff Bylaws.
- 2.15. Provide oversight for all matters involving quality and safety of patient care including, but not limited to, patient flow, standard of treatment and services; provision of essential services in a timely manner; use of outside services; quality, sufficiency of staffing; adequacy of space, equipment and other resources; policies and procedures for care treatment and services; patient education; quality measurement, assessment and improvement; and development of clinical practice guidelines. The chairperson of the Committee may appoint one Trustee member to serve as a member of the UK HealthCare Quality and Safety Committee of the UK HealthCare Medical Staff.

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### III. COMPOSITION

The Committee shall be composed of five voting Trustee Members, seven non-voting Advisory Members and up to seven non-voting Community Advisory Members.

- 3.1. Trustee Members: The Trustee Members shall be members of the University Board of Trustees and shall be appointed by the Chair of the University Board of Trustees, upon the recommendation of the University President. Annually, the Trustee Members shall elect one of Trustee Members as the Chair of the Committee.
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- 3.2. Advisory Members: The ex officio Advisory Members shall consist of the individuals holding the following positions: Executive Vice President for Health Affairs, Dean,

College of Medicine, ~~the Chief Clinical Officer,~~ the Chief Medical Officer, ~~the Chief Nursing Executive, and the President of the UK HealthCare Medical Staff.~~ The University President shall also appoint one (1) Advisory Member to the Committee.

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3.3. ~~Community Advisory Members:~~ The Chair of the University Board of Trustees may appoint, upon recommendation of the University President, ~~up to seven~~ non-voting Community Advisory Members to assist it in its functions by providing specialized advice and support.

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3.4. ~~Term:~~ ~~Trustee Members, Advisory Members and Community Advisory Members~~ shall hold office for the terms specified below.

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3.4.1. ~~A Trustee may serve as a~~ voting Trustee Member for the term for which he/she is appointed so long as he remains a member of the Board of Trustees as provided for in the Governing Regulations. The appointments shall be staggered ~~three year~~ terms. ~~Any Trustee~~ may be reappointed for an additional three years. Any vacancy occurring before the expiration of the term of the appointment shall be filled for the unexpired term ~~by appointment by the Chair of the~~ University Board of Trustees ~~upon the recommendation of the University President.~~

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Deleted: Said Community Advisory Members shall be selected on the basis of their expertise in such areas as finance, construction, management and government. The maximum number of Community Advisory Members authorized at any one time shall be five (5).

3.4.2. Each Advisory Member shall hold office for his/her term as follows:

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A. ~~The ex-officio Advisory Members~~ will hold office so long as they occupy the positions indicated.

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B. The representative appointed by the University President will hold office until such time as the appointment is rescinded by the University President.

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3.4.3. ~~Appointments for~~ Community Advisory Members shall ~~be staggered three years~~ terms. ~~Any~~ Community Advisory Member may be ~~reappointed for up to two~~ additional three-year terms.

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3.5. ~~Orientation:~~ Each member of the Committee shall be oriented to ~~all of the following~~ of the University Hospitals and ~~the University~~ clinical enterprise;

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3.5.1. ~~The mission, vision and goals;~~

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3.5.6. ~~Individual and interdependent responsibilities and accountabilities of the Committee, the senior management and the organized medical staff as they relate to supporting the mission and to providing safe and quality care; and~~

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3.5.7. ~~Applicable law and regulation.~~

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#### IV. ~~CONFLICT OF INTEREST AND PROHIBITIONS~~

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The University Hospitals, clinical enterprise and this Committee shall not act under any conflict of interest. The Committee ~~and each of its Trustee Members, Advisory Members and~~

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Community Advisory Members shall comply with the University Code of Ethics and the University Code of Conduct Addendum, as both have been adopted by the Board of Trustees, and may be amended, from time to time. In addition, the Committee may enact such other rules prohibiting conflicts of interest as it deems appropriate. No Trustee Member shall be entitled to vote on or deliberate about any matter in which he or she shall have a financial interest.

