



County of Los Angeles
CHIEF ADMINISTRATIVE OFFICE

713 KENNETH HAHN HALL OF ADMINISTRATION • LOS ANGELES, CALIFORNIA 90012
(213) 974-1101
<http://cao.co.la.ca.us>

DAVID E. JANSSEN
Chief Administrative Officer

Board of Supervisors
GLORIA MOLINA
First District

YVONNE B. BURKE
Second District

ZEV YAROSLAVSKY
Third District

DON KNABE
Fourth District

MICHAEL D. ANTONOVICH
Fifth District

October 20, 2005

To: Supervisor Don Knabe, Chairman
Supervisor Gloria Molina
Supervisor Yvonne B. Burke
Supervisor Zev Yaroslavsky
Supervisor Michael D. Antonovich

From: David E. Janssen
Chief Administrative Officer

**KING DREW MEDICAL CENTER (KDMC) HOSPITAL ADVISORY BOARD (HAB)
(ITEM NO. 23, AGENDA OF OCTOBER 25, 2005)**

SUMMARY

On October 11, 2005, your Board directed the Chief Administrative Office and County Counsel to report on a downsized, more focused King Drew Medical Center (KDMC) Hospital Advisory Board (HAB), including the possibility of eliminating it altogether. After review of many source documents and interviewing key players, I recommend that the operations of the HAB be suspended until the Centers for Medicare and Medicaid Services (CMS) / Joint Commission on the Accreditation of Healthcare Organizations (JCAHO) reviews are successfully completed.

I further recommend that you direct the Director of Health Services immediately to reinstate the same governing body meetings at KDMC, as are now routinely held at our other hospitals, to meet governing body obligations and quality of care requirements and guidelines.

This following discussion does not in any way constitute a review of the performance of the HAB. The County has been fortunate in attracting the caliber of individuals currently serving on the HAB and greatly appreciates the time they have voluntarily given to help improve the quality of care at KDMC. Nevertheless, the attempt to create a "full blown" semi-autonomous governing/advisory body in the context of numerous challenges

facing KDMC is a distraction and not a prerequisite to achieving the quality improvements we seek.

Hindsight is twenty-twenty. Having hired Navigant, pursuant to a MOU with CMS to "...assume operation management of the Medical Center... and within 60 days...provide a report clearly describing areas of concern and proposing a comprehensive plan for addressing each such concern..." we deferred to their advice on governance. As indicated by your Board's action on October 11, 2005, however, that decision needs to be revisited.

BACKGROUND

The MOU with CMS required the Contractor to:

Evaluate governance, leadership, and competency of staff, including medical staff, nursing staff and all healthcare professionals, and propose recommendations for improvement. The Contractor shall advise and assist in implementing those recommendations adopted by the Director.

The comprehensive review issued by Navigant (NCI) of January 3, 2005, recommended the creation of an advisory board under its Governance recommendations. In the Executive Summary of the report, NCI "...recommends that at a minimum, and immediately, a separate, independent, knowledgeable Board be appointed for KDMC. If the Los Angeles County legal review shows it is feasible, NCI recommends the development of a separate Hospital Authority be considered..." They also recommended "...a community advisory board should be developed and convened at least quarterly..."

As early as your January 4, 2005, Board meeting, a motion was introduced to establish an advisory committee and in Kae Robertson's (NCI) testimony she stated "...we continue to recommend a health authority be considered by the Board of Supervisors for Los Angeles County...more specifically, we ask that you designate the MLKMC Advisory Board (which did not formally exist) as the entity responsible for oversight of KDMC reporting to the Board of Supervisors...membership would require...demonstrated expertise and experience in finance, hospital or clinical management, health plan administration or health and public policy."

It was not until the February 22, 2005, Board meeting that Navigant spelled out in detail the scope of duties proposed for the advisory board.

While recognizing that the Board of Supervisors retained ultimate responsibility for KDMC, they made a proposal that stated "... to the extent possible, the Board of Supervisors will delegate the responsibilities described below to HAB with the goal that HAB provide policy-level direction and oversight to KDMC. In some cases, HAB will be given final decision making authority..."

Further, instead of including the creation of a separate community advisory board as proposed in its report, NCI asked the proposed Health Advisory Board to recommend a process for community input. NCI's proposal was approved by your Board on February 22, 2005. An initial 11 members were approved on March 8, 2005 and four more were approved on March 29, 2005.

ASSESSMENT

The scope of duties and responsibilities proposed by Navigant seems consistent with a corporate board responsible for the ongoing management of a hospital. It also seems consistent with establishing some form of Hospital Authority; but in hindsight was far too broad for the challenge at hand, the immediate improvement of medical care at KDMC.

It was not until September 6, 2005, when the HAB bylaws were on the Board's agenda, that divergent views of the purpose, authority, scope, and size of the HAB fully emerged. Additionally, the HAB's recommendation to increase its size as a way to increase community input suggested movement well beyond the original intent of having a separate, independent, knowledgeable body for KDMC. Not surprisingly, the HAB-related discussions have themselves diverted attention from the immediate challenges of correcting deficiencies at the hospital.

The apparent goal of establishing a full blown governance body with the intent of sustaining improvements at KDMC may be a worthy one, but one better approached when the hospital has in fact been stabilized.

RECOMMENDATION

On October 11, 2005, your Board asked my office and County Counsel to come back with recommendations for the revision of the proposed Bylaws and recommendation of members for a downsized advisory board. In addition, at my suggestion, the Board allowed us to look at eliminating the advisory board altogether. While this is primarily a policy determination, I have consulted County Counsel as to the legal issues arising

Each Supervisor
October 20, 2005
Page 4

from this review. Although a revised set of bylaws are attached (see attachment I), I do not recommend that you approve them.

Rather, I recommend that you suspend the operations of the HAB until the CMS/JCAHO issues are resolved. Once the facility has successfully completed the CMS and JCAHO reviews, we can reconsider the appropriate scope of duties for the HAB, or the establishment of a Health Authority.

