

UNIVERSITY OF WISCONSIN HOSPITALS AND CLINICS AUTHORITY
Minutes of Board of Directors Meeting

July 8, 2009

PRESENT: David Walsh (Chair), Michael Weiden (Vice Chair), Roger Axtell, Judith Crain, Sen. Jon Erpenbach, Dean Robert Golden, Rep. Cory Mason, Dean Katharyn May, Andrew Moyer (for Michael Morgan), Dian Palmer, Pablo Sanchez, Dr. Humberto Vidaillet, and Dr. George Wilding

EXCUSED: Carol Booth, Richard Choudoir, Chancellor Carolyn Martin, and Michael Spector

LIAISONS: Donna Katen-Bahensky and Dr. Michael Bentz

STAFF: Kristi Amelong, Jane Barnett, Mike Buhl, Jan Bultema, Dr. Carl Getto, Mark Hamilton, Connie Kinsella, Dr. Mark Kirschbaum, Lisa Maroney, Dr. Maureen McCausland, Robert Miller, Christine O'Connor, Jeff Poltawsky, Rene Rizzo, Tiffany Roepsch, Mike Salk, Kari Schrage, Brad Sollenberger, Dan Weissburg, Terry Wilkerson, and Kelly Wilson

GUESTS: Jim Dechene

1. Call to Order

Mr. David Walsh, Chair, opened the meeting of the Board of Directors of the University of Wisconsin Hospitals and Clinics Authority at 2:05 p.m. A quorum was present.

2. Approval of Minutes of June 10, 2009, Authority Board Meetings

Mr. Axtell moved approval of the minutes of the June 10, 2009 meetings. Dean Golden seconded the motion and it passed unanimously.

3. Amendment to the Medical Staff Bylaws

Dr. Michael Bentz, President of the Medical Staff, presented and summarized proposed amendments [Attachment 1] to the Medical Staff Bylaws that were approved by the Medical Staff in June. Dr. Wilding moved approval of the amendments. Dean Golden seconded the motion and it passed unanimously.

Donna Katen-Bahensky, President & CEO, presented to Dr. Bentz the 2009 Presidential Physician Award. This award process allows UWHC staff to nominate exemplary physician leaders with a strong commitment to the mission of UWHC.

4. Review and Approval of Medical Staff Membership and Clinical Privileges

Dr. Bentz, President of the Medical Staff, presented the Medical Board recommendations concerning medical staff memberships and clinical privileges. Dr. Wilding moved that the recommendations be approved. Dean Golden seconded the motion and it passed unanimously.

5. Election of Officers

Mr. Axtell nominated Mr. Weiden to become the new Vice Chair of the UWHCA Board. The nomination was seconded by Dean Golden. The Board voted unanimously to close nominations. Mr. Weiden was then elected Vice Chair by unanimous vote of the Board.

Mr. Weiden assumed the chair of the meeting. Dean Golden nominated Mr. Walsh to continue as Chair of the UWHCA Board. The nomination was seconded by Rep. Mason. The Board voted unanimously to close nominations. Mr. Walsh was then elected Chair by unanimous vote of the Board. Mr. Walsh resumed the chair of the meeting.

Tiffany Roepsch was introduced to the Board. She is a new Associate General Counsel.

Ms. Crain moved that Kelly Wilson, Robert Miller, Tiffany Roepsch and Jan Bultema be approved as Assistant Secretaries. Dean Golden seconded the motion and it passed unanimously.

6. Amendment to UWHC Bylaws

Robert Miller, Associate General Counsel, summarized the proposed amendments to the UWHC Bylaws. Dean May moved that the proposed amendments be adopted. Dean Golden seconded the motion. After discussion, Ms. Crain moved that the motion be amended so to change Article X by replacing "eight" with "nine." Mr. Axtell seconded the motion. The motion to amend was unanimously approved. The motion as amended was then unanimously approved. The resulting Bylaws are attached as Attachment 2.

7. Board Committees and Membership - Approval of Members of Executive Committee

Dean May moved that the Board approve the appointment of Dr. George Wilding, Michael Spector and Roger Axtell to the Executive Committee. Dean Golden seconded the motion and it passed unanimously. A list of the current members of the Board committees is attached as Attachment 3.

8. Approval of Clinical Service Chiefs

A list of Clinical Service Chiefs was presented [Attachment 4]. Dean May moved approval. Dr. Wilding seconded the motion and it passed unanimously.

9. CEO Report

Introduction. Donna M. Katen-Bahensky, President and CEO, introduced Brad Sollenberger who is serving as an administrative intern for the summer.

Magnet Recognition. UWHC has been notified that it received magnet recognition from the American Nurses Credentialing Center. UWHC is one of 334 hospitals that have achieved this recognition. The Board congratulated and thanked Maureen McCausland, Sr. VP/Chief Nursing Officer and Patient Care Services, and her department for this achievement.

Joint Clinical Strategic Plan Update. Ms. Katen-Bahensky reported on the progress on the strategic plan and the positive response to the planning process.

Employee Engagement. There was a high response rate to the survey on employee engagement with an overall engagement index of 76% for 2009.

Staff forums and Walkaround Sessions. Six CEO/staff forums and an evening walkaround session were held the first week of June and had the highest attendance rates ever at staff locations. Topics included the impact of the economy on health care at the national level and here in Wisconsin, a recap of progress towards reaching FY09 organizational goals, as well as, strategic planning.

American Family Children's Hospital. On June 19, UWHC held the inaugural event for a new society called the Mary Cornelia Bradley Society. This society recognizes the exceptional personal and financial commitment of donors of \$25,000 and above to the American Family Children's Hospital. It is a way to keep this special group involved and aware of how their investment is making an impact on children and families who come to AFCH for care.

2010 Transplant Games. Two weeks ago, Ms. Katen-Bahensky had the opportunity to speak to the Team Managers for the 2010 Transplant Games, which will be held in Madison, July 30–August 4, 2010. This is an Olympics-style event for athletes from all 50 states who have received life-saving organ transplants. Each participant in the Games is a member of an official U.S. Transplant Games team representing his or her state or region. It is expected that 3,000 athletes and their families will be coming to Madison for this important event.

Website Awards. www.UWHealth.org received multiple National eHealthcare Leadership Awards including best overall site, site design, employee recruitment site, best e-Business site and Best Intranet for U-Connect. In addition, the Find-A-Doctor tool was awarded the Innovator Award and was recognized as a best practice by the Advisory Board last month.

Healthcare Quality. A recent report by the federal Agency for Healthcare Research and Quality recognized Wisconsin as No. 1 in health-care quality. Wisconsin received especially high marks in a few categories: adults with diabetes who got flu shots, children who got all recommended vaccines, Medicare patients who got care as soon as they wanted and the low rate of deaths from HIV/AIDS. The state ranked low in some areas, including Medicare patients with kidney disease who received adequate dialysis and home health care patients who got better at walking or moving around.

H1N1 Update. Ms. Katen-Bahensky reported how UWHC and UW Health are preparing for the anticipated increase in H1N1 cases in the fall.

10. Approval of Senior Vice President, General Counsel and Resolution for Kelly Wilson

Mr. Walsh announced that Jim Dechene had been selected to be the new Senior Vice President and General Counsel beginning September 1, 2009. Mr. Dechene received his J.D. and Ph.D. from University of Michigan and had been practicing health law in Chicago for many years. Dr. Wilding moved that the Board approve the appointment of Mr. Dechene as General Counsel and approve him as Secretary of the Board. Mr. Axtell seconded the motion and it passed unanimously. Later in the meeting Mr. Dechene was introduced and welcomed.

Dr. Wilding moved that the Board adopt a resolution recognizing the service of Kelly Wilson who will have served as Interim General Counsel from October 2008 – August 2009 [Attachment 5]. Dean Golden seconded the motion and it passed unanimously. Kelly has accepted a promotion to Vice President and Deputy General Counsel.

11. Board Committee Reports

Michael Buhl, Senior Vice President and Chief Financial Officer, reported on the meetings of Finance and Audit Committees. The Audit Committee received an update from the Computer Sciences Corporation (CSC) on the progress of the Health Link implementation. The committee received a routine report on a series of internal audits conducted by Scott Houttaker, Director of Internal Audit. Dan Weissberg, Director of Compliance, reported on compliance activities and recommendations.

The Finance Committee reviewed May and year-to-date operating results as well as holding a review and discussion on the investment portfolio. It also received a report of the February purchase of a building from the University of Wisconsin Medical Foundation. The building will be used for administrative functions including IT.

12. Approval of Identity Theft “Red Flag” Policy required by FTC

Dan Weissburg presented an identity theft policy [Attachment 6] and explained that Board approval of such a policy is now required by the Federal Trade Commission. Mr. Axtell moved approval. Dean Golden seconded the motion and it passed unanimously.

13. CFO Report

Mr. Buhl shared details from the summary of operating results for May 2009 and year-to-date progress. The results show positive financial results impacted operationally by the implementation of cost management initiatives reducing some operational expenses. Adult and pediatric inpatient activity is favorable to plan for the month and year-to-date with clinic visits remaining below plan for the month and the year. The Emergency Department has seen strong patient volumes and remains above budget for the month and the year. Surgical procedures were at plan and transplants finishing the month strong, while radiological procedures and laboratory testing were below plan.

As expected, there continued to be an increase of bad debt. The Board discussed bad debt and charity care and requested a future presentation with additional detail and explanation on UWHC and Wisconsin charity care and bad debt.

Net gain from operations for May was \$4.0 million. FASB net income was \$5.2 million. Year-to-date net income from operations was \$27 million and FASB net income was \$40.8 million.

