

## BYLAWS OF THE GOVERNING BODY

FOR THE PRISCILLA CHAN AND MARK ZUCKERBERG

SAN FRANCISCO GENERAL HOSPITAL AND TRAUMA CENTER

### PREAMBLE

WHEREAS, the Priscilla Chan and Mark Zuckerberg San Francisco General Hospital and Trauma Center ("ZSFG") 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, including Sections 4.102 and 4.110 and 4.126, provides for a Health Commission charged with the power to among other powers and duties, formulate, evaluate and approve goals, objectives, plans and programs and set policies consistent with the overall objectives of the City and County, as established by the Mayor and the Board of Supervisors through the adoption of City legislation, after public hearing, approve Department of Public Health budgets or any budget modifications or fund transfers requiring the approval of the Board of Supervisors, subject to the Mayor's final authority to initiate, prepare and submit the annual proposed budget on behalf of the executive branch and the Board of Supervisors' authority, conduct investigations into any aspect of governmental operations within its jurisdiction through the power of inquiry, and make recommendations to the Mayor or the Board of Supervisors, and hold hearings and take testimony; and

WHEREAS, the Charter of the City and County of San Francisco, including Sections 4.102, 4.110, and 4.126, charges the Health Commission, together with the Department of Public Health, with the management and control of the Department of Public Health and hospitals of the City and County of San Francisco, emergency medical services, and general preservation, promotion and protection of the physical and mental health of inhabitants -of the City and County of San Francisco; and

WHEREAS, the Health Commission has adopted a Resolution accepting responsibility as the Governing Body of ZSFG 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. "Department of Health" or "DPH" means the San Francisco Department of Public Health.
- C. The term "Director of Health" means the Director of the San Francisco Department of Public Health.
- C.D. The term "Governing Body" means the San Francisco Health Commission, subject to the responsibilities designated to the Director of Health by the Charter, including Section

4.126, and the San Francisco Municipal Code, including Section 2A.30.

~~D.E.~~ The term "Hospital" or "SFGHZSFG" means the Priscilla Chan and Mark Zuckerberg San Francisco General Hospital and Trauma Center.

~~E.F.~~ The term "Hospital Administrator" or "Hospital Administration" means the ZSFG Executive Staff Committee members, including but not limited to the ZSFG Chief Executive Officer, Chief Operating Officer, Chief Nursing Officer, Chief Medical Officer, Chief Financial Officer, Chief of Staff, and Chief Quality Officer.

~~F.—~~

G. ~~Which~~ "Joint Conference Committee for Quality Assurance" or "JCC" means the committee where members of the Governing Body, Hospital Administration, and Medical Staff review and discuss the Hospital's credentialing and quality assurance and performance improvement program.

H. ~~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 ZSFG pursuant to the ZSFG Medical Staff Bylaws.

~~H.I.~~ The term "SFGHZSFG Executive Administrator Chief Executive Officer" means the Executive Administrator Chief Executive Officer of the Priscilla Chan and Mark Zuckerberg San Francisco General Hospital and Trauma Center.

J. "San Francisco Health Network" or "SFHN" means the integrated health care delivery system of DPH.

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~~K. "SFHN Director" means the Director of the San Francisco Health Network.~~

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## ARTICLE I: NAME

The name of the Hospital shall be the Priscilla Chan and Mark Zuckerberg San Francisco General Hospital and Trauma Center ~~and its Governing Body shall be the San Francisco Health Commission.~~

## ARTICLE II: AUTHORITY

A. The San Francisco Health Commission operates pursuant to the provisions of the San Francisco City Charter and applicable local, state and federal laws and regulations.

B. ~~The Priscilla and Mark Zuckerberg San Francisco General Hospital and Trauma Center~~ ZSFG 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.

C. The Hospital is a component of the public health integrated delivery system, known as the San Francisco Health Network (SFHN). Other components of the network include Laguna Honda Hospital and Rehabilitative Services, Transitions, and Ambulatory Care (community-based primary care, behavioral health services, maternal child and adolescent health, and jail health services).

~~D. The Hospital CEO reports to the SFHN Director and the SFHN Director reports to the Director of Health.~~ **ARTICLE III: MISSION, VISION, AND VALUES OF THE HOSPITAL**

A. Mission:

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

B. 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~~ advance community wellness by aligning care, discovery and education be the best hospital by exceeding patient expectations and advancing community wellness in a patient-centered, healing environment. ~~h.~~

C. Values: The values of the hospital are:

~~1.~~—

~~2.~~1. Joy in our work:

Staff satisfaction is related to higher quality of care and outcomes for our patients. What brings us joy may be different from person to person. We honor these differences and seek to cultivate joy for all staff.

~~3.~~2. Thirst in learning:

A learning organization allows for transformation and continuous improvement.