Further, the new CEO for MLK hospital has just started her duties. Having clear lines of authority from the Board to the Department to the CEO is critical to her success in turning around the facility. She cannot be wondering to which body she needs to report .

However, there is one aspect of the HAB's responsibilities which should be continued, and one anticipated responsibility that the Department needs to address. The work of the quality oversight committee, which by law is a confidential review of medical care, should continue. This, according to County Counsel, can be accomplished by the Director establishing his own quality advisory committee for the hospital.

In addition, the Department needs immediately to reinstate its hospital governing body meetings at KDMC, as it does in all other Department of Health Services' hospitals (see attachment II) This process has substantially improved over the past two years and recently was found acceptable by JCAHO at the other four Department of Health Services' Medical Centers.

DEJ:RGF:gla

Attachments

c: Executive Officer, Board of Supervisors
Director and Chief Medical Officer of Health Services
Hector Flores, M.D., Chairperson, HAB
HAB Members

kdmchab10-25-05

KING-DREW MEDICAL CENTER
HOSPITAL ADVISORY BOARD
BY-LAWS

ARTICLE I - NAME

The name of the board shall be the King/Drew Medical Center Hospital Advisory Board, herein known as the "HAB."

ARTICLE II - PURPOSE AND OBJECTIVES

The purpose of the HAB is to assist the County of Los Angeles Board of Supervisors ("Board of Supervisors") and the County Department of Health Services ("DHS") in establishing policy direction, providing oversight of King/Drew Medical Center ("KDMC"), which is owned and operated by the County of Los Angeles ("County"), and implementing directions from the Board of Supervisors concerning KDMC.

ARTICLE III - MEMBERSHIP

Section 1 - Members

- A. There shall be thirteen (13) Members of the HAB. The Members shall be composed of two categories:
 1. Four (4) ex officio non-voting Members, as follows:
 - A. Director of DHS
 - B. Chair of the Board of Trustees of Charles R. Drew University of Medicine and Science, or her/his designee
 - C. President of the KDMC Professional Staff Association ("PSA")
 - D. The KDMC Chief Executive Officer
 2. Nine (9) voting Members at-large.
- B. All voting Members shall be appointed by the Board of Supervisors from a list of nominees prepared by the HAB, with the exception of the initial board which shall be appointed from a list transmitted to the Board of Supervisors by the Chief Administrative Officer of the County of Los Angeles ("CAO").
- C. The HAB and/or the CAO shall nominate candidates considering, without limitation, the following characteristics:

1. Expertise/experience in academic medicine
 2. Expertise in community medicine
 3. Expertise/experience in health care and/or business administration
 4. Expertise/experience in financial management
 5. Expertise/experience in hospital nursing management
 6. Expertise/experience in public health management
- D. The HAB shall present a list of nominees to the Board of Supervisors no less than thirty (30) days prior to the expiration of the term(s) of the existing Member(s).

Section II - Responsibilities of Members

- A. All Members must:
1. Attend all HAB meetings.
 2. Serve without compensation. Travel and meal expenses shall be allowable in accordance with any reimbursement policies adopted by the Board of Supervisors.
- B. No HAB member shall participate in a decision of the body in which the Member has a financial interest. Financial interest shall be defined as set forth in the Political Reform Act (Government Code section 87000 et seq.), as now written or as may be amended.

Section III - Terms

- A. Except for ex officio Members, Members of the HAB shall serve three (3) year terms; provided, of the original at large Members, three (3) Members shall be appointed for an original term of one (1) year, three (3) Members shall be appointed for an original term of two (2) years, and the remaining original at large Members shall be appointed for an original term of three (3) years.
- B. At large Members of the HAB may not serve for more than two (2) consecutive terms.

Section IV - Vacancies

- A. Any member of the HAB may be removed at any time by a majority vote of the Board of Supervisors, whether on the Board of Supervisors' own motion or upon recommendation of the HAB.
- B. The HAB shall recommend removal of a voting Member if he or she is absent from three (3) regular meetings in a one-year period, or when the Member fails to meet responsibilities of Membership to attend all meetings for a three (3) month period, unless the HAB excuses such absences or failures based on extenuating circumstances.
- C. Any resignation of a Member shall be in writing and filed with the Secretary of the HAB and the Executive Office of the Board of Supervisors.
- D. All vacancies shall be filled by the Board of Supervisors in accordance with the procedures set forth in Section I above for the unexpired term created by the vacancy.

ARTICLE IV - MEETINGS

Section I - Quorum and Voting Requirements

- A. A quorum is necessary to conduct business and make recommendations. A quorum shall be defined as one half the total filled voting members of the HAB plus one.
- B. A majority vote of those present is required to take any action.
- C. Each voting Member shall be entitled to one vote. Voting must be in person; no proxy votes will be accepted.
- D. Attendance at all meetings shall be recorded on a sign-in sheet. Members are responsible for signing the attendance sheet. The names of Members attending shall be recorded in the official minutes.

Section II - Meetings

- A. The HAB shall hold regular meetings on the second (2nd) Monday day of each month.
- B. Special meetings may be called by the Chair or upon written request of a majority of the voting Members.

- C. All meetings, whether regular or special, shall be open and public, and shall be conducted in accordance with the Ralph M. Brown Act (Gov. Code §§ 54950 and following) and with Roberts Rules of Order (newly revised edition).

