UWHCA Board of Directors

July 22, 2021, 1:30 - 4:30 PM

WebEx: https://uwhealth.webex.com/uwhealth/onstage/g.php?
MTID=e258e16b5ec1aaf22b3eda5cedd87495200
Meeting number: 120 335 8358 // Password: 072221

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## Agenda

1:30 PM

**I. Call to Order of Board Meeting**  
Mr. Paul Seidenstricker

1:30 PM

**II. Recognition of Service - Regent Scott Beightol**  
Mr. Paul Seidenstricker

Resolution - In Recognition of the Service of Regent Scott Beightol  

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1:32 PM

**III. Welcome/Introduction of New Member – Regent Amy Bogost**  
Mr. Paul Seidenstricker

Biography - Regent Amy Bogost  

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1:35 PM

**IV. Consent Agenda**  
Mr. Paul Seidenstricker

### Meeting Minutes

**Medical Staff Membership and Clinical Privileges**

Attachment - Medical Staff Membership and Clinical Privileges - July 2021  

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**UWHC Medical Staff Bylaws Amendments**

Executive Summary - UWHC Medical Staff Bylaws Amendments - 2021  

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Attachment - UWHC Medical Staff Bylaws [Clean]  

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Attachment - UWHC Medical Staff Bylaws [Redlined]  

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Resolution - Approval of Amendments to UWHC Medical Staff Bylaws and Rules and Regulations  

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**Highland Insurance Company, LLC Board of Managers**

Executive Summary - Highland Insurance Company, LLC Board of Managers - Manager Terms  

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Resolution - Highland Insurance Company, LLC Board of Managers - Manager Terms  

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**Isthmus Project, Inc. Amendment to Corporate Documents**

Executive Summary - Amendments to Isthmus Project, Inc. Corporate Documents  

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1:35 PM  
**V. Community Health Needs Assessment Overview and Update**  
Dr. Jonathan Jaffery, Ms. Robin Lankton, joined by Ms. Adrian Jones  

*Presentation - Community Health Implementation Strategy Update*  
153

Attachment - Community Health Implementation Strategy (July 2019 - June 2022)  
174

(Resource / Reminder - CHNA Implementation Strategy approved by the UWHCA Board on July 25, 2019)

2:05 PM  
**VI. UWHCA Bylaws and Board/Committee Policy Manual**  
Ms. Kelly Wilson joined by Mr. Troy Lepien and Ms. Patti Hutter  

*Biennial Review/Update of UWHCA Bylaws*  

Attachment - Summary of Amendments to UWHCA Bylaws  
(Material to be added in advance of the meeting)

Attachment - UWHCA Bylaws - Proposed Changes (Redline)  
222

Attachment - UWHCA Bylaws - Proposed Changes (Clean)  
235

*Proposed UWHCA Board and Committee Policy Manual*  

Attachment - UWHCA Board of Directors Policy Manual (DRAFT)  
246

2:15 PM  
**VII. COVID-19 Situational Update**  
Dr. Peter Newcomer  
(Material to be added in advance of the meeting, if applicable)

2:25 PM  
**VIII. Closed Session**

Motion to enter into closed session pursuant to Wisconsin Statutes section 19.85(1)(e), for the discussion of the following confidential strategic matters, which for competitive reasons require a closed session: review and approval of closed session and executive closed session meeting minutes; UW Health East Campus Update; UnityPoint Health-Meriter Board liaison report; SwedishAmerican Health System update; discussion of amended financing recommendation and plan of finance; year-to-date preliminary financials; and UW Health CEO Perspective on system strategy; pursuant to Wisconsin Statutes sections 19.85(1)(c) and 19.35(10) for review of UW Health CEO performance; pursuant to Wisconsin Statutes section 146.38, for the review of the UW Health Transplant Quality Assurance and Process Improvement plan and Patient Safety and Quality Committee report; and pursuant to Wisconsin Statutes section 19.85(1)(g), to confer with legal counsel regarding these and other matters.

4:28 PM *  
**IX. Return To Open Session**
X. ACTION: UW Health Transplant Quality Assurance and Process Improvement (QAPI) Plan
Mr. Paul Seidenstricker
(Motion to approve the UW Health Transplant Quality Assurance and Process Improvement (QAPI) Plan as presented on the Closed Session Consent Agenda)

XI. ACTION: Amended UW Health Financing Recommendation
Mr. Paul Seidenstricker
(Motion to approve amended Intent to Finance as discussed in Closed Session)

XII. ACTION: Plan of Finance
Mr. Paul Seidenstricker
(Motion to approve UWH Plan of Finance as discussed in Closed Session)

4:30 PM

XIII. Adjourn
Resolution

In Recognition of the Service of Regent Scott Beightol
RESOLUTION OF
THE BOARD OF DIRECTORS OF
UNIVERSITY OF WISCONSIN HOSPITALS AND CLINICS AUTHORITY

In Recognition of the Service of Regent Scott Beightol

July 22, 2021

WHEREAS, Regent Scott Beightol has served with distinction, dedication and unwavering loyalty on the Board of Directors of the University of Wisconsin Hospitals and Clinics Authority (UWHCA) from May 1, 2020 through June 29, 2021;

WHEREAS, during his tenure, Regent Beightol was a strong supporter of the strategic vision of UWHCA, and provided invaluable guidance, support and leadership;

WHEREAS, Regent Beightol is an honored and trusted friend of UWHCA and has served UWHCA in true fulfillment of its mission, vision, and values;

NOW THEREFORE BE IT RESOLVED that the Board of Directors and the management of the University of Wisconsin Hospitals and Clinics Authority extend their heartfelt gratitude to Regent Scott Beightol for his leadership, exemplary work, and loyal support of the UWHCA.
BIOGRAPHY

Amy Blumenfeld Bogost began practicing law in 1989 in the areas of criminal defense and civil rights. More recently her practice has focused on representation of victims of sensitive crimes and Federal Title IX. She started a pro bono training for attorneys to aid and represent survivors of sexual assault and those going through the Title IX hearing process. Bogost has provided training on implementation of Title IX at Tribal colleges and has helped organize and teach at the National Trial Tribal College, co-sponsored and located at University of Wisconsin Law School. Bogost has been active in advancing the education of students with learning differences including serving as a Board member for “Imagine a Child’s Capacity” and lending her legal services to advocate on behalf of students and families. Bogost currently sits on the Milwaukee based HIR Wellness Center Board, a nonprofit organization that believes in a multi systemic and integrated approach to providing high-quality mental health and wellness care. She holds a Juris Doctorate from Chicago Kent College of Law and a Bachelor of Arts in Political Science and History from the University of Wisconsin. She is a member of Washington State, California and Wisconsin Bar Associations.
The Medical Board, upon the recommendation of the Credentials committee, recommends approval of the following new applications, additional privileges, biennial reappointments and status changes for the medical staff and other providers requesting professional privileges for practice at UWHC. All of the recommended actions have been reviewed in accordance with the Medical Staff Bylaws. The credentials of all new applicants have been verified. All persons listed below meet the standards of the medical staff for the membership and privileges recommended.

Credentials Committee: June 25, June 30 & July 5, 2021
Medical Board: July 8, 2021

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**June 25**

**New Applications—Medical Staff**

**Michael J. Accavitti, Jr., MD, Active Staff**

**Department of Medicine/Cardiovascular Medicine**

- Internal Medicine/Major Care Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult, and treat adult patients with medical illnesses. These privileges also include care of patients via telemedicine. These privileges include, but are not limited to, lumbar puncture, thoracentesis, paracentesis, arterial line insertion, diagnostic or therapeutic joint aspiration/injection, endometrial biopsy, endocervical polyp removal/biopsy, intrauterine device (IUD) insertion, punch biopsy of the skin, percutaneous needle biopsy of a breast mass or skin lesion, soft tissue injection, liquid nitrogen cryosurgery of the skin or other appropriate lesion, and perform waived laboratory testing not requiring an instrument; including but not limited to fecal occult blood, urine dipstick, and pH by paper methods and supervision of residents, fellows, and others in training.
- Cardiovascular Medicine Core Privileges: Privileges to evaluate including performance of H&P, diagnose, consult, and treat adult patients presenting with diseases of the heart and blood vessels. These privileges include, but are not limited to, cardioversion; insertion and management of central venous and pulmonary artery catheters; use of thrombolytic agents; pericardiocentesis; Holter scan interpretation; treadmill testing; temporary transvenous pacemaker placement; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows, and others in training.
- Cardiac Imaging: Transthoracic echocardiography
- Cardiac Imaging: Transesophageal echocardiography
- Cardiac Imaging: Stress echocardiography
- Cardiac Imaging: Nuclear Cardiology
- Radiology: Reading Nuclear Cardiology Studies

**Cameron R. Adler, MD, Active Staff**

**Department of Radiology/Fellow**

- Radiology Core Privileges: Performance and interpretation of all radiologic tests and procedures including radiographs, ultrasound, CT, MRI, diagnostic (non-therapeutic) nuclear medicine in adults and children. These privileges include, but are not limited to, Doppler vascular imaging, transcranial Doppler, arthrograms and joint aspirations, venography of major vessels, lumbar puncture, mammography, supervision of physician assistants with prescriptive authority, and supervision of residents, fellows and other trainees. These privileges include care of patients via telemedicine.
Laura E. Bryant-Piatkowski, DO, Active Staff
Department of Radiology/Fellow
- Radiology Core Privileges: Performance and interpretation of all radiologic tests and procedures including radiographs, ultrasound, CT, MRI, diagnostic (non-therapeutic) nuclear medicine in adults and children. These privileges include, but are not limited to, Doppler vascular imaging, transcranial Doppler, arthograms and joint aspirations, venography of major vessels, lumbar puncture, mammography, supervision of physician assistants with prescriptive authority, and supervision of residents, fellows and other trainees. These privileges include care of patients via telemedicine.

Katherine L. Darr, MD, Active Staff
Department of Emergency Medicine
- Emergency Medicine Core Privileges: Privileges to evaluate including performance of H&P, diagnose, and treat patients presenting with any illness, injury, condition or symptom to the Emergency Department. These privileges include, but are not limited to, moderate sedation for all populations; lumbar puncture; thoracentesis; paracentesis; central line placement; intubation and emergency airway management; emergency cardioversion; repair of soft tissue injuries; management of closed fractures; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows, and others in training.
- Deep Sedation--Adults (13 years and older)
- Point of Care Emergency Ultrasound
- Fluoroscopy

Addison S. Elston, MD, Active Staff
Department of Radiology/Fellow
- Radiology Core Privileges: Performance and interpretation of all radiologic tests and procedures including radiographs, ultrasound, CT, MRI, diagnostic (non-therapeutic) nuclear medicine in adults and children. These privileges include, but are not limited to, Doppler vascular imaging, transcranial Doppler, arthograms and joint aspirations, venography of major vessels, lumbar puncture, mammography, supervision of physician assistants with prescriptive authority, and supervision of residents, fellows and other trainees. These privileges include care of patients via telemedicine.
- Fluoroscopy
- Adult Moderate Sedation--All locations - includes UH, TAC, DHC, and UWHC Clinics

Benjamin J. Fowler, MD, Active Staff
Department of Ophthalmology/Fellow
- Ophthalmology Medical and Minor Surgery Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult, and treat patients presenting with illnesses, injuries, and disorders of the eye, including its related structures and visual pathways*; and performing waived laboratory testing not requiring an instrument, including but not limited to fecal occult blood, urine dipstick, and pH by paper methods; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows and others in training. These privileges also include care of patients via telemedicine.
- Use of surgical laser - Argon for glaucoma.
- Use of surgical laser - Argon and Diode for panretinal laser.
- Use of surgical laser - Diode for glaucoma.
- Use of surgical laser - YAG capsulotomy, iridotomy, cyclophotocoagulation.
- Use of surgical laser - Keratorefractive surgery

Mitchell C. Fox, MD, Active Staff
Department of Radiology/Fellow
- Radiology Core Privileges: Performance and interpretation of all radiologic tests and procedures including radiographs, ultrasound, CT, MRI, diagnostic (non-therapeutic) nuclear medicine in adults and children. These privileges include, but are not limited to, Doppler vascular imaging, transcranial Doppler, arthograms and joint aspirations, venography of major vessels, lumbar puncture, mammography, supervision of physician assistants with prescriptive authority, and supervision of residents, fellows and other trainees. These privileges include care of patients via telemedicine.
privileges include, but are not limited to, Doppler vascular imaging, transcranial Doppler, arthrograms and joint aspirations, venography of major vessels, lumbar puncture, mammography, supervision of physician assistants with prescriptive authority, and supervision of residents, fellows and other trainees. These privileges include care of patients via telemedicine.

- Fluoroscopy

**Vinay P. Goswamy, MBBS, Active Staff**

**Department of Medicine/Allergy, Pulmonary & Critical Care**

- Internal Medicine/Major Care Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult, and treat adult patients with medical illnesses. These privileges also include care of patients via telemedicine. These privileges include, but are not limited to, lumbar puncture, thoracentesis, paracentesis, arterial line insertion, diagnostic or therapeutic joint aspiration/injection, endometrial biopsy, endocervical polyp removal/biopsy, intrauterine device (IUD) insertion, punch biopsy of the skin, percutaneous needle biopsy of a breast mass or skin lesion, soft tissue injection, liquid nitrogen cryosurgery of the skin or other appropriate lesion, and perform waived laboratory testing not requiring an instrument; including but not limited to fecal occult blood, urine dipstick, and vaginal pH by paper methods; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows, and others in training.