Mr. Walsh read a resolution recognizing Connie Kinsella, UW Health Vice President of Revenue Cycle, and her team in their extraordinary results in collections and reducing the number of days in accounts receivable. Rep. Mason moved adoption of the resolution. Dean Golden seconded the motion and the resolution was adopted unanimously.

14. Closed Session

There being no other matters for the open session, Mr. Walsh proposed to take the meeting into closed session as previously announced. Mr. Walsh announced that the purpose for the closed session was for the discussion of financial and other matters, including budgetary matters, which for competitive reasons require a closed session, as provided in section 19.85(1)(e), Wis. Stat.; and to consider

employment and performance evaluation data of public employees, as provided in section 19.85(1)(c), Wis. Stat.; pursuant to Section 19.85(1)(g), Wisconsin Statutes, to confer with legal counsel who is rendering advice concerning strategy to be adopted with respect to litigation in which UWHCA is or is likely to become involved; and for review of the services of health care providers, pursuant to section 146.38, Wis. Stat. Dr. Vidaillet moved that the Board enter closed session. Dean Golden seconded the motion. The motion passed with a unanimous roll call vote. The following members voted for the motion: Mr. Walsh (Chair), Mr. Axtell, Ms. Crain, Sen. Erpenbach, Dean Golden, Rep. Mason, Dean May, Mr. Moyer (for Mr. Morgan), Ms. Palmer, Mr. Sanchez, Dr. Vidaillet, Mr. Weiden, and Dr. Wilding

No action was taken in the closed session.

The meeting adjourned.

Respectfully Submitted,

Kelly C. Wilson, Assistant Secretary

ATTACHMENT 1

2009 AMENDMENTS TO THE 2008 MEDICAL STAFF BYLAWS

Recommended by Bylaws Committee - June 1, 2009
Approved by the Medical Board - June 11, 2009
Approved by the Medical Staff - June 30, 2009
Approved by the UWHCA Board of Directors - July 8, 2009

To update terminology, throughout the Bylaws change "University of Wisconsin-Madison School of Medicine and Public Health" to "University of Wisconsin School of Medicine and Public Health."

To comply with new National Committee for Quality Assurance (NCQA) requirement, Article III, section 1(e) is amended to read as follows:

e. Membership shall not be denied on the basis of age, race, color, sex, religion, creed, sexual orientation, national origin, and/or ethnic/national identity, or type of procedure or patient (e.g. Medicaid) in which the applicant specializes.

To satisfy The Joint Commission (TJC) that tuberculosis status is being monitored, Article III, section 1(f) is amended to read as follows:

f. A member is expected to comply with the hospital's state licensure requirements by having both a pre-employment and a periodic health assessment. At the time of appointment, within 30 days, a member will undergo a pre-employment assessment which includes a health history, physical examination and tuberculin (TB) skin test, which is offered by the hospital's designated physician and employee health personnel. Periodically during the appointment the TB status will be checked by the Medical Staff Affairs office. Prior to reappointment a member must document compliance with the hospital's TB skin test policy and confirm that there have been no changes in his/her health status which would affect their ability to practice medicine. A file will be maintained in the Employee Health Department, and that department will verify a member's compliance with the TB skin test requirement to the Medical Staff Affairs Office during the reappointment process.

To provide more time for the peer review process, Article IX, Section 1(e), is amended to read as follows:

e. Upon referral from the president of the medical staff, the Corrective Action Peer Review Committee shall investigate the matter. The Corrective Action Peer Review Committee may be assisted by other individuals designated by the Committee. Persons who have had significant prior participation in the matter shall be excused from committee, unless the president of the medical staff and the affected person mutually agree otherwise. Excused persons shall not be counted in the total membership for establishing a quorum. The chair of the Corrective Action Peer Review Committee shall notify the affected person in writing of the names of the participating members. Prior to making findings or recommendations, the Corrective Action Peer Review Committee shall notify the affected person in writing of the nature of the charges against him/her and invite the affected person to discuss, explain, or refute the charges in an interview with the committee or a

subcommittee of at least three members. This interview shall not constitute a hearing and none of the procedural rules for hearings in these bylaws shall apply. Failure to attend the interview shall be a waiver of the opportunity of the interview unless excused by the committee. The affected person is expected to cooperate in providing all information requested by the Corrective Action Peer Review Committee. The Corrective Action Peer Review Committee shall report the results of its investigation and its recommendations, if any, to the president of the medical staff within ~~ninety (90)~~60 days of referral from the president of the medical staff, unless the president of the medical staff and the affected person agree otherwise. When the committee cannot complete its investigation and/or make recommendations within the allotted time, it can request additional time or recommend external review. The president of the medical staff may authorize up to sixty (60) ~~thirty~~ additional days; a longer extension may be authorized by agreement of the affected person and the president of the medical staff.

To replace the hearing and appeals procedure with the American Health Lawyers Association model (with minor modifications to address the UWHC context and state law), Article X is replaced with the following:

Article X

Medical Staff members shall be entitled to fair hearing and appellate review when authorized by and in accordance with the Fair Hearing and Appellate Review Plan incorporated into these Bylaws as Exhibit 1.

Using the American Health Lawyers model, the hearing is offered after the Medical Board makes its recommendation, so Article IX, subsections 1(f) through 1(i) are amended as follows:

- f. The president of the medical staff shall send a copy of the results of the investigation and recommendations of the Corrective Action Peer Review Committee or the external review to the affected person by certified mail, return receipt requested, or by hand delivery. ~~When the recommendation is for corrective action that could result in reduction, suspension or revocation of clinical privileges, or suspension or revocation of staff membership, the affected person shall be entitled to the procedural rights in Article X and the remainder of this section shall not apply; the procedures specified in Article X shall be followed.~~ g. When the recommendation does not include one of the corrective actions listed in (f), the president of the medical staff shall notify the affected person in writing, by certified mail, return receipt requested, or by hand delivery; ~~t~~The affected person shall have ten days in which to submit a written statement to the Medical Board. At its next meeting that is at least ten days after the expiration of the period to submit a written statement, the Medical Board shall consider the results of the investigation and recommendations of the Corrective Action Peer Review Committee or the external review and any submitted statement and decide what corrective action, if any, to recommend to the Board of Directors.
- ~~g. h. If no corrective action is recommended or if the corrective action recommended by the Medical Board does not result in the reduction, suspension, or revocation of clinical privileges, or the suspension or revocation of staff membership, t~~The president of the medical staff shall notify the affected person of the Medical Board recommendation in writing, by certified mail, return receipt requested, or hand delivery. If the Medical Board makes a materially adverse recommendation as defined in the Fair Hearing and Appellate Review Plan, the affected person shall have the right to request a hearing as provided in the Plan and the Plan shall be followed.

- h. If the Medical Board does not make a materially adverse recommendation, the affected person shall have ten days in which to submit a written statement to the Board of Directors. At its next meeting that is at least fifteen days after the expiration of the period to submit a written statement, the Board of Directors shall consider the recommendation of the Medical Board and any submitted statement and decide what corrective action, if any, to take. If the decision is in accord with the Medical Board recommendation, it shall be immediate and final, and the CEO shall send written notice to the affected person. If the decision is to impose a materially adverse recommendation any of the corrective actions listed in (f), the affected person shall have the right to request a hearing as provided in the Plan and the Plan shall be followed. shall be entitled to the procedural rights in Article X and the remainder of this section shall not apply; the procedures specified in Article X shall be followed. If the Board of Director's decision is otherwise materially different from the Medical Board recommendation, the procedure in sections 3.8 and 3.9 of the Plan shall be followed. in section 6(b) of Article X shall be followed.
- i. ~~If the corrective action recommended by the Medical Board may result in reduction, suspension, or revocation of clinical privileges, or suspension or revocation of staff membership, the affected person shall be entitled to the procedural rights provided in Article X and the remainder of this section shall not apply; the procedures specified in Article X shall be followed.~~

To permit email nominations for Medical Board officers and members, Article XIII, Section 4(b), is amended as follows:

- b. A nominating committee of members of the active medical staff and selected by the president of the medical staff shall offer one or more nominees for each position. ~~Nominations may also be made from the floor at the regular medical staff meeting held~~ At least ten days prior to elections by the membership of the Medical Staff, nominations may be submitted to the Medical Staff Office provide three members of the Medical Staff support the nomination and the nominated person agrees to serve. Such nominations may be submitted by hard copy or by email.

To provide more detail concerning filing vacancies in Medical Board leadership, Article XIII, Section 5(a), is amended as follows:

- a. Officers of the Medical Staff. If the presidency becomes vacant, the vice-president shall become president If the vice-presidency becomes vacant, the secretary-treasurer shall become vice president. If the office of secretary-treasurer shall become vacant, and an interim secretary-treasurer vice-president shall be appointed to complete the remaining term of office. The president shall appoint the interim vice-president and/or secretary treasurer with concurrence of the Medical Board. The president shall appoint other interim officers as required with concurrence of the Medical Board until the next regular meeting of the medical staff. If all three offices become vacant, the Medical Board shall elect replacements to serve until the next regular meeting of the medical staff.

To rename the GME Committee, Article XIV, Sections 1(h), 2(b) and 5(h) are amended as follows:

Section 1(h). GME Appeals.

Section 2(b). The GME Appeals Committee shall consist of two members and two alternates from the medical staff and three members and two alternates from GME trainees in hospital sponsored training programs. The committee chair shall be appointed by the chair of the Medical Board from among the medical staff members of the committee. The alternate(s) will serve in case of unavailability or a conflict of interest of any member.

Section 5(h). The GME Appeals Committee shall deal with grievances and appeals of nonrenewal decisions filed by GME trainees.

