Resolutions to Approve Amendments to the Bylaws of the Trustee Board of the University of Pennsylvania Medical Center

Intention:

The Trustee Board of the University of Pennsylvania Medical Center has recommended certain amendments to the Bylaws of the Trustee Board of the Medical Center (the “Medical Center Bylaws”). With Dr. Edward Stemmler’s resignation as Dean of the School of Medicine, the primary purpose of the amendments is to separate the offices of Executive Vice President of the Medical Center and Dean of the School of Medicine. In addition, a few minor technical changes to the Medical Center Bylaws are recommended.

RESOLVED, that the fourth paragraph of the Introduction to the Medical Center Bylaws is amended to read in full as follows:

The Executive Vice President of the Medical Center is responsible for Medical Center management. The Executive Vice President shall report to the President, as stated in the 12 September 1986 Trustee Resolution on the Amendment of the 27 October 1978 Resolution on the Establishment of HUP. The Chief Executive Officer of HUP (the Executive Director) and the Chief Executive Officer of the CPUP (the Chairman of the Clinical Practices Executive Committee) shall report to the Executive Vice President of the Medical Center. The Dean of the School of Medicine shall report to the Provost concerning academic matters -- education, research, and related -- and to the Executive Vice President for the Medical Center concerning matters involving relationships between the Medical School and other components of the Medical Center.

FURTHER RESOLVED, that Article 1, Section 1.1(a) of the Medical Center Bylaws is amended to read in full as follows:

1.1 Structure. The Medical Center Board shall consist of the following two components:

(a) The Health Services Committee: shall include seven ex-officio members: the President of the University of Pennsylvania, the Executive Vice President of the University of Pennsylvania Medical Center (the "Executive Vice President"), the Dean of the School of
Medicine, the Chairman of the Medical Board of HUP and the Chief Executive Officer of HUP, all with vote; and the Dean of the School of Nursing and the Chairman of CPUP, both without vote. There shall be a maximum of thirteen (13) additional voting members, the majority of whom shall be trustees of the University and the remainder of whom shall be associate trustees of the University. Among the associate trustee members shall be the Chairman of the Board of Women Visitors who shall be an ex-officio member with vote.

FURTHER RESOLVED, that Article 4, Sections 4.4(a), 4.4(b) and 4.4(c) of the Medical Center Bylaws are amended to read in full as follows:

4.4. Subcommittees of the Health Services Committee. The Health Services Committee shall establish the following standing subcommittees:

(a) Joint Conference Subcommittee. The Joint Conference Subcommittee shall serve as a formal means of medico-administrative liaison among the Medical Center Board, HUP administration, CPUP administration, and the medical staff. Included among the issues it reviews shall be those which affect the discharge of medical staff responsibilities. The Subcommittee shall include an equal number of members of the Medical Center Board and representatives of the medical staff. The Executive Vice President of the Medical Center, the Executive Director of HUP, the Dean of the School of Medicine, and the Chairman of the Clinical Practices Executive Committee shall also be members of the Joint Conference Subcommittee. The Joint Conference Subcommittee shall meet as frequently as necessary, but at least four (4) times a year.

(b) Finance and Budget Subcommittee. The Finance and Budget Subcommittee shall be responsible for the review of HUP and CPUP financial matters in accordance with section 5.3 below. The Finance and Budget Subcommittee shall review the capital and operating budgets and other proposed capital expenditures and review actual operating results of HUP and CPUP. The Finance and Budget Subcommittee shall meet as frequently as is necessary, but at least six (6) times a year.

(c) Human Resources Subcommittee. The Human Resources Subcommittee shall assist in the review of personnel policies, procedures, and programs of the health services components of the Medical Center. The Subcommittee shall also provide advice on employee
benefits and labor relations issues. The Human Resources Subcommittee shall meet as frequently as necessary but at least once a year.

FURTHER RESOLVED, that Article 4, Section 4.5(d) of the Medical Center Bylaws is amended to read in full as follows:

(d) Executive Personnel and Compensation Committee. The Executive Personnel and Compensation Committee shall approve all executive compensation paid by HUP and CPUP. The Committee shall meet once a year and be composed of the Chairman of the Medical Center Board, the Executive Vice President of the Medical Center and one member selected from the Finance and Budget Subcommittee of the Health Services Committee. The Committee shall meet as frequently as is necessary but at least once a year.

FURTHER RESOLVED, that Article 6, Section 6.3 of the Medical Center Bylaws is amended to read in full as follows:

6.3 Organization of the Medical Staff and Medical Staff Bylaws. The Medical Center Board shall, through the Health Services Committee, require the medical staff to organize so it may carry out its functions and to develop and adopt medical staff bylaws, rules and regulations for its organization and government. The medical staff shall periodically review the bylaws and amend them as needed. The bylaws and their amendments shall take effect upon approval by the Health Services Committee. The bylaws shall comply with all applicable laws and regulations of the Commonwealth of Pennsylvania and recommendations of the Joint Commission on the Accreditation of Healthcare Organizations and other relevant accrediting organizations. Included in the bylaws shall be provisions which address: the appointment, reappointment, revision of appointment and termination of appointment to the medical staff, delineation of privileges, fair hearing mechanism, and supervision of house staff and auxiliary health care personnel by members of the medical staff with appropriate clinical privileges.