

As amended and approved March 29, 2009

**ALAMEDA COUNTY MEDICAL CENTER
BOARD OF TRUSTEES
BYLAWS**

The following Bylaws have been adopted and issued by the Alameda County of Board of Supervisors on behalf of the Alameda County Medical Center (“Medical Center”) a public entity created by the Board of Supervisors pursuant to Section 101850 of the California Health and Safety Code for the purpose of managing, administering and controlling the group of Alameda County-owned public hospitals and ambulatory care clinics. The Medical Center shall be governed by a Board of Trustees (“Board of Trustees”) as set forth in these Bylaws.

ARTICLE 1.

Mission and Purpose

Section 1. Mission

The Medical Center is committed to maintaining and improving the health of all Alameda County residents, regardless of ability to pay.

The Medical Center will strive to provide comprehensive, high quality medical treatment, health promotion and health maintenance through an integrated system of hospitals, clinics, and health services staffed by individuals who are responsive to the diverse cultural needs of our community.

The Medical Center, as a training institution, is committed to maintaining an environment that is supportive of a wide range of educational programs and activities. Education, including continuing education, of medical students, residents, nursing and other staff, along with clinical research, are all essential components of our environment.

Section 2. Purpose

The purpose of the Alameda County Medical Center is to manage, administer and control county-owned hospitals and ambulatory care clinics, in a manner that assures accessible, cost effective, quality medical care.

In pursuit of its mission and purpose the Medical Center shall, except as jointly determined from time to time with the County:

- A. Maintain facilities to serve the primary, secondary and tertiary medical care and health services of patients.
- B. Establish and promote cost-effective health care delivery including timely adaptations to meet evolving Medicare, Medi-Cal and other regulations mandating data accumulation and cost control.
- C. Provide medical and other health services at no cost or reduced cost to the medically indigent and other special populations.
- D. Improve the standards of health care in the community by participating in the Alameda County health care network in conjunction with the county criminal justice system, public health, primary care, mental health and substance abuse programs.
- E. Provide health education to its patients and the general public regarding wellness and prevention.
- F. Instruct patients, their families and caretakers regarding the management of their illness or injury as may be justified by the facilities, personnel, funds or other available resources.
- G. Engage in scientific medical research to the extent such research is consistent with the mission and purpose of the Medical Center.
- H. Attract and retain a diverse staff of qualified, well trained and competent health care practitioners and support personnel who will provide care in a culturally competent manner.
- I. Develop and maintain responsible and effective labor policies.
- J. Practice sound organization methods and efficient financial and personnel management.
- K. Participate in, so far as circumstances and available resources may warrant, any activity designed and carried on to promote the general health of the community.
- L. Guard against any activity in or on behalf of the Medical Center having, or tending to have, an undesirable effect upon the institution and the services it renders.
- M. Establish by resolution mechanisms by which auxiliary or voluntary organizations associated with the Medical Center are formed.

ARTICLE 2.

Governing Body

Section 1. Qualifications

A. General Qualifications

The Board of Trustees should, to the extent feasible, reflect both the expertise necessary to maximize the quality and scope of care of the Medical Center in a fiscally responsible manner and the diverse interests that the Medical Center serves. Desirable skills include, but are not limited to, business management, public health, health care administration, personnel management and labor relations, medical services, managed care, consensus building, finance, fund raising, and cultural sensitivity.

B. Specific Qualifications

Qualifications that are desirable in Trustees include the following:

- (1) A familiarity with the health care delivery systems;
- (2) A working knowledge of the existing health care funding sources;
- (3) An understanding of the multitude of issues relating to participating in managed care programs;
- (4) Experience with employee organizations;
- (5) A strong business management, legal, finance and/or program management background, preferably in a highly-regulated environment;
- (6) Experience with managing hospital services;
- (7) Experience with, or understanding of, the delivery of health care services by non-profit entities;
- (8) An interest in or experience with the health care needs of the Medical Center's patient populations;
- (9) Experience in advocating for safety net institutions including, but not limited to, the pursuit of public funding for the delivery of health care services;
- (10) Reside in Alameda County.

C. Disqualified Persons

- (1) Persons who are providers of medical care, or are employed by a provider of medical care, who are or, in the view of the Board of Supervisors, may be in competition with the Medical Center.
- (2) With the exception of the representative of the Medical Staff and the Chief Executive Officer, persons employed by or who are contractors/vendors of the Medical Center or who are employed by a contractor/vendor of the Medical Center.
- (3) Except where prohibited by law, any disqualification may be waived by majority vote of the Board of Supervisors.

Section 2. Composition: Term of Office

The governing body of the Medical Center shall be known as the Medical Center Board of Trustees. The Board of Trustees shall consist of thirteen (13) members.

- A. Twelve (12) of whom shall be appointed by majority vote of the Board of Supervisors.
 - B. One (1) of the 13 Trustees shall be a representative of the Medical Staff, provided the nominee is appointed by a majority vote of the Board of Supervisors.
- C. The Medical Center Board of Trustees shall recommend a pool of candidates possessing the requisite qualifications, skills and experience specified in Article 2, Section 1.B above, and the Board of Supervisors shall make appointments from that pool of approved, qualified candidates.
- D. A Term of Office shall conform to the following:
- (1) A full term as a Trustee shall be for a period of three years from the date of the initial Annual Meeting;
 - (2) The Board of Supervisors may appoint a number of Trustees to partial Terms of Office calculated from the date of the initial annual Meeting. A partial Term of Office shall not be considered a complete term for purposes of applying paragraph 2.E, below;
 - (3) A Term of Office that is permitted to expire shall create a vacancy absent a determination of the Board of Supervisors to the contrary.

