

**BYLAWS OF THE GOVERNING BODY  
FOR SAN FRANCISCO GENERAL HOSPITAL AND TRAUMA CENTER**

**PREAMBLE**

WHEREAS, San Francisco General Hospital and Trauma Center is a public hospital and a division of the Department of Public Health of the City and County of San Francisco; and

WHEREAS, the Charter of the City and County of San Francisco provides for a Health Commission charged with the management and control of the Department of Public Health and hospitals of the City and County of San Francisco; and

WHEREAS, the Health Commission has adopted a Resolution accepting responsibility as the Governing Body of San Francisco General Hospital and Trauma Center;

NOW, THEREFORE, these Bylaws are hereby established.

**DEFINITIONS**

A. The term "Charter" means the Charter of the City and County of San Francisco.

B. The term "Governing Body" means the San Francisco Health Commission.

C. The term "Director of Health" means the Director of the San Francisco Department of Public Health.

E. The term "SFGH Executive Administrator" means the Executive Administrator of the San Francisco General Hospital and Trauma Center.

F. The term "Hospital" means the San Francisco General Hospital and Trauma Center.

G. The term "Medical Staff" means all doctors of medicine, dentists, clinical psychologists, podiatrists, and other practitioners licensed to practice in the State of California who are privileged to attend patients at San Francisco General Hospital and Trauma Center.

**ARTICLE I: NAME**

A. The name of the Hospital shall be San Francisco General Hospital and Trauma Center and its Governing Body shall be the San Francisco Health Commission.

## **ARTICLE II: AUTHORITY**

A. San Francisco General Hospital and Trauma Center is a tax-supported institution owned and operated by the City and County of San Francisco, a municipal corporation. The Hospital is subject to the Charter, the State of California Welfare and Institutions Code, and the Administrative and Health Codes of the City and County of San Francisco.

B. The Governing Body operates pursuant to the provisions of the San Francisco City Charter.

## **ARTICLE III: MISSION, VISION, AND VALUES OF THE HOSPITAL**

### **Section 1. Mission**

The mission of the Hospital is to provide quality healthcare and trauma services with compassion and respect.

### **Section 2. Vision**

The vision of the Hospital is to rebuild the hospital building so that we can continue to provide healthcare and trauma services for people in need.

### **Section 3. Values**

The values of the hospital are:

- Patient and staff safety
- Quality healthcare
- Disease prevention
- Staff retention and recruitment
- Culturally responsive care
- Efficient resource management
- Academic excellence in training and research

## **ARTICLE IV: GOVERNANCE**

### **Section 1. Membership of the Governing Body**

The Governing Body shall be a Health Commission appointed pursuant to the Charter. The requirements of the Charter include the following:

A. The Governing Body shall be composed of seven members who shall be appointed by the Mayor.

B. The membership of the Governing Body shall have less than a majority of direct providers of health care. Direct providers of health care include all health professionals and others whose primary current activity is the provision of patient care or the administration of facilities or institutions that provide patient care. This does not preclude a member of the Medical Staff from being a member of the Governing Body.

C. Any member of the Governing Body may be suspended by the Mayor and removed by the Board of Supervisors for official misconduct.

D. Any vacancies occurring on the Governing Body either during or at the expiration of the term of each member shall be filled by the Mayor.

**Section 2. Officers and Meetings of the Governing Body**

The selection of the Officers of the Governing Body, as well as their responsibilities, and the procedures for the meetings of the Governing Body shall be those set forth in the Rules of Order of the San Francisco Health Commission.

**Section 3. Duties and Responsibilities of the Governing Body**

The general duties and responsibilities of the Governing Body shall be to establish policy, promote performance improvement, and provide for organizational management and planning. Specific powers and duties of the Governing Body, which may be delegated to others but shall remain the ultimate responsibility of the Governing Body, shall be as follows:

A. To ensure that the Hospital is operated in accordance with the provisions of the Charter, the State of California Welfare and Institutions Code, the Administrative and Health Codes of the City and County of San Francisco, and other applicable laws.

B. To appoint Governing Body committees, advisory or otherwise, as becomes necessary for the proper oversight of the Hospital's business. Representatives from the Medical Staff shall be appointed as members to appropriate committees that may deliberate issues affecting the discharge of Medical Staff responsibilities.