~~4.~~3. Compassionate care:

Our deep social justice mission is how we distinguish ourselves.

D. Leadership Principles:

1. Align

~~i.~~—

~~ii.~~i. Create value for our patients and staff

~~iii.~~ii. Constancy of purpose

~~iv.~~iii. Think systematically

2. Enable

i. Lead with humility

ii. Respect every individual

iii. Transparency through visual management

3. Improve

i. Seek perfection

ii. Ensure quality at the source

iii. Embrace scientific thinking

~~i.~~iv. Focus on process

## 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/ZSFG Executive Administrator~~ Chief Executive Officer.
- E. To receive recommendations from the ~~SFGH/ZSFG Executive Administrator~~ Chief Executive Officer, ~~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,
  6. Hospital operational policies and procedures (See Article IX. Section 2.C.), and
  7. 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.
- 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~~ZSFG ~~Executive Administrator~~Chief Executive Officer 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.

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

Q. 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.

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

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

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:

- A. Submission by the Mayor Approval and adoption of a budget by the ~~Mayor and~~ Board of Supervisors,
- B. Appointment of qualified individuals by the Director of Health to fill positions within the Department, including ZSFG, Personnel matters placed under the jurisdiction in accordance with the civil service provisions of the Charter of the Civil Service Commission, and
- C. 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**

The Governing Body shall submit to the ~~M~~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 responsibilities of 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 duties set forth below. Specific responsibilities of the Director of Health may be delegated to the SFHN Director, but shall remain the ultimate responsibility of the Director of Health. 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. To restrict a Member's access to key aspects of the ZSFG infrastructure in instances involving serious, material violations of federal, state, or local

laws, or ZSFG rules, regulations, or policies that are not primarily related to quality of patient care, including any violation of patient confidentiality laws or policies. Access to patient health records kept or maintained by the City and/or to physical locations (ZSFG, clinics, or other buildings owned or operated by the City) may be restricted, suspended, or permanently revoked in this manner. The approval of the Medical Executive Committee is not required for such actions.

~~B.—~~

- 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~~ZSFG ~~Executive Administrator~~Chief Executive Officer.
- H. To ensure that hospital and medical staff leaders have access to information and training in areas where they need additional skills or expertise.
- I. To carry forth and fulfill all assignments and responsibilities as delegated by the Governing Body.

## **ARTICLE VII: ~~HOSPITAL~~ ADMINISTRATION OF THE HOSPITAL**

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

- A. The Director of Health ~~shall have the power~~has authority to appoint and remove, ~~the SFGHZSFG Executive Administrator~~the ZSFG Chief Executive Officer, ~~for the Hospital.~~ The Director of Health ~~shall set~~s performance-based criteria and conducts annual performance appraisals for the ~~SFGHZSFG Executive Administrator~~Chief Executive Officer.
- B. The ~~SFGHZSFG Executive Administrator~~Chief Executive Officer 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~~The ZSFG Director of Health ~~may delegate in writing to the ZSFG Executive Administrator~~Chief Executive Officer ~~shall have the power~~authority to appoint and remove ~~Senior Associate Administrators~~ZSFG Hospital 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 Hospital Executive Staff Committee shall be established which will include the ~~SFGHZSFG Executive Administrator~~Chief Executive Officer, ~~the Chief Operating Officer,~~ Director of ~~Chief~~ Nursing Officer, ~~the Chief Medical Officer,~~ Director of Finance ~~Chief Financial Officer,~~ ~~the Chief of Staff,~~ Chief Quality Officer and others as appointed or removed by the ~~SFGHZSFG Executive Administrator~~Chief Executive Officer.

The purpose of the Hospital Executive Staff Committee shall be to discuss, evaluate, and make recommendations to the ~~SFGHZSFG Administrator~~Chief Executive Officer on issues regarding quality, patient safety, budget, organizational structure, policy, planning, and other matters pertaining to hospital operations.

## **Section 3. ~~Hospital Quality Council~~Performance Improvement and Patient Safety Committee**

~~A The Hospital Quality Council~~Performance Improvement and Patient Safety Committee (“PIPS”) ~~Committee~~shall be established by the ZSFG Medical Staff Bylaws, shall replace the Hospital Quality Council previously established by the ZSFG Governing Body to review and approve performance improvement and patient safety measures and initiatives. The membership and purpose of the PIPS Committee is described in the ZSFG Medical Staff Bylaws, which are approved by the ZSFG Governing Body, which includes the SFGH Executive Administrator, Chief Nursing Officer, Chief of the Medical Staff, Chief Medical Officer, Associate Dean, and Hospital Associate Administrators.