- E. Trustees may serve more than one term only if recommended by the Board of Trustees and subsequently re-appointed by the Board of Supervisors. No Trustee shall serve greater than three consecutive terms.

Section 3. Vacancies; Removal

A. Attendance

A Trustee shall automatically be removed from office, and said office shall become vacant, if within a one year period of time he or she either fails to attend any combination of three (3) consecutive, properly noticed regular and/or special meetings of the Board of Trustees or regularly scheduled meetings of a committee or committees on which the Trustee serves, or fifty (50%) of all Board of Trustees and/or regularly scheduled meetings of a committee or committees on which the Trustee serves during any twelve month period without having secured, either in advance of or promptly after the missed meeting, authority from the majority of the Board of Trustees or from the President to miss the meeting (“excused absence”).

An excused absence from a meeting or an absence due to illness shall not operate to interrupt the tracking of consecutive unexcused absences as that tracking is described in the immediately preceding paragraph. An excused absence or absence due to illness shall reduce the number of total meetings used to determine compliance with the 50% overall attendance requirement.

A vacancy under this section shall occur without official action of the Board of Trustees or the Board of Supervisors. The Board of Trustees shall advise in writing the Board of Supervisors of the removal of a Trustee under this section and shall include the facts in support of removal. The removal shall stand unless the Board of Supervisors determines that there is not credible evidence in support thereof. The Board of Trustees may recommend individuals to fill the vacancy or vacancies.

B. Leave of Absence

A Trustee may be granted a leave of absence of up to six (6) months by the Board of Trustees. The Board of Trustees shall advise in writing the Board of Supervisors of the leave of absence of a Trustee under this section and shall include the facts in support of the leave of absence. The leave shall stand unless the Board of Supervisors determines that there is not credible evidence in support thereof.

C. Removal

The Board of Supervisors may remove a Trustee during his or her term with or without cause, on its own initiative or following consideration for removal submitted by the

Board of Trustees, but only upon the affirmative vote for removal of at least four (4) members of the Board of Supervisors. Any such vote for removal shall be final and non-appealable.

D. Discipline and Corrective Action

The Board of Trustees is responsible for the investigation and adjudication of all complaints of misconduct or violation of the Board of Trustees Policies and Procedures or these Bylaws. Upon a majority vote of the Board, corrective action and or discipline may be imposed, including but not limited to a written warning, reprimand or suspension. If the Board determines by majority vote that a member should be removed, the Board shall make a recommendation for removal to the Board of Supervisors, as provided in Section 4.C. above.

E. Vacancies

Vacancies so created or vacancies created by other means, such as resignation or death, shall be filled by appointment by majority vote of the Board of Supervisors. An individual who is appointed to fill a vacancy mid-term shall have the balance of that term constitute his or her first full term.

Section 4. Compensation and Reimbursement

The Trustees by a resolution adopted by a majority vote of the members of the Board may authorize the payment of a reasonable stipend for attendance at and participation in regular or special Board meetings or regular or ad hoc committee meetings. The Trustees are not otherwise precluded from receiving compensation in connection with individual pursuits. Trustees shall be reimbursed for actual and reasonable expenses incurred in the performance of official business of the Medical Center assigned by the Board of Trustees. Actual and reasonable expenses in the form of airfare/hotel accommodations, meals and mileage for out-of-county travel shall be reimbursed as established by policy of the Board of Trustees.

Section 5. Conflict of Interest

A. Conflict of Interest Code

The Board of Trustees shall adopt and, from time to time may amend, the Conflict of Interest Code of the Medical Center as required by applicable law. The Conflict of Interest Code shall identify all persons required to file an annual Statement of Economic

Interests. The Board of Supervisors, as the code reviewing body pursuant to Government Code Section 82011, shall approve the adoption and subsequent amendments to the Conflict of Interest Code.

B. Code of Conduct and Ethics

Trustees and officers of the Medical Center shall conduct their activities in conformity with the applicable laws and regulations related to impartiality in the conduct of its business. A Trustee shall not vote or participate in the discussion and consideration of matters directly affecting his/her financial interest.

The Board of Trustees shall develop and adopt an Alameda County Medical Center Code of Ethics .

Section 6. Confidentiality: Public Statements

The Board of Trustees, and each of its members, shall maintain the confidentiality of any and all information that has been discussed in closed session or is normally discussed in closed session.

No Trustee shall make a public statement on behalf of the Board of Trustees, or in a manner that appears to be on behalf of the Board of Trustees, unless a majority of the Board of Trustees has given prior authorization for the public statement.