To clarify the membership of GME trainees on Medical Staff committees, Article IV, Section 5(d) is added as follows:

d. GME trainees may be appointed to serve as voting members of other medical Staff Committees listed in Section 5, except the Bylaws, Corrective Action Peer Review, Credentials, Hearing Peer Review, Medical Staff Behavior and Medical Staff Health Committees.

To remove inconsistency regarding periodic review of Bylaws, Article XIV, section 5(a), is amended as follows:

a. The Bylaws Committee shall consider all proposals for changes in the Bylaws and Rules and Regulations of the Medical Staff. It shall make recommendations to the medical staff relating to revisions of the bylaws and rules and regulations. The Bylaws Committee shall include the senior vice president for medical affairs; the president, vice-president, secretary-treasurer, and immediate past-president of the medical staff; the CEO or his/her representative, and others selected through the committee appointment process. The bylaws and rules and regulations shall be reviewed annually-~~biennially~~.

To clarify the physician assistant review requirements, Article XVI, Section 8(a), is amended as follows:

a. Physician assistants. All patient care services provided by physician assistants in UWHC facilities and programs shall be under the supervision of a physician who has assumed responsibility for the care provided by the physician assistant and has been granted clinical privileges to use the physician assistant. If the physician assistant ceases to have an approved supervising physician, the physician assistant shall cease providing patient care services until a new supervising physician has been approved. The individual physician assistant must be reviewed, approved, and act within the scope of practice and supervision as required by law and by the policies and procedures of the hospital and medical staff. Each physician assistant shall be subject to periodic review. Initial approval shall end on the July 1 following the first anniversary of the approval, unless a shorter period is specified in the approval. Reapprovals shall begin on July 1 and be for a period of two years, unless a shorter period is specified in the approval. Four months prior to expiration of approval, ~~each~~ the medical department ~~each supervising physician~~ shall submit an evaluation to the Medical Staff office. The Credentials Committee may request additional information related to the evaluation and reapproval. The Credentials Committee shall make the determination whether to

reapprove the physician assistant. If reapproval is not granted by the end of the approved period, the physician assistant shall cease providing patient care services until such time as approval is granted. The Credentials Committee may terminate, limit, or modify any approval or reapproval. The Credentials Committee shall include an informational report of its actions under this subsection in its minutes that are submitted to the Medical Board.

To clarify the applicability to advance practice nurse practitioners, update terminology, Article XVI, Section 8(b), is amended as follows:

b. Nurse practitioners. Nurse practitioners practicing in the UWHC facilities and programs must be reviewed, approved and act within the scope of practice and supervision as required by law and the policies and procedures of the hospital and the medical staff. Advance practice nurse prescribers, nurse midwives and nurse anesthetists are included in the category of nurse practitioners for purposes of this subsection. Nurse practitioners must submit an application to the hospital nursing department and the department shall make the initial and periodic review and decision concerning approval. Initial approval shall end on the July 1 following the first anniversary of the approval, unless a shorter period is specified in the approval. Reapprovals shall begin on July 1 and be for a period of two years, unless a shorter period is specified in the approval. Four months prior to expiration of approval, each nurse practitioner shall submit, to the nursing department an application for reapproval, including an evaluation by a supervising or collaborating physician. The nursing department may request additional information related to the evaluation and reapproval. The nursing department shall make the determination whether to reapprove the nurse practitioner. If reapproval is not granted by the end of the approved period, the nurse practitioner shall cease providing patient care services until such time as approval is granted. The nursing department may terminate, limit, or modify any approval or reapproval. The nursing department shall conduct peer review of nurse practitioners approved under this subsection and shall involve Medical Staff members in peer review of procedures when a clinical service requests such involvement. Applications will be accepted only from (a) employees of the hospital, the University of Wisconsin Medical Foundation, or the Medical School or Nursing School of the University of Wisconsin - Madison and (b) persons who have contracts with the hospital to provide nurse practitioner services. Nurse practitioners may exercise prescribing authority within UWHC facilities only when the approval under this subsection expressly authorizes such practice. The nursing department shall notify the chief of the clinical service or designee whenever a nurse practitioner is approved, reapproved, or an approval or reapproval is significantly terminated, limited or significantly modified. The nursing department shall make an informational report at least annually to the Medical Board concerning actions taken under this subsection.

EXHIBIT 1

FAIR HEARING AND APPELLATE REVIEW PLAN

ARTICLE I

1.1. Purposes. This Fair Hearing and Appellate Review Plan sets forth procedures to be followed in connection with all hearings to be provided to members of the University of Wisconsin Hospital and Clinics Medical Staff (the "Hospital"), , in accordance with the Bylaws of the Medical Staff. For purposes of this Fair Hearing and Appellate Review Plan, members of the Medical Staff are all referred to as "practitioners."

1.2. Right to Hearing. No practitioner shall be entitled to any hearing except as expressly provided in the Medical Staff Bylaws.

1.2.1. In the event a practitioner is entitled to a hearing after a materially adverse recommendation by the Medical Board, or a materially adverse decision by the Board of Directors, such hearing shall be held before a committee of members of the Medical Staff in accordance with Article II of this Fair Hearing and Appellate Review Plan. A recommendation shall be considered to be materially adverse if the recommendation would have a significant adverse affect on the practitioner's Medical Staff membership or clinical privileges. A material adverse recommendation shall include, but not necessarily be limited to, a recommendation of

- a. Termination of Medical Staff membership or clinical privileges,
- b. Suspension of clinical privileges,
- c. Denial of appointment or any requested clinical privileges,
- d. Denial of reappointment, and
- e. Imposition of conditions or restrictions on privileges that limit the practitioner's ability to exercise clinical privileges.

1.2.2. Except as otherwise specifically provided in the Medical Staff Bylaws or this Fair Hearing and Appellate Review Plan, no practitioner shall be entitled to a hearing as a result of any action that is recommended or taken which is not related to the practitioner's professional qualifications, competence or conduct, including but not limited to, the following:

- a. Letters of warning, reprimand, censure or admonition;
- b. Imposition of monitoring, proctoring, consultation or review requirements that do not restrict the practitioner's ability to exercise clinical privileges and is not reportable to the National Practitioner Data Bank;
- c. Requiring provision of information or documents, such as office records, or notice of events or actions;
- d. Imposition of educational or training requirements;
- e. Placement on probationary or other conditional status;
- f. Failure to place a practitioner on any on-call or interpretation roster, or removal of any practitioner from any such roster;
- g. Appointment or reappointment for less than two years;
- h. Continuation of provisional appointment;
- i. The refusal to waive or extend the time for compliance with any requirement of these Bylaws;
- j.. Termination or refusal to reappoint for failure to comply with any objective requirement such as board certification or recertification, malpractice

- insurance coverage, licensure, faculty appointment, or failure to meet any objective requirement imposed on all staff members that specific numbers of procedures be performed to maintain or demonstrate clinical competence;
- k. Any action that is not related to the practitioner's professional conduct or competence and the action is not reportable to the state or the National Practitioner Data Bank, such as termination for failure to pay dues or assessments, denial of request for privileges because the hospital does not permit certain services or procedures to be performed in the hospital, or the hospital elects to enter into an exclusive contract for the provision of certain services.

If any action is taken that does not entitle a practitioner to a hearing, the practitioner shall be offered the opportunity to submit a written statement or any information which the practitioner wishes to be considered. Such statement or information shall be included in the practitioner's peer review records along with the documentation regarding the action taken.

1.2.3. No practitioner shall be entitled to a hearing or any other procedural rights as a result of a refusal by the Hospital to provide an application form to such individual.

1.3. Request for Hearing. Except as may otherwise be specified in the Medical Staff Bylaws, any request for a hearing must be made in writing and delivered to the Hospital CEO within thirty (30) days after the practitioner receives written notice of the adverse action or recommendation which gives rise to a hearing.

ARTICLE II HEARING PROCESS

2.1. Appointment of Hearing Committee Members.

2.1.1. Upon receipt of a request for a hearing, the President of the Medical Staff shall assign to a subcommittee of the Hearing Peer Review Committee the responsibility to conduct the hearing, unless the president of the medical staff determines that conflicts preclude use of the Hearing Peer Review Committee, in which case the president may select another existing medical staff peer review committee to conduct the hearing. The President of the Medical Staff, with the approval of the Hospital Chief Executive Officer, shall designate the composition of the subcommittee and its chair and may augment the subcommittee with additional medical staff members who are not regular members of the peer review committee. The hearing committee shall be composed of members of the Medical Staff and shall have not less than three members. There also may be appointed one or more alternate members of the hearing committee. No medical staff member who has requested corrective action against the affected person, or actively participated in the investigation or consideration of the adverse recommendation, or is in direct economic competition with the affected person shall be a member of the hearing committee or an alternate, except in unusual circumstances where mutually agreed upon by the affected person and the president of the medical staff.

2.1.2. [intentionally omitted]

2.1.3. Any member of the hearing committee, including any alternate, who participates in the entire hearing, or reviews the transcript (or listens to the tapes) of any portions of the hearing for which the committee member was not in personal attendance, shall be permitted to participate in the deliberations and to vote on the

recommendations of the hearing committee. The hearing committee may make a recommendation as long as a majority of the panel members, including any alternates, have attended all the hearings or read the transcript of any hearings for which a panel member was not in personal attendance. A majority of the members of the hearing committee, including any alternates, shall constitute a quorum for purposes of conducting a hearing.

2.1.4. No person shall be a member of any hearing committee, or alternate, if that person has had any prior involvement in the specific clinical cases to be considered by the committee or is in direct economic competition with the practitioner involved or actively participated in the investigation or consideration of the adverse recommendation,.