Section III - Notice, Agenda and Supportive Materials

- A. The agenda for each regular meeting shall be posted in an area which is freely accessible to the public, in accordance with the Ralph M. Brown Act, not less than seventy-two (72) hours prior to the meeting. Such agendas shall include a brief, general description of each item of business and shall specify the time and location of the meeting.
- B. Actual advance notice of any special meeting shall be given to each member of the HAB at least twenty-four (24) hours before the time of the meeting. The notice shall be in writing and state the time, place and the business to be transacted, and no other business shall be considered at the special meeting. Public Notice of special meetings shall be provided to local newspapers and radio or television stations requesting written notice, at least 24 hours in advance of the meeting, and shall be posted, in accordance with the Ralph M. Brown Act.
- C. Generally, only items of business listed on the posted agenda may be discussed or acted upon. However, items which qualify as an emergency, in accordance with the Ralph M. Brown Act, or which require immediate action and which came to the attention of the HAB after the agenda was posted, can be added to the agenda at the meeting by a two-thirds (2/3) vote.
- D. To the extent that the Ralph M. Brown Act is amended so that its requirements are inconsistent with these Bylaws, such inconsistent Bylaw provision shall be considered suspended, and the requirements of the Ralph M. Brown Act followed, until such time as these Bylaw provisions may be amended.

Section IV – Minutes

Minutes shall be maintained reflecting all actions taken, recommendations made or decisions rendered.

ARTICLE V - LIMITATIONS OF AUTHORITY

The Board of Supervisors shall remain the official governing body for KDMC and is ultimately responsible for the quality of care provided at KDMC. The Board of Supervisors retains the authority to set general policy at KDMC including policies related to financial management practices, charging and rate setting, labor relations and conditions of employment. The HAB may not adopt any policy or practice, or take any action, which is inconsistent with the Los

Angeles County Code or which alters the scope of any policy set by the Board of Supervisors.

ARTICLE VI - DUTIES

Section I

Subject to the limitations imposed in Article V, the duties of the HAB shall be as follows:

- A. Evaluate KDMC organizational management and planning, and work with hospital leadership to correct deficiencies.
- B. Participate in selection of an individual for appointment as KDMC's Chief Executive Officer by the Director of DHS.
- C. Make recommendations to assure coordination and integration among the hospital's leaders to allow them to establish policy and maintain quality care and patient safety.
- D. Receive annual reports from hospital management addressing system or process failures and actions taken to improve safety both proactively and in response to actual occurrences, and assure that hospital leadership has responded appropriately.
- E. Evaluate the availability of resources and make recommendations on changes necessary to assure patient safety and quality care.
- F. Receive and evaluate reports on malpractice, patient satisfaction, and compliance with regulatory and accreditation requirements.
- G. Provide recommendations to KDMC management, and monitor its performance, in at least the following areas:
 1. Implementation of approved consultants' recommendations and the ongoing reporting on the status of such implementation.
 2. Provision of accurate and timely clinical and financial information, including metrics to enable ongoing evaluation of KDMC's performance over time compared with best practice performance levels of similar institutions.
 3. Identification of clinical and operational problems and the development and implementation of plans to resolve deficiencies in a timely manner, with regular progress reports.

- H. Evaluate compliance by KDMC, DHS, and Drew with graduate medical education program obligations related to supervision of residents, adherence to Residency Review Committee and ACGME program requirements, and adequacy of clinical experience, and recommend improvements in these areas, by all parties, as appropriate.
- I. Evaluate hospital business practices, policies and procedures that influence the quality of care and/or impede efforts to provide care in the most cost effective manner possible. Where a business practice is particular to KDMC, make recommendations to management regarding appropriate changes. Where a business practice is based on DHS or County-wide policy, make recommendations to DHS for change as appropriate. In all cases, assist in the remediation of behavior which is, or potentially could be viewed as, non-compliance with appropriate KDMC, DHS, or County-wide policies.
- J. Review Human Resources activities with respect to recruitment and retention, and recommend to management improvements in employee training and orientation, and management training and development. Make recommendations to DHS regarding changes in labor contract terms and conditions, supervisor/employee relations, performance evaluations and opportunities to reduce workers compensation utilization.
- K. Appoint persons to membership on the HAB's Standing and Ad Hoc committees and Task Forces, designate the chairperson thereof, and perform or authorize the performance of such other administrative task as are desirable for the operation of the HAB. The HAB may delegate the responsibility to appoint committee members and committee chairperson to the HAB Chairperson by motion approved by a majority of the Members present at the meeting.
- AA .Perform any and all tasks requested by the Board of Supervisors.

ARTICLE VII - OFFICERS

Section I - Designation

There shall be a Chairperson, a Vice Chairperson, and a Secretary of the HAB. All officers shall be elected from the voting Membership of the HAB. Ex officio members shall not be eligible to serve as officers of the HAB.

Section II - Powers and Duties of Officers

A. Chairperson

1. Shall preside at all meetings of the HAB.
2. Shall plan and carry out the agenda for each regular and special meeting.
3. Shall facilitate the purposes of the HAB by having such powers and duties as may be prescribed from time to time by majority vote of the Membership.
4. May delegate a reasonable portion of his or her duties to the Vice Chairperson.

B. Vice Chairperson

1. Shall assist the Chairperson in his or her duties as needed.
2. Shall perform the duties of Chairperson in the event of his/her absence, resignation, or inability to perform his/her duties, until such time as the Chairperson returns or a new chairperson assumes office under the provisions of these Bylaws.

C. Secretary

1. Shall record all of the votes, and record and distribute the minutes and reports of the HAB.
2. May request appointment of a KDMC staff person to assist in the performance of these duties.

Section III – Nominations and Elections

A. Nominations

1. At its first regular meeting each fiscal year, the HAB shall designate three (3) of its Members as the Nominating Committee to nominate the Chairperson, Vice Chairperson, and the Secretary; provided that, for the initial HAB, the designation of the Nominating Committee shall be made at the first meeting of the HAB.
2. The Nominating Committee shall contact proposed candidates to determine their willingness to run for office, and nominate additional candidates if necessary to complete a ballot of nominees for each office.
3. The Nominating Committee shall transmit its nominations to each member of the HAB not less than seven (7) days prior to the next regular meeting. Nominations may be made from the floor at that meeting.