Section 7. Powers and Duties of the Board of Trustees

The Board of Trustees has responsibility to manage, administer and control the Medical Center, including but not limited to all matters pertaining to quality of care. The Board of Trustees shall exercise this responsibility in conformity with applicable laws, regulations and accreditation requirements. To accomplish this, the Board of Trustees is obligated pursuant to these Bylaws and to formal agreement(s) with the County of Alameda, and amendments thereto, to perform the following general duties and responsibilities:

A. Budget

- (1) Determine that the fiscal year shall be from July 1 through June 30.
- (2) Adopt a balanced budget by June 30 for the following fiscal year.
- (3) Strive to maintain a balanced budget, making adjustments to offset unanticipated expenditures or unrealized revenues as needed.

- (4) Ensure that revenues are retained by the Medical Center and expended in a manner consistent with its mission. Revenue shortfalls shall be the sole responsibility of the Medical Center.
- (5) Adopt an operating and capital expenditure budget. This budget shall delineate the scope of services to be offered, costs of programs and justification for capital expenditures.
- (6) Adopt a policy concerning how adjustments to the operating or capital expenditure budgets may be made. This policy may reflect participation of appropriate members of the administration and Medical Staff.
- (7) Analyze periodic financial reports in addition to the budget.

B. Contracts; Finance

- (1) Delegate to the Chief Executive Officer or his or her designee the authority to execute contracts of up to the contract value limit determined by the Board of Trustees. A single contractor shall not be awarded, within a fiscal year, contract(s) exceeding the contract value limit without approval by the Board of Trustees.
- (2) Authorize the Chief Executive Officer, on a contract-by-contract basis, to execute other contracts for services approved in the Medical Center-approved budget.
- (3) Adopt a written request for proposal process.
- (4) Pursue interest-bearing loans from the County or other sources as needed.
- (5) Recommend financing arrangements and/or disposition of County assets to the Board of Supervisors.
- (6) Ensure that accounting policies and procedures conform to generally accepted accounting principles.
- (7) Ensure that an audit of the Medical Center's financial operations be conducted by a firm of independent certified public accounts at least annually, and the audited financial statement of the Medical Center shall be reviewed by the Chief Executive Officer and the Board of Trustees at least annually. Such financial statements shall be available to the Joint Commission on Accreditation of Healthcare Organizations ("JCAHO") at the time of the Medical Center's

accreditation survey and shall be forwarded to the County of Alameda within 30 days.

C. Personnel

- (1) Establish qualifications for Chief Executive Officer.
- (2) Appoint the Chief Executive Officer, who shall serve at the pleasure of the Board of Trustees.
- (3) Review and approve written personnel policies and establish a procedure for notifying employees of changes in such personnel policies.

D. Services

- (1) Plan for the growth, development and evaluation of the operation of the Medical Center through a Medical Center Strategic Plan. The function shall include, but is not necessarily limited to, modifications of services and/or facilities, and development of new services, in compliance with applicable law.
- (2) Establish a formal means of liaison with the Medical Staff.
- (3) Negotiate and execute written agreement(s) with the County of Alameda for necessary services deemed mutually beneficial to both parties. Such agreement(s) are to comply with the provisions of Health and Safety Code Section 101850 and shall provide that such Alameda County departments providing services are to do so in conformity with applicable standards, regulations and requirements promulgated by the California Department of Health Services, the Joint Commission on Accreditation of Healthcare Organizations or by federal or state regulatory agencies.
- (4) Adopt policies and procedures to promote care, treatment and rehabilitation that are appropriate to the patient's needs, planned and provided in an interdisciplinary, collaborative manner by qualified individuals, and is delivered in a manner that respects privacy and other patient rights.
- (5) Establish by resolution mechanisms by which patient and community input and recommendations can be made to the Board of Trustees regarding the services and operations of the Medical Center.
- (6) Seek and attempt to secure appropriate outside resources for the benefit of the Medical Center where deemed appropriate by the Board of Trustees.

- (7) Require the implementation of mandated quality assurance activities. The Board of Trustees has the final decision-making authority with respect to all matters pertaining to credentialing, privileges and peer review.
- (8) Require that a complete and accurate medical record is prepared and maintained for each patient.
- (9) Require that the appropriate regulatory agencies be notified in writing whenever a change of administration occurs as required by applicable state and federal laws and regulations.
- (10) Require that all appropriate steps be taken to comply with applicable federal, state and local laws and regulations.
- (11) Require the staff of departments and services and others as appropriate to review and revise all department and service policies and procedures when warranted and ensure that the Medical Staff participates, as appropriate. The period between reviews shall be as determined by the Board of Trustees.
- (12) Mandate that if any Medical Center-affiliated auxiliary or voluntary organization is proposed, the implementation of any such proposal shall require Board of Trustees approval.
- (13) Direct that adequate support personnel be available to assist the Medical Staff with organizational functions, including Medical Staff membership and clinical privileges (credentialing), physician performance evaluation (peer review), and collection and analysis of clinical data (performance improvement, utilization review, and risk management).

E. Accountability and Reporting; Compliance with Laws

- (1) The Board of Trustees is accountable to the Board of Supervisors as provided in Health and Safety Code Section 101850 and shall report to, and make accountings to, the Board of Supervisors as set forth in written agreements executed by and between the Board of Trustees and the County of Alameda.
- (2) The Board of Trustees in carrying out its mission and performing its functions, duties and responsibilities shall comply with the applicable laws and regulations.
- (3) The Board of Trustees shall require compliance with all audits and inspections required by governmental entities and accreditation organizations.

