

San Mateo Medical Center
A County System of Healthcare

**BYLAWS
OF THE
SAN MATEO MEDICAL CENTER**

Reviewed and Approved: SMMC Board of Directors on February 4, 2016

TABLE OF CONTENTS

| | |
|---|----|
| ARTICLE I GENERAL | 1 |
| ARTICLE II PURPOSE | 2 |
| ARTICLE III DEFINITIONS | 3 |
| ARTICLE IV GOVERNING AUTHORITY | 4 |
| ARTICLE V GOVERNING BOARD | 5 |
| ARTICLE VI OFFICERS AND COMMITTEES | 11 |
| ARTICLE VII ADMINISTRATION | 12 |
| ARTICLE VIII MEDICAL STAFF | 13 |
| ARTICLE IX QUALITY MANAGEMENT | 16 |
| ARTICLE X AUXILIARY | 17 |
| ARTICLE XI BYLAWS AND AMENDMENTS | 18 |

ARTICLE I

GENERAL

- Section 1. Name. The name of the Hospital is San Mateo Medical Center (SMMC), which includes the main acute and ambulatory care facility, satellite clinics, and Burlingame Long Term Care (which is operated by a third-party pursuant to a management agreement).
- Section 2. Principal Business Office. The principal business office shall be in the City of San Mateo, County of San Mateo, State of California.

ARTICLE II

PURPOSE

The purpose of SMMC is to open doors to excellence in healthcare to the community, including all incompetent, poor, indigent persons and those incapacitated by age, disease, or accident, when such persons are not supported or relieved by their relatives or friends, by their own means, or by other state or private institutions. Care shall be consistent with acceptable professional standards. Each client admitted to SMMC shall be under the care of a member of the medical staff. SMMC shall participate in activities that promote the general health of the community.

To achieve this important mandate, SMMC shall strive to provide quality care and treatment through acute inpatient, ambulatory, long term, rehabilitative and primary care services.

ARTICLE III

DEFINITIONS

1. Administrator – The Chief Executive Officer of San Mateo Medical Center.
2. Governing Board – The Governing Board of SMMC, which is comprised of members of the Board of Supervisors, county administration, the Medical Staff, and other qualified individuals as set out in Article V, Section 2.a. of these Bylaws.
3. Medical Staff – The formal organization of physicians, dentists, clinical psychologists and podiatrists who have been granted recognition as members of the medical staff through the credentialing process and have been granted privileges to practice at SMMC.
4. SMMC – San Mateo Medical Center, which provides: (1) medical and psychiatric emergency services; (2) acute inpatient and psychiatric services; (3) skilled nursing directly and through a management agreement; (4) clinical ancillary services, including laboratory, radiology, pharmacy and rehabilitative services; and (5) primary and specialty ambulatory services at multiple sites throughout San Mateo County.

ARTICLE IV

GOVERNING AUTHORITY

Section 1. General. The Board of Supervisors of San Mateo County (“Board of Supervisors”) is the governing authority of SMMC.

- a. Responsibility. The Governing Board, the Chief Executive Officer, the Medical Staff, all SMMC personnel, and the volunteers are responsible to the Board of Supervisors with regard to all SMMC matters.

No assignment, referral or delegation of authority by the Governing Board to any person or Board shall impair the Board of Supervisors right to rescind any such action at any time.

- b. Board of Supervisors Organization and Operation. The Board of Supervisors consists of five (5) elected members. They fulfill their responsibilities according to the State Constitution, statutes, County Charter, and ordinances.

Section 2. Delegation. In order to more efficiently perform some of the duties and responsibilities of the governing authority, the Board of Supervisors delegates to the Governing Board the authority and responsibility to act as the governing authority with respect to only those matters specifically identified in Article V, Section 1.

In order to retain its authority and responsibilities, the Board of Supervisors reserves all rights and responsibilities, pertaining to the SMMC operations that are not expressly provided for herein.