V. MEETINGS

- 5.1. Regular Meetings: The Committee shall meet the day before each University Board of Trustees regularly scheduled meeting, and, at such other times as the Chair of the Committee deems necessary to assure adequate oversight and administration of the University Hospitals and clinical enterprise. It shall have a meeting in May which is designated as its annual meeting for approval of the budget and election of officers.
- 5.2. Special Meetings: Special meetings may be called at any time by the Chair of the Committee, or by a majority of the Members of the Committee. The Chair of the Committee shall call a special meeting upon the request of a majority of the Trustee Members, the University President or the Executive Vice President for Health Affairs.
- 5.3. Notice: Seven days' notice shall be given of any meeting of the Committee or any Subcommittee, thereof, except that the Chair may call an emergency meeting with 24 hours' notice.
- 5.4. Quorum: A quorum for the transaction of business at all meetings of the Committee or any Subcommittee, thereof, shall consist of a majority of the Trustee Members of the Committee.
- 5.5. Manner of Acting: The Chair of the Committee or another Trustee Member designated by the Chair of the Committee shall preside over each meeting of the Committee. Each Trustee Member shall be entitled to one vote at each meeting and must be present in person to vote except as allowed in any specific instance by a majority vote of the Trustee Members present. In the event a quorum is present, a majority vote of those present shall constitute the act of the Committee except as herein otherwise specifically provided. This subparagraph shall apply to any Subcommittees, as well.
- 5.6. Records: The Committee shall maintain records of its proceedings and of any meetings of subcommittees.
- 5.7. Reports: The Committee shall make a report to the University Board of Trustees at each regularly scheduled meeting thereof, in such format as said Board shall prescribe.

VI. GOVERNANCE STRUCTURE

- 6.1. General: The University Hospitals and the University clinical enterprise are governed by the Committee serving as the governing body as required by and consistent with the Conditions of Participation and the TJC Standards, by senior management, including the Executive Vice President for Health Affairs and the Chief Clinical Officer, and the leaders of the organized medical staff.
- 6.1. Executive Vice President for Health Affairs and the Chief Clinical Officer, and the leaders of the organized medical staff.
- 6.2. Executive Vice President for Health Affairs: The Executive Vice President for Health Affairs shall represent the University's interests in matters before the Committee. The

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OFFICERS OF THE COMMITTEE¶

<#>Officers: The officers of the Committee shall consist of a Chair, Vice Chair, and a Secretary elected by the Committee from its voting Members. In addition, the Committee may designate one or more Assistant Secretaries from among employees of the University to assist it in maintaining records, preparing reports and administration.¶

<#>Election and Term: The Committee shall elect officers from its voting Membership for one-year terms.¶

<#>Duties of Officers¶

<#>Chair: The Chair shall preside at all meetings, shall sign all documents required to be signed for the Committee, shall serve as an ex-officio member of all subcommittees, and shall have such other duties as may be prescribed by the Committee.¶

<#>Vice Chair: In the Chair's absence, the Vice Chair shall perform all the duties of the Chair and shall have such other duties as may be prescribed by the Committee.¶

<#>Secretary: The Secretary shall maintain minutes of all meetings of the Committee, shall attest to all documents required to be signed for the Committee, shall issue proper notices of all meetings of the Committee, and shall perf( ... [13]