- (4) The Board of Trustees has the power to enter into agreement(s) with other hospitals, health facilities or providers provided that such agreement(s) do not affect the ownership of facilities owned by the County of Alameda.
- (5) The Board of Supervisors, and not the Board of Trustees, shall have the authority, as permitted by law, to effectuate a sale, lease, disposition, exchange, pledge or other encumbrance or disposition of any asset, real or personal, owned by the County of Alameda which has not been otherwise transferred pursuant to separate formal agreement between the Medical Center and the County.

ARTICLE 3. **Meetings**

Section 1. Frequency

The Board of Trustees shall conduct regular, noticed meetings to be held on a monthly or near-monthly basis. The first regular meeting of the calendar year shall be the Annual Meeting at which the officers of the Board will be selected and installed.

At least one regular meeting per year shall be a joint meeting with the Alameda County Board of Supervisors.

Written notice of the date, time and place of regular meetings shall be given to each Trustee no less than 5 days prior to the regular meeting. Notice shall be transmitted either by regular U.S. mail or by facsimile.

In the event that a regular meeting is rescheduled for a lack of a quorum or other cause, seven (7) days notice of the rescheduled date shall be provided.

Standing Committees meet as frequently as is necessary to fulfill the committee's duties, but not less than quarterly. Ad hoc committees formulated by the Board of Trustees shall meet as frequently as is necessary to fulfill the assigned mission.

Section 2. Hearing Procedure

The meetings of the Board of Trustees shall be conducted in a manner consistent with applicable laws. All meetings shall be open to the public except as otherwise determined by the Board of Trustees as permitted by law. No Trustee may vote on or participate in any manner that materially affects his or her personal financial interest within the meaning of the Political Reform Act.

Section 3. Special Meetings; Emergency Meetings

Special meetings may be called at any time for a specific, announced purpose by the Board of Trustees President, or on request of any three (3) Trustees. Emergency meetings may be called pursuant to applicable law. Special meetings and emergency meetings must be noticed as required by law.

Section 4. Quorum

For regular and special and emergency meetings of the Board of Trustees, a quorum shall be a majority of the duly appointed members.

For Committees, a quorum shall consist of a majority of the appointed Board members of the committee

Section 5. Official Action

Actions of the Board of Trustees shall be by a majority of members who are present at the meeting provided there is a quorum except in those circumstances where a super-majority is required by these Bylaws.

Section 6. Minutes

A record of proceedings of all meetings of the Board of Trustees and of committees of the Board of Trustees shall be kept on file.

Section 7. Agenda

Each meeting shall have an agenda, structured and posted as required by law.

ARTICLE 4.

Committees

Section 1. Standing Committees

- A. Quality and Professional Services Committee
 - 1. Purpose
 - a) The Quality Professional Services Committee (QPSC) of the ACMC is a Standing Committee of the Board of Trustees established to provide oversight and

leadership for medical staff and organizational, quality assurance, performance improvement, and other activities at ACMC as described in this Article.

- b) The QPSC shall act as a liaison and serve a joint conference function between the Medical Staff and the Board of Trustees, in accordance with Medical Staff Bylaws and the ACMC Board of Trustees Bylaws.

2. Membership

- a) The QPSC shall consist of six members: three members of the Board of Trustees and three members of the Medical Staff. The Board of Trustee members shall be appointed by the Chairperson of the Board of Trustees. The Medical Staff members shall be the President of the Medical Staff, the President-Elect of the Medical Staff and the a member of the Quality Council Committee, appointed by the President of the Medical Staff. In the event one of these Medical Staff members is not able to serve, the President of the Medical Staff shall appoint an alternate.
- b) The Chair of the Committee shall be appointed by the ACMC Board of Trustees per the Board of Trustees Bylaws.
- c) Each Board of Trustee member of the Committee shall have one vote. In the event of a tie vote regarding a specific issue, such vote shall be reported to the full Board of Trustees for determination of the issue. Medical Staff members of the QPSC are non-voting.

3. Delegation

- a) The Board of Trustees has delegated to the QPSC to act on behalf of the full Board of Trustees related to all issues described as a responsibility of the QPSC in Section 4 under Responsibilities.
- b) All action of the QPSC taken pursuant to delegation by the Board of Trustees shall be forwarded to the Board of Trustees for ratification on a regular basis. Other recommendations of the QPSC shall be forwarded to the Board of Trustees for action by the Board of Trustees.
- c) The Board of Trustees delegation of authority to the QPSC related to credentialing is unrestricted except as it relates to certain credentialing decisions discussed below.
- d) Following a positive recommendation for the Medical Staff Executive Committee (MSEC) on an application, the QPSC shall review and evaluate the

qualifications and competency of the practitioner applying for appointment, reappointment or renewal or modification of clinical privileges and render its decision. A positive decision by the QPSC shall result in the status or privileges requested. The action of the QPSC will be forwarded to the full Board of Trustees at the Board of Trustees' next regularly scheduled meeting. The Board of Trustees shall consider the actions of the QPSC and, if appropriate, ratify all positive committee decisions.