ARTICLE V

GOVERNING BOARD

- Section 1. General Duties. The Governing Board shall act as the governing authority with respect to the following:
- a. Establishment of Policy. The Governing Board shall establish policies that are in the best interest of SMMC.
 - b. Institutional Management and Planning.
 - 1) Operations Management. The Governing Board shall exercise general oversight of the operation of SMMC. Such oversight shall include:
 - a) Encourage the development, adoption, and implementation of programs for improving the quality of care and service and to assure that the SMMC operations are conducted according to sound principles and practices and in accordance with all laws and regulatory standards;
 - b) Prepare an annual operating and capital budget;
 - c) Monitor and evaluate the financial performance of SMMC against approved budget, organizational goals and outcome-based management plans;
 - d) Monitor SMMC cost containment efforts;
 - e) Review and approve Administrative Policies and Regulations necessary to assure the quality of care provided at SMMC;
 - f) Ensure, through SMMC, County Administrators and Medical Staff, that all legal requirements pertaining to proper operation of SMMC, including licensure and accreditation standards, are met;
 - g) Consider and approve any plans for change in service for the SMMC;
 - h) Provide a forum for communication between the Governing Board, the Medical Staff, and the County Administration by keeping each informed of pertinent actions taken or contemplated;
 - i) Develop and maintain, annually review, and revise as necessary, a set of operational Bylaws;

- j) Ensure that the physical facilities are safe and in substantial compliance with current code and licensure requirements.
 - k) To ensure that the SMMC and its medical staff have in place, continuously follow, and regularly report upon well-defined quality monitoring, continuous quality and performance improvement programs, and other appropriate procedures designed to identify and remedy patient care problems and to improve medical practice and patient care in the SMMC; and
- 2) Planning. The Governing Board shall be responsible for the institutional planning of SMMC and for assuring that those plans are carried out in an effective and efficient manner. Such planning shall include:
- a) Monitoring of annual operating budget and development and monitoring of short- and long-term capital expenditure plans designed to provide equipment and facilities consistent with community needs and the financial resources of the County; and
 - b) Ensuring participation by SMMC Administration and operating departments (including Nursing), the County Administration and Support Services, and the Medical Staff, within the scope of the expertise of each, to SMMC financial planning.
- 3) Quality Management. The Governing Board shall review, approve and oversee the quality management program of SMMC. Oversight includes:
- a) annual review and approval of an on-going, integrated and SMMC-wide Quality Management Plan;
 - b) review and approval of regular, at least quarterly, reports on quality management activities of SMMC and Medical Staff to ensure that opportunities to improve care and problems with quality care are being identified; and actions are being recommended, implemented, evaluated and that ongoing monitoring is occurring; that modification of action plans is recommended as appropriate;
 - c) ensure that the quality of care provided meets professional practice standards;
 - d) oversee SMMC mechanisms used to assure all persons and independent contractors connected with the operation of SMMC

are retained and promoted on the basis of current, competent performance that includes evaluation of the quality, skill, and appropriateness of that performance;

- e) conduct ongoing evaluation and annual review of the Governing Board's own effectiveness in meeting the responsibilities delegated to it.
- 4) Medical Staff Recommendations. The Governing Board shall receive and act upon recommendations from the Medical Executive Committee within a reasonable period. These recommendations shall include but not be limited to:
 - a) Medical Staff structure, organization, and officers;
 - b) Medical Staff membership credentialing and privilege delineation, corrective action, and termination mechanisms; and
 - c) Medical Staff Bylaws, Rules and Regulations.

Section 2. Number, Tenure and Qualifications

- a. Number and Qualifications. The number of members of the Governing Board shall not exceed nine (9).
 - 1) Two (2) members shall be appointed from Board of Supervisor membership. The current President of the Board of Supervisors shall make these appointments.
 - 2) One (1) member shall be a public member, selected by the Governing Board. The term shall be for four years. The public member may serve for no more than three, four year terms.
 - 3) Three (3) members shall be appointed from the Medical Staff membership. These appointees shall be made by the Medical Staff; one (1) member of which shall be the current Chief of the Medical Staff and one (1) shall be the Chief of Staff Elect. The Medical staff terms shall coincide with medical staff terms of appointment
 - 4) One (1) member shall be the County Manager or the County Manager's designee, and either the County Manager or designee may attend any given meeting as a member of the Governing Board at the County Manager's discretion.
 - 5) One (1) member shall be the Chief of the Health System of San Mateo County.

