Philosophy

The Hospital of the University of Pennsylvania provides for the health care of its patients, serves as a clinical facility for the education of health professionals and supports the research activities of its medical staff and of the faculty of the University of Pennsylvania. Providing quality care for patients is the Hospital's primary responsibility. Only through the establishment of a standard of excellent and readily available care does the Hospital create the environment to support its missions of teaching and research. The Hospital, therefore, in fulfilling its missions, recognizes its primary responsibility is the provision of optimal care to all its patients.

The Hospital is cognizant also of its role as a teaching institution and of its complementary role in achieving the objectives of the University of Pennsylvania Medical Center and of the health science schools of the University. It fulfills its education mission by providing undergraduate, graduate, and postgraduate students in the health sciences with access to clinical experience, making available facilities in which students may receive appropriate education, and by providing some support for faculty in the health science schools. The Hospital supports graduate medical education by maintaining approved graduate programs of training which are prerequisite for certification in the several medical specialties. It participates also in the support both of faculty and of students in technical training programs approved by the Hospital.

The Hospital supports research undertaken by its clinical staff by making available research laboratories and other supporting facilities necessary to carry out research. Because service to patients and their safety are of paramount importance within the Hospital, research programs are measured against this standard for their acceptability within the Hospital setting.
Meeting the missions of patient care, education and research requires the Hospital to provide a comprehensive range of services. Because the Hospital is the principal clinical facility for the health science schools of the University, its medical and other professional staff represents an unusual concentration of specialized knowledge available as a resource to patients, physicians, and hospitals throughout the states of Pennsylvania, New Jersey, and Delaware and beyond. Therefore, the Hospital is a major referral center for the region treating patients requiring the special knowledge, skills or support available only in a teaching hospital. In fulfilling this role, the Hospital must maintain the most advanced technology and methodology available to diagnose and treat complex and unusual patient problems. Such a commitment may require operating and capital costs that are higher than institutions with less complex patient populations.

The Hospital is located in West Philadelphia and is mindful of the health needs of the community. By providing service to the neighborhoods of West, Center, and Southwest Philadelphia, the Hospital recognizes its community obligation.

To achieve its mission, the Hospital must maintain its fiscal integrity. Sufficient revenues must be generated through services to patients, gifts from donors and grants to the institution to cover its normal operating expenses, to provide adequate funds for capital renewal and replacement and to meet outstanding debt obligations. The Hospital must be, therefore, not only an effective but efficient institution in meeting its goals.

The Hospital recognizes the importance of practicing physicians and dentists to achieving its mission and to maintaining its fiscal integrity. It is the policy of the Hospital, therefore, to support clinical practice both by encouraging physicians and dentists to be active in the affairs of the Hospital and by making a contribution to the support of space for facilities used by the physicians and dentists in their practice.
The Hospital is a constituent part of the University of Pennsylvania Medical Center and is mindful, therefore, of its relationships, not only to the School of Medicine of the University of Pennsylvania, but also to the other hospitals which comprise a major portion of the Medical Center. The Hospital recognizes its obligation to consult regularly with the other members of the Medical Center with regard to its present activities and its future plans as they may affect other members of the Medical Center.

The goals and objectives of the Hospital are accomplished through an organized process of review and approval established by the Trustee Board of the Hospital. It is through the Hospital Board that the constituent elements of the Hospital focus their efforts to fulfill the goals of the Hospital. The Hospital Board, the medical staff, and the management of the Hospital will ensure that all constituencies of the Hospital, including, among others, patients, employees, and medical and professional staff, have an adequate opportunity to participate in the processes leading to decisions affecting the vital interests of the Hospital.

The Trustee Board of the Hospital of the University of Pennsylvania (Hospital Board) has been formed pursuant to the resolution adopted by the Trustees of the University of Pennsylvania at its Stated Meeting on October 27, 1978, which resolution charged the Hospital Board with responsibility for the governance of the Hospital with respect to the administrative and financial management of the Hospital, the appointment and organization of the medical and dental staff of the Hospital, the establishment and maintenance of standards of care within the institution, and the review and approval of practices and policies unique to the Hospital, except to the extent limited by the Trustees, and which contemplated, among other things, the adoption of Bylaws for the Hospital Board.
These Bylaws are hereby adopted as the Bylaws of this Hospital Board.

Section 1. PURPOSES

Section 1.1

The Trustees Board of the Hospital of the University of Pennsylvania shall have those responsibilities set forth in these Bylaws and such other responsibilities as from time to time may be delegated to it by the Trustees of the University of Pennsylvania.