2.2. Notification of Prospective Committee Members. The practitioner shall be notified of the prospective members of the hearing committee and if the practitioner has any objection to any proposed committee member, the practitioner shall, within ten (10) calendar days after notification, state in writing any objection and the reasons for the objection in writing. The President of the Medical Staff and the Hospital CEO shall, after considering such objections, decide in their sole discretion whether to replace any person objected to and the practitioner shall be notified of the action taken on the objection. The practitioner shall have the same opportunity to object to any replacement panel member.

2.3. Notice to Practitioner of Hearing Date and Summary of Hearing Rights. At least thirty (30) calendar days prior to the date scheduled for the hearing, a notice shall be sent to the practitioner advising the practitioner of the following:

- a. The date, time and place of the hearing; and,
- b. A summary of the practitioner's rights in connection with the hearing.

2.4. Notification of Reasons for Proposed Action, Witnesses and Summary of Hearing Rights.

2.4.1. At least fifteen (15) business days prior to the hearing, the practitioner involved shall be sent by certified and regular mail a statement:

- a. setting forth the reasons for the proposed action;
- b. identifying any witnesses expected to testify before the committee in support of the recommendation under consideration; and,
- c. identifying all medical records or documents expected to be submitted to the committee for consideration. The practitioner shall provided copies of such documents not previously provided.

2.4.2. If any expert witnesses are to be called to testify at the hearing in support of the recommendations of the Medical Staff, the practitioner shall be notified at least 15 calendar days before the hearing the identity of each expert to be called, and provided (i) a copy of each expert's curriculum vitae, (ii) a written report from the experts setting forth the substance of the experts' testimony, the opinions of the experts and the grounds for the opinions, and (iii) copies of all documents or materials provided to the expert for review.

2.4.3. At least seven (7) business days prior to the hearing, the practitioner shall provide to the Medical Staff Office the following:

- a. a statement setting forth the reasons why the practitioner contends that the adverse recommendation is unreasonable, inappropriate or lacks any factual basis,
- b. A list of any witnesses the practitioner will call to testify and a summary of the subject matter of each witness's testimony,
- c. A copy of all documents the practitioner intends to introduce at the hearing, and
- d. If the practitioner intends to call any expert witness to testify at the hearing, the practitioner shall identify each expert to be called and provide (i) a copy of each expert's curriculum vitae, (ii) a written report from the experts setting forth the substance of each expert's testimony, including the opinions of the experts and the grounds for the opinions, and (iii) copies of all documents or materials provided for review by each expert.

2.4.4. No witness may be called, and no testimony or opinions may be elicited from any expert nor any documents submitted for consideration by the committee, which have not been disclosed in accordance with this section, unless the Hearing Officer (see section 2.6) determines that any failure to disclose was unavoidable. The failure of the practitioner requesting a hearing to comply with the requirements related to the disclosure or exchange of information set forth in this Hearing and Appellate Review Article, or ordered by the Hearing Officer, shall be deemed to be a withdrawal of the request for a hearing, the waiver of the right to a hearing, and agreement to and acceptance of the recommended or summary action which is the subject of the hearing.

2.5. Rights of Practitioner

- a. Representation by an attorney or other person of choice;
- b. To have a record made of the hearing, but not of deliberations, and to obtain copies of same;
- c. To call, examine, and cross-examine witnesses;
- d. To present relevant evidence;
- e. To submit a written statement at the close of the hearing;
- f. To receive a written recommendation, including the basis of the recommendation;
- g. To receive a written final decision of the hospital, including the basis of the decision.

2.6. Hearing Officer.

2.6.1. The President of the Medical Staff and the CEO of the Hospital shall select a hearing officer to preside at the hearing. The hearing officer shall be an attorney or other individual familiar with procedures relating to peer review hearings.

2.6.1.1. The practitioner shall be notified of the name of the prospective hearing officer and if the practitioner has any objection to any hearing officer, the practitioner shall, within ten (10) calendar days after notification, state the objection in writing and the reasons for the objection. The President of the Medical Staff and the CEO of the Hospital shall, after considering such objections, decide in their sole discretion whether to uphold the objection and replace any hearing officer.

2.6.2. The hearing officer shall rule on all procedural matters at the hearing, advise the members of the hearing committee concerning procedural and legal

issues, rule on any objections to testimony or evidence that is offered at the hearing, decide whether evidence has sufficient relevance and reliability to be submitted to the hearing committee for consideration, rule on requests for postponements or extensions of time, and shall generally be responsible for regulating the proceedings.

2.6.3. The hearing officer shall have the authority to resolve all issues regarding scheduling of hearings, and shall have the authority to recess and reconvene the hearing, to impose time limits for examination and cross-examination of witnesses, and to limit the number of witnesses to be called by the Medical Staff or member.

2.6.4. The hearing officer shall be available to the members of the hearing committee during and after the conclusion of the hearing to advise them on any procedural matters and to assist the committee with the preparation of their report and recommendations.

2.7. Burden of Proof. Whenever a hearing relates to the denial of a practitioner's request for reappointment or modification of privileges, the practitioner need only be advised of the nature and source of the information upon which the adverse recommendation is based. In all cases the practitioner shall have the burden of proving by a preponderance of the evidence that the adverse recommendation or decision lacks any factual basis, or that the conclusions drawn therefrom are arbitrary, unreasonable, or capricious. It shall not be a defense to any action proposed by the Medical Board or the Governing Body that different action has been taken in the past with regard to any other staff member, and no evidence shall be introduced regarding actions taken or not taken with regard to other staff members.

2.8. Report and Recommendations of Hearing Committee. After final adjournment of the hearing, including receipt of all written submissions, the hearing committee shall deliver a written report to the Medical Board stating in full its findings, the reasons and evidence upon which it based its findings, and its recommendations. The recommendations of the hearing committee need not be unanimous and any minority views may be reduced to writing, supported by reasons and references, and transmitted with the majority report. A copy of all reports and recommendations shall be delivered to the practitioner.

2.9. Practitioner Response to Report and Recommendations. Within fifteen (15) business days after the report and recommendations of the hearing committee are delivered to the practitioner, the practitioner shall submit a written statement to the Medical Board specifying the findings of fact, conclusions, or procedural matters with which the practitioner disagrees and the reasons for such disagreement. Failure to identify any findings of fact, conclusions, or procedural matters with which the practitioner disagrees shall constitute a waiver of those issues. The practitioner may not submit new information, nor evidence not previously considered by the hearing committee, except as may be requested or approved by the Medical Board.

2.10. Appearance before Medical Board. The Medical Staff President may, in his/her sole discretion, permit or require the practitioner or his/her representative to appear before the Medical Board, to present oral argument or respond to inquiries.

2.11. Medical Board Action. The Medical Board shall consider the report and recommendations of the hearing committee. If additional information or clarification is needed by the Medical Board, the Board may remand the case to the hearing committee for any further proceedings the Medical Board deems appropriate. After receipt of the

report of the hearing committee and any additional information requested, the Medical Board shall consider the entire case and vote on its recommendations to the Board of Directors. The recommendations of the Medical Board need not be unanimous and any minority views may be reduced to writing, supported by reasons and references, and transmitted with the majority report. A copy of all reports and recommendations of the Medical Board shall be sent to the practitioner.

2.12. Board of Directors Action. Final action by the Board of Directors shall be taken in accordance with the provisions of the Medical Staff Bylaws.

ARTICLE III APPELLATE REVIEW

3.1. Request for Appellate Review. The practitioner may, within ten (10) calendar days after the practitioner is notified of the recommendations of the Medical Board, request the opportunity to appear before the Board of Directors, or any Committee of the Board designated by the Board (collectively referred to as the "Board"), to present oral argument. Such a request must be submitted in writing to the CEO of the Hospital. The practitioner may appear before the Board and the Chair of the Board may require the parties to appear before the Board and present oral argument and respond to inquiries. If the practitioner does not request appellate review, the recommendations of the Medical Board shall be forwarded to the Board of Directors for final action.

3.2. Standard of Appellate Review. Appellate review by the Board of Directors, or any Committee of the Board designated by the Board, shall be limited to determining whether the practitioner has established by clear and convincing evidence that:

1. There has been a substantial failure to comply with the bylaws during the course of the corrective action which has materially prejudiced the practitioner;
2. The recommendation is arbitrary or unreasonable; or,
3. The recommendation is not supported by any reliable evidence.

3.3. Written Statement of Practitioner.

In lieu of appearing before the Board to present oral argument, the practitioner may submit a written statement to the Board setting forth specifically any findings of fact, conclusions, recommendations and procedural matters with which the practitioner disagrees and the reasons therefor.

3.3.1. If the practitioner requests an opportunity to appear before the Board and present oral argument, the practitioner shall be required to submit a written statement as set forth in section 3.3 above. Any written statement must be delivered to the CEO of the Hospital within fifteen (15) business days after the practitioner receives the report and recommendations of the Medical Board. Failure to identify any findings of fact, conclusions, or procedural matters with which the practitioner disagrees shall constitute a waiver of those issues and the practitioner shall not be permitted to raise in any future proceedings or litigation any issues not identified by the practitioner.

3.3.2. The practitioner shall provide a copy of the practitioner's written statement to the Medical Board, which may submit a response to the Board of Directors, with a copy to the practitioner, within ten (10) calendar days after receipt.

3.3.3. The Medical Board may, but is not required to, submit to the Appellate Review Body a response to the Practitioner's written statement. Any response from the Medical Board shall be submitted 10 business days after receipt of the practitioner's statement and a copy of the response shall be sent to the practitioner.