- e) An applicant is ineligible for the delegated QPSC credentialing process and requires action of the full Board of Trustees if at the time of appointment or since the time of reappointment, any of the following has occurred:
 - 1) There is a current challenge or previously successful challenge to licensure or registration;
 - 2) The applicant has received an involuntary termination of Medical Staff membership at another organization;
 - 3) The applicant has received involuntary limitation, reduction, denial, or loss of clinical privileges;
 - 4) There has been a final judgment adverse to the applicant in a professional liability action which in the opinion of the MSEC represents a significant clinical departure from accepted standards of practice;
 - 5) The recommendation of the QPSC is adverse to the applicant.
4. Responsibilities
- a) Delegated Authority

The QPSC shall establish procedures consistent with the Bylaws of the Board of Trustees to review and act on behalf of the ACMC Board of Trustees regarding matters of medical staff and organizational, quality of care and performance improvement. The Committee shall develop procedures to address the requirements for hospital and health systems set forth in Title 22 of the California Code of Regulations, The Medicare Conditions of Participation, the Standards of the Joint Commission on Accreditation of Healthcare Organizations as well as the requirements of the Bylaws of the ACMC Medical Staff and the ACMC Board of Trustees. Such matters shall include but are not limited to:

- (1) The ACMC performance improvement plan (at least annually).

- (2) All survey and regulatory reports including Department of Health Services complaint investigations.
- (3) All licensure and certification reports.
- (4) All sentinel events or near-miss sentinel events and analysis thereof.
- (5) Review of corrective action plans in response to survey or regulatory reports, complaints and sentinel events, including review of all plans of correction to regulatory reports.
- (6) Monitoring of all plans of correction described above.
- (7) Medical Executive Committee recommendations for Medical Staff membership and delineation of privileges.
- (8) Medical Staff peer review and performance improvement activities including individual Medical Staff problems and corrective action plans.
- (9) All organizational quality assurance reports and quality related reports related to Medical Staff and APMC organizational performance, including departmental quality assurance reports, morality and morbidity rates, significant adverse drug reactions, medication errors, transfusion reactions, morbidity and mortality reports, nosocomial infection rates, patient satisfaction, Medical Staff monitoring and special committee reports, and results of performance improvement team activities.
- (10) All service contract reviews pending approval by the Medical Executive Committee as required by the Joint Commission for Accreditation of Healthcare Organizations (annually).
- (11) Other reports related to patient care and safety including safety committee reports, assessments of the buildings and grounds (at least annually).
- (12) Reports related to the adequacy of access to all services.
- (13) Risk management reports of all unusual occurrences and significant potential and actual liabilities.
- (14) Staff competency reports of all unusual occurrences and significant potential and actual liabilities.

(15) Reports related to adequacy of house staff supervision.

b. QPSC Recommendations

The QPSC shall also review information and reports and make recommendations to the Board of Trustees for Board of Trustee action related to:

- (1) Additions or modification to the medical staff and organizational policies and procedures.
- (2) Additions or modifications to Medical Staff Bylaws and Rules and Regulations.
- (3) Budgetary priorities in the context of quality care concerns.
- (4) Relationship between the QPSC, the CEO, and Board of Trustees, the Medical Staff and others.
- (5) Education of the Board of Trustees, the Medical Staff and other ACMC personnel regarding performance improvement activities.

5. Reporting

The QPSC shall report on their actions and recommendations to the Board of Trustees on a regular basis and at least ten times a year.

The Board shall appoint such other standing committees as it shall from time to time deem appropriate for the oversight and governance of the Alameda County Medical Center

B. Ad Hoc Committees

Ad hoc committees, as well as their function and duration, may be established from time to time by the Board of Trustees. Appointment of members and chairmen shall be as determined by the Board of Trustees, or its designee.

ARTICLE 5.

Medical Center Board of Trustees Officers

Section 1. List of Officers

A. President

- B. Vice-President
- C. Secretary
- D. Other officers deemed necessary by the Board of Trustees.

Section 2. Appointment; Terms of Office

- A. Officers are elected by the Board of Trustees at the annual meeting from among its own members.
- B. Officers are elected for the period of one (1) year and shall serve until a successor has been duly elected.
- C. A Trustee shall not simultaneously hold more than one Medical Center office.

Section 3. Duties of the Officers

- A. The President shall:
 - (1) Preside at all meetings of the Board of Trustees;
 - (2) Be an ex-officio voting member of all committees;
 - (3) Execute contracts, correspondence, conveyances, and other written instruments as properly authorized by the Board of Trustees.
- B. The Vice-President shall:
 - (1) In the absence of the President assume the duties of the President;
 - (2) Perform such reasonable duties as may be required by the members of the Board of Trustees or by the President of the Board of Trustees.
- C.
- C. The Secretary shall keep, or cause to be kept, accurate and complete minutes of all meetings, call meetings on order of the President, attend to all correspondence of the Board, and perform such other duties as ordinarily pertain to his/her office.

Section 4. Vacancies and Removal of Officers

- A. A vacancy in any office shall be filled by nomination and election by the Board of Trustees as soon as is reasonably possible.

- B. Officers may be removed by a majority vote of Board of Trustees, at a scheduled meeting where a quorum is present.

ARTICLE 6.