- 6) One (1) member shall be the Chief Executive Officer of SMMC.
- 7) Of those members who are appointed, their selection shall be based on demonstrated potential ability to participate effectively in fulfilling the responsibilities of the Governing Board and SMMC, and in representing or responding to the various needs of the community serviced by SMMC. They shall be selected for the experience, relevant areas of interest and expertise, and ability and willingness to participate effectively in fulfilling the responsibilities of a member. Members in good standing of the active Medical Staff are eligible for membership on the Governing Board.
- 8) Each member shall participate in an orientation session upon initial appointment as a member and periodically thereafter in continuing education programs relevant to responsibilities as a Governing Board member, including responsibilities and concepts of quality management and SMMC operations. Documentation of member's orientation and continuing education shall be maintained by the Secretary of the Governing Board.

- b. Tenure. The Governing Board and Medical Staff shall appoint or reappoint members to replace those Governing Board members whose terms have expired and to fill vacancies. Newly appointed Governing Board members shall assume responsibility at the next meeting after election.

Section 3. Vacancies. Any vacancy occurring by the death, resignation, or loss of position required for membership shall be filled within thirty (30) days in the case of appointed members and at the first meeting after assignment or election to the position for all other members. Appointed members may resign at any time by giving written notice to the Governing Board President. Such resignation, which may or may not be made contingent on formal acceptance, takes effect on the date of receipt or at any later reasonable time specified in the notice.

Section 4. Meetings.

- a. Regular Monthly Meetings. Regular monthly meetings of the Governing Board shall normally be held the first Thursday of each calendar month in the Board Room at SMMC. The Governing Board shall make a reasonable effort to maintain at least ten (10) meetings each calendar year.
 - 1) Public Meetings. Regular meetings of the Governing Board shall be open to the public.

- 2) Closed Sessions. The Governing Board may enter into Closed Session as authorized by state law.

- b. Special Meetings. Special meetings of the Governing Board may be called by a majority of the members or by the President. The purpose of any special meeting shall be stated in the notice and agenda thereof which shall be provided to each member of the Governing Board and other persons who have requested notice of special meetings, at least twenty-four (24) hours prior to the meeting. Special meetings will, insofar as practical, be confined to the purpose for which called.

- c. Notice of Regular Meetings. Notice of regular meetings shall be posted at least 72 hours prior thereto, and shall include the time, date, and agenda for the meeting.

- d. Quorum. A majority of the members of the Governing Board, five (5) members, shall constitute a quorum for the transaction of business at any meeting. The majority vote of members present shall decide any question and be the act of the Governing Board unless a greater number is required by law. There shall be no voting by proxy.

- e. Order of Business. Absent special circumstances, the order of business at all meetings shall be as follows:
 - 1) The call to order.
 - 2) Closed Session
 - 3) Public Comment
 - 4) Report from the Foundation
 - 5) The approval of minutes of prior meetings.
 - 6) Report of SMMC Business Requiring Board Action
 - 7) Report of Medical Staff Business requiring Board Action.
 - 8) Report from the CEO
 - 9) Report from the Board of Supervisors
 - 10) Report from the County Manager
 - 11) Report from the Chief of the Health System
 - 12) Adjournment

Minutes shall be maintained of all regular and special meetings to include deliberations, recommendations and actions of the Governing Board. The Governing Board may by resolution designate a person to take minutes of deliberations in closed session as provided for in Government Code Section 54957.2.

- f. Conflict of Interest. Any Governing Board member, officer, employee or committee member having an interest in a contract or other transaction presented to the Governing Board or to a Governing Board Committee for

authorization, approval, or ratification shall give prompt, full, and frank disclosure of said interest to such Board prior to its acting on the contract or vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is determined to exist, such person shall not vote, nor use personal influence on, nor participate in the discussions or deliberations with respect to such contract or transaction. A person who discloses a conflict of interest must abstain from discussion, influence, participation and may not vote on the matter. A person determined to have a conflict of interest shall not be counted when establishing the existence of a quorum at any meeting when the contract or transaction is under discussion or being voted upon. Minutes of the meeting shall reflect the disclosure, the vote or abstention thereon and the presence or absence of a quorum.