Section 1.2

The Hospital Board may delegate any of its responsibilities or authority set forth in these Bylaws, or as contained in any resolution adopted by the Trustees, to one of its standing or other committees, provided that such delegation shall not relieve the Hospital Board of responsibility for acts taken pursuant to such delegation.

Section 1.3

The Hospital Board shall constitute an Executive Committee of the whole.

Section 2. MEMBERS

Section 2.1 Number; Term of Office, Representation, Age, Appointment

The number of members of the Hospital Board shall be, at a minimum, twelve (12) of which five (5) shall be Trustees of the University of Pennsylvania and four (4) shall be Associate Trustees. The President of the University of Pennsylvania, the Vice President for Health Affairs of the University of Pennsylvania, and the Executive Director of the Hospital of the University of Pennsylvania shall be ex-officio members, the last only without vote. The Chairman of the Board of Women Visitors shall be one of the Associate Trustee Board members, ex-officio, with vote. Trustee members shall be appointed annually by the Chairman of the Trustees of the University of Pennsylvania. Associate Trustee members other than

SECRETARY
the Chairman of the Board of Women Visitors, whose term shall be concurrent with the Office of Chairman of the Board of Women Visitors, shall be elected for a term of five years by the Trustees of the University of Pennsylvania. Board members shall be eligible for reappointment. Hospital Board members who are Associate Trustees may serve no more than two (2) consecutive five (5) year terms. No member may continue to serve on the Hospital Board after he has attained the age of seventy (70). The number of Trustee and Associate Trustee members may be increased provided that the number of Trustee members always exceeds the number of Associate Trustee members.

Hospital Board members who have reached the age of seventy (70) may be designated as Emeritus Board members, with full attendance privileges, but without vote.

Section 2.2 Qualifications

Members of the Hospital Board shall be chosen on the basis of their ability and avowed willingness to fulfill their responsibilities and to devote substantial time to their duties. Additional qualifications may be developed by the Hospital Board and the Trustees of the University in order to ensure compliance with the requirements of any regulatory or accrediting agency. The members shall be selected such that a broad representation of the community served by the Hospital is established.

Members shall participate in a formal orientation and continuing education program planned by the Hospital Administration in conjunction with the Chairman of the Hospital Board.

Hospital Board members shall make the same disclosures concerning possible conflicts of interest as do the Trustees of the University of Pennsylvania.
Section 2.3 Resignation; Removal

Any member may resign at any time by giving written notice to the Chairman of the Hospital Board and to the Chairman of the Trustees of the University of Pennsylvania. Such resignation shall take effect following written notification of receipt of such resignation or any later time specified in the resignation notice.

Any member may be removed for cause by a vote of the Trustees of the University, either on its own motion or on the recommendation of a two-thirds vote of the members of the Hospital Board. No member shall be removed without first being given a reasonable opportunity to review the circumstances involved. A failure to attend a reasonable number of regular meetings of the Hospital Board in any year shall constitute cause for removal.

Section 2.4 Compensation

No member of the Hospital Board shall receive any compensation by reason of membership thereon.

Section 3. MEETINGS

Section 3.1 Time and Place

Regular meetings of the Hospital Board shall be held monthly, except August, at such time and place determined by the Hospital Board.

Section 3.2 Notice

Notice of each regular meeting of the Hospital Board shall be given by the Secretary. Such notice shall be given to each member of the Hospital Board at least seven (7) days prior to the day designated for the meeting. Provision shall be made for giving notice of any public meeting of the Hospital Board.

Section 3.3 Quorum

No business may be transacted at any meeting unless a quorum shall be present.

A quorum shall exist when at least one-half of the voting members of the Hospital Board are present for any meeting.
Section 3.4 Special Meetings

Special meetings of the Hospital Board may be called by the Chairman or by one-fourth of the members of the Hospital Board, and shall be held at such time and place as shall be designated in the call of the meeting. Notice of each special meeting shall be given by or at the direction of the person or persons authorized to call such meetings to each member at least two days prior to the day named for the meeting.

Section 3.5 Agendas

The notice of any regular or special meeting shall contain an agenda setting forth the subjects to be discussed at said meeting. At any special meeting called pursuant to Section 3.4 hereof, only those topics set forth in the agenda may be considered. At any regular meeting, additional topics may be raised after consideration of the agenda topics.

Section 3.6 Attendance by Non-Members

The Deans of the School of Medicine, School of Dental Medicine, and the School of Nursing and the Chairman of the Medical Board shall be invited to the meetings of the Hospital Board.

The Chairman of the Hospital Board may invite the Provost, such other Deans, Officers, or other persons to its meetings as he deems desirable for full consideration of any subject.