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- position and responsibilities of the Executive Vice President for Health Affairs are more fully described in the University of Kentucky Administrative Regulation 1;L.<sup>1</sup>
- 6.3. Chief Clinical Officer: The Chief Clinical Officer shall serve as the chief executive officer of the University Hospitals for purposes of the Conditions of Participation and the TJC Standards. The Chief Clinical Officer is selected by the Committee upon consultation with the Executive Vice President for Health Affairs and subject to approval by the University Board. The positions of Chief Clinical Officer and Executive Vice President for Health Affairs may be held by the same person.
  - 6.4. Chief Nurse Executive: The Chief Nurse Executive is the chief nursing officer for University Hospitals and the University clinical enterprise. The Chief Nurse Executive is appointed by the Chief Clinical Officer, subject to the approval of the Executive Vice President for Health Affairs and the Committee. The appointment is subject to approval by the University Board.
  - 6.5. Chief Medical Officer: The Chief Medical Officer is the UK HealthCare officer responsible for the oversight activities of the organized medical staff including clinical quality, safety, clinical information services, credentialing, patient care clinical services, outcomes, efficiency, and risk management. The Chief Medical Officer is appointed by the Chief Clinical Officer, subject to the approval of the Executive Vice President for Health Affairs and the Committee. The appointment is subject to approval by the University Board.
  - 6.6. Subcommittees: The Committee may, from time to time, form such standing and ad hoc subcommittees as may be appropriate to fulfill its responsibilities.
  - 6.7. UK HealthCare Medical Staff: The UK HealthCare Medical Staff shall be established, organized and governed by and in accordance with the UK HealthCare Medical Staff Bylaws approved by the organized medical staff, as defined in such bylaws and by the Committee.
  - 6.8. Medical Staff Executive Committee: The Medical Staff Executive Committee constitutes the leaders of the organized medical staff and is the executive committee of the UK HealthCare Medical Staff authorized by this Committee and established in the UK

<sup>1</sup> 3. Executive Vice President for Health Affairs

(a) The Executive Vice President for Health Affairs is the chief operating officer for the University's clinical enterprise. The Executive Vice President for Health Affairs is responsible for the planning, development, and operations of the clinical enterprise, according to the priorities established by the President and the Board of Trustees. The clinical enterprise encompasses and integrates all the patient care activities of the University including the University Hospital, Kentucky Children's Hospital, Kentucky Clinics, Gill Heart Institute, Markey Cancer Center, Kentucky Neuroscience Institute and the clinical activities of the colleges of medicine, dentistry, nursing, pharmacy, public health, and health sciences.

(b) The Executive Vice President for Health Affairs is also responsible for the oversight and management of the faculty practice plans and physician practice management for the University's health care providers. The Executive Vice President for Health Affairs works directly with, and in support of, other officials of the clinical enterprise, deans of medical colleges, officers of the faculty practice plans, University officials, medical staff members, and community and state officials.

**Deleted:** set forth in Article I and elsewhere in these Operating Rules, the Committee shall, as a committee of the whole, have the duties and responsibilities and perform the functions of potential Authorized Subcommittees as

**Deleted:** subparagraphs 7.4.

**Deleted:** through 7.4.6, below (hereafter, Authorized Subcommittees). At least annually the Committee shall make a determination of which, if any, of the Authorized Subcommittees will be appointed, based upon the needs of the University Hospitals and clinical enterprise. Those Authorized Subcommittees deemed necessary shall then have their composition determined by the Members and appointed from the membership of the Committee. The Authorized Subcommittees so established shall meet at the call of the subcommittee chair and shall be subject to the same notice, meeting and record keeping requirements of the Committee. The Authorized Subcommittees and their functions are as follows:

**Deleted: Quality and Safety of Care:** The Quality and Safety of Care Subcommittee, subordinate to and, in addition to, the Committee, shall be responsible for all matters involving quality and safety of patient care including, but not limited to, patient flow, standard of treatment and services; provision of essential services in a timely manner; use of outside services; quality, sufficiency of staffing; adequacy of space, equipment and other resources; policies and procedures for care treatment and services; patient education; quality measurement, assessment and improvement; and development of clinical practice guidelines.¶  
 <#>**Planning:** The Planning Subcommittee shall have oversight of and approve all short-term and long-term planning, including the strategic plan.¶  
 <#>**Finance:** The Finance Subcommittee shall review and recommend to the Committee the annual operating and capital budget.¶  
 <#>**Audit:** The Audit Subcommittee shall have oversight responsibility for the financial operation of the University Hospitals and clinical enterprise. It shall receive reports from any outside auditors and direct such action, as appropriate.¶  
 <#>**Compliance:** The Compliance Subcommittee shall have oversight responsibility of the University Hospitals' and clinical enterprise's adherence to laws, rules, regulations and ethical standards. It shall review the Compliance Plan at least annually.¶  
 <#>**Clinical Faculty and Healthc** ... [17]

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HealthCare Medical Staff Bylaws. Its functions and responsibilities are set forth in the UK HealthCare Medical Staff Bylaws.