B. Elections

1. Election of officers shall be held at the second regular meeting each fiscal year, except the election of officers for the initial HAB shall occur on its second regular meeting, regardless of when during the year that occurs. If no candidate for an office obtains over fifty percent (50%) of the vote, a run-off between the two candidates with the most votes shall be held immediately following the vote count.
2. The Nominating Committee shall prepare and count the votes. Any Nominating Committee member who is a candidate for a particular office shall not participate in the preparation or counting of votes for that office.

Section IV - Term

The term of each office shall be one (1) year, commencing on the date of election, except that officers for the initial HAB shall serve until new officers are elected for the County's 2206-2007 fiscal year.

Section V - Resignation

Any officer may resign by filing written resignation with the Chairperson or Vice Chairperson, as appropriate. Such resignation shall be announced at the next HAB meeting, whether special or regular.

Section VI - Recall

Any officer may be recalled by a majority vote of the HAB.

Section VII - Vacancies

Upon a vacancy in the office of Chairperson, Vice Chairperson, and/or Secretary, nominations shall be accepted at the meeting in which the vacancy is announced. The vote on such nominees shall be taken at the next regular meeting and the election shall proceed as under Section III. If the office of the Chairperson is vacated after the tenth month of any term, then the Vice Chairperson shall fill out the remaining months of the term. In this event, a new Vice Chairperson shall be elected by majority vote at the following meeting.

ARTICLE VIII - COMMITTEES

A. Section I - Committee Structure

1. The HAB may utilize both Standing and Ad Hoc committees and Task Forces.
2. Standing committees shall be defined as on-going committees and Ad Hoc committees or Task Forces shall be defined as time-limited committees with designated purposes.
3. Any member may suggest the creation of a Standing committee or an Ad Hoc committee or task force when it appears necessary, and such committee or task force may be established upon majority vote of the HAB; provided that the creation of new Standing committee requires approval by the Board of Supervisors.
4. The HAB may appoint to its committees as members, persons who are not HAB Members so long as such persons meet the qualifications in Article I Section 1.C. Any person so appointed shall abide by the same conflict of interest provisions as HAB Members.
5. All Standing committees shall conduct their business in accordance with the Ralph M. Brown Act, including but not limited to providing notice and public access to meetings which are not closed in accordance with that law. Notwithstanding the forgoing, the Credentials and Quality Assurance committees may meet in closed session, in accordance with law, to discuss any report of a hospital medical review, or hospital quality assurance committee.
6. Ad Hoc committee and Task Force meetings shall be called by the

Chairperson of the committee, or the Chairperson of the HAB.

7. After consultation with County Counsel, any Standing committee may be disbanded upon an affirmative majority vote of the HAB with subsequent approval by the Board of Supervisors.
8. After consultation with County Counsel, Ad Hoc committees and Task Forces shall be disbanded upon the completion of their assignment or by majority vote of the HAB members.

Section III - Standing Committee(s)

The following will be considered Standing Committee(s):

A. Quality Oversight Committee

1. The purpose of the Quality Oversight Committee (QOC) is, in conjunction with the Professional Staff Association (PSA), to: (1) assure all necessary policies and procedures are in place to provide high quality care, meet relevant regulatory and accreditation requirements, and protect the safety of patients, staff and visitors; (2) assure there is an appropriate operational mechanism in place to execute said policies and procedures, including an audit mechanism to provide independent verification of the proper execution of said policies; (3) monitor the performance of the institution and its various operating units; (4) recommend performance improvement strategies and actions when indicated by demonstrated performance or otherwise when such initiatives would enhance the quality of services provided by the medical center.
2. The Committee shall consist of at least 3 HAB members, one of whom shall be the President of the PSA and another of whom shall chair the Committee. Ex officio non-voting members of the Committee shall include the KDMC's Chief Executive Officer, Chief Operations Officer, Medical Director, Chief Nursing Officer, Associate Medical Directors, Director of Quality Management/Performance Improvement, Director of Pharmacy and Director of Quality Improvement of the Los Angeles County Department of Health Services, or their successors in interest.

ARTICLE IX - ADOPTION AND AMENDMENTS

These Bylaws shall be adopted and may be amended by a majority vote of a quorum of the HAB at any regular or special meeting; provided that, in the case of amendment, written notice of the amendment shall have been submitted to each HAB member at least seven (7) days prior to the meeting, and that, subsequent to HAB action, said amendments are approved by the Board of

Supervisors.

KING-DREW MEDICAL CENTER
HOSPITAL ADVISORY BOARD
BY-LAWS

ARTICLE I - NAME

The name of the board shall be the King/Drew Medical Center Hospital Advisory Board, herein known as the "HAB."

ARTICLE II - PURPOSE AND OBJECTIVES

The purpose of the HAB is to assist the County of Los Angeles Board of Supervisors ("Board of Supervisors") and the County Department of Health Services ("DHS") in establishing policy direction, providing oversight of King/Drew Medical Center ("KDMC"), which is owned and operated by the County of Los Angeles ("County"), and implementing directions from the Board of Supervisors concerning KDMC.

Deleted: act in conjunction with

Deleted: to provide

Deleted: and

Deleted: to oversee and review

Deleted: ation of

ARTICLE III - MEMBERSHIP

Section 1 - Members

A. There shall be thirteen (13) Members of the HAB. The Members shall be composed of two categories:

Deleted: fourteen to eighteen (14-18)

Deleted: voting

Deleted: voting

1. Four (4) ex officio non-voting Members, as follows:

- A. Director of DHS
- B. Chair of the Board of Trustees of Charles R. Drew University of Medicine and Science, or her/his designee
- C. President of the KDMC Professional Staff Association ("PSA")
- D. The KDMC Chief Executive Officer

2. Nine (9) voting Members at-large.

B. All voting Members shall be appointed by the Board of Supervisors from a list of nominees prepared by the HAB, with the exception of the initial board which shall be appointed from a list transmitted to the Board of Supervisors by the Chief Administrative Officer of the County of Los Angeles ("CAO").

