

# **THE CLINTON HOSPITAL AUTHORITY**

## **BOARD OF TRUSTEES BYLAWS**

**WHEREAS**, Title 60 Okla. Stat. §176(D) allows for Public Trusts to adopt bylaws for due and orderly regulation of the Trust;

**WHEREAS**, Article VII(4) of the Second Amended Declaration of Trust of the Clinton Hospital Authority allows the Trustees to adopt bylaws for the internal management of the Trust.

**NOW THEREFORE**, The Clinton Hospital Authority hereby adopts the following Bylaws for the internal management of the Clinton Hospital Authority.

### **ARTICLE I. OFFICER DUTIES**

A. The responsibilities of the Chair are:

1. Keep the mission of the Authority foremost and articulate it as the basis for all Board action;
2. Understand and communicate the role and functions of the Board, committees, medical staff, and management;
3. Understand and communicate the responsibilities and duties of the Trustees, officers and committee chairs;
4. Act as liaison between the Board, management, and the Hospital's medical staff;
5. Plan agendas and meetings for the Board and executive committee;
6. Preside over the meetings for the Board and executive committee;
7. Preside over or attend other Board, medical staff, and other organizational meetings as necessary;
8. Ensure compliance with Board, Hospital and Facilities bylaws, rules and regulations.
9. Appoint Board committee chairs and members in an impartial manner and consistent with a systematic approach;
10. Establish Board goals and objectives and translate them into annual work plans;
11. Direct the committees of the Board, ensuring the committee work plans flow from and support the Hospital, Facilities and Board goals, objectives, and work plans;
12. Orient new Trustees and arrange continuing education for the Board;

13. Ensure that effective Board self-evaluation occurs;
  14. Build cohesion among the leadership team of the Board, Chair, Chief Executive Officer, and medical staff leaders;
  15. Lead the performance objective and evaluation process for the Chief Executive Officer and other officers and employees, as necessary and desirable; and
  16. Plan for Board leadership succession.
- B. The responsibilities of the Vice Chair/Secretary are:
1. Serve in the absence of the Chair;
  2. Participate in continuing education and development to prepare for future service as Chair;
  3. Perform the Secretarial duties described in Article V. A., above; and
  4. Perform specific duties as assigned by the Board or the Chair.
- C. The responsibilities of the Chief Executive Officer are:
1. Foster a culture that promotes ethical practices, encourages individual integrity, and fulfills social responsibility;
  2. Maintain a positive and ethical work climate that is conducive to attracting, retaining, and motivating a diverse group of top quality employees at all levels;
  3. Develop and recommend to the Board a long term strategy and vision for the Authority, Hospital and Facilities that lead to the creation of organization value;
  4. Ensure that the day to day business affairs of the Authority, Hospital and Facilities are appropriately managed;
  5. Consistently strive to achieve a high level of communication and working relationship with the Hospital's medical staff, the Board and other officers;
  6. Consistently strive to achieve the mission, financial, and operating goals and objectives of the Authority, Hospital and Facilities;
  7. Ensure continuous improvement in the quality and value of the services provided by the Hospital and Facilities;
  8. Ensure that the Hospital and Facilities achieve and maintain a satisfactory competitive position within the health care industry;

9. Ensure that there is adequate staffing at the Hospital and Facilities and oversee the development of personnel policies and practices, compensation plans and employee benefit plans;
10. Ensure that the Hospital and Facilities have effective management teams working with the Chief Executive Officer, and has an active plan for its development and succession;
11. Ensure, in cooperation with the Board, that there is an effective succession plan in place for the Chief Executive Officer position;
12. Formulate and oversee the implementation of major corporate policies; and
13. Serve as the chief spokesperson for the Hospital and Facilities.

## **ARTICLE II. BOARD MEETINGS**

- A. Regular meetings of the Board shall be scheduled at least once a month at times determined by the Board.
- B. Special meetings of the Board may be called by the Chair or any three (3) Trustees.
- C. Notice of regular and special meetings shall be given at the time and in the manner required by applicable Oklahoma statutes and regulations.
- D. A quorum of the Board shall consist of a minimum of three (3) Trustees being present and the voting requirements described in the Trust Declaration shall dictate what measures pass.

