UHCCR 1

Office of the President December 7, 2010

Members, Board of Trustees:

UNIVERSITY HEALTH CARE COMMITTEE OPERATING RULES

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

<u>Background</u>: 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 and again in October 2010. It is proposed to amend the operating rules (i) to change the regularly scheduled meetings of the University Health Care Committee to occur on the same day as the regularly scheduled meetings of the Board of Trustees, (ii) to change the notice provisions to reflect the requirements imposed by Kentucky law, and (iii) to remove provisions covered by Administrative Regulations.

The proposed Operating Rules were approved by the University Health Care Committee at its meeting on December 6, 2010. A marked version of the Operating Rules reflecting the changes from the October 2010 rules is attached as Exhibit 2.

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. <u>Trustee Members</u>: 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. <u>Advisory Members</u>: The ex officio Advisory Members shall consist of the individuals holding the following positions: Executive Vice President for Health Affairs, Dean,

- 3.3. <u>Community Advisory Members</u>: 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. <u>Term</u>: 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. <u>Orientation</u>: 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. <u>Regular Meetings</u>: The Committee shall meet at a regularly scheduled time on or before the day of 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 or June which is designated as its annual meeting for approval of the budget and election of officers.
- 5.2. <u>Special Meetings</u>: 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. <u>Notice</u>: Notice shall be given of any meeting of the Committee or any Subcommittee, thereof, in accordance with applicable law.
- 5.4. <u>Quorum</u>: 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. <u>Manner of Acting</u>: 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. <u>Records</u>: The Committee shall maintain records of its proceedings and of any meetings of subcommittees.
- 5.7. <u>Reports</u>: 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. <u>General</u>: 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. <u>Executive Vice President for Health Affairs</u>: The Executive Vice President for Health Affairs shall represent the University's interests in matters before the Committee. The

6.3. <u>Chief Clinical Officer</u>: 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.

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- 6.4. <u>Chief Nurse Executive</u>: 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. <u>Chief Medical Officer</u>: 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. <u>Subcommittees</u>: The Committee may, from time to time, form such standing and ad hoc subcommittees as may be appropriate to fulfill its responsibilities.
- 6.7. <u>UK HealthCare Medical Staff</u>: 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. <u>Medical Staff Executive Committee</u>: 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

¹ 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.

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.

Approved:

University Health Care Committee, October 11, 2010; _____, 2010 University of Kentucky Board of Trustees, October 12, 2010; _____, 2010

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 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.

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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.
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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. <u>Trustee Members</u>: 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. <u>Advisory Members</u>: The ex officio Advisory Members shall consist of the individuals holding the following positions: Executive Vice President for Health Affairs, Dean,

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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.

- 3.3. <u>Community Advisory Members</u>: 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. <u>Term</u>: Trustee Members, Advisory Members and Community Advisory Members shall hold office for the terms specified below.
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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. <u>Regular Meetings</u>: The Committee shall meet <u>at a regularly scheduled time on or before</u> the day <u>of each University Board of Trustees regularly scheduled meeting</u>, 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 <u>or June</u> which is designated as its annual meeting for approval of the budget and election of officers.
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- 5.3. <u>Notice</u>: Notice shall be given of any meeting of the Committee or any Subcommittee, thereof, in accordance with applicable law,
- 5.4. <u>Quorum</u>: 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. <u>Manner of Acting</u>: 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.
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- 6.2. <u>Executive Vice President for Health Affairs</u>: The Executive Vice President for Health Affairs shall represent the University's interests in matters before the Committee. The

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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 1:1.¹

- 6.3. <u>Chief Clinical Officer</u>: 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.
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(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.

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Approved:

University Health Care Committee, October 11, 2010; _____, 2010 University of Kentucky Board of Trustees, October 12, 2010; _____, 2010 $\textbf{Deleted:} <\!\!\!\#\!\!>\!\!\underline{Executive\ Committee\ of}$ 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.¶ <#>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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