C. To make recommendations to the Mayor, the Board of Supervisors, and other appropriate officials of the City and County of San Francisco regarding matters that affect the operations of the Hospital.

D. To appoint and monitor the performance of a Director of Health who, as Chief Executive Officer of the Governing Body, shall appoint and monitor the performance of the SFGH Executive Administrator.

E. To receive recommendations from the SFGH Executive Administrator, through the Director of Health, and, when appropriate, to approve such recommendations that pertain to the following:

1. The hospital annual budget and financial management,
2. The hospital administrative organization and committee structure,
3. The delivery of quality patient care
4. Performance improvement,
5. Risk management,
4. Hospital operational policies and procedures (See Article IX. Section 2.D.), and
5. Hospital strategic program and capital plans.

F. To receive recommendations from the Medical Staff Executive Committee and, when appropriate, to approve such recommendations that pertain to the following:

1. The structure of the medical staff,
2. The process used to review credentials and to delineate individual clinical privileges,
3. Recommendations of individuals for medical staff membership,
4. Recommendations for delineated clinical privileges for each eligible individual,
5. The organization of the medical staff's performance improvement activities as well as the process designed for conducting, evaluating, and revising such activities,
6. The process by which membership on the medical staff may be terminated, and
7. The process for fair-hearing procedures.

G. To provide an accessible forum in which the Medical Staff and the staffs of the Hospital's various departments and services can report on the activities and mechanisms for monitoring and evaluating the quality of patient care, for identifying opportunities to improve patient care, and for identifying and resolving problems.

H. To provide for the resources needed to maintain safe, quality care, treatment, and services ~~allocate adequate resources for measuring, assessing, and improving the Hospital's~~

[performance and improving patient safety.](#)

I. To take all appropriate steps to provide for space, equipment and other resources needed to fulfill the Hospital's mission and to maintain safe and quality treatment, and services.

J. To hold the Medical Staff responsible for the development, adoption, and periodic review of Medical Staff Bylaws and Rules and Regulations that are consistent with Hospital policy and with any applicable legal or other requirements and to review and to act on the Medical Staff's recommended Bylaws and Rules and Regulations and subsequent amendments thereto. Neither the Medical staff nor the Governing Body may amend such documents unilaterally and the Governing Body's approval of such documents shall not be unreasonably withheld.

K. To approve and recommend to the Mayor and the Board of Supervisors an annual operating budget and a long-term capital expenditure plan and to monitor their implementation.

L. To ensure that the Hospital maintains a program for achieving compliance with applicable law and regulations.

M. To review and approve recommendations from the SFGH Executive Administrator regarding the hospital's strategic and facilities plans.

N. To [work with the senior managers and leaders of the organized medical staff to](#) annually evaluate the Hospital's performance in relation to its vision, mission and values.

O. To ensure that the Hospital demonstrates a commitment to its community by providing essential services in a timely manner.

## **ARTICLE V: RELATIONSHIP OF THE GOVERNING BODY TO OTHER AGENCIES**

### **Section 1. Officials and Departments of the City and County of San Francisco**

A. The operation of the Hospital by the Governing Body is subject to the authority granted in the Charter to other Officials and Departments of the City and County of San Francisco that includes the following:

1. Approval and adoption of a budget by the Mayor and Board of Supervisors,
2. Personnel matters placed under the jurisdiction of the Civil Service Commission,  
and
3. The authority of the Board of Supervisors to adopt legislation establishing procedures and requirements applicable to the Hospital.

## ARTICLE VI: DIRECTOR OF HEALTH

### Section 1. Appointment of a Director of Health

A. The Governing Body shall submit to the mayor at least three qualified applicants, and if rejected, to make additional nominations in the same manner, for the position of the Director of Health, subject to appointment by the Mayor.

### Section 2. Role and Responsibilities of the Director of Health

The Director of Health shall be the Chief Executive Officer of the Governing Body and, as such, his/her responsibilities include but are not limited to the following:

A. To oversee the implementation of Hospital policies established by the Governing Body and to make recommendations in regards to such policies to the Governing Body.

B. To receive and to forward for approval to the Governing Body recommendations from the Medical Staff Executive Committee pertaining to the structure of the Medical Staff, individual medical staff membership, and the delineation of specific clinical privileges for each eligible individual.

C. To act on recommendations concerning Medical Staff appointments, reappointments, termination of appointments, and the granting or revision of clinical privileges in a timely manner and to resolve any differences in regards to such recommendations within a reasonable period of time.