## **ARTICLE III. SPECIAL COMMITTEES**

Special committees may be appointed by the Chair, with the consent of a majority of the board, to serve a specific need. The authority of any such special committee shall be limited to making recommendations to the Board. Upon completion of such a committee's assignment, it shall be dissolved.

## **ARTICLE IV. ADVISORY COMMITTEE**

The Board shall appoint an Advisory Committee for the purpose of providing advice and information and making recommendations to the Board and/or any standing committees in the areas of services, marketing, fundraising, finance and any other matters designated by the Board from time to time. The Board may establish the eligibility requirements for the Advisory Committee members, provided that an Advisory Board member shall not be a director, officer or employee of the Authority, Hospital or Facilities. The establishment of an Advisory Committee will in no way diminish the responsibilities and duties of the Board of Trustees and the ultimate decision-making authority on all issues will continue to reside with the Board. The Advisory Committee shall keep minutes of its proceedings, which shall be reported to the Board at the next meeting, regular or special, of the Board of Trustees.

## **ARTICLE V. MEDICAL STAFF**

A. Organization of Appointments and Hearings

1. The Board shall appoint the medical staff, granting practice privileges in the Hospital to the members of the medical staff in accordance with appointment procedures approved by the Board. The Board shall consider recommendations of appropriate committees and appoint to the medical staff physicians and others who meet the qualifications for membership as set forth in such appointment procedures. Each member of the medical staff shall have appropriate authority and responsibility for the care of his/her patients subject to such limitations as are contained in these bylaws, the appointment procedures, and the bylaws, rules and regulations of the medical staff and subject, further, to any limitations attached to his/her appointment. The Board specifically reserves the authority, upon consultation with appropriate appointees to the medical staff, to take any direct action that it deems appropriate with respect to any individual appointed to the medical staff or granted clinical privileges or the right to practice in the Hospital. The provisions of these bylaws shall, at all times and concerning all matters, take precedence over the medical staff bylaws and rules and regulations.
2. To ensure the quality of care at the Hospital and the effective functioning of medical staff credentialing, the Board, upon consultation with appropriate members to the medical staff, shall establish and approve an appointment procedure for the medical staff to be implemented by the medical staff setting forth the procedures governing: (i) appointments and reappointments to the medical staff; (ii) delineation of clinical privileges; and (iii) assignments to staff categories. The appointment procedures shall set forth the manner in which the credentials (including, without limitation, the medical education, training, clinical ability, professional competence, judgment, character and ability to work with others) of each applicant and medical staff member will be evaluated.
3. To ensure the quality of care at the Hospital and the effective functioning of medical staff credentialing, the Board, upon consultation with appropriate members to the medical staff, shall establish and approve a fair hearing procedure for the medical staff to be implemented by the medical staff setting for: (i) the hearing rights which will be afforded to applicants and members of the medical staff in the event an action is proposed which would "adversely affect" such practitioner, within the meaning of the Health Care Quality Improvement Act of 1986 (the "Act"); (ii) the circumstances under which such hearing rights will be made available; (iii) the manner in which such hearings and other procedures will be conducted; and (iv) the method of selecting members of the hearing and any appellate review committees.

B. Medical Care and Its Evaluation

1. The Board shall in the exercise of its over-all responsibility, delegate to the medical staff reasonable authority for monitoring the appropriateness of the professional care rendered to the Hospital's patients.

2. The medical staff shall conduct an ongoing review and appraisal of the quality of professional care rendered in the Hospital and shall report such activities and their results to the Board.
3. The medical executive committee, after reviewing the information provided by the credentials committee, shall make proposed recommendations to the Board concerning the following, among other things:
  - (a) Appointments, reappointments, or other changes in staff status;
  - (b) Granting of clinical privileges;
  - (c) Disciplinary actions;
  - (d) All matters relating to professional competency; and
  - (e) Such specific matters as may be referred to it by the Board.