~~The purpose of the Hospital Quality Council shall be to review and approve the clinical and departmental performance improvement measures and patient safety initiatives of SFGH and to focus on performance improvement activities pursuant to the mission, vision, values and strategic goals of the Hospital.~~

## **Section 4. Responsibilities of the ~~SFGHZSFG Executive Administrator~~Chief Executive Officer**

- A. To assume overall management responsibility of the Hospital and quality assessment and improvement mechanisms under the direction of the Director of Health.
- B. The Director of Health ~~To Act as the appointing officer for the~~has authority to appointment, discipline, and ~~removal~~remove of Hospital employees in accordance with the civil service provisions of the Charter. Such authority may be delegated in writing by the Director of Health to the ZSFG CEO, but may be revoked by the Director of Health at any time.
- C. To serve as a member of the Executive Committee of the Medical Staff.



- D. To chair the Hospital Executive Staff Committee and co chair the PIPS 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 credentialing, quality improvement and patient safety activities of the Hospital ~~overall~~ activities of the Hospital ~~as well as on, including~~ federal, state, and local developments which affect the Hospital.
- H.I. To provide reports to the Governing Body, through the Joint Conference Committee for Quality Assurance, on the credentialing, quality improvement and patient safety activities of the Hospital, including federal, state, and local developments which affect the ~~H~~Hospital to be provided in open session; and reports of the: PIPS minutes, Credentialing matters, and sentinel events provided in closed session pursuant to Evidence Code Sections 1156, 1156.1, 1157, 1157.5 and 1157.6: Health and Safety Code Section 1461; and California Constitution, Article I, Section 1 as authorized by California and local law.
- I.J. To make recommendations for the creation of and changes in Hospital positions as provided by the Charter.
- J.K. To assume responsibility for Hospital compliance with applicable governmental laws, other rules and regulations, and accreditation standards.
- K.L. 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.M. 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.N. To oversee the preparation of an annual operating budget and, when needed, a long-term capital expenditure plan and to provide for the physical and financial assets of the hospital, including information and support systems.
- N.O. 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.P. To ensure that patients with comparable needs receive the same standard of care, treatment and services throughout the Hospital.
- P.Q. To implement plans to identify and mitigate impediments to efficient patient flow throughout the Hospital.
- Q.R. To ensure that care, treatment, and services provided through contracted

agreement are provided safely and effectively.

~~R.S.~~ \_\_\_\_\_ To ensure that communication is effective throughout the Hospital.

~~S.T.~~ \_\_\_\_\_ 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.U.~~ \_\_\_\_\_ To ensure that an integrated patient safety program is implemented throughout the Hospital.

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

~~V.W.~~ \_\_\_\_\_ 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.X.~~ \_\_\_\_\_ 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.Y.~~ \_\_\_\_\_ To designate a qualified individual to perform these duties when absent from the hospital.

## **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~~ shall consider recommendations of the Medical ~~Executive Committee Staff~~ and appoint to the Medical Staff physicians, dentists, podiatrists, and clinical psychologists 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.

~~B-C.~~ To forward for approval to the Governing Body recommendations from the Medical 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-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.

~~D-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.

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

## **ARTICLE IX: JOINT CONFERENCE COMMITTEE FOR QUALITY ASSURANCE**

### **Section 1. Composition and Structure of the Joint Conference Committee for Quality Assurance**

A. The Joint Conference Committee for Quality Assurance (JCC) is established under the Health Commission Rules and Regulations. The purpose of the ~~Joint Conference Committee~~ (JCC) is to provide a systematic and effective mechanism for communication and review related to credentialing, quality assurance, performance improvement, and patient safety matters between members of the Governing Body, Director of Health, the SFHN Director, Hospital Administration, and ~~and~~ Medical Staff.

B. The members of the JCC are as follows: Three members of the Governing Body who are appointed by the President of the Governing Body; the Director of Health, the SFHN Director, the SFHN Chief Medical Officer, the ZSFG Chief Executive Officer, the Chief Nursing Officer, the Chief Operating Officer, the Chief Financial Officer, and the Chief Quality Officer; and the officers of the medical staff (the Chief of Staff and the Chief of Staff-Elect or in alternating years the Chief of Staff-Past), the Chief Medical Officer, and the UCSF Vice Dean at the Hospital.

C. All members of the JCC have the right to vote on matters considered by the Committee with the exception that only the Governing Body members shall vote on the matters set forth in Section 2.~~DC.~~ below.

~~D.~~ The President of the Governing Body is an "ex-officio" member of the JCC and has the

~~right to vote on matters before the committee. Other Governing Body members may also attend and vote on matters before the committee; however, if four or more Governing Body members are in attendance then the meeting must be noticed as a meeting of the full Health Commission (Governing Body).~~

~~E.D.~~ The President of the Governing Body shall appoint one of the Governing Body representatives to serve as Chair.

~~F.E.~~ The JCC shall meet at least ten times a year and the agenda for each meeting shall be set by the Chair ~~in consultation together~~ with the ~~SFHN Director and, ZSFG~~ Chief Executive Officer, ~~and in consultation with the~~ Chief of Staff.