D. To support and facilitate communication between the Medical Staff and the staffs of the Hospital's departments and services in regards to activities and mechanisms for monitoring and evaluating the quality of patient care, identifying and resolving problems, and identifying opportunities for improvement.

E. To ensure the existence of systematic and effective mechanisms for communication between the Governing Body, Hospital Administration, and Medical Staff and the governing bodies and management of any health care delivery organizations that are functionally related to the Hospital through meetings of the Governing Body, Joint Conference Committee, and Executive Staff.

F. To serve as a member of the Medical Staff Executive Committee.

G. To conduct an annual performance evaluation of the SFGH Executive Administrator.

H. To ensure that hospital and medical staff leaders have access to information and training in areas where they need additional skills or expertise.

HI. To carry forth and fulfill all assignments and responsibilities as delegated by the

Governing Body.

**ARTICLE VII: HOSPITAL ADMINISTRATION**

**Section 1. Appointment and Removal of Administrators**

A. The Director of Health shall have the power to appoint and remove the SFGH Executive Administrator for the Hospital. The Director of Health shall set performance-based criteria and conduct annual performance appraisals for the SFGH Executive Administrator.

B. The SFGH Executive Administrator shall possess a masters degree in hospital or business administration or a related field, at least ten years of experience in a healthcare setting with increasing amounts of responsibility, extensive knowledge of hospital operations and financing, and demonstrated skills necessary to manage the Hospital and to perform the duties required of its senior leader.

C. The SFGH Executive Administrator shall have the power to appoint and remove Senior Associate Administrators and Associate Administrators to the extent that such positions are created by ordinance of the Board of Supervisors. Such positions shall be exempt from the civil service provisions of the Charter and shall be held by persons who possess the educational and administrative qualifications, experience, knowledge, and skills necessary to manage divisions of the Hospital.

**Section 2. Hospital Executive Staff Committee**

A. A Hospital Executive Staff Committee shall be established which includes the SFGH Executive Administrator, the Director of Nursing, the Director of Finance, the Chief of Staff, and others as appointed by the SFGH Executive Administrator.

B. The purpose of the Hospital Executive Staff Committee shall be to discuss, evaluate, and make recommendations to the SFGH Administrator on issues regarding budget, organizational structure, quality improvement, policy, planning, and other matters pertaining to hospital operations.

**Section 3. Responsibilities of the SFGH Executive Administrator**

A. To assume overall management responsibility of the Hospital and quality assessment and improvement mechanisms under the direction of the Director of Health.

B. To act as the appointing officer for the appointment, discipline, and removal of Hospital employees in accordance with the civil service provisions of the Charter.

C. To serve as a member of the Executive Committee of the Medical Staff.

D. To chair the Hospital Executive Staff Committee,

E. To organize and manage the administrative structure of the Hospital and to ensure that each Hospital program, service, site or department has effective leadership

F. To provide for the recruitment and retention of staff.

G. To appoint Hospital Administration representatives to Medical Staff committees when appropriate.

H. To provide reports to the Director of Health and to the Medical Staff on the overall activities of the Hospital as well as on federal, state, and local developments which affect the Hospital.

I. To make recommendations for the creation of and changes in Hospital positions as provided by the Charter.

J. To assume responsibility for Hospital compliance with applicable governmental laws, other rules and regulations, and accreditation standards.

K. To implement Hospital policies established by the Governing Body and to make recommendations in regards to such policies to the Governing Body through the Director of Health.

L. To engage in both a short-term and long-term planning process that involves the participation of the Hospital Administration, Medical Staff, Nursing Department, and other Hospital Departments as well as appropriate advisers.

M. To oversee the preparation of an annual operating budget and, when needed, the development of a long-term capital expenditure plan and to provide for the physical and financial assets of the hospital, including information and support systems.-

N. To ensure that the Medical Staff, staff of departments and services, and others as appropriate review and revise policies and procedures as warranted, that such review occurs at least every three years, and that such review occurs in a collaborative and inter-disciplinary manner.

O. To ensure that patients with comparable needs receive the same standard of care, treatment and services throughout the Hospital.

P. To implement plans to identify and mitigate impediments to efficient patient flow throughout the Hospital.

Q. To ensure that care, treatment, and services provided through contracted agreement are provided safely and effectively.