- g. Disclosing Conflict of Interest. Governing Board members, officers, selected employees, and contractors of SMMC shall report to the Governing Board any existing or potential conflict of interest and shall file annual disclosure statements with the County Clerk.

ARTICLE VI

OFFICERS AND COMMITTEES

Section 1. Officers. There shall be two (2) appointed officers of the Governing Board.

- a. Governing Board President. The President of the Governing Board shall be a member of the Board of Supervisors serving on the Governing Board. The President shall be agreed upon between the two members of the Board of Supervisors serving on the Governing Board. The newly designated President shall assume responsibility upon adjournment of the January meeting of the Governing Board. The President shall preside over all meetings of the Governing Board, supervise the activities of the Governing Board and serve as an ex-officio voting member of all Governing Board Committees. In the President's absence, the other member of the Board of Supervisors serving on the Governing Board shall preside over the Governing Board meeting. In the absence of both members of the Board of Supervisors, the County Manager or Chief Executive Officer will preside over the Governing Board meeting.
- b. The Chief Executive Officer of SMMC shall serve as the official Secretary of the Governing Board. The Secretary shall keep or cause to be kept at the principal office or at such other place as the Governing Board may determine, a book of minutes of all meetings. The Secretary shall give or cause to be given notice of all meetings of the Governing Board as required by these Bylaws or by law. At the discretion of the Secretary, an employee of SMMC may be designated to perform the secretarial services of the Governing Board, which may include the following functions: take minutes of all meetings, maintain documentation of Governing Board members and report conflict of interest statements annually.

Section 2. Standing or Advisory Committees. The creation of Governing Board committees is discretionary. Each standing committee shall have and exercise the powers and authority granted in the resolution creating it. Minutes shall be kept of its proceedings and reports of its actions shall be reported to the Governing Board. Actions taken by any standing committee are subject to ratification by the Governing Board. Standing committees shall comply with vacancies, meeting notices, quorum, order of business, and duality of interest clauses of these Bylaws. The Governing Board may also appoint advisory committees.

ARTICLE VII

ADMINISTRATION

- Section 1. General. The SMMC is administered through the countywide organization structure of which it is a part. The Chief Executive Officer of SMMC reports to the Chief of the Health System, who reports to the County Manager who reports directly to the Board of Supervisors of San Mateo County.
- Section 2. Appointment and Authority. The Chief of the Health System shall monitor the performance of the Chief Executive Officer of SMMC. The Chief Executive Officer of SMMC shall be qualified for the position through appropriate education and experience. The Chief Executive Officer is hereby given authority and responsibility for the administration of SMMC and all its activities and departments subject to the County Charter, ordinances and resolutions of the Board of Supervisors. The Chief Executive Officer shall:
1. Ensure appropriate notice of all meetings of the Governing Board is sent; receive and attend to all correspondence relating to SMMC; act as custodian of all records and reports relating to SMMC, and keep records of all meetings of the Governing Board.
 2. Attend all meetings of the Governing Board as a fully vested voting member.
 3. Submit monthly to the Governing Board or its authorized committees reports showing the professional service and financial activities of SMMC and to prepare and submit any special reports that may be required by the Governing Board and/or Board of Supervisors.

ARTICLE VIII

MEDICAL STAFF

Section 1. Organization. The Governing Board shall appoint a Medical Staff to provide medical service at SMMC. The Medical Staff shall be responsible for the quality of care provided to patients at the SMMC. The Medical Staff shall be a responsible administrative unit, accountable to the Governing Board. Said staff shall be composed of physicians, dentists, clinical psychologists, and podiatrists who are graduates of recognized schools of medicine, osteopath, dentistry, psychology or podiatry, are licensed to practice in California, are in good standing, and who meet the qualifications as set forth in the Bylaws of the Medical Staff.