~~G.F.~~ A quorum shall be the presence of at least two members of the Governing Body, two members from Hospital Administration, and two physician members.

~~G.~~ In the event that one of the Governing Body members is unable to attend a ~~JCC~~ meeting, ~~he/she may send~~ another member of the Governing Body ~~may be appointed by the~~ ~~Governing Body President~~ as a substitute.

H. If one of the ~~physyeian-non-Governing Body~~ members ~~of the JCC~~ is unable to attend a ~~JCC~~ meeting, he/she may send ~~a designee; provided that a physician member of the JCC may only send~~ a member of the active medical staff as ~~a substitute~~ ~~the designee~~. Such ~~substitutes~~ ~~designees~~ shall be authorized to vote at the meeting and their presence shall count toward the quorum requirement.

I. Minutes of the Committee's activities shall be transmitted to the Governing Body ~~through the Director of Health~~ ~~by the Executive Secretary of the Health Commission~~.

J. Meetings of the JCC shall be held in a public forum and additional members from ~~H~~ospital ~~A~~administration, the ~~M~~medical ~~S~~taff, and the public may attend. Quality Improvement and peer review matters protected ~~from compelled discovery~~ by California Evidence Code Section 1157 shall be discussed in closed session.

## Section 2. Authority and Duties of the ~~Joint Conference Committee~~ ~~JCC~~

The Governing Body delegates to the ~~JCC~~ ~~Joint Conference Committee~~ ~~broad~~ authority to oversee ~~the operation of the Hospital, particularly in regard to the Qquality Aassurance, the~~ Performance Improvement and Patient Safety Program and the appointment and reappointment of members to the medical staff. ~~Without limiting this broad delegation of authority, the~~ ~~The~~ ~~Joint Conference Committee~~ ~~JCC~~ shall perform in good faith the duties listed below.

- A. To evaluate, monitor, approve and maintain the quality of patient care and patient safety.
- B. ~~B. To evaluate, monitor, approve and maintain the proper operation of the Hospital.~~ ~~C~~ To annually review and approve the Hospital's Performance Improvement and Patient Safety Program.
- C. ~~D~~ To review and approve, ~~and when appropriate to refer to the Governing Body~~ the following recommendations from the medical staff:
  1. The appointment and reappointment of members, assignments to ~~Clinical-clinical~~ ~~Serviceesservices~~, and the delineation of Clinical Privileges ~~as described in the~~ ~~Medical Staff Bylaws~~;

2. The ~~bi-annual~~ reports from ~~the Clinical-clinical Serviceesservices~~, including amendments to the Rules and Regulations of ~~the Clinical-clinical Serviceesservices~~;
3. Reports from the Quality-Performance Improvement and Patient Safety Committee; and
4. ~~———— E. To review Hospital revenues and expenditures on a quarterly basis.~~
5. ~~4.F. 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.~~ The authority delegated by the Governing Body to the JCC pursuant to this section may be modified or removed by the Governing Body by amendment to these Bylaws.

### Section 3. ~~Subcommittees of the Joint Conference Committee~~

~~———— A. The JCC may establish subcommittees for the purpose of focused review of various aspects of hospital operation such as Quality Assurance and Improvement, Risk Management, Finance, Planning, and Compliance.~~  
**Section 4. Proceedings of the Joint Conference Committee**

- A. The records and proceedings of the JCC ~~shall are be~~ subject to the ~~the~~ San Francisco Sunshine Ordinance (San Francisco Administrative Code Chapter 67).
- B. State law, the Charter and the City's Administrative Code (including Cal. Health and Safety Code Section 1461, Cal. Government Code Section 54957, S.F. Charter Section 4.102(a)(2), and S.F. Administrative Code Section 67.10), permits the JCC to meet in closed session for various purposes, including but not limited to the following, to discuss hospital medical audit or quality assurance reports, to assess and improve the quality of care rendered at ZSFG, and to discuss peer review matters, medical staff appointments, reappointments and corrective actions, quality improvement, risk management, sentinel events, and pending litigation including, but not limited to, whether a licentiate may practice or continue to practice at ZSFG and, if so, the parameters of that practice.
- C. ~~The Compliance Officer may make reports regarding compliance risks directly to the Chair of the JCC.~~  
**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/ZSFG Executive Administrator/Chief Executive Officer. 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.~~  
~~General Hospital Foundation Foundation remains Hospital Foundation General Hospital Foundati on~~

~~\_\_\_\_\_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 XII: 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~~ ten (10) calendar days 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 Priscilla Chan and Mark Zuckerberg San Francisco General Hospital and Trauma Center.

**Signed:** \_\_\_\_\_  
Mark Morewitz,  
Secretary of the  
Health Commission

**Date:** \_\_\_\_\_  
November 20, 2012