- Allergy & Immunology Core Privileges: Privileges to evaluate including performance of H&P, diagnose, consult, and treat patients of all ages presenting with diseases and disorders affecting the immune system. These privileges include, but are not limited to, allergy skin testing and interpretation, allergic desensitization, supervision of physician assistants with prescriptive authority; and supervision of residents, fellows, and others in training.

**Elsadig A. Ishag Yousif, MD, Active Staff**

**Department of Medicine/Fellow**

- Transplant Medicine Fellowship Only - all duties are part of a fellowship. Physician will not be providing care outside of fellowship program. No independent privileges are granted for this provider.

**Jacqueline S. Israel, MD, Active Staff**

**Department of Surgery/Plastic**

- Plastic Surgery Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult, and treat patients presenting with both congenital and acquired defects of the body’s soft tissue and skeleton, including functional and aesthetic management; performing waived laboratory testing not requiring an instrument, including but not limited to fecal occult blood, urine dipstick, and pH by paper methods; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows and others in training. These privileges include care of patients via telemedicine.

- Use of surgical laser

- Complex Hand Surgery

**Anna M. Kaiser, MD, Active Staff**

**Department of Anesthesiology**

- Anesthesiology Core Privileges: Privileges to evaluate including performance of H&P, consult and administer anesthesia to patients for relief and prevention of pain during and following surgical, therapeutic and diagnostic procedures, including the monitoring and maintenance of normal physiology during the perioperative period and perform waived laboratory testing not requiring an instrument; including but not limited to fecal occult blood, urine dipstick, and pH by paper methods. Supervision of Anesthesiologist Assistants included in these privileges. These privileges include supervision of residents, fellows, and other persons in training.

- Advanced Transesophageal Echocardiography (TEE)

**Michael J. Kaster, MD, Active Staff**

**Department of Medicine/Fellow**

- Internal Medicine/Major Care Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult, and treat adult patients with medical illnesses. These privileges also include care of patients via telemedicine. These privileges include, but are not limited to, lumbar puncture, thoracentesis, paracentesis, arterial line insertion, diagnostic or therapeutic joint aspiration/injection, endometrial biopsy, endocervical polyp removal/biopsy, intrauterine device (IUD) insertion, punch biopsy of the skin, percutaneous needle biopsy of a breast mass or skin lesion, soft tissue injection, liquid nitrogen cryosurgery of the skin or other appropriate lesion, and perform waived laboratory testing not requiring an instrument; including but not limited to fecal occult blood, urine dipstick, and pH by paper methods; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows, and others in training.

- Critical Care Medicine Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose,
consult, and treat as an attending physician adult patients in need of critical care. These privileges include, but are not limited to, Swan Ganz catheter insertion and management; endotracheal intubation; management of mechanical ventilation; management of noninvasive ventilation; fiberoptic bronchoscopy; direct laryngoscopy; chest tube placement; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows, and others in training. These privileges also include care of patients via telemedicine.

- **Pulmonary Medicine Core Privileges:** Privileges to evaluate including performance of H&P, diagnose, admit, consult, and treat adult patients presenting with diseases and disorders of the organs of the thorax or chest. These privileges also include care of patients via telemedicine. These privileges include, but are not limited to, management of mechanical ventilation; management of noninvasive ventilation; direct laryngoscopy, diagnostic flexible bronchoscopy; including transbronchial lung biopsy, transbronchial needle aspiration, endobronchial ultrasound. Therapeutic bronchoscopy including simple reduction and treatment of bleeding and opening of blocked bronchi; pulmonary function testing (including methacholine challenges) and interpretation; sleep study testing and interpretation; endotracheal intubation; needle aspiration of the chest; chest tube placement; pulmonary treadmill exercise testing; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows, and others in training.
  - Central venous catheter insertion for access
  - Advanced ventilator management (including adjustment of ventilator settings)
  - Adult Moderate Sedation-- ONLY within University Hospital or UW Health at The American Center
  - Fluoroscopy

**William J. Kemp, III, MD, Active Staff**
**Department of Neurological Surgery/Fellow**

- **Neurological Surgery Core Privileges:** Privileges to admit, evaluate including performance of H&P, diagnose, consult, and surgically treat patients presenting with illnesses, injuries, and disorders of the neurological system, including the supporting structures and vascular supply. These privileges include, but are not limited to, craniotomy and cranietomy; reconstructive cranioplasty; laminecctomy; spinal fusion; chemonucleolysis; percutaneous diskecctomy; transsphenoidal hypophysectomy; CSF shunting procedures; radiofrequency chemical rhizotomy/chordotomy; intracarotid injection; peripheral nerve surgery; intra-extracranial anastomosis; carotid endarterectomy; myelomeningocele repair; neurostimulation and recording; and performing waived laboratory testing not requiring an instrument, including but not limited to fecal occult blood, urine dipstick, and pH by paper methods; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows and others in training.
  - Neurocritical Care Core Privileges: Privileges to admit, evaluate (including H&P), diagnose, consult and provide medical treatment to patients with critical illnesses or injuries of the brain, spinal cord, nerves, vessels, and their supporting structures with associated medical problems complicating their care.

**Vincent T. Ma, MD, Active Staff**
**Department of Medicine/Hematology/Oncology**

- **Internal Medicine/Major Care Core Privileges:** Privileges to admit, evaluate including performance of H&P, diagnose, consult, and treat adult patients with medical illnesses. These privileges also include care of patients via telemedicine. These privileges include, but are not limited to, lumbar puncture, thoracentesis, paracentesis, arterial line insertion, diagnostic or therapeutic joint aspiration/injection, endometrial biopsy, endocervical polyp removal/biopsy, intrauterine device (IUD) insertion, punch biopsy of the skin, percutaneous needle biopsy of a breast mass or skin lesion, soft tissue injection, liquid nitrogen cryosurgery of the skin or other appropriate lesion, and perform waived laboratory testing not requiring an instrument; including but not limited to fecal occult blood, urine dipstick, and pH by paper methods; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows, and others in training.
  - Medical Oncology Core Privileges: Privileges to evaluate including performance of H&P, diagnose, consult, and treat adult patients presenting with malignancies. These privileges include, but are not limited to, administration of chemotherapeutic agents and biological response modifiers through all therapeutic routes; management and maintenance of indwelling venous access catheters; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows, and others in training.

**Kaarin L. Michaelsen, MD, Active Staff**
**Department of Anesthesiology**

- **Anesthesiology Core Privileges:** Privileges to evaluate including performance of H&P, consult and administer anesthesia to patients for relief and prevention of pain during and following surgical, therapeutic and diagnostic procedures, including the monitoring and maintenance of normal physiology during the perioperative period and perform waived laboratory testing not requiring an instrument; including but not limited to fecal occult blood, urine dipstick, and pH by paper methods. Supervision of Anesthesiologist Assistants included in these privileges. These privileges include supervision of residents, fellows, and other persons in training.
  - Critical Care Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult, and
Michael D. Peliska, MD, Active Staff  
Department of Medicine/Hospital Medicine  
- Internal Medicine/Hospital Medicine Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult, and treat adult patients with medical illnesses. These privileges include, but are not limited to, providing care via inpatient service and perform waived laboratory testing not requiring an instrument; including but not limited to fecal occult blood, urine dipstick, and pH by paper methods; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows, and others in training.
- Paracentesis
- Adult Moderate Sedation-- All locations - includes UH, TAC, DHC, and UWHC Clinics

Andrey Prilutskiy, MD, Active Staff  
Department of Pathology and Lab. Medicine  
- Anatomic Pathology Core Privileges: Privileges in anatomic pathology include provision of consultation to physicians for diagnosis exclusion, and monitoring of disease utilizing information gathered from examination of tissue specimens, cells and body fluids and performance of autopsies. These privileges also include performance of duties via telemedicine. These privileges include supervision of residents, fellows and others in training.

David P. Rakel, MD, Active Staff  
Department of Family Medicine and Community Health/General  
- Family Medicine Adult Core Privileges: Physicians granted these privileges shall be able to care for patients with more complicated medical problems. If a diagnosis cannot be established after reasonable investigation, or if there is a serious threat to a patient's life, consultation shall be obtained. Privileges to admit, evaluate including performance of H&P, diagnose, consult and provide treatment to adult patients with general medical problems. These privileges include, but are not limited to, suturing of uncomplicated lacerations; arthrocentesis; I&D of abscess; simple skin biopsy or excision; removal of nonpenetrating corneal foreign body; uncomplicated minor closed fractures (not involving traction or major manipulation); uncomplicated dislocations; diagnostic endometrial sampling; peripheral intravenous cannulation; peripheral arterial puncture; lumbar puncture; preoperative care of surgical patients; postoperative medical care of surgical patients; and performing waived laboratory testing not requiring an instrument, including but not limited to fecal occult blood, urine dipstick, and pH by paper methods; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows, and others in training.
- Family Medicine Pediatric Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult and provide non-surgical treatment to pediatric patients without major complications or serious life threatening disease. These privileges include, but are not limited to, the care of normal newborn as well as the uncomplicated premature infant equal to or greater than 36 weeks gestation; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows, and others in training.
- Paracentesis

Prachi B. Raut, MD, Active Staff  
Department of Pathology and Lab. Medicine/Fellow  
- Clinical Pathology Core Privileges: Privileges in clinical pathology include provision of consultation to physicians for diagnosis exclusion, and monitoring of disease utilizing information gathered from examination of clinical laboratory tests on body fluids and secretions. These privileges also include care of patients via telemedicine. These privileges also include supervision of residents, fellows and others in training. These privileges also include performance of duties via telemedicine.
- Anatomic Pathology Core Privileges: Privileges in anatomic pathology include provision of consultation to physicians for diagnosis exclusion, and monitoring of disease utilizing information gathered from examination of tissue specimens, cells and body fluids and performance of autopsies. These privileges also include performance of duties via telemedicine. These privileges include supervision of residents, fellows and others in training.

Thomas A. Reher, MD, Active Staff  
Department of Radiology/Fellow  
- Radiology Core Privileges: Performance and interpretation of all radiologic tests and procedures including radiographs, ultrasound, CT, MRI, diagnostic (non-therapeutic) nuclear medicine in adults and children. These privileges include, but are not limited to, Doppler vascular imaging, transcranial Doppler, arthrograms and joint aspirations, venography of major vessels, lumbar puncture, mammography, supervision of physician assistants with
prescriptive authority, and supervision of residents, fellows and other trainees. These privileges include care of patients via telemedicine.

- Fluoroscopy

**Kevin M. Riggle, MD, Active Staff**

**Department of Surgery/Pediatric**

- Pediatrics Surgery: Urology Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult, and surgically treat patients presenting with illnesses or injuries of the genitourinary system; and performing waived laboratory testing not requiring an instrument, including but not limited to fecal occult blood, urine dipstick, and vaginal PH by paper methods; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows and others in training. These privileges include care of patients via telemedicine.
- Pediatric Surgery: General Surgery Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult, and treat patients presenting with disorders, illnesses or injuries of the alimentary tract, the abdomen and its contents, breast, skin, soft tissue, head and neck, endocrine system and minor extremity surgery. These privileges include, but are not limited to, laparoscopic surgery, upper gastrointestinal endoscopy, colonoscopy, insertion and management of arterial catheter, insertion and management of chest tubes, insertion and management of central venous catheters, lumbar puncture, pericardiocentesis, tracheostomy, paracentesis, management of trauma, and complete care of critically ill patients with underlying surgical conditions; performing waived laboratory testing not requiring an instrument, including but not limited to fecal occult blood, urine dipstick, and pH by paper methods; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows and others in training. These privileges include care of patients via telemedicine.
- Pediatric Surgery Including Pediatric gynecologic procedures
- Cardiothoracic Surgery Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult, and surgically treat patients presenting with illnesses, injuries, and disorders of the chest and abdomen, including the support structures and vascular supply to the extremities and brain. These privileges include ECMO cannulation; management of ECMO; pediatric cases within scope of training; and performing waived laboratory testing not requiring an instrument, including but not limited to fecal occult blood, urine dipstick, and pH by paper methods; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows, and others in training. These privileges include care of patients via telemedicine.
- Otolaryngology Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult, and treat patients presenting with illnesses, injuries and disorders of the head and neck affecting the ears, facial skeleton, and respiratory and upper alimentary system. These privileges include, but are not limited to, surgical procedures involving the thyroid, parathyroid, salivary glands, and lymphatic tissue of the head and neck, maxillofacial plastic and reconstructive procedures; and performing waived laboratory testing not requiring an instrument, including but not limited to fecal occult blood, urine dipstick, and pH by paper methods; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows and others in training. These privileges include care of patients via telemedicine.

**Jarod B. Stevenson, DO, Active Staff**

**Department of Orthopedics and Rehabilitation/**

- Pediatric Major Care Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult and provide care for infants, children and adolescents with complex problems or severe illnesses, including those that are potentially life-threatening. These privileges also include care of patients via telemedicine. These privileges include, but are not limited to, lumbar puncture; peripheral arterial puncture; peripheral venous puncture; neonatal circumcision; intubation; suprapubic bladder tap in the care of newborn infants greater than 2000 grams; and performing waived laboratory testing not requiring an instrument, including but not limited to fecal occult blood, urine dipstick, and pH by paper methods; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows and others in training.