Chief Executive Officer

Section 1. Selection: Authority to Act

- A. The Board of Trustees shall select and employ a competent and experienced Chief Executive Officer who shall be its direct representative in the management of the Medical Center.
- B. The Chief Executive Officer shall serve at the pleasure of the Board of Trustees.
- C. The Chief Executive Officer shall be given necessary authority to operate the Medical Center in all its activities and departments and shall be held responsible for the administration of the Medical Center, subject only to the policies adopted or orders issued by the Board of Trustees or by any of the committees to which the Board of Trustees has delegated authority for such action.
- D. Subject to the control of the Board of Trustees, the Chief Executive Officer shall act as the duly authorized representative of the Board of Trustees in all matters in which the Board of Trustees has not formally designated some other person to so act.

Section 2. Powers and Duties

The Board of Trustees must adopt a statement of duties and responsibilities for the Chief Executive Officer.

Section 3. Performance Monitoring

The Board of Trustees shall conduct a formal performance evaluation of the Chief Executive Officer at least annually. The Chief Executive Officer shall not be present during the discussions of his/her performance except that the Chief Executive Officer shall be given the opportunity to address the Board of Trustees as part of the evaluation process.

ARTICLE 7.

Medical Staff

Section 1. Organization and Appointments

- A. The Board of Trustees shall ensure that the physicians and other persons granted clinical privileges in the Medical Center are organized into one integrated Medical Staff under the Medical Staff Bylaws approved by the Board of Trustees;
- B. The Board of Trustees shall consider recommendations of the Medical Staff concerning appointments, reappointments, and other changes in Medical Staff status; the granting of clinical privileges; disciplinary actions; all matters relating to professional competency; and such other specific matters as may be referred to it by the Medical Staff. If the Board of Trustees refers a matter to the Medical Staff for further consideration, the Board of Trustees shall make a decision on the matter after receiving the new Medical Staff recommendation.
- C. The Board of Trustees shall appoint to the Medical Staff, in numbers not exceeding the Medical Center's needs, physicians and others who meet the qualifications for membership as set forth in the Bylaws of the Medical Staff. The Board of Trustees has the final decision-making authority with respect to all appointments, reappointments, clinical privileges and disciplinary actions with respect to the Medical Staff.
- D. Appointments shall require the member of the Medical Staff to have appropriate authority and responsibility for the care of his/her patients, subject to such limitations as are contained in these Bylaws and in the Bylaws, Rules and Regulations for the Medical Staff, and subject further to any limitations attached to his/her appointment.
- E. All applications for membership to the Medical Staff shall be in writing, shall be signed by the applicant and shall be submitted on a form prescribed by the Board of Trustees. Each application shall contain the detailed information necessary to complete the credentialing process as required by law. This information shall be verified by the credentials evaluation function performed by the Medical Staff as set forth in its Bylaws or other policy.
- F. All initial appointments shall be provisional for a period of six months.
- G. Recommendations of the Medical Executive Committee to the Board of Trustees regarding an application for appointment or re-appointment, or the granting or

restriction of clinical privileges or taking of disciplinary action may be appealed as set forth in the Bylaws of the Medical Staff.

- H. The Board of Trustees shall, at least once each year, review and identify, based on occupation, profession, or Medical Center need, the categories of Allied Health Professionals (AHPs) eligible to apply for practice prerogatives in the Medical Center. In the event that an AHP does not have licensure or certification in an AHP category identified as eligible to apply for practice prerogatives at the Medical Center, the AHP may ask the Board of Trustees to add that category to those eligible to apply for practice prerogatives at the Medical Center. The Board of Trustees shall consider such request either before or at the time of its annual review of the categories of AHPs eligible to apply for practice prerogatives at the Medical Center.

Section 2. Evaluation of Medical Care

- A. The Board of Trustees shall exercise its responsibility for the overall quality of patient care provided in the Medical Center. The Board of Trustees shall, in the exercise of its overall responsibility, oversee the operations of the Medical Staff to ensure that appropriate professional care is rendered to the Medical Center's patients, and may unilaterally take appropriate action to assure a high quality of medical care and orderly operations of the Medical Center.
- B. The Medical Staff Bylaws shall require the Medical Staff to, in coordination with the management of the Medical Center, develop a written Performance Improvement Plan. This Plan shall address recommendations for improvement in delivery of services, efficiency, outcomes, performance and quality assessment and other matters relating to the overall medical operations of the Medical Center. Progress with respect to the Plan shall be reported to the Chief Executive Officer on an ongoing basis. The Board of Trustees shall review and approve the Plan on an annual basis.
- C. The Medical Staff Bylaws shall also require that the Medical Staff report other Medical Center-wide performance improvement activities to the Board of Trustees on no less than a quarterly basis.
- D. The Medical Staff Bylaws shall require the Medical Executive Committee to be responsible for the evaluation of professionals who have clinical privileges in the Medical Center, as outlined in the Bylaws of the Medical Staff.

Section 3. Medical Staff

- A. There shall be Bylaws, Rules and Regulations for the Medical Staff that set forth its organization and government.