3.4. Notice of Appearance before Board. The practitioner shall be notified of the date, time and place the practitioner is to appear before the Board at least seven (7) calendar days in advance. The failure of the practitioner to appear shall be considered a withdrawal of any request to appear before the Board.

3.5. Oral Argument before Board of Directors. Any presentation before the Board shall be limited to oral argument, and the practitioner shall not be permitted to introduce any new facts or evidence which was not introduced at any hearing, unless there are extenuating circumstances. No witnesses shall be permitted to present testimony before the Board unless the Board consents to such testimony. The practitioner may be accompanied by an attorney who may advise and speak on behalf of the practitioner; however, the members of the Board shall be permitted to direct questions to the practitioner who shall be required to respond personally. The amount of time available for the practitioner's presentation may be limited by the Board or Committee Chair or subject to such conditions as the Board determines to be appropriate.

3.6. Issues on Appeal. The issues considered on appeal shall be limited to the following:

- (a) Whether there was material failure to comply with the Bylaws or applicable policies of the Hospital or Medical Staff during or prior to the hearing, so as to deny a fair hearing; and/or
- (b) Whether the recommendations of the Medical Board were arbitrary, unreasonable or capricious and/or were not supported by any credible evidence.

3.7. Action by Board of Directors. Within sixty (60) calendar days after the practitioner's appearance before the Board, or sixty (60) days after date of the report of the Medical Board if the practitioner does not appear before the Board, the Board of Directors shall act to accept, reject, or accept with modification, the recommendations of the Medical Board, or refer the matter back to the Medical Board for further consideration or investigation. If the Board of Directors refers the matter back to the Medical Board for further consideration, the Board of Directors shall state the reasons for such referral.

3.8. Reconsideration by Medical Board. In the event the decision of the Board of Directors differs substantially from the recommendations of the Medical Board, further action on that decision shall be held in abeyance for a period not to exceed sixty (60) calendar days. The Medical Board shall be advised of the intended action by the Board of Directors and the reasons for such action. The Medical Board shall review the proposed action of the Board of Directors, conduct any further investigation and make such additional comments or recommendations as the Medical Board deems appropriate. The Medical Staff President shall prepare a further report to the Board of Directors setting

forth any additional findings or recommendations of the Medical Board and the reasons for the recommendations. If the Medical Board continues to disagree with the action proposed by the Board of Directors, the matter shall be referred to a Joint Conference Committee which shall consider the issues and make a final recommendation to the Board of Directors. The practitioner shall be notified of any further findings or recommendations of the Medical Board or Joint Conference Committee and provided a copy of any report. The practitioner may, within seven (7) calendar days of receiving any such report, submit to the Board of Directors any written comments the practitioner wishes to make concerning the further report of the Medical Board or Joint Conference Committee.

3.9. Final Action of Board. After receiving any further comments or recommendations from the Medical Board, the Board of Directors shall take final action. In the event no comments or recommendations are received from the Medical Board within sixty (60) calendar days of the original decision of the Board of Directors, the decision of the Board of Directors shall become final, unless the Board of Directors extends the time for the Medical Board to submit a report or comments. The final action of the Board of Directors shall be effective at such time as the Board designates and such action shall not be stayed without the consent of the Board or a court order.

3.10. Written Statement from Board. If the final decision of the Board of Directors is materially adverse to the practitioner, the practitioner shall be provided a statement from the Board of Directors setting forth the reasons for the action taken.

3.11. Right to Hearing after Board Action. If the decision of the Board of Directors is more severe than the recommendations of the Medical Board, and the practitioner has not previously had a hearing concerning the matters that gave rise to the adverse recommendation or action, the practitioner may, within 30 calendar days after receipt of notice of the final action of the Board of Directors, request a hearing and further review by delivering a written request to the Hospital CEO. Any such hearing and review shall be conducted in accordance with this Hearing and Appellate Review article. Notwithstanding any other provision of these bylaws, no practitioner shall be entitled as a right to more than one hearing and one appellate review under this Article X on any matter which shall have been the subject of action by the Medical Board or by the Board of Directors or both.

3.12. Notification of Board Action. The CEO of the Hospital shall notify the applicant, the Medical Board and chair of the appropriate department of the final action taken by the Board of Directors.

ARTICLE IV GENERAL PROVISIONS

4.1. Timely Objections to Actions. In the event any applicant or member of the Medical Staff has any objection to any action taken or procedures followed by the Hospital, the Medical Staff, or any individual or committee with regard to the consideration of any application for appointment or reappointment, any investigation, any corrective action, any hearing, or other action, the applicant or practitioner shall immediately state such objection and the reasons for the objection to the individual or body concerned in writing, or verbally if the objection arises during any recorded proceedings, in order to permit the Hospital to address the objection and take any

corrective action the Hospital deems necessary. The failure to give such notice of any objection shall be deemed to be a waiver of any such objection and consent to the procedures being followed or action being taken.

4.2. Attorney Representation. The practitioner may be represented by an attorney at any hearing, or before the Medical Board or the Board of Directors; however, the members of the hearing committee, Medical Board and the Board of Directors shall be permitted to direct questions to the practitioner, who shall be required to respond personally. If the practitioner will be represented by counsel or another representative at any hearing or appearance, the practitioner shall notify the Medical Staff of the name of the attorney or other representative at least ten (10) business days prior to the hearing or appearance.

4.3. Medical Staff Representative and Attorney Representation. The committee or body whose recommendations are challenged may designate a member of the Medical Staff to represent the position of the committee before the hearing committee. The CEO of the Hospital may designate a Hospital representative to represent the position of the Hospital or Medical Staff committee, department, or section. In addition, the Hospital and Medical Staff may be represented by an attorney before any hearing committee, the Medical Board, or the Board of Directors. The CEO of the Hospital or designee may appear and testify concerning any matters and present evidence to the hearing committee, Medical Board, or the Board of Directors.

4.4. Presence of Practitioner. The practitioner shall be personally present at all hearings, except for good cause shown, and the failure of the practitioner to appear personally shall be a waiver of the right to a hearing.

4.5. Examination and Cross-Examination of Witnesses. The practitioner, any attorney or other person representing the practitioner, any designated representative of the committee or body whose recommendations are challenged, the CEO of the Hospital or designee, and the Hospital or Medical Staff attorney shall have the right to call, examine, cross-examine, and impeach witnesses, to introduce any exhibits, and to rebut any evidence.

4.6. Testimony of Practitioner. If the practitioner involved does not testify in his or her own behalf, the practitioner may be called and examined as if under cross-examination. The refusal of the practitioner to testify shall constitute a withdrawal of the request for a hearing, a waiver of any further rights to review, a failure to exhaust the remedies, and acceptance by the practitioner and agreement to the recommendations of the Medical Board.

4.7. Evidence and Testimony Requested by Hearing Committee. The hearing committee may call and examine witnesses and receive and examine such exhibits as it deems appropriate on its own initiative, provided all parties involved shall be given reasonable notice of all witnesses or exhibits to be examined by the committee and adequate opportunity to challenge or rebut such evidence.

4.8. Discovery. Except as specifically provided in this Fair Hearing and Appellate Review Plan, there shall be no right to conduct discovery in connection with any hearing and no practitioner shall be permitted access to any peer review records, medical records, minutes or other documents relating to any other practitioner, or any action

taken or not taken with regard to any other practitioner. The individual requesting a hearing shall, however, be entitled to any documents relied on by the Medical Board or Board of Directors in making any recommendation or decision, any documents to be introduced at the hearing, and any medical records relied on or to be introduced at the hearing, so long as the individual and his/her counsel attorney agree in writing to keep all such documents confidential and not use them for any purpose other than in the hearing and appellate review proceedings. The production of such documents shall not constitute a waiver of any peer review protection for those documents or any other documents.

4.9. Rules of Evidence. Hearings need not be conducted according to technical rules of evidence relating to the admissibility or presentation of evidence and all evidence determined to be relevant and reliable by the hearing officer shall be considered. All testimony shall be presented under oath or affirmation.

4.10. Recording the hearing. Unless all parties agree otherwise, the hearing shall be recorded by a sound recording. Either party may have a court reporter record the proceedings. The record of the hearing need not be transcribed unless specifically requested and the person or body requesting the transcript shall be responsible for the cost of transcription.

4.11. Recess of Hearing. The hearing committee may recess any hearing to obtain further information.

4.12. Written Statement by Practitioner. The practitioner shall have the right to submit a written statement at the close of the hearing. Such statement shall be submitted within a reasonable time as established by the hearing officer.

4.13. Failure to Make Request or Appearance. If any practitioner fails to make a required request or appearance within the time specified herein or otherwise fails to comply with procedures for hearing and review set forth herein, the practitioner shall be deemed to have waived all further rights hereunder and shall be deemed to have consented to the recommendations then under consideration.

4.14. Modification of Time Requirements. All time periods may be modified for good cause shown by the hearing officer or chair of the committee or body before which the case is currently pending.

4.15. Confidentiality and Privilege. All information received, notes, records, minutes, documents, or materials of any kind which are obtained, reviewed, or considered in connection with any matters considered or action or investigation taken pursuant to the Medical Staff Bylaws relating to Medical Staff membership or clinical privileges shall be confidential and privileged, shall be confidential peer review documents and, to the extent permitted by law, shall not be admissible or discoverable in any legal proceedings, and shall be subject to all other protection afforded to such documents or proceedings by law.

4.16. Immunity. All practitioners and all those participating in or providing information to any department, section, committee, hearing committee, officer of the Medical Staff, or others participating in the hearing and appellate review process shall, to the fullest extent permitted by law, not be liable for any actions taken or information provided in connection with the review, granting, or denial of Medical Staff membership or clinical privileges, or any other action taken pursuant to the Bylaws of the Medical Staff.