Section 3.7 Conference Calls

One or more members of the Hospital Board or of a committee thereof may participate in a meeting of the Hospital Board or of a committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear and speak to each other.
Section 4. OFFICERS

Section 4.1 General

The officers of the Hospital Board shall be a Chairman, Vice Chairman, and Secretary.

Section 4.2 Chairman

The Chairman shall be appointed by the Trustees of the University of Pennsylvania from among the Trustees who are members of the Hospital Board. The Chairman of the Hospital Board shall preside at all of its meetings. In consultation with the Hospital Board and the Executive Director of the Hospital, he shall annually appoint such committees and committee chairmen as are provided for in Section 5 hereof. He shall report regularly to the Trustees of the University concerning the deliberations and actions of the Hospital Board and its committees, and shall perform such other duties as may be specified, from time to time, by the Trustees of the University. The Chairman shall serve until his successor is appointed by the Trustees of the University or until he reaches the mandatory retirement age of seventy (70).

Section 4.3 Vice Chairman

The Vice Chairman shall be appointed by the Trustees of the University of Pennsylvania from among the Trustee or Associate Trustee members of the Hospital Board. The Vice Chairman shall preside at those meetings when the Chairman is absent and shall perform such other duties as shall be assigned by the Chairman. The Vice Chairman shall serve until his successor is appointed by the Trustees of the University or until he reaches the mandatory retirement age of seventy (70).

Section 4.4 Secretary

The Secretary shall record all of the votes, record and distribute the minutes and reports of the Hospital Board, perform those duties incident to the Office of the Secretary, and perform such other duties as may be assigned to him.
by the Hospital Board or the Chairman. The Secretary shall be designated by
the Chairman and need not be a member of the Hospital Board.

Section 5. COMMITTEES

Section 5.1 General

The Hospital Board shall establish the following standing committees: Joint
Conference, Bylaws, Finance and Budget, Audit, Long Range Planning, Community
Relations, and Human Resources. The Hospital Board may establish and dissolve
such other committees as are necessary to fulfill the Board's responsibilities
and to evaluate the implementation of programs and policies. Any committee may
have as members individuals who are not members of the Hospital Board. Committee
members and Chairmen shall be appointed by the Chairman of the Hospital Board as
specified in Section 4.2 of these Bylaws, except where otherwise provided herein.

All committees shall keep regular minutes of their proceedings and shall
report the same to the Hospital Board at each regular meeting of the Board.
Each committee shall make recommendations to the Hospital Board and shall review
the implementation of policies and/or programs adopted by the Hospital Board upon
proper authorization from the Hospital Board. No committee shall have the power
to act except as authorized by the Hospital Board.

Section 5.2 Joint Conference Committee

The Joint Conference Committee shall serve as a formal means of medico-
administrative liaison among the Hospital Board, the Hospital administration,
and the medical staff. The committee shall include an equal number of repre-
sentatives of the Hospital Board and the medical staff, and shall include repre-
sentatives from the Executive Committee of the Medical Board. The Vice President
for Health Affairs and the Executive Director of the Hospital shall also be
members of the Joint Conference Committee.

SECRETARY
The Joint Conference Committee shall meet as frequently as is necessary, but at least quarterly. Minutes shall be recorded and distributed to the Hospital Board and the medical staff.

Section 5.3 Bylaws Committee

The Bylaws Committee shall be responsible, with the assistance of legal counsel, for the development and maintenance of appropriate Bylaws for the Hospital Board.

The Bylaws Committee shall also review the Bylaws of the medical staff, the Board of Women Visitors, and all other Hospital-related groups authorized by the Hospital Board. The initial and periodic reviews of such Bylaws shall ensure that all requirements of accrediting and regulatory agencies and the Hospital Board’s needs are fully satisfied.

Recommendations of the Bylaws Committee pertaining to the revision of these Bylaws shall follow the approval process specified in Section 7.1 hereof.

Section 5.4 Finance and Budget Committee

The Finance and Budget Committee shall be responsible for the review of Hospital financial affairs. The Finance and Budget Committee shall review the capital and operating budgets and other proposed capital expenditures of the Hospital, and review actual operating results of the Hospital.

Section 5.5 Audit Committee

The Audit Committee shall review both the Hospital’s independent audit and the reports of the Hospital’s internal auditor. The Audit Committee shall have direct access to the Hospital’s internal and external auditors, as well as to members of the Hospital management to discuss the audits and their findings.

Section 5.6 Long Range Planning Committee

The Long Range Planning Committee shall provide an organized framework in which the Hospital’s long term program requirements are defined, developed, reviewed, and evaluated.
Section 5.7 Community Relations Committee

The Community Relations Committee shall review the Hospital's relationships with the community served by the Hospital, the Hospital public relations program, and other external matters that affect the Hospital.