Appointment and membership to the Medical Staff is a prerequisite to the exercise of clinical privileges in SMMC, except as otherwise specifically provided in the Medical Staff Bylaws.

Each member of the Medical Staff shall have full authority and responsibility for the care of his or her patients, subject only to such limitations as are imposed by the Governing Board, and subject, further, to any limitations or conditions attached to the staff member's appointment. Approval by the Governing Board shall be required to effect the appointment, reappointment, designation of clinical privileges, and clinical department/service assignment at SMMC.

Section 2. Medical Staff Bylaws, Rules and Regulations. The Medical Staff shall propose and adopt by vote Bylaws, Rules and Regulations setting forth its organization, including selection of officers, its government, quality of care protocols, procedure for the granting of clinical privileges, and provisions for a review of the Medical Staff's recommendations with respect to appointment, reappointment, or termination of appointment to the Medical Staff, and granting or curtailment of clinical privileges. Bylaws, Rules and Regulations shall be consistent with applicable law, regulatory and accreditation standards and SMMC policy. Such Medical Staff Bylaws, Rules and Regulations shall become effective when, and in the form, approved by the Governing Board or at such later date as the Governing Board may specify. Medical Staff Bylaws shall be reviewed annually by the Medical Staff and recommended to the Governing Board for review and approval of any changes.

Section 3. Medical Staff Membership and Clinical Privileges. The Medical Staff shall be delegated the responsibility and authority to investigate and evaluate all matters relating to Medical Staff membership status, clinical privileges, and corrective action, and shall require that the staff make recommendations thereon. The Governing Board shall then take final action on all such matters after considering

the staff recommendations forwarded, provided that the Governing Board may act in any event if the staff fails to adopt and submit any such recommendation within the time period required by the Medical Staff Bylaws. Such Governing Board action without a staff recommendation shall be based on the same kind of documented investigation and evaluation of current ability, judgment, and character as is required for staff recommendations.

The Medical Staff Bylaws shall contain provisions for the staff to adopt and forward to the Governing Board specific written recommendations on all matters of Medical Staff membership status, clinical privileges and corrective action, and to support and document its recommendations in a manner that will allow the Governing Board to take informed action.

In acting on matters of Medical Staff membership status, the Governing Board shall consider the staff's recommendations, SMMC and the community's needs, and such other criteria as set forth in the Medical Staff Bylaws. In granting and defining the scope of clinical privileges to be exercised by each practitioner, the Governing Board shall consider the staff's recommendations and supporting information on which they are based and such criteria as are set forth in the Bylaws. No aspect of membership status nor specific clinical privileges shall be limited or denied to a practitioner on the basis of sex, race, creed, color, or national origin.

Any differences in recommendations concerning Medical Staff appointments, reappointments, termination of appointments, and granting or revising of clinical privileges will be resolved in a reasonable period of time by the Governing Board and the Medical Staff.

The procedure to be followed by the Medical Staff and Governing Board in acting on matters of membership status, clinical privileges, and corrective action shall be specified in the Medical Staff Bylaws.

- Section 4. Corrective Action and Fair Hearing Plan. The Governing Board shall require that any action taken by the Executive Committee of the Medical Staff, or by the Governing Board, the effect of which is to deny, revoke, suspend, or reduce a practitioner's staff appointment, reappointment, department affiliation, staff category, admitting prerogatives, or clinical privileges shall, except under circumstances for which specific provision is made in the Medical Staff Bylaws, be accomplished in accordance with the Governing Board approved Corrective Action and Fair Hearing Plan then in effect. Such Plan shall provide for procedures to assure fair treatment and afford opportunity for the presentation of all pertinent information.

Should the Medical Staff via its designated structure, fail to investigate or take disciplinary action, contrary to the weight of the evidence, the Governing Board may direct the Medical Executive Committee to initiate investigation or disciplinary action, but only after consultation with the Medical Executive Committee. If the

Medical Executive Committee fails to take action in response to that direction, the Governing Board may initiate corrective action, but this corrective action must comply with Corrective Action and Hearing and Appellate Review Articles of the Medical Staff Bylaws.