- B. Neither the Medical Staff nor the Board of Trustees shall unilaterally amend the Bylaws or the Rules and Regulations of the Medical Staff. All amendments or changes proposed by the Medical Staff shall be submitted to the Board of Trustees for approval, whose approval shall not be unreasonably withheld.
- C. The Board of Trustees shall review the Bylaws, Rules and Regulations of the Medical Staff as necessary.
- D. The Bylaws, Rules and Regulations of the Medical Staff shall provide that the Medical Staff is responsible to the Board of Trustees for the quality of all medical care to patients and for the ethical and professional practices of its members.
- E. Such Bylaws, Rules and Regulations shall require that patient care services be provided only by a member of the Medical Staff or under supervision or direct order of a member of the Medical Staff, and with scope of privileges and granted by the Board of Trustees.

Section 4. Board of Trustees Role in Corrective Action and Medical Staff Appeals

- A. When no person authorized by the Medical Executive Committee is available to summarily suspend or restrict clinical privileges, the Board of Trustees, or its designee, may immediately suspend a member's clinical privileges if a failure to summarily suspend those privileges is likely to result in an imminent danger to the health of any individual, provided the Board of Trustees or such designee has, before the suspension, made reasonable attempts to contact the Medical Executive Committee. A suspension by the Board of Trustees which has not been ratified by the Medical Executive Committee within two working days, excluding weekends and holidays, after the suspension shall terminate automatically.
- B. Appeal of Medical Staff Recommendations: Following are the Board of Trustees procedures for the appeal hearing (Appellate Review), by the Medical Executive Committee or an affected existing or applicant Medical Staff member (Member), of a decision by a Medical Staff Judicial Review Committee, promulgated pursuant to Medical Staff Bylaws Article VIII.

1. Time For Appellate Review

Within thirty (30) days after receipt of the decision of the Judicial Review Committee, either the Member, the Medical Executive Committee or the Board of Trustees, if applicable, may request an Appellate Review. A written request for Appellate Review shall be delivered to the President, the Chief Executive Officer, and

to either the Member, the Medical Executive Committee, or the Board of Trustees, as applicable. If such a request for Appellate Review is not received within such period, that Judicial Review Committee decision shall thereupon become final.

2. Grounds For Appellate Review

The grounds for Appellate Review shall be: (a) substantial failure of the Medical Executive Committee, Judicial Review Committee, or Board of Trustees to comply with the procedures required by the Medical Staff Bylaws or the Board of Trustees Bylaws; (b) the decision was arbitrary or capricious; (c) the evidence introduced in the Judicial Review Committee hearing did not support the Judicial Review Committee's findings; (d) the Judicial Review Committee's findings did not support the Judicial Review Committee's decision; or (e) the decision was inconsistent with applicable law.

3. Appeal Board.

The appeal shall be to an Appeal Board. The Board of Trustees may sit as the Appeal Board, or it may appoint an Appeal Board, which shall be composed of not less than three (3) members of the Board of Trustees. In the event the Board of Trustees delegates the Appellate Review to an Appeal Board other than the full Board of Trustees, there is no further right to Appellate Review before the full Board of Trustees. Knowledge of the matter involved shall not preclude any person from serving as a member of the Appeal Board, so long as that person did not take part in a prior hearing on the same matter. The Appeal Board may select an attorney to assist it in the Appellate Review, but that attorney shall not be entitled to vote with respect to the appeal.

4. Time, Place And Notice

If an Appellate Review is to be conducted, the Appeal Board shall, within 30 days after receipt of a request for Appellate Review, schedule the Appellate Review date and cause the Member, the Medical Executive Committee, and the Board of Trustees, if applicable, to be given notice of the time, place and date of the Appellate Review. The date of Appellate Review shall not be less than 30 or more than 60 days from the date of such notice; provided, however, that when a request for Appellate Review concerns a Member who is under suspension which is then in effect, the Appellate Review shall be held as soon as the arrangements may reasonably be made, not to exceed 30 days from the date of the notice. The time for Appellate Review may be extended by the Appeal Board for good cause.

5. Appellate Review Procedure

The Appellate Review shall be in the nature of an appellate hearing based upon the record of the Judicial Review Committee hearing, provided that the Appeal Board may accept additional oral or written evidence, subject to a foundational showing that such evidence could not have been made available to the Judicial Review Committee in the exercise of reasonable diligence and subject to the same rights of cross-examination or confrontation provided at the Judicial Review hearing; or the Appeal Board may remand the matter to the Judicial Review Committee for the taking of further evidence and for further decision. Each party shall have the right to be represented by legal counsel in connection with the Appellate Review, to present a written statement in support of his/her/its position on appeal and to personally appear and make oral argument. The Appeal Board may thereupon conduct, at a time convenient to itself, deliberations outside the presence of the appellant and respondent and their representatives. The Appeal Board, if other than the full Board of Trustees, shall present to the Board of Trustees its written recommendations as to whether the Board of Trustees should affirm, modify, or reverse the Judicial Review Committee decision, or remand the matter to the Judicial Review Committee for further review and decision.