4.17. Closed Hearings. Hearings shall be closed unless the practitioner requests an open hearing (see Sec. 19.85, Wis. Stats.). If an open hearing is conducted, no patient names or identities shall be disclosed in the hearing. The hearing committee shall assign numbers for reference which all parties, representatives, witnesses, and the committee shall use.

**BYLAWS OF
THE UNIVERSITY OF WISCONSIN
HOSPITALS AND CLINICS AUTHORITY**

(As amended by the Board of Directors on July 8, 2009)

ARTICLE I: ROLE AND PURPOSE OF AUTHORITY

The University of Wisconsin Hospitals and Clinics Authority ("Authority") is a public authority created as a public body corporate and politic in Chapter 233 of Wisconsin Statutes by 1995 Wisconsin Act 27, as amended. The purposes of the Authority as specified in section 233.04(3b)(a), Wisconsin Statutes, are:

- (a) Delivering high-quality health care to patients using the hospitals and to those seeking care from its programs, including a commitment to provide such care for the medically indigent;
- (b) Providing an environment suitable for instructing medical and other health professions students, physicians, nurses and members of other health-related disciplines;
- (c) Sponsoring and supporting research in the delivery of health care to further the welfare of the patients treated and applying the advances in health knowledge to alleviate human suffering, promote health and prevent disease; and
- (d) Assisting health programs and personnel throughout the state and region in the delivery of health care.

ARTICLE II: BOARD OF DIRECTORS

Section 2.1. General Powers and Duties. The business and affairs of the Authority shall be directed by the Board of Directors ("Board"). Among its duties, the Board shall have the duty to oversee the management of the Authority; to appoint a President & CEO and conduct annual performance appraisals of the President & CEO; to approve medical staff bylaws, medical staff membership and clinical privileges; to provide for the delivery of quality patient care; to assure that strategic planning is performed; to provide for financial management, adopt an annual budget and arrange for financing; and to assure that there is a process of performance improvement.

Section 2.2. Voting Members: Process and Criteria for Selection. As required by section 233.02(1), Wisconsin Statutes, the voting members of the Board shall satisfy the following criteria and be selected in the following manner:

- (a) Six members nominated by the Governor and, with the advice and consent of the state Senate, appointed for five year terms.
- (b) Three members of the state Board of Regents appointed by the President of the Board of Regents, to serve until their successors are appointed.
- (c) The University of Wisconsin ("UW")-Madison Chancellor, or his/her designee, to serve ex-officio with vote.
- (d) The dean of the UW-Madison Medical School, to serve ex-officio with vote.
- (e) A chairperson of a UW-Madison Medical School department appointed by the UW-Madison Chancellor, to serve until a successor is appointed.

(f) A faculty member from a UW-Madison health professions school, other than the UW-Madison Medical School, appointed by the UW-Madison Chancellor, to serve until a successor is appointed.

(g) The Secretary of the state Department of Administration, or his/her designee, to serve ex-officio with vote.

(h) The co-chairpersons of the legislative Joint Committee on Finance to serve ex-officio with vote. Any member of the legislature may be designated by a co-chairperson to serve as the designee of such co-chairperson.

Section 2.3 Non-voting Members: Process and Criteria for Selection. As required by section 233.02(1)(h), Wisconsin Statutes, the non-voting members of the Board shall have the following qualifications and be selected in the following manner:

(a) One representative of the organized professional employees of the Authority, appointed by the Governor, to serve until a successor is appointed.

(b) One representative of the organized nonprofessional employees of the University of Wisconsin Hospitals and Clinics Board, appointed by the Governor, to serve until a successor is appointed.

Section 2.4 Written Designation. Any designee under Section 2.2 (c), (g), or (h) must be designated by written notice to the Chairperson of the Authority before entering upon the duties of being a member of the Board.

Section 2.5 Meetings.

(a) Regular Meetings. The regular meeting shall be scheduled monthly on a day and at a time set by resolution of the Board, but may be canceled by the Chairperson, provided that the Board shall meet at least eight times per year and have at least one meeting in each calendar quarter.

(b) Special Meetings. Special meetings may be called by the Chairperson at any time, and shall be called by the Chairperson at the request of three members of the Board. Written notice of special meetings must be given to all members not less than three (3) days prior to a special meeting stating the time, place and purpose of the meeting.

(c) Location. Except for teleconference meetings, all meetings of the Board shall be held in Madison, unless otherwise ordered by the Board.

(d) Teleconferencing. Any regular or special meeting of the Board or any committee thereof may be held by teleconference at the discretion of the chairperson. Persons participating by teleconference shall be considered present at the meeting.

(e) Public Notice of Meetings. All meetings shall be publicly announced by the Authority Chairperson in accord with the state open meeting law, section 19.82(1), Wisconsin Statutes.

(f) Facsimile or Email Notice. Any notice required to be given under these bylaws may be sent by facsimile transmission or by email.

(g) Quorum and Manner of Voting. As required by section 233.02(8), Wisconsin Statutes, eight voting members of the Board shall constitute a quorum for the purpose of conducting business and exercising the powers of the Authority, notwithstanding the existence of any vacancy. The vote of a majority of the voting directors present at any meeting at which a quorum is present shall be necessary for the passage of any resolution or act of the Board, unless these bylaws require a larger number.

(h) Role of Non-Voting Members. Non-voting members may make motions and may speak to matters before the Board.

(i) Minutes of Meetings and Custodian of Records. Minutes of all meetings of the Board and its committees shall be kept. Upon approval, such minutes shall be filed in the Authority's principal office and are a public record to the extent provided in the state's public record law.

(j) Medical Staff Liaison. The President of the medical staff, or his/her designee, shall be invited to attend all meetings of the Board and shall be permitted to speak to matters before the Board that affect the discharge of medical staff responsibilities.

(k) Administrative Liaison. The CEOs of the hospital and of the University of Wisconsin Medical Foundation, or their designees, shall be invited to attend all meetings of the Board and shall be permitted to speak to matters before the Board.

Section 2.6 Vacancies. Whenever a vacancy occurs on the Board, notice shall be given to the appropriate nominating or appointing individual for the vacant position, so that a new member of the Board may be selected for the remainder of the unexpired term, if any, in accordance with section 233.02(2), Wisconsin Statutes.

Section 2.7 Compensation of Members of the Board. Members of the Board shall not receive compensation for serving as members. However, members shall be reimbursed for expenses incurred in connection with carrying out their duties as members as provided in section 233.02(3), Wisconsin Statutes.

ARTICLE III: OFFICERS OF THE BOARD OF DIRECTORS

Section 3.1 Officers. The officers of the Board shall consist of a Chairperson and a Vice Chairperson.

Section 3.2 Election of Officers. At its first meeting in each fiscal year, the Chairperson and Vice Chairperson shall be elected by ballot. If there is only one nominee for each office, the election shall be by voice vote. If the position of Chairperson or Vice Chairperson becomes vacant, a replacement for the remainder of the term shall be elected in the same manner at the next meeting of the Board.

Section 3.3 Chairperson. The Chairperson shall preside at all meetings of the Board; shall serve as an ex-officio member, without vote, on all standing and special committees, unless otherwise specified in these bylaws; shall appoint all committee members, unless otherwise specified in these Bylaws; and shall perform all of the acts usually attendant upon the office of Chairperson or which may be set forth in these bylaws or resolutions of the Board.

Section 3.4 Vice Chairperson. During the absence of the Chairperson or his/her inability to act, the Vice Chairperson shall perform the duties and exercise the powers of the Chairperson.

Section 3.5 Secretary and Assistant Secretaries. In accordance with sec. 233.01(9), the Board shall designate by resolution a person to keep a record of the proceedings of the Authority and to serve as custodian of all books, documents and papers filed with the Authority, the minute book or journal of the Authority and its official seal. This person shall be the Secretary and need not be a member of the Board. The Board may by resolution designate one or more other persons to serve as Assistant

Secretaries. The Secretary or any Assistant Secretary may cause copies to be made of all minutes and other records and documents of the Authority and may give certificates under the official seal of the Authority to the effect that such copies are true copies, and all persons dealing with the Authority may rely upon such certificates.

ARTICLE IV: COMMITTEES

Section 4.1 Committee Designation. The Board shall establish an Executive Committee, a Finance Committee, an Audit Committee, and an Executive Compensation Committee. In addition, the Board may establish other standing and special committees.

Section 4.2 Composition. The Chairperson shall appoint the members of committees, unless another method of selection for a particular committee is specified in these Bylaws or by resolution of the Board. Non-board members may be appointed to serve on committees of the Board of the Directors, unless these Bylaws or a Board resolution specifies otherwise. At least two members of each committee shall be members of the Board. One or more members of the medical staff shall be included on all committees appointed to deliberate issues affecting the discharge of medical responsibilities, except for Board committees, if any, reviewing medical staff appointment, reappointment, clinical privileges, or corrective action.

Section 4.3 Executive Committee.

(a) Designation and Membership. The Executive Committee shall consist of the Chairperson, the Vice Chairperson, the UW-Madison Chancellor or designee, the UW Medical School Dean, and such other members of the Board as shall be approved by the Board. The President & CEO shall be an ex-officio member of the Executive Committee without vote.

(b) Functions and Powers. The Executive Committee shall have and exercise, so far as may be permitted by law, all powers of the Board between meetings thereof, including, but not by way of limitation, the supervision of the general management of the Hospital and the preparation and presentation of the annual budget of the Hospital, except for the power to amend or repeal these bylaws or adopt new bylaws. The Executive Committee shall at least biennially review these Bylaws and report to the Board whether amendments are recommended. The Executive Committee shall also perform all functions which by law must be performed by a committee of the Board which have not been included in the charge of another committee. The Executive Committee shall make a report to the Board of action taken by it since its last report to the Board.