**Bipin Sunkara, MD, Active Staff**

**Department of Medicine/Hospital Medicine**

- Internal Medicine/Hospital Medicine Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult, and treat adult patients with medical illnesses. These privileges include, but are not limited to, providing care via inpatient service and perform waived laboratory testing not requiring an instrument; including but not limited to fecal occult blood, urine dipstick, and pH by paper methods; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows, and others in training.

**Lindsay N. Taylor, MD, Active Staff**

**Department of Medicine/Fellow (Research)**

- Internal Medicine/Major Care Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult, and treat adult patients with medical illnesses. These privileges also include care of patients via telemedicine. These privileges include, but are not limited to, lumbar puncture, thoracentesis, paracentesis, arterial
line insertion, diagnostic or therapeutic joint aspiration/injection, endometrial biopsy, endocervical polyp removal/biopsy, intrauterine device (IUD) insertion, punch biopsy of the skin, percutaneous needle biopsy of a breast mass or skin lesion, soft tissue injection, liquid nitrogen cryosurgery of the skin or other appropriate lesion, and supervision of residents, fellows, and others in training.

- Infectious Diseases Core Privileges: Privileges to evaluate including performance of H&P, diagnose, consult, and treat adult patients presenting with infectious or immunologic diseases. These privileges include supervision of physician assistants with prescriptive authority; and supervision of residents, fellows, and other persons in training.

**Marcial A. Torres, MD, Active Staff**  
**Department of Medicine/Fellow**

- Internal Medicine/Major Care Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult, and treat adult patients with medical illnesses. These privileges also include care of patients via telemedicine. These privileges include, but are not limited to, lumbar puncture, thoracentesis, paracentesis, arterial line insertion, diagnostic or therapeutic joint aspiration/injection, endometrial biopsy, endocervical polyp removal/biopsy, intrauterine device (IUD) insertion, punch biopsy of the skin, percutaneous needle biopsy of a breast mass or skin lesion, soft tissue injection, liquid nitrogen cryosurgery of the skin or other appropriate lesion, and perform waived laboratory testing not requiring an instrument; including but not limited to fecal occult blood, urine dipstick, and pH by paper methods and supervision of residents, fellows, and others in training.

- Nephrology Core Privileges: Privileges to evaluate including performance of H&P, diagnose, consult, and treat adult patients presenting with illnesses, injuries, and disorders of the kidneys. These privileges include, but are not limited to, placement of temporary vascular access for hemodialysis; management of acute and chronic hemodialysis; placement of (temporary and permanent) catheter for peritoneal dialysis; management of peritoneal dialysis; continuous renal replacement therapy; initiation and supervision of continuous ultrafiltration/dialysis; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows, and other persons in training.

**Christina H. Bryndzia, DO**  
**Department of Pediatrics/Critical Care**

- Pediatric Deep Sedation

**Amy L. Jaeger, MD, Active Staff**  
**Department of Medicine/Allergy, Pulmonary & Critical Care**

- Interventional Pulmonary Core: Privileges to evaluate including performance of H&P, diagnose, consult, and treat adult patients presenting with diseases and disorders of the organs of the thorax or chest. Advanced diagnostic procedures include, but are not limited to, diagnostic bronchoscopy with computer-aided navigational bronchoscopy; needle biopsy of the lung; auto-fluorescence bronchoscopy; and narrow-band imaging. Therapeutic procedures include, but are not limited to, rigid bronchoscopy; ablation of unwanted tissue using electrosurgery, laser, cryotherapy, photoinducible cell damage (photodynamic therapy) and microdissection; bronchial thermoplasty; stent placement; balloon dilatation of the airway; and endobronchial valve placement. Diagnostic and therapeutic pleural procedures include, but not limited to, medical thoracoscopy; pleurodesis; thoracostomy; indwelling pleural catheter placement; and percutaneous and endoscopic pleural biopsy. Miscellaneous procedures include, but are not limited to, whole lung lavage and percutaneous tracheotomy. Supervision of physician assistants with prescriptive authority; and supervision of residents, fellows, and others in training.

**New Applications—Advanced Practice Providers**

**Lauren E. Armstrong, CAA, Anesthesiologist Assistant**  
**Department of Anesthesiology**

- Anesthesiologist Assistant - Certified Privileges: Under the direction and supervision of the responsible and credentialed Anesthesiologist(s) who possesses UWHC privileges, an Anesthesiologist Assistant may perform the following: preanesthesia evaluation and preparation; administration of general and regional anesthesia and all levels of sedation techniques; postanesthesia care for children, adolescent, and adult patients; and assess, stabilize, and determine disposition of patients with emergent conditions consistent with policy regarding emergency and consultative call services. These privileges also include ordering respiratory therapy.

**Taylor R. Holewinski, CAA, Anesthesiologist Assistant**  
**Department of Anesthesiology**

- Anesthesiologist Assistant - Certified Privileges: Under the direction and supervision of the responsible and credentialed Anesthesiologist(s) who possesses UWHC privileges, an Anesthesiologist Assistant may perform the following: preanesthesia evaluation and preparation; administration of general and regional anesthesia and all levels of sedation techniques; postanesthesia care for children, adolescent, and adult patients; and assess, stabilize, and
determine disposition of patients with emergent conditions consistent with policy regarding emergency and consultative call services. These privileges also include ordering respiratory therapy.

**Nathaniel L. Myers, CAA, Anesthesiologist Assistant**

**Department of Anesthesiology**

- Anesthesiologist Assistant - Certified Privileges: Under the direction and supervision of the responsible and credentialed Anesthesiologist(s) who possesses UWHC privileges, an Anesthesiologist Assistant may perform the following: preanesthesia evaluation and preparation; administration of general and regional anesthesia and all levels of sedation techniques; postanesthesia care for children, adolescent, and adult patients; and assess, stabilize, and determine disposition of patients with emergent conditions consistent with policy regarding emergency and consultative call services. These privileges also include ordering respiratory therapy.

**Christina Stagg, NP, Advance Practice Nurse**

**Department of Pediatrics/Neonatology**

- Pediatrics/Neonatology NP Core Privileges: Under the direction of and in collaboration with a physician, the NP is granted privileges to promote health, prevent disease, assess/evaluate including performance of H & P, diagnose, consult and manage premature & critically ill neonatal patients and ill newborns through 1 (one) year of life. These privileges include but are not limited to the following core procedures: umbilical catheter insertion (arterial or venous catheter); endotracheal tube placement/intubation; PICC insertion; thoracentesis, suturing, and wound debridement. These privileges include ordering respiratory therapy and blood products.
  - Prescriptive Authority
  - Arterial lines insertion
  - Chest tube insertion and removal
  - Lumbar puncture

**Liberty J. Zyduck, NP, Advance Practice Nurse**

**Department of Pediatrics/Neonatology**

- Pediatrics/Neonatology NP Core Privileges: Under the direction of and in collaboration with a physician, the NP is granted privileges to promote health, prevent disease, assess/evaluate including performance of H & P, diagnose, consult and manage premature & critically ill neonatal patients and ill newborns through 1 (one) year of life. These privileges include but are not limited to the following core procedures: umbilical catheter insertion (arterial or venous catheter); endotracheal tube placement/intubation; PICC insertion; thoracentesis, suturing, and wound debridement. These privileges include ordering respiratory therapy and blood products.
  - Prescriptive Authority
  - Arterial lines insertion
  - Chest tube insertion and removal
  - Lumbar puncture

![Page 17 of 270](image-url)
Use of surgical laser - Diode for glaucoma.
Use of surgical laser - YAG capsulotomy, iridotomy, cyclophotocoagulation.
Use of surgical laser - Keratorefractive surgery

Joshua J. LaRocque, MD, Active Staff
Department of Neurology
Neurology Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult, and provide medical treatment to patients presenting with illnesses or injuries of the neurological system. These privileges include, but are not limited to, lumbar puncture; EEG interpretation and operative monitoring; and performing waived laboratory testing not requiring an instrument, including but not limited to fecal occult blood, urine dipstick, and pH by paper methods; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows and others in training. These privileges also include care of patients via telemedicine.

July 5, 2021

New Applications—Medical Staff

Ankush Bhatia, MD, Active Staff
Department of Neurology
Neurology Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult, and provide medical treatment to patients presenting with illnesses or injuries of the neurological system. These privileges include, but are not limited to, lumbar puncture; EEG interpretation and operative monitoring; EMG and nerve conduction studies; muscle and nerve biopsy; and performing waived laboratory testing not requiring an instrument, including but not limited to fecal occult blood, urine dipstick, and pH by paper methods; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows and others in training. These privileges also include care of patients via telemedicine.

Vinaya P. Bhatia, MD, Active Staff
Department of Urology
Urology Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult, and surgically treat patients presenting with illnesses or injuries of the genitourinary system; and performing waived laboratory testing not requiring an instrument, including but not limited to fecal occult blood, urine dipstick, and vaginal pH by paper methods; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows and others in training. These privileges include care of patients via telemedicine.

Rachel M. Engen, MD, Active Staff
Department of Pediatrics/Nephrology
Pediatric Nephrology Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult and treat infants, children, and adolescents with documented or possible nephrologic disease. These privileges include, but are not limited to, hemodialysis; peritoneal dialysis; hemofiltration; kidney biopsy; paracentesis; peritoneal dialysis catheter placement; hemodialysis catheter placement; provision of immediate and longitudinal care for adults previously treated for pediatric nephrology conditions; and supervision of residents, fellows and others in training.

Jacob C. Halvorsen, DO, Active Staff
Department of Orthopedics and Rehabilitation/Rehab Medicine
Rehabilitation Medicine Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult, and treat patients presenting with acute or chronic neuromuscular disease or disabilities. These privileges include, but are not limited to, anesthetic nerve block; arthrocentesis, electrodiagnosis, injection of neuromuscular block; neurolytic nerve block; soft tissue injection; and performing waived laboratory testing not requiring an instrument, including but not limited to fecal occult blood, urine dipstick, and pH by paper methods; supervision of
David I. Kinsman, MD, Active Staff  
Department of Anesthesiology  
- Anesthesiology Core Privileges: Privileges to evaluate including performance of H&P, consult and administer anesthesia to patients for relief and prevention of pain during and following surgical, therapeutic and diagnostic procedures, including the monitoring and maintenance of normal physiology during the perioperative period and perform waived laboratory testing not requiring an instrument; including but not limited to fecal occult blood, urine dipstick, and pH by paper methods. Supervision of Anesthesiologist Assistants included in these privileges. These privileges include supervision of residents, fellows, and others in training.

Justin B. Levinson, MD, Active Staff  
Department of Medicine/Rheumatology  
- Rheumatology Core Privileges: Privileges to evaluate including performance of H&P, diagnose, consult, and treat adult patients with medical illnesses. These privileges also include care of patients via telemedicine. These privileges include, but are not limited to, diagnostic or therapeutic joint aspiration/injection, endometrial biopsy, endocervical polyp removal/biopsy, intrauterine device (IUD) insertion, punch biopsy of the skin, percutaneous needle biopsy of a breast mass or skin lesion, soft tissue injection, liquid nitrogen cryosurgery of the skin or other appropriate lesion, and perform waived laboratory testing not requiring an instrument; including but not limited to fecal occult blood, urine dipstick, and pH by paper methods and supervision of residents, fellows, and others in training.

Elizabeth B. McBride, MD, Active Staff  
Department of Pediatrics/Neonatology  
- Neonatology-Perinatology Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult and provide care for infants who have severe or life-threatening medical conditions requiring specialized knowledge or skills. These privileges include, but are not limited to, counseling, including antenatal maternal consults. Administration of sedative agents and other medications including narcotics and vasoactive drugs to neonates. Request and perform diagnostic tests. Transport supervision and management.

- Umbilical artery and vein catheterization, peripheral and cut-down arterial and venous line placement, central arterial and venous line placement, arterial and venous phlebotomy, bone marrow aspiration, exchange and partial exchange transfusion, intraosseous line placement, chest tube placement, abdominal paracentesis, thoracentesis, suprapubic bladder aspiration, circumcision, oral or nasogastric tube placement, endotracheal intubation, laryngeal mask airway placement, pericardiocentesis, lumbar puncture, skin punch and muscle biopsy, cardioversion/defibrillation, I & D of abscess. Emergency cricothyrotomy. Wound and burn care including sutures, closed-fracture management.

- Management of modalities that provide PEEP (CPAP, high flow nasal cannula), non-invasive ventilation, mechanical ventilation, high frequency ventilation, T-piece. Inhaled medications (including surfactant administration, HeliOx and Nitrice Oxide). Neonatal resuscitation. Hypothermia (including head and/or total body cooling), management of ECMO.

- Performance and interpretation of electrocardiogram (ECG), amplitude integrated electroencephalogram (aEEG), functional echocardiography, non-diagnostic bedside ultrasonography, and polysomnography utilizing 8 or less channels (including home monitor downloads); and supervision of NNPs, NICU and Newborn Hospitalists, residents, fellows, and others in training.

Jenna L. Racine, MD, Active Staff  
Department of Obstetrics and Gynecology/Maternal Fetal Medicine  
- Obstetrics Core Privileges: Privileges to evaluate including performance of H&P, diagnose, consult and treat pregnant patients. These privileges include, but are not limited to, ultrasound; fetal monitoring; amniocentesis; and performing waived laboratory testing not requiring an instrument, including but not limited to fecal occult blood, urine dipstick, and pH by paper methods; and supervision of residents, fellows and others in training.