6. Decision
 - a) Except as otherwise provided herein, within 60 days after the conclusion of the Appellate Review, the Board of Trustees shall render a decision in writing, including a statement of the basis for the decision, and shall forward copies thereof to the Member, the Medical Executive Committee, and the Board of Trustees, if applicable.
 - b) The decision of the Board of Trustees may affirm, modify, or reverse the decision of the Judicial Review Committee or remand the matter to the Judicial Review Committee for reconsideration. If the matter is remanded to the Judicial Review Committee for further review and recommendation, the Judicial Review Committee shall promptly conduct its review and make its recommendations to the Board of Trustees. This further review and the time required to report back shall not exceed 30 days in duration except as the parties may otherwise agree or for good cause as jointly determined by the Board of Trustees and the Judicial Review Committee.
 - c) The decision of the Board of Trustees shall be final.
7. Neither a Member, the Medical Executive Committee, nor the Board of Trustees, if applicable, shall be entitled to more than one Judicial Review hearing and one Appellate Review related to a particular Judicial Review Committee decision.

Section 5. Additional Duties and Responsibilities

In addition to those duties and responsibilities of the Medical Staff and its membership as set forth in the Bylaws, Rules and Regulations of the Medical Staff and as set forth elsewhere in these Bylaws, the Board shall:

- A. Ensure that the Medical Staff Bylaws require the Medical Staff to receive, question, and act upon performance improvement reports of the clinical activities of Medical Staff members and of other practitioners actively engaged in providing clinical services in or under the auspices of the Medical Center;
- B. Ensure that the Medical Staff Bylaws require the Medical Staff to cooperate with and assist the Hospital Administration as needed in the preparations for accreditation reviews or other audits or inspections required by law.

Section 6. Termination and Procedural Rights

Membership on the Medical Staff and specific clinical privileges are subject to denial, suspension, termination, or curtailment. In such event, procedural rights shall be provided as described in the Bylaws, Rules and Regulations of the Medical Staff and the Board of Trustees Bylaws. The Board of Trustees takes final action on all denials, suspensions, terminations, or curtailment of Medical Staff membership and specific clinical privileges.

ARTICLE 8.

Medical Director

Section 1. Employment and Duties

- A. The Chief Executive Officer, after consultation with the Board of Trustees and with the Medical Executive Committee, may select a Medical Director who shall serve at the pleasure of the Chief Executive Officer.
- B. The Chief Executive Officer shall adopt a statement of duties and responsibilities for the Medical Director.

Section 2. Removal

Removal of the Medical Director shall be by the Chief Executive Officer, according to the terms

of the Medical Director's Contract, if any, and only after consultation with the Board of Trustees.

Section 3. Responsiveness to the Medical Staff and Board

The job description of the Medical Director and his/her periodic performance evaluation by the Chief Executive Officer shall include reasonable responsiveness to the needs and concerns of Medical Staff officers and members, clinical department chiefs and to the Board of Directors.

ARTICLE 9.
Admission of Patients

No patient shall be admitted to the Medical Center unless he or she is under the care of a member of the Medical Staff with admitting privileges. Individuals with such admitting privileges may practice only within the scope of the privileges granted by the Board of Trustees. No patient shall be permitted to remain in the Medical Center unless his or her general medical condition is the responsibility of a qualified physician member of the Medical Staff.

ARTICLE 10.

Indemnification

Section 1. Indemnification

The Medical Center shall indemnify, defend and hold harmless the County of Alameda, the Alameda County Board of Supervisors individually and collectively, its officers, employees and agents, against all claims, liabilities and expenses incurred as a result of any act or omission by the Medical Center Board of Trustees, or its officers, employees or agents.

The County of Alameda shall indemnify, defend and hold harmless the Medical Center, its officers, employees and agents, against all claims, liabilities and expenses incurred as a result of any act or omission by the County of Alameda, or its officers, employees or agents.

ARTICLE 11.

Rules and Procedures

Agreed upon rules and detailed procedures for implementation of these Bylaws may be contained in a companion document entitled, "Bylaws Implementation Policies and Procedures," upon adoption by the Board of Supervisors.

ARTICLE 12.

Adoption of Bylaws

The Board of Supervisors shall, by majority vote, adopt the Bylaws.

ARTICLE 13.

Amendment of Bylaws

These Bylaws may be amended at any properly noticed meeting of the Board of Supervisors by a majority vote.

ARTICLE 14.

Review of Bylaws

The Bylaws will be reviewed by the Board of Trustees at least every two years, who shall forward recommendations for modifications to the Board of Supervisors where deemed necessary and appropriate by majority vote of the Board of Trustees.

APPROVED AND ADOPTED on the 3rd day of February 1998 by the Alameda County Board of Supervisors.

AMENDMENT APPROVED AND ADOPTED on the 19th day of May 1998 by the Alameda County Board of Supervisors.

AMENDMENT APPROVED AND ADOPTED this 11th day of May 1999 by the Alameda County Board of Supervisors.

AMENDMENT APPROVED AND ADOPTED this 25th day of April 2000 by the Alameda County Board of Supervisors.

AMENDMENT APPROVED AND ADOPTED this 31st day of October 2000 by the Alameda County Board of Supervisors.

AMENDMENT APPROVED AND ADOPTED this 9th day of September 2003 by the Alameda County Board of Supervisors

AMENDMENT APPROVED AND ADOPTED this 23rd day of May, 2006 by the Alameda County Board of Supervisors

AMENDMENT APPROVED AND ADOPTED this 27, day of November, 2007 by the Alameda County Board of Supervisors

AMENDMENT APPROVED AND ADOPTED this 7th day of October, 2008 by the Alameda County Board of Supervisors

Approved as to Form:

Mary Ellyn Gormley, General Counsel