Section 5.8 Human Resources Committee

The Human Resources Committee shall assist in the review of the personnel policies, procedures, and programs of the Hospital. The committee shall also provide advice on employee benefits and labor relations issues.

Section 6. DUTIES AND RESPONSIBILITIES

Section 6.1 General

The Hospital Board shall ensure that the Hospital makes every effort to provide high-quality patient care and comply with the requirements of any accrediting or regulatory agency. Review of goals, policies, programs, and the Board's relationship to the community served by the Hospital shall be undertaken periodically by the Hospital Board.

The Hospital Board shall recognize the need for coordination of Hospital activities within the University and shall work closely with the Vice President for Health Affairs in this respect.

Section 6.2 Hospital Administration

The Hospital Board shall approve the appointment and terms of employment of the Executive Director of the Hospital on the nomination and recommendation of the Vice President for Health Affairs. Either the Vice President for Health Affairs or the Hospital Board may initiate a review of the Executive Director, which will be carried out by both the University Administration and the Hospital Board. The Hospital Board may remove the Executive Director with the concurrence of the Vice President for Health Affairs.
The Executive Director shall be the Chief Executive Officer of the Hospital. A position description detailing the authority delegated to the Executive Director shall be adopted by the Hospital Board and appended as part of these Bylaws.

Section 6.3 Hospital Financial Affairs

The annual operating and capital budgets of the Hospital shall be reviewed by the Vice President for Budget and Finance, the Treasurer of the University, and the Finance and Budget Committee of the Hospital Board before submission to the Hospital Board. The Hospital Board shall approve commitments for operation and capital expenditures within the annual operating and capital budgets of the Hospital approved by the Trustees of the University of Pennsylvania. If the Hospital wishes to borrow funds from the University or externally, the Hospital Board must obtain the approval of the Trustees of the University of Pennsylvania.

Section 6.4 Contractual Relationships

The Hospital Board shall approve contractual relationships for the Hospital except to the extent that they affect parts of the University other than the Hospital, in which case the approval of the Trustees of the University shall also be required.

Section 6.5 Medical Staff

The Hospital Board shall have the authority to act for the Trustees of the University of Pennsylvania in the appointment and organization of the Hospital's medical staff. The term "medical staff" means all medical physicians and osteopathic physicians holding unlimited licenses, podiatrists holding limited licenses, and duly licensed dentists who are privileged to attend patients in the Hospital and its clinics.

The Hospital Board shall direct the medical staff to develop appropriate Bylaws which shall specify the authority delegated by the Hospital Board to the medical staff. After development, the Hospital Board shall review and approve
the Bylaws of the medical staff, which shall not become effective until such approval. The Hospital Board shall ensure that the medical staff Bylaws establish rules and procedures which meet the requirements of all pertinent accrediting or regulatory bodies.

The procedure for the appointment and re-appointment of members of the medical staff and for the granting or curtailment of clinical privileges of the medical staff shall be developed jointly by the Hospital Board and the medical staff. These procedures shall be fully delineated in the medical staff Bylaws and together with the statement of delegated authority in such Bylaws adopted as part of these Bylaws.

Section 6.6 Board of Women Visitors

The Hospital Board shall authorize the formation of the Board of Women Visitors. The Hospital Board shall direct the Board of Women Visitors to develop appropriate Bylaws. After development, the Hospital Board shall review and approve the Bylaws of the Board of Women Visitors, which shall not become effective until such approval. The Hospital Board shall ensure that the Board of Women Visitors Bylaws establish rules and procedures which meet the requirements of all pertinent accrediting or regulatory bodies.

Section 6.7 Hospital-related Groups

The Hospital Board shall have the authority to permit the formation of Hospital-related groups deemed necessary to fulfill its duties. The Hospital Board shall direct all groups formed pursuant to this section to develop appropriate Bylaws for review and approval by the Hospital Board.

Section 7. AMENDMENTS

Section 7.1

A recommendation to amend or repeal any or all provisions of these Bylaws may be made upon a majority vote of the members of the Hospital Board at any
regular or special meeting duly convened, provided that notice of such purpose shall have been given to all members. The notice of the meeting shall, in addition, set forth the text of the section to be amended or repealed and the text of the new section. The recommendation of the Hospital Board to amend these Bylaws shall require final action by the Trustees of the University.

Section 8. BYLAWS REVIEWED

These Bylaws shall be reviewed annually, revised as necessary, and dated to indicate the date of the last review.

Approved by the Trustee Board of the Hospital: Date: March 12, 1979

[Signature]
Samuel H. Ballam, Jr., Chairman