R. To ensure that communication is effective throughout the Hospital.

S. To define the required qualifications and competence of those staff who provide care, treatment, and services and recommend a sufficient number of qualified and competent staff to provide care, treatment and services.



T. To ensure that an integrated patient safety program is implemented throughout the Hospital.

U. To set performance improvement priorities and identify how the Hospital adjusts priorities in response to unusual or urgent events.

V. To measure and assess the effectiveness of the performance improvement and safety improvement activities and to report on such assessments to the Governing Body.

W. To consider clinical practice guidelines when designing or improving processes, as appropriate, to evaluate the outcomes related to the use of clinical practice guidelines, and to determine steps to improve processes.

X. To designate a qualified individual to perform these duties when absent from the hospital.

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## **ARTICLE VIII: MEDICAL STAFF**

### **Section 1. Membership of the Medical Staff**

A. All qualified physicians and practitioners may apply for clinical privileges at the Hospital.

B. The Governing Body, through its Chief Executive Officer, shall consider recommendations of the Medical Staff and appoint to the Medical Staff physicians, dentists, podiatrists, and clinical psychiatrists competent in their respective fields and worthy in character and in professional ethics.

C. Each member of the Medical Staff shall have appropriate authority and responsibility for the care of his or her patients subject to such limitations as are contained in these Bylaws and in the Bylaws and Rules and Regulations of the Medical Staff and subject further to any limitations attached to his or her appointment.

D. Membership on the Medical Staff is a privilege which shall be extended only to those individuals whose experience, training, ethics, and demonstrated competence assures that any patient treated by them in the Hospital will receive quality medical care.

E. Members of the Medical Staff shall (i) adhere to the lawful ethics of his or her profession; (ii) be able to work cooperatively with others in the Hospital setting so as not to adversely affect patient care or Hospital operations; and (iii) be willing to participate in and properly discharge Medical Staff responsibilities.

**Section 2. Responsibilities and Accountability of the Medical Staff**

The Governing Body requires the establishment of a Medical Staff and holds the Medical Staff responsible and accountable to the Governing Body for the following:

A. To establish fair and equitable procedures for Medical Staff appointments, reappointments, termination of appointments, reviewing credentials, and the granting and revision of clinical privileges.

B. To ensure that only a member of the Medical Staff with admitting privileges may admit a patient to the Hospital, that such individuals may practice only within the scope of the privileges granted by the Governing Body, and that each patient's general medical condition is the responsibility of a qualified physician member of the Medical Staff.

C. To design a process or processes for assuring that all individuals who provide patient care services and are members of the House Staff or Affiliated Professional Staff, who are not subject to the Medical Staff privileges delineation process, are competent to provide such services and that the quality of patient care services provided by these individuals is reviewed as part of the hospital's program to assess and improve quality.

D. To develop, adopt, and periodically review Medical Staff Bylaws and Rules and Regulations that are consistent with Hospital policy and with any applicable legal or other requirements. Such Bylaws, Rules and Regulations, and any amendments thereto shall be effective upon approval by the Governing Body. Neither the Governing Body nor the Medical Staff may unilaterally amend the Medical Staff Bylaws or Rules and Regulations.

E. To assure appropriate professional care is rendered to Hospital patients, to conduct ongoing reviews and appraisals of the quality of professional care rendered in the Hospital, and to report on such findings to the Governing Body through the Joint Conference Committee.

F. To elect officers as set forth in the Bylaws of the Medical Staff.

**ARTICLE IX: JOINT CONFERENCE COMMITTEE**

**Section 1. Composition and Structure of the Joint Conference Committee**

A. The Joint Conference Committee shall consist of at least two representatives from the Governing Body, the Director of Health, the Chief of Staff, the Chief of Staff-Elect, or in alternating years the Chief of Staff-Past, the Chief Medical Officer, the SFGH Executive Administrator, the Director of Nursing, the Chief Operating Officer, the Chief Financial Officer and other representatives from the Hospital Administration and Medical Staff. The President of the Governing Body is an "ex officio" member of the Joint Conference Committee.

B. The Governing Body and other Hospital Administration and Medical Staff

representatives shall be appointed annually by the President of the Governing Body in consultation with the SFGH Executive Administrator and Chief of the Medical Staff.