Deleted: Ten to fourteen (10-14)

Deleted:)

Deleted: The exact number of Members at-large shall be based on the number of appointments by the Board of Supervisors, and may change over time.¶

C. The HAB and/or the CAO shall nominate candidates considering, without limitation, the following characteristics:

1. Expertise/experience in academic medicine
2. Expertise in community medicine
3. Expertise/experience in health care and/or business administration
4. Expertise/experience in financial management
5. Expertise/experience in hospital nursing management
6. Expertise/experience in public health management

D. The HAB shall present a list of nominees to the Board of Supervisors no less than thirty (30) days prior to the expiration of the term(s) of the existing Member(s).

Section II - Responsibilities of Members

A. All Members must:

1. Attend all HAB meetings.
2. Serve without compensation. Travel and meal expenses shall be allowable in accordance with any reimbursement policies adopted by the Board of Supervisors.

B. No HAB member shall participate in a decision of the body in which the Member has a financial interest. Financial interest shall be defined as set forth in the Political Reform Act (Government Code section 87000 et seq.), as now written or as may be amended.

Section III - Terms

A. Except for ex officio Members, Members of the HAB shall serve three (3) year terms; provided, of the original at large Members, ~~three (3)~~ Members shall be appointed for an original term of one (1) year, ~~three (3)~~ Members shall be appointed for an original term of two (2) years, and the remaining original at large Members shall be appointed for an original term of three (3) years.

B. At large Members of the HAB may not serve for more than two (2) consecutive terms.

Deleted: four
 Deleted:
 Deleted: (4)
 Deleted: four
 Deleted: (4)

Section IV - Vacancies

- A. Any member of the HAB may be removed at any time by a majority vote of the Board of Supervisors, whether on the Board of Supervisors' own motion or upon recommendation of the HAB.
- B. The HAB shall recommend removal of a voting Member if he or she is absent from three (3) regular meetings in a one-year period, or when the Member fails to meet responsibilities of Membership ~~to attend all meetings for a three (3) month period, unless the HAB excuses such absences or failures based on extenuating circumstances.~~
- C. Any resignation of a Member shall be in writing and filed with the Secretary of the HAB and the ~~Executive Office of the Board of Supervisors.~~
- D. All vacancies shall be filled by the Board of Supervisors in accordance with the procedures set forth in Section I above for the unexpired term created by the vacancy.

Deleted: , as specified in Section II,

Deleted: Clerk

ARTICLE IV - MEETINGS

Section I - Quorum and Voting Requirements

- A. A quorum is necessary to conduct business and make recommendations. A quorum shall be defined as one half the total filled voting members of the HAB plus one.
- B. A majority vote of those present is required to take any action.
- C. Each voting Member shall be entitled to one vote. Voting must be in person; no proxy votes will be accepted.
- D. Attendance at all meetings shall recorded on a sign-in sheet. Members are responsible for signing the attendance sheet. The names of Members attending shall be recorded in the official minutes.

Section II - Meetings

- A. The HAB shall hold regular meetings on the second (2nd) Monday day of each month.
- B. Special meetings may be called by the Chair or upon written request of a majority of the voting Members.

- C. All meetings, whether regular or special, shall be open and public, and shall be conducted in accordance with the Ralph M. Brown Act (Gov. Code §§ 54950 and following) and with Roberts Rules of Order (newly revised edition).

Section III - Notice, Agenda and Supportive Materials

- A. The agenda for each regular meeting shall be posted in an area which is freely accessible to the public, in accordance with the Ralph M. Brown Act, not less than seventy-two (72) hours prior to the meeting. Such agendas shall include a brief, general description of each item of business and shall specify the time and location of the meeting.
- B. Actual advance notice of any special meeting shall be given to each member of the HAB at least twenty-four (24) hours before the time of the meeting. The notice shall be in writing and state the time, place and the business to be transacted, and no other business shall be considered at the special meeting. Public Notice of special meetings shall be provided to local newspapers and radio or television stations requesting written notice, at least 24 hours in advance of the meeting, and shall be posted, in accordance with the Ralph M. Brown Act.
- C. Generally, only items of business listed on the posted agenda may be discussed or acted upon. However, items which qualify as an emergency, in accordance with the Ralph M. Brown Act, or which require immediate action and which came to the attention of the HAB after the agenda was posted, can be added to the agenda at the meeting by a two-thirds (2/3) vote.
- D. To the extent that the Ralph M. Brown Act is amended so that its requirements are inconsistent with these Bylaws, such inconsistent Bylaw provision shall be considered suspended, and the requirements of the Ralph M. Brown Act followed, until such time as these Bylaw provisions may be amended.

Section IV – Minutes

Minutes shall be maintained reflecting all actions taken, recommendations made or decisions rendered.

ARTICLE V - LIMITATIONS OF AUTHORITY

The Board of Supervisors shall remain the official governing body for KDMC and is ultimately responsible for the quality of care provided at KDMC. The Board of Supervisors retains the authority to set general policy at KDMC including policies related to financial management practices, charging and rate setting, labor relations and conditions of employment. The HAB may not adopt any policy or practice, or take any action, which is inconsistent with the Los

Deleted: s

Angeles County Code or which alters the scope of any policy set by the Board of Supervisors.