- Emergency Obstetrics Core Privileges: Privileges to evaluate including performance of H&P, diagnose, manage, and surgically treat pregnant and post-partum patients admitted to UWHC. This does not permit admission for the primary purpose of obstetrical services, except when such admission is required by law in emergencies. These privileges include, but are not limited to, vaginal delivery; outlet forceps delivery; cesarean section; electronic fetal monitoring; D&C and/or uterine exploration and exploratory laparotomy for post-partum hemorrhage and supervision of residents, fellows and others in training.
Sarah E. Schroeder, MD, Active Staff  
**Department of Anesthesiology**
- Anesthesiology Core Privileges: Privileges to evaluate including performance of H&P, consult and administer anesthesia to patients for relief and prevention of pain during and following surgical, therapeutic and diagnostic procedures, including the monitoring and maintenance of normal physiology during the perioperative period and perform waived laboratory testing not requiring an instrument; including but not limited to fecal occult blood, urine dipstick, and pH by paper methods. Supervision of Anesthesiologist Assistants included in these privileges. These privileges include supervision of residents, fellows, and other persons in training.
  - Fluoroscopy
  - Pain Management Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult, and treat patients presenting with acute or chronic pain. These privileges include, but are not limited to, anesthetic nerve block; arthrocentesis; injection of neuromuscular block; neurolytic nerve block; botulinum toxin injection; epidural steroid injections/selective nerve root block; facet joint injections/medial and lateral branch blocks; major joints blocks/steroid injection; radiofrequency neurolysis; sympathetic ganglion blocks; trigger point injection; soft tissue injection; and performing waived laboratory testing not requiring an instrument, including but not limited to fecal occult blood, urine dipstick, and pH by paper methods; supervision of residents, fellows and others in training.
  - Intrathecal pain pump
  - Spinal cord stimulation trial and implant

Ellen M. Selkie, MD, Active Staff  
**Department of Pediatrics/General**
- Pediatric Major Care Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult and provide care for infants, children and adolescents with complex problems or severe illnesses, including those that are potentially life-threatening. These privileges also include care of patients via telemedicine. These privileges include, but are not limited to, lumbar puncture; peripheral arterial puncture; peripheral venous puncture; neonatal circumcision; intubation; suprapubic bladder tap in the care of newborn infants greater than 2000 grams; and performing waived laboratory testing not requiring an instrument, including but not limited to fecal occult blood, urine dipstick, and pH by paper methods; supervision of residents, fellows and others in training.

Daniel D. Shapiro, MD, Active Staff  
**Department of Urology**
- Urology Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult, and surgically treat patients presenting with illnesses or injuries of the genitourinary system; and performing waived laboratory testing not requiring an instrument, including but not limited to fecal occult blood, urine dipstick, and vaginal PH by paper methods; supervision of residents, fellows and others in training. These privileges include care of patients via telemedicine.
  - Use of surgical laser
  - Laparoscopic urologic procedures
  - Fluoroscopy
  - Use of surgical robot for procedures otherwise privileged to perform.

Janelle N. Sobecki, MD, Active Staff  
**Department of Obstetrics and Gynecology/Gynecologic Oncology**
- Medical Gynecology Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult, and medically treat patients presenting with disorders of the female urogenital tract. These privileges include, but are not limited to, evaluation for gynecologic disease, screening for gynecologic cancers (including breast cancer), family planning and contraception, evaluation and treatment of endocrine dysfunction and infertility, termination pregnancy, colposcopy and cervical biopsy, endometrial biopsy, gynecologic ultrasound, evaluation and treatment of incontinence; and performing waived laboratory testing not requiring an instrument, including but not limited to fecal occult blood, urine dipstick, and pH by paper methods; supervision of residents, fellows and others in training.
  - Surgical Gynecology Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult, and surgically treat patients presenting with benign and pre-malignant disorders of the female urogenital tract. These privileges include, but are not limited to, pelvic endoscopic procedures; dilatation & curettage of the uterus; surgical termination pregnancy; surgical exploration of abdomen, major and minor abdominal and vaginal surgical procedures, repair of simple injuries to the bladder or bowel, appendectomy, evaluation and treatment of incontinence; supervision of residents, fellows and others in training.
  - Special competence - Gynecologic Oncology: Privileges to admit, evaluate including performance of H&P,
diagnose, consult and provide surgical and therapeutic treatment to women with malignant diseases, including carcinomas of the cervix, uterus, vulva, and vagina. These privileges include, but are not limited to, microsurgery; venous access procedures; chemotherapy; use of surgical laser; pelvic exenteration; performance of procedures on the bowel, ureters, urethra, and bladder; radical hysterectomy with lymph node dissection; skin grafts and myocutaneous flaps for reconstruction; splenectomy; and retroperitoneal surgery for cancer.

- Use of surgical robot for procedures otherwise privileged to perform.

Duane F. Szczepanski, MD, Active Staff
Department of Anesthesiology/General

- Anesthesiology Core Privileges: Privileges to evaluate including performance of H&P, consult and administer anesthesia to patients for relief and prevention of pain during and following surgical, therapeutic and diagnostic procedures, including the monitoring and maintenance of normal physiology during the perioperative period and perform waived laboratory testing not requiring an instrument; including but not limited to: laparoscopic surgery, upper gastrointestinal endoscopy, colonoscopy, insertion and management of arterial catheter, insertion and management of chest tubes, insertion and management of central venous catheters, lumbar puncture, pericardiocentesis, tracheostomy, paracentesis, management of trauma, and complete care of critically ill patients with underlying surgical conditions; performing waived laboratory testing not requiring an instrument, including but not limited to: fecal occult blood, urine dipstick, and pH by paper methods. Supervision of Anesthesiologist Assistants included in these privileges. These privileges include supervision of residents, fellows, and other persons in training.

Roberto J. Vidri Alonso-Rochi, MD, Active Staff
Department of Surgery/Acute Care and Regional General

Note: No Inpatient/Admitting Privileges and No Independent Privileges OUTSIDE the Emergency Room setting

- General Surgery Core Privileges: Privileges to evaluate including performance of H&P, diagnose, consult, and treat patients presenting with disorders, illnesses or injuries of the alimentary tract, the abdomen and its contents, breast, skin, soft tissue, head and neck, endocrine system and minor extremity surgery. These privileges include, but are not limited to, laparoscopic surgery, upper gastrointestinal endoscopy, colonoscopy, insertion and management of arterial catheter, insertion and management of chest tubes, insertion and management of central venous catheters, lumbar puncture, pericardiocentesis, tracheostomy, paracentesis, management of trauma, and complete care of critically ill patients with underlying surgical conditions; performing waived laboratory testing not requiring an instrument, including but not limited to fecal occult blood, urine dipstick, and pH by paper methods; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows and others in training. These privileges include care of patients via telemedicine.

- Fluoroscopy

Amr A. Youssef, MBBS, Active Staff
Department of Medicine/Cardiovascular Medicine

- Internal Medicine/Major Care Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult, and treat adult patients with medical illnesses. These privileges also include care of patients via telemedicine. These privileges include, but are not limited to, lumbar puncture, thoracentesis, paracentesis, arterial line insertion, diagnostic or therapeutic joint aspiration/injection, endometrial biopsy, endocervical polyp removal/biopsy, intrauterine device (IUD) insertion, punch biopsy of the skin, percutaneous needle biopsy of a breast mass or skin lesion, soft tissue injection, liquid nitrogen cryosurgery of the skin or other appropriate lesion, and perform waived laboratory testing not requiring an instrument; including but not limited to: fecal occult blood, urine dipstick, and pH by paper methods and supervision of residents, fellows, and others in training.

- Cardiac Imaging: Transthoracic echocardiography
- Cardiac Imaging: Transesophageal echocardiography
- Cardiac Imaging: Stress echocardiography
- Cardiac Imaging: Nuclear Cardiology
- Adult Moderate Sedation-- ONLY within University Hospital or UW Health at The American Center
- Radiology: Reading Nuclear Cardiology Studies

Reinstatement—Medical Staff

Meisam H. Moghbelli, MD, Active Staff
Department of Medicine/Cardiovascular Medicine

- Internal Medicine/Major Care Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult, and treat adult patients with medical illnesses. These privileges also include care of patients via telemedicine. These privileges include, but are not limited to, lumbar puncture, thoracentesis, paracentesis, arterial line insertion, diagnostic or therapeutic joint aspiration/injection, endometrial biopsy, endocervical polyp removal/biopsy, intrauterine device (IUD) insertion, punch biopsy of the skin, percutaneous needle biopsy of a breast mass or skin lesion, soft tissue injection, liquid nitrogen cryosurgery of the skin or other appropriate lesion, and perform waived laboratory testing not requiring an instrument; including but not limited to: fecal occult blood, urine dipstick, and pH by paper methods and supervision of residents, fellows, and others in training.
removal/biopsy, intrauterine device (IUD) insertion, punch biopsy of the skin, percutaneous needle biopsy of a breast mass or skin lesion, soft tissue injection, liquid nitrogen cryosurgery of the skin or other appropriate lesion, and perform waived laboratory testing not requiring an instrument; including but not limited to fecal occult blood, urine dipstick, and pH by paper methods and supervision of residents, fellows, and others in training.

- Cardiovascular Medicine Core Privileges: Privileges to evaluate including performance of H&P, diagnose, consult, and treat adult patients presenting with diseases of the heart and blood vessels. These privileges include, but are not limited to, cardioversion; insertion and management of central venous and pulmonary artery catheters; use of thrombolytic agents; pericardiocentesis; Holter scan interpretation; treadmill testing; temporary transvenous pacemaker placement; supervision of physician assistants with prescriptive authority; and supervision of residents, fellows, and others in training.
- Cardiac Imaging: Transthoracic echocardiography
- Cardiac Imaging: Transesophageal echocardiography

**Additional Privileges—Medical Staff**

**Alison R. Gegios, MD, Active Staff**  
**Department of Radiology/Breast Imaging**

- Breast Imaging: Including but not limited to breast image guided needle biopsy, ablation, drainage or aspiration; image guided localization or analysis for surgery, biopsy or treatment planning using any imaging modality.

**Edward M. Lawrence, MD, Active Staff**  
**Department of Radiology/Abdominal Imaging**

- Abdominal Imaging: Including but not limited to Image guided analysis for surgery, biopsy or treatment planning using any imaging modality; Image guided spinal and/or paraspinal injection, aspiration, biopsy, ablation; guided needle, biopsy, ablation, drainage or aspiration; Image guided catheter placement; Image guided ablation and/or operative imaging of thoracolumbar or pelvic neoplasms.
- Nuclear Medicine Core Privileges: Consultation, performance, and interpretation of all routine and non-routine nuclear medicine procedures to make diagnostic evaluations, by both in vivo and in vitro techniques, of the anatomic and/or physiologic conditions of the body. These privileges include supervision of physician assistants with prescriptive authority; and supervision of residents, fellows, and others in training.

**Floreta I. Shapiro, DO, Active Staff**  
**Department of Medicine/Geriatrics**

- Internal Medicine/Major Care Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult, and treat adult patients with medical illnesses. These privileges also include care of patients via telemedicine. These privileges include, but are not limited to, lumbar puncture, thoracentesis, paracentesis, arterial line insertion, diagnostic or therapeutic joint aspiration/injection, endometrial biopsy, endocervical polyp removal/biopsy, intrauterine device (IUD) insertion, punch biopsy of the skin, percutaneous needle biopsy of a breast mass or skin lesion, soft tissue injection, liquid nitrogen cryosurgery of the skin or other appropriate lesion, and perform waived laboratory testing not requiring an instrument; including but not limited to fecal occult blood, urine dipstick, and pH by paper methods and supervision of residents, fellows, and others in training.
- Geriatric Medicine Core Privileges: Privileges to admit, evaluate including performance of H&P, diagnose, consult, and treat patients presenting with diseases and disorders of the elderly. These privileges include supervision of physician assistants with prescriptive authority; and supervision of residents, fellows, and others in training.

**Andrew L. Wentland, MD, Active Staff**  
**Department of Radiology/Abdominal Imaging**

- Abdominal Imaging: Including but not limited to Image guided analysis for surgery, biopsy or treatment planning using any imaging modality; Image guided spinal and/or paraspinal injection, aspiration, biopsy, ablation; guided needle, biopsy, ablation, drainage or aspiration; Image guided catheter placement; Image guided ablation and/or operative imaging of thoracolumbar or pelvic neoplasms.