Section 5. Affiliates to the Medical Staff and Physicians in Training. The Governing Board may authorize qualified persons to provide services allied with the medical services provided by members of the Medical Staff. Said authorization shall be granted in accordance with and subject to the Bylaws and Rules and Regulations of the Medical Staff.

ARTICLE IX

QUALITY MANAGEMENT

- Section 1. General. The Quality Improvement Program establishes guidelines for improving clinical and organizational performance with SMMC. The intent is to serve the mission of opening doors to excellence in healthcare through quality/performance improvement.
- Section 2. Governing Board Responsibility. The Governing Board ensures that adequate resources are provided to comply with laws and regulations and receives reports regarding status of programs. The Board participates in the development of long-range goals and the Mission of the Organization.
- Section 3. Delegation to Administration and to the Medical Staff. The Governing Board delegates to the leadership of SMMC, including the Medical Staff, the responsibility for conducting specific activities that contribute to the preservation and improvement of the quality of patient care. These responsibilities include the evaluation and peer review of the practitioner performance, including Affiliates to the Medical Staff and Physicians in Training; ongoing monitoring of critical aspects of care; review of utilization of SMMC's resources; provision of continuing professional education; recommendations on the clinical privileges which may be appropriately granted and delineation of clinical privileges for appointees of the Medical Staff commensurate with individual credentials and demonstrated ability and judgment and such other measures as the Governing Board may deem necessary for the preservation and improvement of the quality patient care.

The Quality Improvement Program provides consistent framework and structure for SMMC to follow in order to achieve the objective of continually improving the delivery of health care for all who seek help from SMMC. The Plan provides the framework for facilitating improvement efforts across the organization.

The facilities maintenance and safety programs include a mechanism of reporting the status of SMMC mechanical, electrical, and structural systems directly to the Board through the Chief Executive Officer. The Board delegates to the Chief Executive Officer the responsibility and authority to immediately resolve any facility safety issue where danger to patients, staff or visitors is identified.

- Section 4. Receipt of Reports on Quality. The Governing Board receives reports on organization and quality/performance activities, including environment of care, patient safety and human resource effectiveness through the Medical Executive Committee.

ARTICLE X

AUXILIARY

Section 1. Creation. A SMMC Auxiliary may be formed and approved under the terms and conditions of SMMC Policies and Procedures.

Section 2. Bylaws. Written Policies, Bylaws and Amendments thereto, and activities of the Auxiliary shall be subject to approval by the Governing Board. Bylaws shall set forth the Auxiliary's purpose, organization and functions.

ARTICLE XI

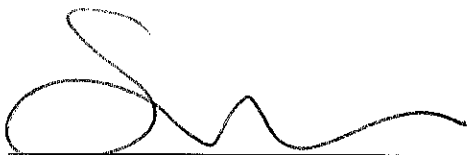
BYLAWS AND AMENDMENTS

Section 1. Review. These Bylaws shall be reviewed in their entirety to assure reflection of current responsibilities of the Governing Board to SMMC and community, and representation of current philosophy and direction. Review shall occur annually, and when appropriate, amendments shall be proposed to these Bylaws to meet the needs of the SMMC.

Section 2. Amendments. These bylaws may be amended or repealed and new Bylaws adopted by a majority vote of the number of Governing Board members fixed by the Bylaws at any regular or special meeting, provided written notice of this intent has been given by the Secretary to each member at least thirty (30) days in advance of the meeting.

Section 3. Hospital Standard of Care. These Bylaws do not create any standard of care for purposes of litigation. The standard of care applicable to the SMMC for purposes of litigation shall be a community standard, i.e. that level of care required of health care providers in the same or a similar community. Notwithstanding the foregoing, the SMMC shall strive to continuously maintain and improve the quality of care available at the SMMC.

These Bylaws have been reviewed and approved effective February 4, 2016.



Susan P. Ehrlich
Chief Executive Officer
SAN MATEO MEDICAL CENTER (SMMC)

3/3/2016

Date

Honorable Carole Groom
President, San Mateo Medical Center Board of Directors
COUNTY OF SAN MATEO

Date