ARTICLE VI - DUTIES

Section I

Subject to the limitations imposed in Article V, the duties of the HAB shall be as follows:

- A. Evaluate KDMC organizational management and planning, and work with hospital leadership to correct deficiencies.
- B. Participate in selection of an individual for appointment as KDMC's Chief Executive Officer by the Director of DHS.
- C. Make recommendations to assure coordination and integration among the hospital's leaders to allow them to establish policy and maintain quality care and patient safety.
- D. Receive annual reports from hospital management addressing system or process failures and actions taken to improve safety both proactively and in response to actual occurrences, and assure that hospital leadership has responded appropriately.
- E. Evaluate the availability of resources and make recommendations on changes necessary to assure patient safety and quality care.
- F. Receive and evaluate reports on malpractice, patient satisfaction, and compliance with regulatory and accreditation requirements.
- G. Provide recommendations to KDMC management, and monitor its performance, in at least the following areas:
 - 1. Implementation of approved consultants' recommendations and the ongoing reporting on the status of such implementation.
 - 2. Provision of accurate and timely clinical and financial information, including metrics to enable ongoing evaluation of KDMC's performance over time compared with best practice performance levels of similar institutions.
 - 3. Identification of clinical and operational problems and the development and implementation of plans to resolve deficiencies in a timely manner, with regular progress reports.

Deleted: <#>Recommend the scope of hospital services in conjunction with DHS, for approval as appropriate by the Board of Supervisors.¶

Formatted: Bullets and Numbering

Deleted: Assure

Formatted: Bullets and Numbering

Deleted: <#>Provide a system for resolving conflicts among leaders and the individuals under their leadership. Such system may supplement, but may not supercede any system established under the County civil service system.¶

Deleted: <#>Evaluate annually KDMC's performance in relation to its vision, mission and goals, and issue such evaluations and with recommendations for improvement. ¶

Formatted: Bullets and Numbering

Deleted: <#>Review the medical staff bylaws and after appropriate consultation with DHS, work with the medical staff to develop any requested revisions to such bylaws for approval by the Board of Supervisors.¶

<#>Exercise delegated authority from the Board of Supervisors to grant, renew, revise, or deny setting-specific clinical privileges, based on recommendations from the medical staff, that are consistent with the Board of Supervisors' approved scope of service. This responsibility and authority may be delegated to a committee of the HAB.¶

<#>Recommend to DHS an annual operating budget and participate with DHS and the CAO in developing a final budget for presentation to the Board of Supervisors.¶

<#>Recommend to DHS a long-term capital expenditure plan and participate with DHS and CAO in developing a final plan for presentation to the Board of Supervisors.¶

Formatted: Bullets and Numbering

Formatted: Bullets and Numbering

Formatted: Bullets and Numbering

Deleted: direction

Deleted: <#>Conformity to DHS and other County operating policies and procedures.¶

Formatted: Bullets and Numbering

H. Evaluate compliance by KDMC, DHS, and Drew with graduate medical education program obligations related to supervision of residents, adherence to Residency Review Committee and ACGME program requirements, and adequacy of clinical experience, and recommend improvements in these areas, by all parties, as appropriate.

Deleted: <#>Provision of recommendations regarding appropriate external expertise to assist in establishing an HAB education and development program.¶
<#>Maintenance of current scope of services, unless modified by the Board of Supervisors.¶

I. Evaluate hospital business practices, policies and procedures that influence the quality of care and/or impede efforts to provide care in the most cost effective manner possible. Where a business practice is particular to KDMC, make recommendations to management regarding appropriate changes. Where a business practice is based on DHS or County-wide policy, make recommendations to DHS for change as appropriate. In all cases, assist in the remediation of behavior which is, or potentially could be viewed as, non-compliance with appropriate KDMC, DHS, or County-wide policies.

Deleted: <#>Oversee KDMC management's monitoring of compliance by both Charles R. Drew University of Medicine and Science (Drew) and DHS with the terms and conditions of the Medical School Operating Agreement (Affiliation Agreement), especially as those terms relate to the dual mission of patient care and teaching at KDMC.¶

<#>Create recommendations to DHS regarding ways to clarify the Medical School Operating Agreement in the areas of physician staffing levels, time allocations, and time reporting methodologies, and medical accountability for individual and collective physician performance related to the quality of medical services.¶

J. Review Human Resources activities with respect to recruitment and retention, and recommend to management improvements in employee training and orientation, and management training and development. Make recommendations to DHS regarding changes in labor contract terms and conditions, supervisor/employee relations, performance evaluations and opportunities to reduce workers compensation utilization.

Formatted: Bullets and Numbering

Deleted: <#>Collaborate with DHS in seeking opportunities to strengthen graduate medical education programs, including exploring the merits of establishing new relationships with other academic medical centers and/or schools of medicine.¶

K. Appoint persons to membership on the HAB's Standing and Ad Hoc committees and Task Forces, designate the chairperson thereof, and perform or authorize the performance of such other administrative task as are desirable for the operation of the HAB. The HAB may delegate the responsibility to appoint committee members and committee chairperson to the HAB Chairperson by motion approved by a majority of the Members present at the meeting.

<#>Oversee the development and implementation of an Information Technology Plan consistent with KDMC's and DHS' clinical and business strategy.¶

Formatted: Bullets and Numbering

AA .Perform any and all tasks requested by the Board of Supervisors.

Deleted: initiate changes as appropriate

Deleted: assure

Formatted: Bullets and Numbering

Deleted: direct implementation of

Deleted: <#>Review the provision of services by KDMC staff to other DHS health centers.¶

Deleted: <#>Cooperate and consult with DHS in its oversight of the interim management and implementation services provided by external consultants.¶

Deleted: <#>Develop a plan for obtaining community input and participation in HAB activities.¶

Formatted: Bullets and Numbering

ARTICLE VII - OFFICERS

Section I - Designation

There shall be a Chairperson, a Vice Chairperson, and a Secretary of the HAB. All officers shall be elected from the voting Membership of the HAB. Ex officio members shall not be eligible to serve as officers of the HAB.

Section II - Powers and Duties of Officers

A. Chairperson

1. Shall preside at all meetings of the HAB.
2. Shall plan and carry out the agenda for each regular and special meeting.
3. Shall facilitate the purposes of the HAB by having such powers and duties as may be prescribed from time to time by majority vote of the Membership.
- 4.. May delegate a reasonable portion of his or her duties to the Vice Chairperson.