C. Medical Staff Bylaws

There shall be bylaws, rules and regulations or amendments thereto for the medical staff that set forth the appointment procedures, fair hearing procedures and other procedures to be followed by the medical staff, in addition to those set forth in these Bylaws. Proposed additions, deletions or changes to the bylaws, rules and regulations shall be considered pursuant to the applicable provisions of the medical staff bylaws. The Board, in adopting or amending the medical staff bylaws, rules and regulations or related procedures, shall follow the procedure set forth in the medical staff by laws except where revisions are necessary to comply with applicable statutes, laws and regulations or to fulfill the responsibilities of the Board, and such revisions cannot be accomplished in a timely manner under the existing procedures. In such instance the Board will consult with the appropriate appointees to the Medical Staff concerning such amendments.

D. Medical Staff Committees

To ensure the effective functioning of medical staff credentialing and quality assurance activities and to make available protections afforded under federal and state law, any individual or any medical staff committee which assists the Board in conducting professional review activities shall be subject to ratification by the Board on an annual basis with respect to such activities.

## **ARTICLE VI. ALLIED HEALTH PROFESSIONALS**

The Board shall grant practice privileges to allied health professionals in accordance with the policies and procedures for the allied health professional staff, as approved by the Board. The Board specifically reserves the authority to take any direct action that it deems appropriate with respect to any individual appointed to the allied health professional staff. The provisions of these bylaws shall,

at all times concerning all matters, take precedence over the policies and procedures of the allied health professional staff.

## **ARTICLE VII. AUXILIARY ORGANIZATIONS**

Any auxiliary organization that may be established by the Board shall be responsible and accountable to the Board for the discharge of those duties and responsibilities delegated to it by the Board from time to time. In establishing an auxiliary organization, the Board shall initiate or approve bylaws, delineate the purpose and function of the organization and shall initiate or approve any and all subsequent amendments thereto. Auxiliary organizations shall report to the Board in a manner established by the Board from time to time. Nothing in this Article shall require the Board to establish any auxiliary organization and the Board shall retain the power to change, restructure, reorganize or dissolve any such organization if established. All services and functions performed by such auxiliary organizations shall be subject to the overall supervision and direction of the Chief Executive Officer.

## **ARTICLE VIII. CONFLICT OF INTEREST**

- A. All Trustees shall comply with the requirements of Oklahoma's conflict of interest statutes to qualify for service on the Board.
- B. The Board shall adopt and periodically review a Conflict of Interest Policy ("Policy") applicable to Trustees and principal officers of the Hospital. The existence of the Policy shall not preclude any Trustee from receiving compensation from the Hospital for services actually rendered or reimbursement for expenses incurred in the performance of services for the Hospital.
- C. Trustees, officers, medical staff members, and employees will refrain from utilizing and disseminating confidential and proprietary information obtained in the course of their association with the Hospital for private gain or benefit directly or indirectly.

## **ARTICLE IX. GOVERNMENTAL TORT CLAIMS ACT**

- A. To the extent officers and employees of the Clinton Hospital Authority are afforded sovereign immunity under the Governmental Tort Claims Act (51 Okla. Stat§151 et. seq), said officers and employees shall be immune from liability for torts..

## **ARTICLE X. POLICIES, RULES, AND REGULATIONS**

The Board may develop policies, rules or regulations to fulfill or meet its responsibilities. Such policies shall be maintained as a written record of the Board.

Policies, rules and regulations shall be reviewed and approved by the Board at least every three (3) years. These Bylaws may be amended at a regular meeting of the Board by a two-thirds vote of the Board in favor of the proposed amendment to the bylaws.

**ARTICLE XVI. ADOPTION**

These bylaws are adopted as of the date of this regular meeting of the Board of Trustees of Clinton Regional Hospital Authority on the \_\_\_\_\_ of \_\_\_\_\_, 2023.

Adopted by:

\_\_\_\_\_  
Chair of the Board

\_\_\_\_\_  
Vice Chair/Secretary of the Board