C. One of the Governing Body representatives shall serve as Chair of the Committee, ~~and the SFGH Executive Administrator and Chief Nursing Officer shall serve as Co Secretaries of the Committee.~~

D. The Committee shall meet at least ten times a year, and the agenda for each meeting shall be set by the Chair of the Committee in consultation with the SFGH Executive Administrator and Chief of the Medical Staff.

E. Minutes of the Committee's activities shall be transmitted to the Governing Body through the Director of Health.

F. Quality Improvement matters protected by California Evidence Code Section 1157 shall be discussed in closed session with a Deputy City Attorney present.

**Section 2. Objectives of the Joint Conference Committee**

A. To provide a systematic and effective mechanism for communication between members of the Governing Body, Director of Health, Hospital Administration, and Medical Staff.

B. To evaluate, monitor, approve and maintain the quality of patient care and patient safety.

C. To evaluate, monitor, approve and maintain the proper operation of the Hospital.

D. To review and approve Hospital policy, as delegated by the Governing Body, including additions, modifications, and deletions to the Hospital Policy and Procedure Manual.

E. To review Hospital revenues and expenditures on a quarterly basis.

E. To be knowledgeable about the content and operation of the compliance program and to exercise reasonable oversight with respect to the implementation and effectiveness of the compliance program.

**Section 3. Subcommittees of the Joint Conference Committee**

A. The Joint Conference Committee may establish subcommittees for the purpose of focused review of various aspects of hospital operation such as Quality Assurance and Improvement, Risk Management, Finance, ~~and~~ Planning, and Compliance.

**Section 4. Proceedings of the Joint Conference Committee**

A. The records and proceedings of the Joint Conference Committee shall be subject to the San Francisco Sunshine Ordinance.

B. State law permits the Joint Conference Committee to meet in closed session to discuss peer review matters, medical staff appointments, reappointments and corrective actions,

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quality improvement, risk management, sentinel events, and specific patient cases.

[C. The Compliance Officer may make reports regarding compliance risks directly to the chair of the Joint Conference Committee.](#)

#### **ARTICLE X: VOLUNTEER SERVICES**

A. A Volunteer Services Program shall be established with the approval of the Governing Body.

B. The purpose and functions of the Volunteer Services Program shall be to support the care and comfort of the patients of the Hospital.

#### **ARTICLE XI: HOSPITAL FOUNDATION**

A. A Hospital Foundation shall be established with the approval of the Governing Body and incorporated under the laws of the State of California.

B. The purpose and functions of the Hospital Foundation shall be to raise money for projects and programs that are designed to improve the care and comfort of patients at the Hospital. All fund-raising activities initiated by the Foundation will be in support of such projects and activities.

C. The Foundation shall execute contracts for the operation of a coffee cart, café, vending machines, gift shop, or other similar or related services to be operated in space designated by the SFGH Executive Administrator. The revenue generated from these concessions shall be used for the benefit of the patients, visitors and staff of Hospital and in support of the Volunteer Services.

D. Pursuant to a Memorandum of Understanding between the Hospital Foundation and the San Francisco Department of Public Health, the Hospital Foundation will provide the Governing Body with its Annual Report prior to June 30 of each year. The Annual Report will contain audited financial statements and a written report of activities for the prior calendar year. The Hospital Foundation will also make an annual presentation regarding its activities at a Governing Body meeting.

#### **ARTICLE XI: CONFLICT OF INTEREST**

A. Members of the Governing Body shall abstain from voting on any contracts in which they have a financial interest or an employment relationship with the proposed contractor.

B. Members of the Governing Body shall be subject to any applicable conflict of interest restrictions as set forth in the City and County of San Francisco Charter, Sections

15.103 and C8.105 and the California Government Code, Sections 1090, 1126, and 87100.

**ARTICLE XIII: ADOPTION AND AMENDMENTS**

These Bylaws may be adopted or amended at any regular or special meeting of the Governing Body provided that notice of intent to adopt or amend has been given at least seventy-two hours in advance to each member of the Governing Body. For these Bylaws to be adopted or amended, there must be an approval by a majority vote of the Governing Body upon which such adoption or amendment shall become effective immediately.

These Bylaws have been adopted by the Governing Body of San Francisco General Hospital and Trauma Center.

Signed: \_\_\_\_\_

~~Jim Soos~~ Mark Morewitz,  
Secretary of the  
Health Commission

Date: \_\_\_\_\_