B. Vice Chairperson

1. Shall assist the Chairperson in his or her duties as needed.
2. Shall perform the duties of Chairperson in the event of his/her absence, resignation, or inability to perform his/her duties, until such time as the Chairperson returns or a new chairperson assumes office under the provisions of these Bylaws.

C. Secretary

1. Shall record all of the votes, and record and distribute the minutes and reports of the HAB.
2. May request appointment of a KDMC staff person to assist in the performance of these duties.

Section III – Nominations and Elections

A. Nominations

1. At its first regular meeting each fiscal year, the HAB shall designate three (3) of its Members as the Nominating Committee to nominate the Chairperson, Vice Chairperson, and the Secretary; provided that, for the initial HAB, the designation of the Nominating Committee shall be made at the first meeting of the HAB.
2. The Nominating Committee shall contact proposed candidates to determine their willingness to run for office, and nominate additional candidates if necessary to complete a ballot of nominees for each office.
3. The Nominating Committee shall transmit its nominations to each member of the HAB not less than seven (7) days prior to the next regular meeting. Nominations may be made from the floor at that meeting.

B. Elections

1. Election of officers shall be held at the second regular meeting each fiscal year, except the election of officers for the initial HAB shall occur on its second regular meeting, regardless of when during the year that occurs. If no candidate for an office obtains over fifty percent (50%) of the vote, a run-off between the two candidates with the most votes shall be held immediately following the vote count.
2. The Nominating Committee shall prepare and count the votes. Any Nominating Committee member who is a candidate for a particular office shall not participate in the preparation or counting of votes for that office.

Section IV - Term

The term of each office shall be one (1) year, commencing on the date of election, except that officers for the initial HAB shall serve until new officers are elected for the County's 2206-2007 fiscal year.

Deleted: 06/07

Section V - Resignation

Any officer may resign by filing written resignation with the Chairperson or Vice Chairperson, as appropriate. Such resignation shall be announced at the next HAB meeting, whether special or regular.

Section VI - Recall

Any officer may be recalled by a majority vote of the HAB.

Section VII - Vacancies

Upon a vacancy in the office of Chairperson, Vice Chairperson, and/or Secretary, nominations shall be accepted at the meeting in which the vacancy is announced. The vote on such nominees shall be taken at the next regular meeting and the election shall proceed as under Section III. If the office of the Chairperson is vacated after the tenth month of any term, then the Vice Chairperson shall fill out the remaining months of the term. In this event, a new Vice Chairperson shall be elected by majority vote at the following meeting.

ARTICLE VIII - COMMITTEES

A. Section I - Committee Structure

1. The HAB may utilize both Standing and Ad Hoc committees and Task Forces.
2. Standing committees shall be defined as on-going committees and Ad Hoc committees or Task Forces shall be defined as time-limited committees with designated purposes.
3. Any member may suggest the creation of a Standing committee or an Ad Hoc committee or task force when it appears necessary, and such committee or task force may be established upon majority vote of the HAB; provided that the creation of new Standing committee requires approval by the Board of Supervisors.
4. The HAB may appoint to its committees as members, persons who are not HAB Members so long as such persons meet the qualifications in Article I Section 1.C. Any person so appointed shall abide by the same conflict of interest provisions as HAB Members.
5. All Standing committees shall conduct their business in accordance with the Ralph M. Brown Act, including but not limited to providing notice and public access to meetings which are not closed in accordance with that law. Notwithstanding the forgoing, the Credentials and Quality Assurance committees may meet in closed session, in accordance with law, to discuss any report of a hospital medical review, or hospital quality assurance committee.
6. Ad Hoc committee and Task Force meetings shall be called by the

Chairperson of the committee, or the Chairperson of the HAB.

7. After consultation with County Counsel, any Standing committee may be disbanded upon an affirmative majority vote of the HAB with subsequent approval by the Board of Supervisors.
8. After consultation with County Counsel, Ad Hoc committees and Task Forces shall be disbanded upon the completion of their assignment or by majority vote of the HAB members.

Section III - Standing Committee(s)

The following will be considered Standing Committee(s):

A. Quality Oversight Committee

1. The purpose of the Quality Oversight Committee (QOC) is, in conjunction with the Professional Staff Association (PSA), to: (1) assure all necessary policies and procedures are in place to provide high quality care, meet relevant regulatory and accreditation requirements, and protect the safety of patients, staff and visitors; (2) assure there is an appropriate operational mechanism in place to execute said policies and procedures, including an audit mechanism to provide independent verification of the proper execution of said policies; (3) monitor the performance of the institution and its various operating units; (4) recommend performance improvement strategies and actions when indicated by demonstrated performance or otherwise when such initiatives would enhance the quality of services provided by the medical center.
2. The Committee shall consist of at least 3 HAB members, one of whom shall be the President of the PSA and another of whom shall chair the Committee. Ex officio non-voting members of the Committee shall include the KDMC's Chief Executive Officer, Chief Operations Officer, Medical Director, Chief Nursing Officer, Associate Medical Directors, Director of Quality Management/Performance Improvement, Director of Pharmacy and Director of Quality Improvement of the Los Angeles County Department of Health Services, or their successors in interest.