(c) Meetings. The Executive Committee shall meet as often as may be deemed necessary and expedient at such times and places as shall be determined by the Executive Committee. When the Executive Committee is addressing collective bargaining or other labor or personnel related matters in closed session, non-voting board members and other board members who are union members or officers shall be excluded. When the Executive Committee is addressing other matters in closed session where in its opinion it is necessary to exclude one or more members of the committee or the Board, the Executive Committee may exclude such members.

(d) Quorum and Manner of Acting. Three (3) voting members of the Executive Committee shall constitute a quorum with the agreement of two (2) voting members required for all Committee action.

Section 4.4 Finance Committee

(a) Designation and Membership. The Finance Committee shall consist of the Chairperson, the Vice Chairperson, and two or more additional persons appointed by the Chairperson. The President & CEO shall be an ex-officio member of the Finance Committee without vote.

(b) Functions and Powers. The Finance Committee, subject to any limitations prescribed by the Board, shall review the annual budget and make recommendation to the Board and perform such other duties of a financial nature as may be assigned by the Board.

(c) Meetings. The Finance Committee shall meet as often as may be deemed necessary and expedient at such times and places as shall be determined by the Finance Committee.

(d) Quorum and Manner of Acting. Three (3) voting members of the Finance Committee shall constitute a quorum with the agreement of two (2) voting members required for all committee action.

Section 4.5 Audit Committee

(a) Designation and Membership. The Audit Committee shall consist of the Chairperson, the Vice Chairperson, the President & CEO, and two (2) or more other persons appointed by the Chairperson. .

(b) Functions and Powers. The Audit Committee, subject to any limitations prescribed by the Board, shall assist the Board in carrying out its responsibilities as they relate to hospital accounting policies, reporting practices, adequacy of internal controls, quality and integrity of financial reporting, compliance with laws and other regulations and such other matters as maybe assigned by the Board. The Audit Committee may initiate such investigations as it shall deem necessary.

(c) Meetings. The Audit Committee shall meet at least twice each year and such additional times as may be deemed necessary and expedient by the Audit Committee. The Audit Committee shall meet at such times and places as shall be determined by the Audit Committee. Special meetings may be called by the Chair or by written request of any four members of the committee. When the Audit Committee is addressing matters in closed session where in its opinion it is necessary to exclude one or more members of the committee or the Board, the Audit Committee may exclude such members.

(d) Quorum and Manner of Acting. Three (3) members of the Audit Committee shall constitute a quorum with the agreement of at least two (2) members required for all committee action.

Section 4.6 Executive Compensation Committee

(a) Designation and Membership. The Executive Compensation Committee shall consist of the Chairperson, the Vice Chairperson, and two (2) or more other independent members of the Board appointed by the Chairperson. "Independent" shall mean that the member (a) is not an officer or employee of an entity (except the State of Wisconsin or an agency of the State of Wisconsin) that has any contract with the Hospital Authority, unless the Board unanimously approves an exception after full disclosure, and (b) is not an employee of the University of Wisconsin Hospitals and Clinics Authority, the University of Wisconsin Hospitals and Clinics Board, the University of Wisconsin-Madison (except the Chancellor), or any organization representing such employees.

(b) Functions and Powers. The Executive Compensation Committee shall define the compensation philosophy and standards and otherwise ensure that the compensation strategies and practices of the Hospital Authority are consistent with applicable law and its charitable mission. The Executive Compensation Committee shall recommend the compensation of the President & CEO to the full board. The Executive Compensation Committee shall recommend and approve the compensation of the senior executives holding the titles of Vice President and Senior Vice President, subject to any other limits prescribed by the Board.

(c) Meetings. The Executive Compensation Committee shall meet at least two times each year and such additional times as may be deemed necessary and expedient by the Executive Compensation Committee. The Executive Compensation Committee shall meet at such times and places as shall be determined by the Executive Compensation Committee. Special meetings may be called by the Chair or by written request of any two members of the committee. When the Executive Compensation Committee is addressing matters in closed session where in its opinion it is necessary to exclude one or more members of the committee or the Board, the Executive Compensation Committee may exclude such members.

(d) Quorum and Manner of Acting. Three (3) members of the Executive Compensation Committee shall constitute a quorum with the agreement of at least two (2) members required for all committee action.

Section 4.7. Performance Improvement, Risk Management, and Safety (PIRMS) Committee

(a) Designation and Membership. The PIRMS Committee shall consist of three members of the Board of Directors appointed by the Chair of the Board, the Senior Vice President for Medical Affairs, and one member of the UWHC Medical Staff appointed by the Chair of the Board. The Senior Vice President and Chief Nursing Officer, the Senior Vice President and Chief Operating Officer, and the Senior Vice President, Quality and Information, shall be ex-officio members without vote.

(b) Functions and Powers. The PIRMS Committee, subject to any limitations prescribed by the Board, shall provide a forum for review of sensitive quality improvement, safety, utilization review, critical event causal analysis, and regulatory (non-fiscal) compliance plans and accept reports of resulting action plans; oversee the effective functioning of systems and policies to enhance the safety, health outcomes and care experience for UWHCA patients; oversee systems and policies to achieve compliance with legal, regulatory and accreditation requirements and standards; and report to the Board at least quarterly. The PIRMS Committee is a confidential peer review committee.

(c) Meetings. The PIRMS Committee shall meet at least four times each year and such additional times as may be deemed necessary and expedient by the PIRMS Committee. The PIRMS Committee shall meet at such times and places as shall be determined by the PIRMS Committee. When the PIRMS Committee is addressing matters in closed session where in its opinion it is necessary to exclude one or more members of the committee or the Board, the PIRMS Committee may exclude such members.

(d) Quorum and Manner of Acting. Three (3) voting members of the PIRMS Committee shall constitute a quorum with the agreement of at least two (2) voting members required for all committee action.

ARTICLE V: OFFICERS OF THE AUTHORITY

Section 5.1 Selection of the President & CEO The CEO shall be chosen by the Board from persons other than themselves and shall serve at the pleasure of the Board (section 233.02(9), Wisconsin Statutes). The CEO shall be qualified for his/her responsibilities through education and experience.

Section 5.2 Duties and Functions of the President & CEO The CEO shall act as the executive officer of the Authority and shall be responsible for the management of the Authority. The CEO shall have general charge of the business and affairs of the Authority and shall direct all other officers, agents and employees. Except as provided in these bylaws or by Board resolution, the CEO shall appoint all other officers, agents and employees of the Authority. The CEO shall organize the functions of the Authority through appropriate departmentalization and delegation, establishing formal means of staff evaluation and accountability. The CEO shall provide liaison among the Board, medical staff, the nursing service and other services of the Authority. The CEO shall keep the Board informed about the management and financial status of the Authority through regular reports to the Board. The CEO may delegate his/her authority to act on behalf of the Authority to other employees and agents of the Authority.

Section 5.3 Chief Financial Officer and General Counsel. The President & CEO shall appoint the Chief Financial Officer and the General Counsel, subject to the approval of the Board. They are subject to removal by the CEO with the approval of the Board.

ARTICLE VI: MEDICAL STAFF

Section 6.1 Medical Staff Bylaws. The medical staff of the Authority shall be organized and function under bylaws approved by the Board.

Section 6.2 Medical Staff Appointments and Clinical Privileges. Appointment and reappointment of the medical staff, delineation of their clinical privileges, and hearings and appeals shall be in accordance with the Medical Staff Bylaws approved under Section 6.1.

ARTICLE VII: AUXILIARY ORGANIZATIONS

Approved auxiliary organization may be permitted to provide volunteer services on behalf of the Authority or within the facilities operated by the Authority. Such auxiliary organizations shall coordinate their services with the management of the Authority. The Bylaws and, if any, the Articles of Incorporation of any auxiliary organization which bears the name of the University of Wisconsin Hospitals and Clinics, or any other name under which the Authority conducts business, must be approved by the President & CEO in order for the organization to be an approved auxiliary organization.

ARTICLE VIII: CONFLICT OF INTEREST

Prior to taking any action in an official capacity on any matter involving a potential conflict of interest or an actual conflict of interest, any Director shall state the nature of the potential or actual conflict of interest. Any Director having an actual conflict of interest in a transaction with the Authority shall in addition (i) refrain from participating as

a public official in any discussion or debate on the issue out of which the conflict arises and (ii), unless the Director's vote is necessary for Board action on the issue and is otherwise not prohibited by law, refrain from voting on the issue. An actual conflict of interest shall be any situation which would violate section 19.46, Wisconsin Statutes. All Directors shall comply with the applicable requirements of the state code of ethics for public officials in sections 19.41-19.58, Wisconsin Statutes.

ARTICLE IX: CONFIDENTIALITY

Subject to the requirements of applicable law, the members of the Board and officers of the Authority shall take such steps as are necessary to preserve the confidentiality of (1) sensitive business records and financial and commercial information concerning or belonging to the Authority which are of a nature not customarily provided to business competitors, (2) confidential patient or personnel information, (3) confidential information concerning potential or pending claims, and (4) other confidential information to which they may have access in the course of their duties for the Authority.

ARTICLE X: AMENDMENTS

These Bylaws may be altered, amended, or repealed at any Board meeting by an affirmative vote of nine voting members, provided that proposed amendments shall be specifically set forth in the meeting notice.