**Deleted:** By-Laws of the respective Hospital

6.9. Executive Committee of Management: The Committee authorizes the Executive Vice President for Health Affairs to establish an Executive Committee of Management (hereafter, the Executive Committee) consisting of key staff, as chosen by said Executive Vice President for Health Affairs, to assist in the management of the University Hospitals and clinical enterprise. Activities of the Executive Committee shall be reported to the Committee at its meetings, and otherwise, as requested.

**Deleted:** said Medical Staff By-Laws and in Article VIII of these Operating Rules. The MSEC is the liaison between the members of that Hospital's medical staff and this Committee

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6.10. Management Committees: The Chief Clinical Officer, together with the Executive Vice President for Health Affairs and the Chief Financial Officer for the clinical enterprise, shall have the authority to establish such management committees as may be appropriate to assure the safe and efficient delivery of high quality healthcare to the patients of the University Hospitals and the clinical enterprise.

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## VII. HOSPITAL AUXILIARY

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There may be organized one or more Hospital Auxiliaries to render service to the University Hospitals and their patients. Membership shall be open to all interested in contributing their time and talents to serve the respective hospital. There shall be formal bylaws, approved by the Committee, which set forth the purpose, membership, methods of assignment, election of officers, duties of officers, and committees of the organization.

<#> .  
THE MEDICAL STAFF AT UNIVERSITY HOSPITALS¶  
<#>Organization, Appointments, Reappointments, and Corrective Action¶  
Authority for the development of relationships between the medical staff and

## VIII. AMENDMENTS

**Deleted:** for the development of quality assurance systems will be vested in the Committee. The Medical Staff Executive Committee (MSEC) of each hospital is the committee of the its Medical Staff that functions as the principal liaison between Medical Staff, that Hospital's Administration, and the Committee.¶  
<#>The Committee shall establish, appoint and maintain medical staffs at the University Hospitals comprised of qualified physicians, dentists, and other credentialed healthcare providers and shall encourage its organization into a responsible administrative unit, the medical staff. The medical staff at each hospital shall be governed by its Medical Staff Executive Committee. The Medical Staff Executive Committee shall ... [18]

Except as herein provided, these Operating Rules may be amended, altered, or repealed only by the consent and approval of a majority of the Trustee Members of the entire Committee. No amendment or other change in the Operating Rules shall be effective unless and until it has been approved by the University Board of Trustees.

**Deleted:** privileges at any University Hospital shall be in writing and addressed to the Committee through the Ch... [19]

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AMENDMENTS¶  
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in the following manner: two Members for three years, two Members for four years and one Member for five years.

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Board member appointed thereafter shall serve for three years and

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. The term remaining on any Trustee's

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appointment shall not be a limiting factor

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future appointments to this Committee.

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Executive Vice President for Health Affairs, Dean of the College of Medicine, Chief Medical Officer, and the Designated Hospital Officials of each University Hospital

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The President of the Medical Staff of UK Chandler Hospital, who shall be the medical staff representative Designated Hospital Official for UK Chandler Hospital, shall hold office for as long as that person holds said office of President.

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hold office for such term as specified in their appointment. However, while appointments as

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renewed by the Committee, no single term of appointment shall exceed three (3) years.

## POWERS

Governing Body: As a means of accomplishing the foregoing purposes, the Committee shall have the powers

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function and act as a governing body under the Joint Commission without need

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consult the University Board of Trustees, as well as such other powers as the Board of Trustees shall so grant.

Policies, Rules, and Regulations: The Committee shall provide management oversight for the development of policies, rules, and regulations for the operations

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Budget: The Committee shall review and approve the annual, biennial, and other planned operating and capital budgets for the University Hospitals and clinical enterprise presented by the EVPHA and recommend same to the University Board of Trustees.