**New Applications—Advanced Practice Providers**

**Amory S. Balucating, CRNA, Advance Practice Nurse**  
**Department of Anesthesiology**

- Certified Registered Nurse Anesthetist Core Privileges: preanesthesia evaluation and preparation, administration of general and regional anesthesia and all levels of sedation techniques, and postanesthesia care for children, adolescent, and adult patients under the direct supervision of physician members of the medical staff. May provide care to patients in the intensive care setting in conformance with unit policies. Assess, stabilize, and determine disposition of patients with emergent conditions consistent with medical staff policy regarding emergency and consultative call services. May also order respiratory therapy.
Elizabeth E. Dolan, PA, Physician Assistant
Department of Medicine/Gastroenterology & Hepatology
- General PA Core Privileges: Privileges to assess/evaluate, perform history and physical, diagnose, consult, manage, prevent disease and promote the health of any patient regardless of age and in any setting. Treatment of these patients includes the following, but not limited to, ordering and performing diagnostic studies, performing routine therapeutic procedures, incision and drainage of abscess, injections, suturing, wound care, and ordering respiratory therapy and blood products.
- PA Gastroenterology & Hepatology Core Privileges: Privileges to manage and treat patients with gastroenterology and hepatology disorders and related issues.
- Prescriptive Authority

Krista L. Dopf, PA, Physician Assistant
Department of Medicine/Rheumatology
- General PA Core Privileges: Privileges to assess/evaluate, perform history and physical, diagnose, consult, manage, prevent disease and promote the health of any patient regardless of age and in any setting. Treatment of these patients includes the following, but not limited to, ordering and performing diagnostic studies, performing routine therapeutic procedures, incision and drainage of abscess, injections, suturing, wound care, and ordering respiratory therapy and blood products.
- PA Rheumatology Core Privileges: Privileges to manage and treat adolescent and adult patients with rheumatologic conditions.
- Prescriptive Authority

Katherine Melde, NP, Advance Practice Nurse
Department of Urology
- Adult NP Core Privileges: Privileges to assess/evaluate, perform history and physical, diagnose, consult, manage, prevent disease and promote the health of adolescent and adult patients in any setting. Treatment of these patients includes the following, but not limited to, ordering and performing diagnostic studies, performing routine therapeutic procedures, injections, and ordering respiratory therapy and blood products.
- NP Urology Core Privileges: Privileges to manage and treat patients with urological conditions and related issues.
- Prescriptive Authority

Ross S. Pinter, PA, Physician Assistant
Department of Medicine/Infectious Disease
- General PA Core Privileges: Privileges to assess/evaluate, perform history and physical, diagnose, consult, manage, prevent disease and promote the health of any patient regardless of age and in any setting. Treatment of these patients includes the following, but not limited to, ordering and performing diagnostic studies, performing routine therapeutic procedures, incision and drainage of abscess, injections, suturing, wound care, and ordering respiratory therapy and blood products.
- PA Infectious Disease Core Privileges: Privileges to manage and treat patients with infectious disease related issues.
- Prescriptive Authority

Hannah L. Sleep, CRNA, Advance Practice Nurse
Department of Anesthesiology
- Certified Registered Nurse Anesthetist Core Privileges: preanesthesia evaluation and preparation, administration of general and regional anesthesia and all levels of sedation techniques, and postanesthesia care for children, adolescent, and adult patients under the direct supervision of physician members of the medical staff. May provide care to patients in the intensive care setting in conformance with unit policies. Assess, stabilize, and determine disposition of patients with emergent conditions consistent with medical staff policy regarding emergency and consultative call services. May also order respiratory therapy.

Reinstatement--Advanced Practice Providers
Natasha M. Myers, CRNA, Advance Practice Nurse
Department of Anesthesiology
- Certified Registered Nurse Anesthetist Core Privileges: preanesthesia evaluation and preparation, administration of general and regional anesthesia and all levels of sedation techniques, and postanesthesia care for children, adolescent, and adult patients under the direct supervision of physician members of the medical staff. May provide care to patients in the intensive care setting in conformance with unit policies. Assess, stabilize, and determine disposition of patients with emergent conditions consistent with medical staff policy regarding emergency and consultative call services. May also order respiratory therapy.
Additional Privileges--Advanced Practice Providers

John D. Beck, PA
Department of Surgery/Cardiothoracic
• PA Cardiothoracic Surgery VAD Core Privileges

Jillian M. Bodden Hoenisch, NP (Adult Gerontology Primary Care NP)
Department of Medicine/Geriatrics
• Paring of calluses and toenail care

Janyne R. Bolliger, PA
Department of Surgery/Cardiothoracic
• PA Cardiothoracic Surgery VAD Core Privileges

Eryn E. Bresser, PA
Department of Surgery/Vascular
• Sharp debridement of a wound

Kayli R. Kuhl, PA
Department of Surgery/Cardiothoracic
• PA Cardiothoracic Surgery VAD Core Privileges

Transfers

Janyne R. Bolliger, PA, Physician Assistant
Add privileges: transfer to Medicine/Pulmonary
Also: Reappointment of CT Surgery privileges
• General PA Core Privileges: Privileges to assess/evaluate, perform history and physical, diagnose, consult, manage, prevent disease and promote the health of any patient regardless of age and in any setting. Treatment of these patients includes the following, but not limited to, ordering and performing diagnostic studies, performing routine therapeutic procedures, incision and drainage of abscess, injections, suturing, wound care, and ordering respiratory therapy and blood products.
• PA Pulmonary Core Privileges: Privileges to manage and treat patients with diseases and disorders of the organs of the thorax or chest.
• PA Pulmonary Procedural Core Privileges: chest tube removal
• Prescriptive Authority

Camille E. Conway, NP, Advance Practice Nurse
Add privileges: transfer to Medicine/Hospital Medicine
• Adult NP Core Privileges: Privileges to assess/evaluate, perform history and physical, diagnose, consult, manage, prevent disease and promote the health of adolescent and adult patients in any setting. Treatment of these patients includes the following, but not limited to, ordering and performing diagnostic studies, performing routine therapeutic procedures, injections, and ordering respiratory therapy and blood products.
• NP Hospital Medicine Core Privileges: Privileges to manage and treat adolescents and adults with acute and chronic medical diseases and disorders and adult medical ICU patients (excluding trauma patients) in the inpatient setting. This includes patients admitted to the Hospitalist service and for whom a Hospitalist consultation has been requested.
• Prescriptive Authority
• Lumbar puncture

Jennifer E. Schmidt, PA, Physician Assistant
Add privileges: transfer to Surgery/Colorectal
Also: Reappointment of CT Surgery privileges
• General PA Core Privileges: Privileges to assess/evaluate, perform history and physical, diagnose, consult, manage, prevent disease and promote the health of any patient regardless of age and in any setting. Treatment of these patients includes the following, but not limited to, ordering and performing diagnostic studies, performing routine therapeutic procedures, incision and drainage of abscess, injections, suturing, wound care, and ordering respiratory therapy and blood products. Assist in surgery to include, but not limited to, first assist on major or minor surgeries.
PA General Surgery Procedural Core Privileges: Procedural privileges include but are not limited to aspiration or drainage of seroma or hematoma, core biopsy, gastrostomy tube removal, hemorrhoidal banding, minor skin/subcutaneous procedures, pouch endoscopy, and rectal dilation.

- Prescriptive Authority

**Focused Professional Practice Evaluation Review**

The following focused review applications have been endorsed by the UWHC Credentials Committee and the appropriate peer committee, if applicable, and are recommended to the Medical Board for approval/action:

<table>
<thead>
<tr>
<th>Name</th>
<th>Department/Section</th>
<th>Staff Status</th>
</tr>
</thead>
<tbody>
<tr>
<td>Klein, Janna, NP</td>
<td>Neurology/Pediatric Neurology</td>
<td>APN</td>
</tr>
<tr>
<td>Richter, Molly, PA</td>
<td>Surgery/Plastic</td>
<td>PA</td>
</tr>
<tr>
<td>Bhatti, Anila S., MD</td>
<td>Anesthesiology</td>
<td>Active Staff</td>
</tr>
<tr>
<td>Ferris, Jacob I., MD</td>
<td>Psychiatry</td>
<td>Active Staff</td>
</tr>
<tr>
<td>Selthafner, John V., MD</td>
<td>Anesthesiology/General</td>
<td>Active Staff</td>
</tr>
</tbody>
</table>

**Focused Professional Practice Evaluation Review- Additional Privileges**

The following focused review applications have been endorsed by the UWHC Credentials Committee and the appropriate peer committee, if applicable, and are recommended to the Medical Board for approval/action:

<table>
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<tbody>
<tr>
<td>Koschak, Barbara J., NP</td>
<td>Anesthesiology</td>
<td>APN</td>
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<td>Rozema, Kathy A., NP</td>
<td>Family Medicine and Community Health</td>
<td>APN</td>
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<td>Weier, Kari, NP</td>
<td>Pediatrics/Hematology/Oncology</td>
<td>APN</td>
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<tr>
<td>Beyer, Kristine A., PA</td>
<td>Surgery/Acute Care and Regional General</td>
<td>PA</td>
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<tr>
<td>Atluru, Sreevalli, MD</td>
<td>Family Medicine and Community Health</td>
<td>Active Staff</td>
</tr>
<tr>
<td>Benson, Mark E., MD</td>
<td>Medicine/Gastroenterology &amp; Hepatology</td>
<td>Active Staff</td>
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</tbody>
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Executive Summary

UWHC
Medical Staff Bylaws Amendments—2021
Medical Staff Bylaws Amendments—2021

Recommendations and Approvals:
- Approved by the Bylaws Committee: June 9, 2021
- Approved by the Medical Board: June 10, 2021
- Approved by the Medical Staff: June 25, 2021
- Submitted to the UWHCA Board of Directors: July 2, 2021
- Approved by UWHCA Board of Directors: anticipated July 22, 2021

RECOMMENDED SUBSTANTIVE AMENDMENTS:

<table>
<thead>
<tr>
<th>Section</th>
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<tr>
<td>Article III; Section 1(e) (Qualifications)</td>
<td>Membership shall not be denied on the basis of age, race, color, sex, gender, religion, creed, sexual orientation, national origin, ethnic/national identity, or type of procedure or patient (e.g., Medicaid) in which the applicant specializes.</td>
<td>Added “gender” to the list of protected categories. This addition is required by NCQA (delegated audit requested this update).</td>
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| Article VIII; Section 5 (Leave of Absence) | a. Any medical staff member or advanced practice provider may request a voluntary leave of absence by submitting a written request to the chief medical officer.  
   b.a. Individuals with clinical privileges shall request Medical Staff Administration advance notice of a leave of absence whenever such individual intends to be absent or knows that he or she may be absent from usual practice for a period of ninety (90) or more days, or a for fewer than ninety one-hundred (90100) days when such individual has reason to think that such leave may affect his or her ability to safely exercise clinical privileges upon return to practice. Any such request shall be made in writing to the chief medical officer. This section is not intended to apply to practitioners or professionals who have a low volume at the hospital but are otherwise maintaining an active practice outside the hospital.  
   c.b. A request notice for leave must include the reason for the request leave and state the expected beginning date and expected ending date for the period of leave requested. | We’ve revised this section to require providers to notify Med Staff Administration in the event of a leave of absence of 100 days or more rather than requiring providers to request approval for a leave of absence. Additionally, we have changed the minimum length of a leave that requires notice and approval for return from 90 days of leave to 100 days of leave. |
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<td>d.</td>
<td>The chief medical officer shall forward any request for leave to the Credentials Committee, which shall determine whether to grant the leave, subject to the approval of the Medical Board. Denial of a request for leave does not entitle the requesting person to a hearing or appeal under these Bylaws.</td>
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<td>e.c.</td>
<td>During the period of leave, the medical staff member or advanced practice provider shall not exercise any clinical privileges, and any responsibilities or prerogatives of medical staff membership shall be inactive. A medical staff member or advanced practice provider on leave is required to maintain his or her appointment to the faculty of SMPH, in as required by accordance with Article III, or employment required by Article V, as applicable Section 1(d). A person granted on a leave of absence is still required to timely submit an application for reappointment and/or renewal of clinical privileges to avoid expiration of membership and privileges.</td>
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<td>f.d.</td>
<td>At least thirty (30) calendar days prior to the requested expected termination of a leave of absence and return to clinical practice, a person granted on leave shall may request reinstatement of membership and privileges by submitting a written request to the chief medical officer. The request for reinstatement shall include a summary of relevant activities during leave; a written plan from the clinical service chief or designee for reintroduction to clinical practice; and, if requested by the Credentials Committee or Medical Board, information regarding the person's current competence and health. The Credentials Committee shall review the reintroduction plan prior to the medical staff member or advance practice provider's return to clinical practice and determine whether to grant the request for reinstatement, subject to the approval of the Medical Board, and shall promptly notify the person in writing whether the request has been granted. A person granted reinstatement shall provide a written report to the Credentials Committee promptly upon completion of the reintroduction plan. Any right to hearing or appeal for denial of reinstatement shall be governed by Exhibit 1 or Exhibit 2 to these Bylaws Article X.</td>
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<td>Return from a leave of absence continues to require approval by the Credentials Committee and Medical Board, with appropriate reintroduction plan.</td>
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<td>Article IX; Section 4; second paragraph (Automatic Suspension)</td>
<td>Prior to reinstating privileges that have been automatically suspended for a period of ninety (90) one hundred (100) days or longer, the person shall submit a written request to Medical Staff Administration for reinstatement. Such request shall include a summary of relevant activities during suspension; a written plan from the clinical service chief or designee for reintroduction to clinical practice; and, if requested, information regarding the person’s current competence and health.</td>
<td>Changed timeframe to align with leave of absence provisions noted above.</td>
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<td>Article XII; Section 3; subsection b (Functions of Chief of Clinical Service)</td>
<td>b. A chief may delegate tasks required to carry out the responsibilities above, including the signing of the service’s recommendations as outlined in Section 3(a)(5), so long as (i) the chief remains ultimately responsible for the clinical service chief functions; and (ii) the chief notifies Medical Staff Administration in writing of the names of any individual in the chief’s clinical service who has been delegated authority by the chief to sign documents related to credentialing, privileging, and/or staff appointment on behalf of the department.</td>
<td>This language has been added to allow Service Chiefs the flexibility to delegate authority to sign credentialing/privileging documents on behalf of the Chief so long as Medical Staff Administration is notified of the delegation by the Chief, and so long as the Service Chief remains ultimately responsible for all duties outlined in this Section 3. In current state, Service Chiefs must personally sign credentialing/privileging documentation, so this allows for delegation where the Service Chief determines such delegation would be appropriate.</td>
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</table>

**RECOMMENDED AMENDMENTS FOR CLARITY, TO CORRECT TYPOGRAPHICAL ERRORS, AND TO REFLECT CURRENT PROCEDURES:**

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<tr>
<th>Section</th>
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<tbody>
<tr>
<td>Throughout Bylaws</td>
<td>Changed references to “he/she” to “their” and “him/her” to “them”</td>
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<tr>
<td>Section</td>
<td>Amendment</td>
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<tr>
<td>Throughout Bylaws</td>
<td>Fixed cross references where they referred to wrong exhibit or section</td>
</tr>
<tr>
<td>Throughout Bylaws</td>
<td>Changes to correct grammatical inconsistencies</td>
</tr>
</tbody>
</table>
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Preamble
The medical staff is accountable for the quality of care in the University of Wisconsin Hospitals and Clinics ("UWHC"), and it accepts and assumes this responsibility subject to the authority of the University of Wisconsin Hospitals and Clinics Authority Board of Directors ("Board of Directors"). The medical staff practicing in the University of Wisconsin Hospitals and Clinics hereby organizes themselves in conformity with the Bylaws and Rules and Regulations hereinafter stated. University of Wisconsin Hospitals and Clinics comprises all locations of the hospital, including, but not limited to, University Hospital, American Family Children’s Hospital, and UW Health at The American Center. For the purpose of these Bylaws, the term “medical staff” shall be as defined in Article IV.