ADOPTED: June 26, 1996
AMENDED: November 7, 1996
REVIEWED: December 10, 1998
AMENDED: September 11, 2002
AMENDED: April 6, 2005
AMENDED: November 8, 2006
AMENDED: July 2, 2008
AMENDED: July 8, 2009

**COMMITTEES OF THE UWHCA BOARD OF DIRECTORS
July, 2009**

The Board of Directors has five committees. The Board Chair appoints the members of the committees. The Board approves the members of the Executive Committee who are not ex-officio. Here is a list of the current committee members:

Executive Committee

Board Chair is automatic member
Board Vice-Chair is automatic member
Chancellor is automatic member
Medical School Dean is automatic member
CEO is automatic non-voting member
Additional members appointed with Board approval:
 George Wilding, MD
 Michael Spector
 Roger Axtell

Finance Committee

Board Chair is automatic member
Board Vice-Chair is automatic member
CEO is automatic non-voting member
Additional members appointed by Board Chair:
 Roger Axtell (Chair of Finance Committee)
 Tom Basting, Jr.
 Darrell Bazzell
 Craig Kent, MD
 Rep. Cory Mason
 Ken Mount
 Sen. Luther Olsen
 Michael Spector

Audit Committee

Board Chair is automatic member
Board Vice-Chair is automatic member
CEO is automatic voting member
Additional members appointed by Board Chair:
 Roger Axtell
 Tom Basting, Jr.
 Darrell Bazzell
 Craig Kent, MD
 Rep. Cory Mason
 Ken Mount
 Michael Spector (Chair of Audit Committee)

PIRMS Committee

Sr. VP Medical Affairs is automatic member

Three Board members appointed by Board Chair:

Katharyn May (Chair)

Judith Crain

Pablo Sanchez

Humberto Vidaillet, MD

Medical Staff member appointed by Board Chair:

Deb Rusy

SVP and Chief Nursing Officer is automatic non-voting member

SVP and Chief Operating Officer is automatic non-voting member

SVP, Quality and Information is automatic non-voting member

Executive Compensation Committee

Board Chair is automatic member

Board Vice-Chair is automatic member

At least two independent Board members appointed by Board Chair:

Roger Axtell

Michael Spector

**RESOLUTION OF THE BOARD OF DIRECTORS OF
THE UNIVERSITY OF WISCONSIN HOSPITALS AND CLINICS AUTHORITY**

APPROVAL OF CLINICAL SERVICE CHIEFS

Approved July 8, 2009

Pursuant to Article XII, Section 2 of the Medical Staff Bylaws, the Board of Directors hereby appoints the following individuals as chiefs of the indicated clinical services for a one year term from July 1, 2009 through June 30, 2010.

UWHC Clinical Service Chiefs

Anesthesiology	Robert Pearce, M.D.
Dermatology	Gary Wood, M.D.
Family Medicine	Valerie Gilchrist, M.D.
Human Oncology	Paul Harari, M.D.
Medicine	William Busse, M.D.
Neurological Surgery	Robert Dempsey, M.D.
Neurology	Thomas Sutula, M.D., Ph.D.
Obstetrics & Gynecology	Laurel Rice, M.D.
Ophthalmology	Paul Kaufman, M.D.
Orthopedics & Rehabilitation	Thomas Zdeblick, M.D.
Pathology & Laboratory Medicine	Michael Hart, M.D.
Pediatrics	Ellen Wald, M.D.
Psychiatry	Ned Kalin, M.D.
Radiology	Thomas Grist, M.D.
Surgery	K. Craig Kent, M.D.
Urology	Stephen Nakada, M.D.

**RESOLUTION OF BOARD OF DIRECTORS OF
THE UNIVERSITY OF WISCONSIN HOSPITALS AND CLINICS AUTHORITY
IN RECOGNITION OF THE SERVICE OF KELLY C. WILSON, J.D.**

Adopted July 8, 2009

WHEREAS, Kelly C. Wilson, J.D., served with distinction as the Interim Vice President and General Counsel of the University of Wisconsin Hospitals and Clinics Authority from October, 2008, through August, 2009;

WHEREAS, Kelly C. Wilson, J.D., will become a Vice President and continue to serve as Deputy General Counsel;

NOW THEREFORE BE IT RESOLVED that the Board of Directors of the University of Wisconsin Hospitals and Clinics Authority hereby extends its thanks to Kelly C. Wilson, J.D., for her interim leadership and exemplary work on behalf of UWHCA, its patients and staff.

ATTACHMENT 6

UWHC-UWMF JOINT POLICY ON IDENTITY THEFT PREVENTION PROGRAM

Approved by the UWHCA Board of Directors July 8, 2009

Effective August 1, 2009

I. PURPOSE

1. To assure accurate patient identification for patients' clinical and financial safety.
2. To detect, prevent and mitigate identity theft in connection with new and existing patient accounts from inclusion of incorrect information in patient medical/financial records.
3. To protect the University of Wisconsin Hospital and Clinics (UWHC) and the University of Wisconsin Medical Foundation (UWMF) from financial loss and assure compliance with the FTC's Red Flag Rule.

II. POLICY

UWHC and UWMF will jointly identify relevant patterns, practices, and specific forms of activity that are "red flags" signaling possible identity theft; incorporate controls that detect red flags in our procedures; respond appropriately to any red flags that are detected to prevent and mitigate identity theft; and ensure that our processes are updated as necessary to reflect changes in risks from identity theft. The UWHC and UWMF Boards of Directors have charged their respective Business, Compliance and Legal office executives with responsibility to oversee this policy.

III. DEFINITIONS

Covered Accounts: Covered Accounts are accounts that permit multiple payments or transactions and those that pose a reasonable, foreseeable risk to customers or to the safety and soundness of medical practices from identity theft, including financial, operational, compliance, reputation or litigation risks. The Federal Trade Commission (FTC) considers patient billing records to be "covered accounts."

Identity Theft: Act of knowingly obtaining, possessing, buying, or using, the personal identifying information of another: (i) with the intent to commit any unlawful act including, but not limited to, obtaining or attempting to obtain credit, goods, services or medical information in the name of such other person; and (ii) (a) without the consent of such other person; or (b) without the lawful authority to obtain, possess, buy or use such identifying information.

Medical Identity Theft: Medical identity theft occurs when an individual's name or portions of their legal identity – including insurance information or Social Security Number (SSN) – are used without the individual's knowledge or consent to obtain medical services or goods. Medical identity theft frequently results in erroneous entries in the victim's medical record or the creation of fictitious medical records in the victim's name.

Program: The Program is the UWHC and UWMF Identity Theft Prevention Program as described in this policy.

Red Flag: A red flag is an indicator of the possible existence of identity theft. A red flag may include a pattern, practice or specific account or record activity that indicates possible identity theft. For example, a red flag might be an incorrect or invalid Social Security Number (SSN) provided by a patient, the presentation of suspicious documents or suspicious identifying information, unusual or suspicious account usage patterns, notice from a customer, identity theft victim or law enforcement.

Theft of Services: Includes: (i) intentionally obtaining services by deception, fraud, coercion, false pretense or any other means to avoid payment for the services; and (ii) having control over the disposition of services to others, knowingly diverts those services to the person's own benefit or to the benefit of another not entitled hereto.

IV. PROCEDURE

Identifying Relevant Red Flags

As part of the FTC's implementation of the Fair and Accurate Credit Transactions (FACT) Act of 2003, UWHC and UWMF are required to comply with the "Red Flag Rules," which mandate us to establish a program to prevent identity theft. The UWHC and UWMF Business, Compliance and Legal offices ("Offices") shall be responsible for the development, implementation, oversight and continued administration of the Program and related policies and procedures.

1. The Offices shall train staffs, as necessary, to effectively implement the Program.
2. The Offices shall exercise appropriate and effective oversight of service provider arrangements.
3. The Offices and staffs will identify Red Flags through focusing on the following:
 - (a) presentation of suspicious documents;
 - (b) presentation of suspicious personal identifying information;
 - (c) suspicious or unusual use of a covered account; and
 - (d) alerts, notifications or warnings received from patients, victims of identity theft or others including an individual or an entity such as law enforcement.
4. The Offices and staffs will detect Red Flags in accordance with this Program by:
 - (a) obtaining identifying information of new patients and existing patients, and (b) using the identifying information to authenticate and verify the identity of individuals with respect to any use of a Covered Account.
5. The Offices will provide for appropriate responses to Red Flags that UWHC or UWMF has detected or discovered. The response shall be commensurate with the degree of risk posed. Responses may include:
 - (a) Monitoring a Covered Account;
 - (b) Contacting the patient;
 - (c) Changing any passwords or security responses that permit access;
 - (d) Not opening a new Covered Account or closing a Covered Account;
 - (e) Not attempting to collect on a delinquent Covered Account;
 - (f) Notifying law enforcement; or determining that no response is necessary under the particular circumstances.

V. REFERENCES

16 C.F.R. Sections 681.2 of the Fair and Accurate Credit Transactions (FACT) Act (FTC Regulations)
42 C.F.R. §2.12 (c)(5)(ii);
45 C.F.R. Parts 160 and 164 of the Health Insurance Portability and Accountability Act (HIPAA)
Wisconsin Government Accountability Board Elections Division Voter Registration Guidelines
New Wisconsin Identity Theft Statutes (2005 Acts 138, 139, and 140)

VI. COORDINATION

Senior Management Sponsors: UWHC Director of Compliance
UWHC General Counsel
UW Health Vice President for Revenue Cycle
UWMF General Counsel, UWMF Compliance Officer

Author: UWHC Director of Compliance
UWMF General Counsel
UW Health Vice President for Revenue Cycle

Review/Approval Committees: UWHC Administrative Policy and Procedure Committee

UWHC CEO
UWHC Board of Directors
UWMF Senior Management Committee
UWMF Board of Directors