Planning: The Committee shall participate in the long term planning for the University Hospitals and clinical enterprise.

#### Contracts, Loans

Contracts: The Members may authorize any officer or officers, agent or agents, to enter into any contract and to execute and deliver any instrument in the name of or on behalf of the University Hospitals or clinical enterprise, and such authority may be general or confined to specific instances.

Loans: No loan shall be contracted on behalf of any of the University Hospitals or clinical enterprise and no evidence of any indebtedness shall be issued in its name except on the authorization of the Board of Trustees of the University.

### CONFLICT OF INTEREST AND PROHIBITIONS

Net Earnings: The Committee shall operate in a manner to assure that no part of the net earnings of any of the University Hospitals or clinical enterprise shall inure to the benefit of any University Trustee, Committee Member, or any private individual, except that reasonable compensation may be paid for services rendered to enable the University Hospitals and clinical enterprise to provide the services for which they have been organized or otherwise affecting one or more of their purposes, and no Trustee, Committee Member or any private individual shall be entitled to share in the distribution of any of the University Hospitals' or clinical enterprise's assets.

#### Conflicts

### OFFICERS OF THE COMMITTEE

Officers: The officers of the Committee shall consist of a Chair, Vice Chair, and a Secretary elected by the Committee from its voting Members. In addition, the Committee may designate one or more Assistant Secretaries from among employees of the University to assist it in maintaining records, preparing reports and administration.

Election and Term: The Committee shall elect officers from its voting Membership for one-year terms.

#### Duties of Officers

Chair: The Chair shall preside at all meetings, shall sign all documents required to be signed for the Committee, shall serve as an ex-officio member of all subcommittees, and shall have such other duties as may be prescribed by the Committee.

Vice Chair: In the Chair's absence, the Vice Chair shall perform all the duties of the Chair and shall have such other duties as may be prescribed by the Committee.

Secretary: The Secretary shall maintain minutes of all meetings of the Committee, shall attest to all documents required to be signed for the Committee, shall issue proper notices of all meetings of the Committee, and shall perform such other duties as may be prescribed by the Committee. Duly appointed Assistant Secretaries may perform such functions, as requested.

Board of Trustees: Except as set forth in Kentucky Revised Statute (KRS) 164.131

Governing Regulation are amended, the authority of the Committee is subordinate to



Designated Hospital Officials: The three (3) Designated Hospital Officials of each University Hospital are the University employees or appointees designated to operate the same by the Executive Vice President of Health Affairs. The three (3) Designated Hospital Officials shall consist of an executive representative, a nursing officer, and a medical staff representative from each University Hospital. They shall represent their respective hospitals before the Committee, and the Designated Hospital Official executive representatives, shall be responsible for carrying out the Committee's directives to achieve quality of care at the respective facilities. The medical staff representative is selected by the medical staff and appointed to the Committee by the EVPHA.

Enumerated Duties and Responsibilities: The Committee has, as its primary role, the assurance of quality of care. In addition to this role, and as a supplement to the powers

Quality and Safety of Care: The Quality and Safety of Care Subcommittee, subordinate to and, in addition to, the Committee, shall be responsible for all matters involving quality and safety of patient care including, but not limited to, patient flow, standard of treatment and services; provision of essential services in a timely manner; use of outside services; quality, sufficiency of staffing; adequacy of space, equipment and other resources; policies and procedures for care treatment and services; patient education; quality measurement, assessment and improvement; and development of clinical practice guidelines.

Planning: The Planning Subcommittee shall have oversight of and approve all short-term and long-term planning, including the strategic plan.

Finance: The Finance Subcommittee shall review and recommend to the Committee the annual operating and capital budget.

Audit: The Audit Subcommittee shall have oversight responsibility for the financial operation of the University Hospitals and clinical enterprise. It shall receive reports from any outside auditors and direct such action, as appropriate.

Compliance: The Compliance Subcommittee shall have oversight responsibility of the University Hospitals' and clinical enterprise's adherence to laws, rules, regulations and ethical standards. It shall review the Compliance Plan at least annually.