Article I: Name
The name of this organization shall be the medical staff of the University of Wisconsin Hospitals and Clinics.

Article II: Purpose
The purposes of this organization shall be:

1. To monitor and be responsible for the quality of medical care in the hospital.
2. To recommend to the Board of Directors the appointment or reappointment of applicants to the medical staff of the hospital, the granting or limiting of clinical privileges, and other actions affecting members of the medical staff.
3. To promote clinical education and research.

Article III: Membership

Section 1. Qualifications.

a. Membership on the medical staff is limited to physicians, dentists, podiatrists, and certain other professional staff, as authorized in Article IV, licensed to practice in the State of Wisconsin who can document their background, experience, training, health status, and competence; their adherence to the ethics of their profession; and their ability to work with others sufficiently to assure the appropriate department, medical staff, and the Board of Directors that patients in the hospital will be given high-quality medical care. In these Bylaws, “licensed” to practice in the State of Wisconsin shall mean having a professional license, certificate, or other permit from the state permitting practice in the state.

b. Each member shall be free of any significant physical, mental, or behavioral impairment that interferes with or presents a substantial probability of interfering with patient care, the exercise of clinical privileges, or the assumption and discharge of required responsibilities. Each member shall cooperate in any health assessment required by the UW Health chief executive officer (“CEO”), Chief Clinical Officer (“CCO”), or chief medical officer.

c. Each applicant must agree to participate in the educational programs associated with the University of Wisconsin Hospitals and Clinics. The department must adjudge appointments to be consistent with its overall goals.

d. Medical staff membership is contingent upon initial and continued appointment to the faculty of the appropriate clinical department of the University of Wisconsin School of Medicine and Public Health (“SMPH”). “Faculty,” for the purpose of these Bylaws, includes tenure track, clinical health sciences track, clinician teacher track, and emeritus. “Faculty,” for purposes of these Bylaws, also includes faculty recruited and hired into tenure track, clinical health sciences track, or clinician teacher track with an interim title of visiting professor. This “faculty” designation shall not affect an individual’s appointment as faculty under UW-Madison faculty policies and procedures.
e. Membership shall not be denied on the basis of age, race, color, sex, gender, religion, creed, sexual orientation, national origin, ethnic/national identity, or type of procedure or patient (e.g., Medicaid) in which the applicant specializes.

f. A member is expected to comply with the hospital’s state licensure requirements by having a pre-appointment and a periodic health assessment. A member shall undergo a pre-appointment assessment, including a health history, physical examination, and tuberculin (TB) skin test. Periodically during the appointment, the TB status will be checked by Medical Staff Administration, consistent with hospital policy. 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 their health status affecting their ability to practice medicine. A file will be maintained in the Employee Health Department. That department will verify a member’s compliance with the TB skin test requirement to Medical Staff Administration during the reappointment process.

g. Applicants and members must have no record of conviction of Medicare, Medicaid, or insurance fraud and abuse; payment of civil money penalties for same; or exclusion or prohibition from participation in such programs.

h. Physician applicants and members of the medical staff must either:
   1. be board certified or board eligible by a certifying board accredited by the American Board of Medical Specialties (ABMS) or the American Osteopathic Association (AOA). “Board eligible” is as defined by ABMS and AOA; or
   2. demonstrate equivalent training and experience, plus (1) secure individual approval to be participants in all managed care plans for which UWHC performs delegated credentialing that do not accept delegated credentialing for persons without board eligibility or certification, or (2) present a plan approved by the physician, the applicable department(s), the chief medical officer and the hospital chief financial officer, that addresses how the practice of the physician will be structured to address the lack of participant status in managed care plans for which UWHC performs delegated credentialing.

This section does not apply to physicians granted membership on the medical staff before July 1, 2012 and have maintained their membership continuously since July 1, 2012.

Section 2. Ethics and Ethical Relationships. Members of the medical staff shall conduct themselves in the highest ethical tradition. Specifically, members shall abide by the Principles of Medical Ethics and Code of Medical Ethics adopted by the American Medical Association, the American Dental Association Principles of Ethics and Code of Conduct, American Podiatric Medical Association Code of Ethics, and any other applicable professional, ethical standards and interpretations. In addition, members of the medical staff will not engage in rebating a portion of a fee or utilizing other inducements in exchange for the referral of patients.

Section 3. Additional Conditions of Appointment:
   a. Appointments to the medical staff shall confer on the appointees only such clinical privileges as are specified in the notice of appointment.
   b. Active members must provide for continuous care and supervision of their patients, agree to accept staff committee assignments, and provide emergency care and consultation.
   c. Every member must abide by the Bylaws and Rules and Regulations of the Medical Staff; policies and procedures of UW Health and the medical staff; the Bylaws of the Board of Directors of the University of Wisconsin Hospitals and Clinics Authority; UW Health code of conduct; and applicable laws.
   d. A member is expected to cooperate in any required review of his or her credentials, qualifications, or compliance with these Bylaws, and refrain from directly or indirectly interfering with any such review.
   e. Each practitioner or other professional granted clinical privileges or with a pending
application for clinical privileges shall notify the CCO or chief medical officer or designee within ten (10) calendar days after any of the following. Failure to notify shall constitute grounds for corrective action. Upon request from Medical Staff Administration, the practitioner or other professional shall promptly provide copies of documents regarding such reported matter.

1. Any voluntary or involuntary loss or lapse of any license, registration, or certification regarding professional practice; any disciplinary or monitoring measure and any change in such discipline or monitoring measure by any licensing or registration body or certification board that licenses, registers, or certifies clinical or professional practice.

2. Any settlements, judgments, or verdicts entered in an action in which the practitioner or other professional was alleged to have breached the standard of care other than those arising out of their employment by the University of Wisconsin or their practice at the University of Wisconsin Hospitals and Clinics.

3. Pending investigation, disciplinary action, or other adverse action by a governmental agency and the progress of any investigation or action.

4. The voluntary or involuntary termination of medical staff membership or voluntary or involuntary limitation, reduction, or termination of privileges or ability or permission to practice at another hospital or health care facility.

5. Initiation of any corrective action or other disciplinary action at another hospital or health care facility. The affected practitioner or other professional shall provide complete information as to the reasons for the initiation of corrective or disciplinary action and the progress of the proceedings.

6. Any changes to the information included in the application for medical staff membership or clinical privileges, including any change of the person’s health status or other change that affects his or her ability to safely and competently exercise privileges.

7. Exclusion or preclusion from participation in Medicare, Medicaid, or other federal or state health care programs.

8. Any notice of complaint or investigation by any licensing or registration body or certification board that licenses, registers, or certifies clinical professional practice.

9. Any indictment, conviction, or plea of guilty, no contest, or nolo contendere pertaining to any felony; or to any misdemeanor involving (i) controlled substances, (ii) illegal drugs, (iii) Medicare, Medicaid, or insurance or health care fraud or abuse, or (iv) violence against another.

f. The CCO or chief medical officer will forward to the chair of the applicable clinical service a copy of any notice received under subsection (e).

g. Each practitioner or other professional granted clinical privileges or with a pending application for such clinical privileges authorizes the University of Wisconsin and any other individual or entity where he or she has worked or is working or is or was permitted to practice to release to the hospital any information pertaining to the medical practice or professional behavior of such practitioner or other professional. The release of information under this subsection (g) does not satisfy the notice requirement in subsection (e).

h. Each practitioner or other professional granted clinical privileges is responsible for maintaining current contact information with Medical Staff Administration and promptly reporting any changes. Except as otherwise provided in these Bylaws, any notice to practitioners or other professionals granted clinical privileges may be provided by email. Persons granted clinical privileges are responsible for timely retrieval of communications from the hospital or medical staff representatives at the contact information provided to
Article IV: Categories of the Medical Staff

Section 1. The Medical Staff. The medical staff shall be divided into active medical, courtesy medical, and honorary medical. The “privileged medical staff” shall include the active medical and courtesy medical.

Section 2. The Active Medical Staff. The active medical staff shall consist of physicians, dentists, and podiatrists who are granted membership on the active medical staff and who regularly utilize the hospital, and who assume all the functions and responsibilities that membership on the active medical staff entails. Members of the active medical staff shall be appointed to a clinical service; shall be eligible to vote in the medical staff organization, hold office, and serve on medical staff committees; and are required to attend medical staff meetings.

Section 3. The Courtesy Medical Staff. The courtesy medical staff shall consist of physicians, dentists, and podiatrists who are granted membership on the courtesy medical staff and who are privileged to act as consultants, to admit no more than 20 patients per year to the hospital, and to have no more than 20 scheduled outpatient appointments per year in UWHC clinics. Courtesy medical staff members shall be appointed to a clinical service, but shall not be eligible to vote or hold office in this medical staff organization, except they may be members of the Medical Board.

Section 4. The Honorary Medical Staff. The honorary medical staff shall consist of individuals who are granted membership on the honorary medical staff and who have retired from active hospital service or who are of outstanding competence. Honorary staff members are not eligible to vote or hold office, will not be permitted to admit patients, and shall have no clinical privileges, including consultation. Membership on the honorary medical staff may be granted or terminated by the Board of Directors on recommendation of the Medical Board. The other procedures regarding appointment and reappointment in these Bylaws shall not apply to the honorary medical staff.

Article V: Advanced Practice Providers

Section 1. Definition. Advanced practice providers shall mean professionals other than physicians, dentists, and podiatrists who are eligible to apply for clinical privileges. The categories of professionals eligible to apply for privileges as advanced practice providers are listed in Exhibit 3 of these Bylaws. The categories of professionals listed in Exhibit 3 may be expanded as provided in Section 7 of this Article V.

Section 2. Qualifications and Practice.

a. Advanced practice providers granted clinical privileges may provide patient care services only within the scope of their licenses and hospital policies and in accordance with clinical privileges granted to the individual by the Board of Directors, which cannot include admitting privileges.

b. Advanced practice providers shall have appropriate supervision, collaboration, or both, as law or hospital policy requires.

c. Anyone applying for or receiving clinical privileges under this Article shall also have to comply with the requirements in Article III except as otherwise provided in this Article.

Section 3. Application Process. The procedure and requirements for accepting and processing applications for appointment and reappointment in Article VII shall be followed for applications for clinical privileges from advanced practice providers, except that:

a. Advanced practice providers shall not be members of the medical staff;

b. Such individuals must have a faculty appointment at SMPH or be employed by the hospital, the University of Wisconsin Medical Foundation, or the University of
Persons who do not have such employment or SMPH faculty appointment shall automatically lose their clinical privileges without right to hearing or review under these Bylaws; and

c. Applications for privileges submitted by advanced practice nurse prescribers, certified nurse midwives, nurse practitioners, and certified registered nurse anesthetists must be submitted for approval first to the designated APNP approval body in accordance with Hospital policy. The chief nurse executive or designee shall make the recommendation whether to approve or renew approval of the advanced practice nurse. Recommendations regarding approval or renewal of approval shall be made to the Credentials Committee.

Section 4. Corrective Action; Hearing and Appeals. Sections 1, 2, and 3 of Article IX shall not apply to advanced practice providers granted clinical privileges under this section. The Board of Directors, CEO, CCO, chief medical officer, or their designees may terminate or restrict any clinical privileges granted under this section. The chiefs of the clinical services, any officer of the medical staff, or the chief medical officer may submit a request to the CEO, CCO, or their designees to take action under this subsection; such request shall not be required to initiate action. The chief nurse executive or their designee may also terminate or restrict any clinical privileges granted to an advanced practice nurse. When clinical privileges are terminated or restricted under this section, the advanced practice providers may be entitled to an opportunity for hearing and appellate review as specified in Article X.