ARTICLE IX - ADOPTION AND AMENDMENTS

These Bylaws shall be adopted and may be amended by a majority vote of a quorum of the HAB at any regular or special meeting; provided that, in the case of amendment, written notice of the amendment shall have been submitted to each HAB member at least seven (7) days prior to the meeting, and that, subsequent to HAB action, said amendments are approved by the Board of

Deleted: B. Credentialing Committee

↑
<#>The purpose of the Credentialing Committee shall be to exercise delegated authority from the Board of Supervisors to grant clinical privileges at KDMC.↑

↑
<#>KDMC's chief medical officer and the President of the Professional Staff Association of KDMC shall be members of the Credentialing Committee, along with those HAB Members appointed to the committee pursuant to Article VI, Section Z above. ↑

↑
<#>In granting, revoking or modifying the clinical privileges of any practitioner, the Credentialing Committee may only act upon recommendations received from the Professional Staff Association and made in accordance with procedures set forth in Professional Staff Association Bylaws, and only when the privileges relate to services which are within the scope of services approved by the Board of Supervisors for provision at KDMC. ↑

↑
<#>The actions of the Credentialing Committee shall be independent of any actions taken by DHS with respect to the employment of a clinician, or the services provided by a contracted clinician; except that employed and contract clinicians shall not admit or provide any services to a KDMC patient unless they hold privileges to do so.↑

C. Planning and Finance Committee

↑
1. The purposes of this committee are:↑

a) To oversee the preparation and semi-annual update of a strategic plan for KDMC for ultimate presentation to DHS and the Board of Supervisors. Such plan shall consider community needs, and KDMC's ability to respond to them, and shall include an evaluation of scope of services, including recommendations for any required changes, as well as an evaluation of capital and operational needs to meet strategic goals.↑

b) To oversee the preparation, review and submission through DHS of the annual operating budget.↑

c) To oversee the preparation, review and submission through DHS of the annual update to the capital expenditure plan.↑

d) To oversee the identification of new and/or expanded sources of revenue.↑

e) In conjunction with DHS, to oversee KDMC's financial operations.↑

... [2]

Supervisors.

Collaborate with DHS in seeking opportunities to strengthen graduate medical education programs, including exploring the merits of establishing new relationships with other academic medical centers and/or schools of medicine.

Oversee the development and implementation of an Information Technology Plan consistent with KDMC's and DHS' clinical and business strategy.

Evaluate financial performance consistent with KDMC's annual operating budget and productivity standards; recommend and direct the implementation of expense reduction, clinical resource management and revenue cycle initiatives, after coordination with DHS. Any proposed service reduction requires approval by the Board of Supervisors.

B. Credentialing Committee

The purpose of the Credentialing Committee shall be to exercise delegated authority from the Board of Supervisors to grant clinical privileges at KDMC.

KDMC's chief medical officer and the President of the Professional Staff Association of KDMC shall be members of the Credentialing Committee, along with those HAB Members appointed to the committee pursuant to Article VI, Section Z above.

In granting, revoking or modifying the clinical privileges of any practitioner, the Credentialing Committee may only act upon recommendations received from the Professional Staff Association and made in accordance with procedures set forth in Professional Staff Association Bylaws, and only when the privileges relate to services which are within the scope of services approved by the Board of Supervisors for provision at KDMC.

The actions of the Credentialing Committee shall be independent of any actions taken by DHS with respect to the employment of a clinician, or the services provided by a contracted clinician; except that employed and contract clinicians shall not admit or provide any services to a KDMC patient unless they hold privileges to do so.

C. Planning and Finance Committee

1. The purposes of this committee are:

a) To oversee the preparation and semi-annual update of a strategic plan for KDMC for ultimate presentation to DHS and the Board of Supervisors. Such plan shall consider community needs, and KDMC's ability to respond to them, and shall include an evaluation of scope of services, including recommendations for any required changes, as

well as an evaluation of capital and operational needs to meet strategic goals.

b) To oversee the preparation, review and submission through DHS of the annual operating budget.

c) To oversee the preparation, review and submission through DHS of the annual update to the capital expenditure plan.

d) To oversee the identification of new and/or expanded sources of revenue.

e) In conjunction with DHS, to oversee KDMC's financial operations.

2. KDMC's Chief Executive Officer, its Chief Financial Officer as well as one or more delegates of the Director of DHS shall be members of the Planning and Finance Committee, along with HAB Members and others appointed to the committee pursuant to Article VI, Section Z above.

D. Executive Committee

issues and
HAB meetings is

1. The purpose of the Executive Committee is to discuss current act on behalf of the HAB when action between necessary.

HAB
Standing Committees

2. The membership of the Executive Committee shall consist of the officers (as defined in Article VII) and Chairs of the (as defined in Article VIII).

LOS ANGELES COUNTY - FACILITY NAME

GOVERNING BODY MEETING

Attachment II

Date
AGENDA

- I. CALL TO ORDER
- II. APPROVAL OF MINUTES
- III. OLD BUSINESS
- IV. CURRENT PERFORMANCE IMPROVEMENT PROJECTS WITH DATA
- V. MINUTES OF OR REPORTS PRESENTED TO THE PSA MEDICAL EXECUTIVE COMMITTEE (MEC). Quarterly reports, related to patient care, which were reviewed by the MEC and include comments and recommendations, such as the following:
 - a) Autopsy Report
 - b) Blood and Blood Components Usage Review
 - c) Infection Control
 - d) Medical Records Review
 - e) Operative and Other Invasive Procedures Review, Tissue Review
 - f) Pharmacy and Therapeutics
 - g) Utilization Review
 - h) Credentialing/ Privileges (Summary Report)
- VI. FACILITY-SPECIFIC PERFORMANCE MEASURES (PM) REPORT: Comments on any areas in need of improvement (compared to DHS-wide data) along with recommendations.
- VII. PATIENT SAFETY REPORT:
 - a) Facility-specific report/data reflecting current compliance with national patient safety goals along with comments on any areas in need of improvement and recommendations.
 - b) Sentinel Event data and any risk management issues that the facility would like to report on.
- VIII. AGGREGATE PEER REVIEW: Comments on any areas in need of improvement along with recommendations.
 - a) Department Specific
 - b) Provider/Event Specific
- IX. FINANCIAL DASHBOARD
- X. ACGME REPORT (As applicable)
 - a) Training Programs status
 - b) Resident Board Pass Rates
 - c) Resident supervision data
- XI. AFFILIATION AGREEMENTS (performance indicators (measures) report)
- XII. ISSUES THAT NEED GOVERNING BODY ATTENTION (RESOURCES, STAFFING, EXTERNAL REVIEWS)
- XIII. OPEN DISCUSSION
- XIV. ADJOURN