Clinical Faculty and Healthcare Professional: The Clinical Faculty and Healthcare Professional Subcommittee shall have oversight responsibility of the faculty and other healthcare professions that deliver healthcare services within the clinical enterprise. As such, this subcommittee shall

have oversight for and serve as the liaison with the faculty practice plan and faculty practice organization of the College of Medicine.

The Committee also may appoint such ad hoc subcommittees as it deems appropriate.

Medical Staff Executive Committee: The Medical Staff Executive Committee (MSEC) is the chief executive committee of the medical staff of each

for the development of quality assurance systems will be vested in the Committee. The Medical Staff Executive Committee (MSEC) of each hospital is the committee of the its Medical Staff that functions as the principal liaison between Medical Staff, that Hospital's Administration, and the Committee.

The Committee shall establish, appoint and maintain medical staffs at the University Hospitals comprised of qualified physicians, dentists, and other credentialed healthcare providers and shall encourage its organization into a responsible administrative unit, the medical staff. The medical staff at each hospital shall be governed by its Medical Staff Executive Committee. The Medical Staff Executive Committee shall recommend medical staff bylaws, rules and regulations for the governance of the medical and dental practice in that Hospital, as well as governance of the practice of any other healthcare providers permitted to practice in that hospital. When approved by the Committee, such bylaws, rules and regulations shall be binding upon both the medical staff and the Medical Staff Executive Committee of the respective Hospital.

The Committee shall consider recommendations of the Medical Staff Executive Committee of each Hospital for appointment to its Medical Staff, consistent with the educational, research, patient care, and community service goals of that Hospital, of physicians and dentists who meet the qualifications for membership as set forth in the Hospital's Medical Staff Bylaws. Each member of the respective Medical Staff shall have appropriate authority and responsibility for the care of their patients, subject to such limitations as are contained in these Operating Rules and the respective Medical Staff Bylaws, respective Rules and Regulations of the Medical Staff and subject further to any limitation attached to their appointment or clinical privileges.

All applications for Medical Staff membership and

privileges at any University Hospital shall be in writing and addressed to the Committee through the Chief Medical Officer from the Medical Staff Executive Committee of that Hospital. The applications shall include detailed information concerning the applicant's qualifications, education and training, professional competence and experience, physical and mental health status, ethical character, ability to work with others, and any additional qualifications as required for a specific staff category to which an applicant seeks appointment and privileges

At its next regular meeting, following receipt of the application from the Chief Medical Officer, the Committee shall act upon the application. The Chief Medical Officer shall notify the applicant in writing of the Committee's approval, or disapproval of the application, including the recommended delineation of privileges or any changes in clinical privileges differing from those recommended.

Upon receipt of the action of the Committee on any application, the Chief Medical Officer also shall send a copy of said written notification to the appropriate Designated Hospital Official, the respective Medical Staff Executive Committee, and the chair of the department concerned (Chief of Clinical Service).

All actions of the Committee shall be effective when taken, including the delineation of clinical privileges.

#### Medical Care and Its Evaluation

The Committee shall, in the exercise of its discretion, grant to the Medical Staff of the respective Hospital the responsibility for providing appropriate professional care to that Hospital's patients.

The Medical Staff of each University Hospital shall conduct a continuing review and appraisal of the quality of professional care rendered in that hospital, and shall report such activities and their results to the Committee as specified by its respective Medical Staff Executive Committee.

The Medical Staff Executive Committee of each University Hospital shall make recommendations to the Committee concerning: (1) appointments, reappointments and Medical Staff terminations (2) granting of clinical privileges to Medical Staff members and health professional affiliates, (3) disciplinary actions, (4) all matters relating to professional competency, and (5) such specific matters as may be referred to it by the Committee.

All corrective actions shall be consistent with the grounds, criteria, and hearing procedures outlined in the Medical Staff Bylaws.

of the University of Kentucky.

### FISCAL YEAR

The fiscal year of the University Hospitals and clinical enterprise shall commence on July 1