Section 5. Peer Review. Peer review of persons granted clinical privileges shall be conducted in accordance with the policies and procedures of UW Health and the medical staff.

Section 6. Trainees. To the extent permitted by law, persons who are trainees in UWHC-sponsored or UWHC-affiliated training programs may assist in providing services within the training program under supervision of persons who have the clinical privileges to provide the services. Such trainees will be reviewed, approved, evaluated, and supervised pursuant to hospital policies and procedures. They may act within the scope of such approval. This section does not apply to Graduate Medical Education (GME) trainees, who are governed by Article VI, Section 1.

Section 7. Determining Need for New Advanced Practice Providers.
Whenever a health care professional of a type not included in Exhibit 3 as permitted to apply for privileges as an advanced practice provider requests permission to practice at the hospital, the Board of Directors, with input from the Medical Board, shall evaluate the need for that type of health care professional as an advanced practice provider, taking into consideration the following factors:

a. The nature of the services that could be offered;

b. Any state license or regulation that outlines the scope of practice for the health care professional;

c. The business and patient care objectives of the hospital;

d. How well the community's needs are currently being met and whether they could be better met if the services offered by the health care professional were provided by the hospital;

e. The type of training that is necessary to perform the services that could be offered and whether there are individuals with more training that are currently providing those services;

f. The availability of supplies, equipment, and other necessary resources to support the health care professional;

g. The availability of trained staff;

h. Patient convenience; and

i. The ability to appropriately supervise performance.
Whenever the Board of Directors approves a new type of health care professional as an advanced practice provider, Exhibit 3 of these Bylaws shall be supplemented to reflect such approval.

Article VI: Trainees and Physician Learners

Section 1. GME trainees. GME trainees (residents and fellows) shall be graduates of approved schools of medicine, osteopathy, podiatry, or dentistry in graduate training programs approved by or formally affiliated with the University of Wisconsin Hospitals and Clinics. GME trainees must be licensed. GME trainees are not members of the medical staff, are not eligible to vote or hold office in the medical staff, but GME trainees in hospital-sponsored training programs shall have voting representation on the Medical Board and its committees as provided in these Bylaws. Members of the medical staff may permit GME trainees to function under supervision within the scope of the clinical privileges granted to the supervising medical staff member. Whenever the term “supervision” is used in these Bylaws and Rules and Regulations with reference to GME trainees or other students, it means direction, supervision, and oversight by a supervising member of the medical staff, but does not include a requirement that the medical staff member is present for the conduct of the supervised patient care unless such presence is appropriate under the circumstances or required by law or hospital policy.

Section 2. Other physician learners. Visiting physicians may attend training at the University of Wisconsin Hospitals and Clinics as observers, delegated learners, or both (hereinafter “learners”). Visiting physicians may have direct patient contact as learners only when approved pursuant to UW Health policies. Such learners will be reviewed, approved, evaluated, and supervised pursuant to UW Health policies and procedures. They may act only within the scope of such approval. These learners have no independent clinical privileges and shall not be members of the medical staff. They shall not bill for their services and shall not give orders or make entries in the medical record. To the extent permitted by law and such approval, delegated learners may assist in providing services under direct supervision of members of the medical staff who have the clinical privileges to provide the services. Delegated learners may be approved for gloves-on training for a period not to exceed ten days, and such training must be to learn specific defined patient techniques. The learners shall comply with the requirements in Article III, Section 3(c) through (h) to the same extent as members of the medical staff but shall not be entitled to the corrective action procedures. Unless otherwise provided by UW Health policy, the CEO, CCO, chief medical officer, or their designees may terminate any learner’s approval, and there shall be no right to hearing or appeal. This section does not apply to GME trainees, who are governed by Article VI, Section 1.

Article VII: Procedure for Appointment and Reappointment

Section 1. Application for Appointment.

a. Applications to the privileged medical staff shall be submitted on the prescribed forms and shall include detailed information on the applicant’s professional qualifications and indicate professional references and shall include a statement granting the hospital and others immunity in civil liability cases. The applicant shall indicate whether any of their previous memberships, clinical privileges, licenses, or registrations have been revoked, suspended, reduced, not renewed, or voluntarily terminated or limited. The applicant shall also indicate any settlement, judgment, or verdict entered in an action or currently pending action, where the applicant was alleged to have breached the professional standard of care, currently pending or previously successful challenges to any licensure or registration, the voluntary relinquishment of such licensure or registration, or any lapse in licensure or registration. In these cases, the applicant shall provide a written explanation. The applicant must submit a photograph and all other information requested to assist in confirming the identity of the applicant. All materials will be forwarded by Medical Staff Administration to the Credentials Committee.

b. By applying for membership on the privileged medical staff, the applicant signifies a willingness to appear before the Credentials Committee and authorizes members of
those committees to consult with any and all members of medical staffs of other hospitals with which the applicant has been associated, as well as with other persons or entities who may have information bearing on their competence, ethical qualifications, and current health status. If there is doubt as to the competence, ethical character, or health status of the applicant, the applicant shall not be granted privileges unless the doubts can be resolved to the satisfaction of the Board of Directors.

c. All applicants for appointment or reappointment must have professional liability coverage for their activities on the medical staff. Coverage for state employees by the state self-funded liability program or for hospital employees by the hospital liability program satisfies this requirement. All applicants not covered by one of these programs must demonstrate professional liability coverage in the amount required for physician participants in the Wisconsin Injured Patients and Families Compensation Fund (“Fund”), even if exempt from participation in the Fund. Any member who does not have coverage that satisfies this requirement must immediately report the absence of coverage to Medical Staff Administration and all privileges will be automatically suspended in accordance with Article IX, Section 4.

d. An application submitted to the Credentials Committee shall include a statement from the chief of clinical service indicating whether the chief recommends the privileges requested and the category of appointment. Applications for privileges that overlap departments must have a statement from each of the chairs of affected departments. An application may be accepted and processed prior to receipt of the required SMPH faculty appointment, but only if the applicable department chair has provided written notice that a faculty appointment has been recommended. Any approval of membership or clinical privileges shall not be effective until the faculty appointment is received.

Section 2. Appointment Process.

a. The Credentials Committee shall review the qualifications, character, professional competence, and ethical standing of the applicant to the privileged medical staff and verify that all necessary qualifications for staff membership and requested privileges are met. Through Medical Staff Administration, UWHC shall (i) verify in writing and from the primary source whenever feasible or a credentials verification organization the following: the applicant’s current license, specific relevant training, and current competence, (ii) verify the applicant’s ability to perform the privileges requested, and (iii) confirm that the individual requesting approval is the same individual identified in the credentialing documents. UWHC shall query the National Practitioner Data Bank (NPDB) at the time of initial medical staff appointments and initial granting of privileges and at the time of expanding privileges or requesting to add new privileges. Upon receipt of the completed application, confirmation of required verifications, and the results of the NPDB query, the Credentials Committee shall review the application and all supporting documentation and may conduct further investigation. The Credentials Committee shall submit a report of its findings in whole or in part recommending that the application be accepted or rejected.

1. If the recommendation is to accept, the report shall be submitted to the Medical Board, and any recommendation for appointment shall include the recommended staff status and a delineation of privileges.

2. When an applicant has submitted insufficient documentation to support one or more requested privileges, the Credentials Committee shall report on appointment and other privileges, but does not have to report on privileges with insufficient documentation; the committee shall respond to the applicant with a written request that the applicant provides additional documentation or rescind the request for such privileges.

3. If the recommendation of the Credentials Committee is to reject the application, the report shall be submitted to the chief medical officer. The chief medical officer or their designee shall review the recommendation and assess whether
the recommendation was made in a discriminatory manner on the basis of a characteristic listed in Article III, section 1(e). If this review confirms that the recommendation was made in a nondiscriminatory manner, the recommendation shall be forwarded to the Medical Board. If this review cannot confirm that the recommendation was made in a nondiscriminatory manner, the matter may be referred back to the Credentials Committee for further review or to the Medical Board with a report from the chief medical officer or their designee recommending other steps that may be taken to address the possible discrimination.

4. The Credentials Committee may defer consideration of the application as needed.

b. When the Credentials Committee has conducted its evaluation and recommended privileges, an applicant for new privileges may be granted temporary privileges in accordance with Article VIII, Section 2.

c. When the Medical Board recommends denial of appointment or denial of requested privileges, the applicant may be entitled to an opportunity for hearing and appellate review as specified in Article X. The CEO or CCO shall give notice of the adverse recommendation. The CEO may delegate this and any other duty under these Bylaws.

d. Favorable recommendations of the Medical Board regarding the appointment and granting of clinical privileges shall be forwarded to the Board of Directors to be acted upon in accordance with Board of Director procedures. If the Board of Directors' decision is not to approve the appointment or the requested clinical privileges and the affected member has not had a prior opportunity for the procedural rights provided in Article X, the affected member may be entitled to such procedural rights as specified in Article X. After any such procedural rights are waived or exhausted, the Board of Directors shall make the final decision. However, if the Board of Directors’ decision is contrary to the recommendation of the Medical Board, the matter shall be returned to the Medical Board for an opportunity to comment before a final decision is made by the Board of Directors.

e. When the final decision of the Board of Directors is made, it shall send notice of such decision through the CEO to the applicant. The notice shall specify the period of appointment and privileges, which shall not exceed two years. If the medical staff category or privileges granted differ from those requested or recommended, notice shall also be provided to the chief of the clinical service concerned and the Credentials Committee.

f. Except in extraordinary circumstances, all action on an application shall be accomplished within one hundred twenty (120) calendar days of receipt of a completed application.

g. An application once deemed complete may thereafter be deemed incomplete if at any time during the consideration of the application new, additional, or clarifying information is requested. An incomplete application will not be processed until all requested information is received.

Section 3. Reappointment Process.

a. At least ninety (90) calendar days prior to the end of the appointment term, the chief of each clinical service shall submit to the Credentials Committee a list of all recommended changes in appointment status, assigned privileges, both for each member of the service.

b. The Credentials Committee shall review these recommendations and all other pertinent information available on each member to determine its recommendations for reappointment to the medical staff, and for the delineation and granting of clinical privileges for the ensuing period. The information shall include a query of the National Practitioner Data Bank (NPDB).

c. Each recommendation concerning the reappointment of a medical staff member and
the clinical privileges to be granted shall be based upon such member’s professional competence and clinical judgment in the treatment of patients; clinical and/or technical skills as indicated in part by the results of quality assurance activities, conduct, health status, attendance at medical staff and departmental meetings, and participation in staff affairs; compliance with the bylaws of the Board of Directors, the Bylaws and Rules and Regulations of the Medical Staff, and policies and procedures of UW Health and the medical staff; cooperation with hospital personnel; use of the hospital’s facilities for patients; and relationships with other members of the staff. Each medical staff member must comply with continuing medical education requirements for licensure.

d. The Credentials Committee shall submit a written report of its recommendations.

1. If the recommendation is not to approve the reappointment, the report shall be submitted to the chief medical officer. The chief medical officer or their designee shall review the recommendation and assess whether the recommendation was made in a discriminatory manner on the basis of a characteristic listed in Article III, section 1(e). If this review confirms that the recommendation was made in a nondiscriminatory manner, the recommendation shall be forward to the Medical Board. If this review cannot confirm that the recommendation was made in a nondiscriminatory manner, the matter may be referred back to the Credentials Committee for further review or to the Medical Board with a report from the chief medical officer or their designee recommending other steps that may be taken to address the possible discrimination.

2. If the recommendation is to approve the reappointment, the report shall be submitted to the Medical Board, which shall, after review, act on the recommendations of the Credentials Committee. Recommendations by the Medical Board for reappointment shall be forwarded to the Board of Directors to be acted upon at the next regular meeting. Where the Medical Board recommends non-reappointment, denial, or reduction in clinical privileges, the CEO or CCO shall promptly notify the affected person of such recommendation by certified mail, return receipt requested. No such adverse recommendation shall be forwarded to the Board of Directors until after the affected person has exercised or waived any applicable right to a hearing as provided in Article X. The Board of Directors’ decision with respect to reappointment shall be final.

e. Thereafter, the procedure provided in Section 2(e) of this Article VII shall be followed, and Sections 2(f) and 2(g) shall apply to the processing of a reappointment application.

Section 4. Education. Each individual with clinical privileges must complete training in risk management, safety and infection control, and such other topics as are designated by the Medical Board in programs approved by the Medical Board. Reappointment will not be approved until this requirement is met.

Section 5. License check at time of expiration of license or certification. When the Wisconsin license or certification of a medical staff member or other person with clinical privileges is scheduled to expire, renewal of Wisconsin license or certification shall be verified.

Article VIII: Clinical Privileges

Section 1. Clinical Privileges.

a. Medical staff members and advanced practice providers shall be entitled to exercise only those clinical privileges granted to them based on training, experience, current competence, and health status.

b. Initial application for staff appointment must contain a request for the specific clinical privileges desired by the applicant.

c. The Credentials Committee shall list each member’s specific clinical privileges. However, it is recognized that the listing of clinical privileges may not provide sufficient detail to cover all procedures done and that acceptable new practices may be developed.

d. Periodic determination of clinical privileges and increase or limitation of same shall be
based on the recommendations of the chief of the clinical service following consultation with the head of the appropriate subspecialty section.

e. Surgical procedures performed by dentists and podiatrists shall be under the overall supervision of the chief of the clinical service in which they have clinical privileges. Patients admitted by a dentist or podiatrist shall be examined upon admission by a physician member of the medical staff who shall be responsible for the care of medical problems that may be present at the time of admission or that may arise during hospitalization.

Section 2. Temporary Privileges.

a. Temporary privileges may be granted to individuals as outlined in this section.

b. An applicant for new privileges with a complete, pending application may be granted temporary privileges, provided (i) the Credentials Committee has recommended granting of such privileges, (ii) the applicant does not have a current or previously successful challenge to licensure or registration, (iii) the applicant has not been subjected to involuntary termination of medical staff membership in another organization, and (iv) the applicant has not been subject to any involuntary limitation, reduction, denial or loss of privileges. Temporary privileges under this subsection may be granted for the lesser of the time until the Board approves or denies the privileges, the Medical Board recommends not granting a particular privilege, or one hundred and twenty (120) calendar days. “Applicant for new privileges” includes an individual applying for clinical privileges at the hospital for the first time, an individual currently holding clinical privileges and is requesting renewal of privileges and is requesting one or more additional privileges, and an individual who is seeking renewal of privileges and is requesting one or more additional privileges.

c. Temporary privileges may be granted to meet an important patient care need, provided the individual granting privileges has appropriate documentation and information available to them that may be reasonably relied upon to establish the competence and ethical standing of the applicant. The information shall include verification of current licensure and current competence. Temporary privileges granted under this subsection shall ordinarily be granted for brief periods, not to exceed ninety (90) calendar days, but may be renewed if necessary, to address an important patient care need.

d. All temporary privileges are granted by the chief medical officer (as designee of the Chief Executive Officer) on the recommendation of the chief of the appropriate clinical service (as designee of the medical staff president). The chief medical officer may terminate temporary privileges at any time, and there shall be no right to a hearing.

e. All applicants with temporary privileges shall abide by the bylaws of the Board of Directors, the Bylaws and Rules and Regulations of the Medical Staff, and the policies and procedures of UW Health and the medical staff, and shall be under the supervision of the chief of the appropriate clinical service. Specific requirements for supervision and reporting may be imposed on any grant of temporary privileges.

Section 3. Emergencies. In an emergency, any medical staff member or other licensed professional staff, to the degree permitted by their license and regardless of service or staff status or lack of it, shall be permitted to do everything possible to save the life of a patient, prevent permanent harm to the patient, or both. Every facility of the hospital necessary may be used, including consultations. For the purpose of this section, an “emergency” is defined as a condition in which serious permanent harm would result to a patient, or in which the life of a patient is in immediate danger, and any delay in initiation of treatment would add to that danger.

Section 4. Disaster Privileges. Clinical privileges may be granted in disasters by the CEO, CCO, or chief medical officer, or their designees, in accordance with policies and procedures approved by the Medical Board and CEO, when the hospital emergency management plan has been activated, and the hospital is unable to handle immediate patient needs.

Section 5. Leave of Absence.

a. Individuals with clinical privileges shall provide Medical Staff Administration advance notice of a leave of absence whenever such individual intends to be absent or knows
that he or she may be absent from usual practice, for a period of one-hundred (100) or more days, or for fewer than one-hundred (100) days when such individual has reason to think that such leave may affect his or her ability to safely exercise clinical privileges upon return to practice. This section is not intended to apply to practitioners or professionals who have a low volume at the hospital but are otherwise maintaining an active practice outside the hospital.

b. A notice of leave must include the reason for the leave and state the expected beginning date and expected ending date for the period of leave requested.

c. During the period of leave, the medical staff member or advanced practice provider shall not exercise any clinical privileges, and any responsibilities or prerogatives of medical staff membership shall be inactive. A medical staff member or advanced practice provider on leave is required to maintain their appointment to the faculty of SMPH, as required by Article III, or employment required by Article V, as applicable. A person on a leave of absence is still required to timely submit an application for reappointment, renewal of clinical privileges, or both to avoid expiration of membership and privileges.

d. At least thirty (30) calendar days prior to the expected termination of a leave of absence and return to clinical practice, a person on leave shall request reinstatement of membership and privileges by submitting a written request to the chief medical officer. The request for reinstatement shall include a summary of relevant activities during leave; a written plan from the clinical service chief or designee for reintroduction to clinical practice; and, if requested by the Credentials Committee or Medical Board, information regarding the person’s current competence and health. The Credentials Committee shall review the reintroduction plan prior to the medical staff member or advance practice provider’s return to clinical practice and determine whether to grant the request for reinstatement, subject to the approval of the Medical Board, and shall promptly notify the person in writing whether the request has been granted. A person granted reinstatement shall provide a written report to the Credentials Committee promptly upon completion of the reintroduction plan. Any right to hearing or appeal for denial of reinstatement shall be governed by Article X.

Article IX: Collegial Intervention and Corrective Action

Section 1. Collegial Intervention.

a. It is the policy of UWHC and its medical staff to encourage the use of progressive steps by medical staff leadership and the hospital to begin with collegial and educational efforts, to address concerns regarding a medical staff member’s clinical practice or professional conduct. The goal of collegial intervention is to arrive at voluntary, responsive actions by the medical staff member to resolve questions that have been raised.

b. Collegial efforts may include but are not limited to, counseling, sharing of comparative data, monitoring, or additional training or education.

c. Collegial intervention efforts are encouraged but are not mandatory.

Section 2. Corrective Action Procedure.

a. The Medical Board or Board of Directors may take corrective action against any member of the medical staff or other person with clinical privileges (i) for violation of the bylaws of the Board of Directors, Bylaws and Rules and Regulations of the Medical Staff, or policies and procedures of UW Health and the medical staff, (ii) for activities or professional conduct considered to be lower than the standards or aims of the medical staff, or (iii) for disruption of the operations of the hospital. Corrective action may also be initiated based on disciplinary action by the applicable state licensing or certification agency.

b. Requests for corrective action may be initiated by the chiefs of clinical services, an officer of the medical staff, the CEO, the CCO, the chief medical officer, or the Board of
Directors. Requests must be submitted in writing to the president of the medical staff and be supported by reference to the specific activities or conduct that constitutes the grounds for the request. The person for whom corrective action is requested shall be called the “practitioner” in this Article IX.

c. The president of the medical staff shall review the request and may determine whether further consideration is warranted. If there is a determination that further consideration is not warranted, the president of the medical staff shall notify the Medical Board at its next scheduled meeting, and the Medical Board may override the decision of the president of the medical staff.

d. If the president of the medical staff decides that further consideration of the request is warranted, or the Medical Board votes to override a decision not to consider the request, the Medical Board shall decide, in its sole discretion (i) that the request contains sufficient information to allow the Medical Board to make a recommendation for corrective action without the need for further investigation; or (ii) that additional investigation is necessary to determine whether corrective action is warranted. If the Medical Board determines that additional investigation is necessary, the president of the medical staff shall notify the practitioner in writing that an investigation is being conducted, and shall direct the Investigation Committee to investigate the matter, unless the president of the medical staff, in consultation with the CCO or designee, decides that external review is necessary due to the nature of the matter and the available resources to conduct internal review and investigation.

e. The UW Health Provider Services department is expressly authorized by the medical staff to conduct inquiries regarding professional conduct of medical staff members. Such inquiries may precede a formal request for corrective action, or may support an investigation conducted by the Investigation Committee in accordance with Section (f) below. No corrective action investigation is considered to have started concerning a medical staff member until the president of the medical staff receives a request for corrective action, or a summary suspension is imposed in accordance with Section 2 of this Article IX.

f. Investigation Committee

a. If the Investigation Committee is directed to investigate the matter, the president of the medical staff, after consultation with the chief medical officer, shall select at least three members of the Investigation Committee to conduct the investigation. The Investigation Committee may be assisted by other individuals designated by the committee.

b. The chair of the Investigation Committee shall notify the practitioner in writing of the names of the participating members. Prior to making findings or recommendations, the Investigation Committee shall notify the practitioner in writing of the nature of the charges against them and invite the practitioner to discuss, explain, or refute the charges in an interview with the committee. This interview shall not constitute a hearing, and none of the rights or procedural rules for hearings in these Bylaws shall apply. The practitioner does not have the right to have an attorney present, nor shall recording devices be permitted in the interview. Failure to attend the interview shall be a waiver of the opportunity for the interview unless excused by the committee. The practitioner is expected to cooperate in providing all information requested by the Investigation Committee.

g. The Investigation Committee shall report the results of its investigation and its recommendations, if any, to the president of the medical staff within ninety (90) calendar days of referral from the president of the medical staff. When the committee cannot complete its investigation, make recommendations within the allotted time, or both, it can request additional time or recommend external review. The president of the medical staff may authorize up to sixty (60) additional calendar days; a longer extension may be authorized by agreement of the practitioner and the president of the medical staff.
h. The president of the medical staff shall send a copy of the results of the investigation and recommendations of the Investigation Committee or the external review to the practitioner by certified mail, return receipt requested, or by hand delivery. The practitioner shall have ten (10) calendar days in which to submit a written statement to the Medical Board. At its next meeting following receipt of the written statement of the practitioner or the expiration of the period to submit a written statement, the Medical Board shall consider the results of the investigation and recommendations of the Investigation Committee or the external review and any submitted statement and decide what corrective action, if any, is warranted.

i. Upon receipt of the report and recommendation of the Investigation Committee or following a determination that further investigation was not necessary, the Medical Board shall take action upon the request for corrective action. Such action may include, without limitation: (i) a warning; (ii) a letter of reprimand; (iii) a term of probation; (iv) a requirement for consultation; (v) a reduction, suspension, or revocation of clinical privileges; or (vi) a suspension or revocation of staff membership.

j. If the action taken by the Medical Board does not constitute a materially adverse recommendation as defined in the Fair Hearing and Appellate Review Plan, the action shall take effect immediately without action of the Board of Directors, and the Board of Directors shall be notified of the action at its next scheduled meeting. If the Board of Directors modifies the action taken by the Medical Board, and such modified action would constitute a materially adverse recommendation as defined in the Fair Hearing and Appellate Review Plan, the procedures stated in the Plan shall be followed.

k. If the action taken by the Medical Board constitutes a materially adverse recommendation as defined in the Fair Hearing and Appellate Review Plan, the procedures in the Fair Hearing and Appellate Review Plan shall apply.

l. The president of the medical staff shall notify the practitioner 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 written notice shall comply with the terms of the Plan.

Section 3. Summary Suspension.

a. The CEO, CCO, or chief medical officer shall have the authority to summarily suspend or restrict all or any portion of the clinical privileges of any person with clinical privileges whenever, in that person’s sole discretion, failure to take such action may result in imminent danger to the health and/or safety of any individual or may interfere with the orderly operation of the hospital. When possible, the individual initiating summary suspension shall seek prior consultation with the appropriate chief of service (or their delegate), the president of the medical staff, and the chief medical officer. Such summary suspension shall become effective immediately upon imposition. During the period that any or all of the clinical privileges of a medical staff member are suspended, that member is not in good standing.

b. At any time prior to the medical board meeting to review and consider the summary suspension, the individual who imposed the summary suspension may, after consultation with the appropriate chief of service or their delegate and with approval of the president of the medical staff or the chief medical officer, terminate or modify the scope of any summary suspension of clinical privileges. Such termination or modification shall take effect immediately upon imposition. If the suspension is modified but not lifted entirely, any time deadlines in this section shall be based on the date the suspension was originally imposed.

c. The individual initiating summary suspension shall provide the practitioner with written notice of the suspension by certified mail, return receipt requested, e-mail, or personal delivery. Such written notice shall state the reasons for the imposition of the summary suspension and shall inform the practitioner of their right to submit a written statement in response to the suspension, which much be delivered to the president of the medical
staff within five (5) calendar days of the imposition of the suspension.

d. Within fourteen (14) calendar days of the imposition of a summary suspension, the medical board shall meet to review and consider the summary suspension. The medical board shall vote to (i) lift the summary suspension and close the matter without further corrective action; (ii) lift the summary suspension, but consider the suspension a request for corrective action and follow the procedures under Section 1 of this Article IX; or (iii) keep the summary suspension in effect and follow the corrective action procedures under Section 1 of this Article IX.

Section 4. Automatic Suspension.

In the instances outlined below, the individual’s medical staff membership and privileges will be considered automatically suspended, relinquished, terminated, or limited as described, and the action shall be final without the right to a hearing.

Prior to reinstating privileges that have been automatically suspended for a period of one hundred (100) days or longer, the person shall submit a written request to Medical Staff Administration for reinstatement. Such request shall include a summary of relevant activities during suspension; a written plan from the clinical service chief or designee for reintroduction to clinical practice; and, if requested, information regarding the person’s current competence and health.

The Credentials Committee shall determine whether to grant the request for reinstatement, subject to the approval of the Medical Board, and shall promptly notify the person in writing whether the request has been granted. A person granted reinstatement shall provide a written report to the Credentials Committee promptly upon completion of the reintroduction plan. Any right to hearing or appeal for denial of reinstatement shall be governed by Article X of these Bylaws.

During the period that any or all of an individual’s clinical privileges are automatically suspended or limited pursuant to this Section 4, that individual is not considered to be in good standing.

a. Medical Record Completion. A temporary suspension in the form of withdrawal of admitting privileges, effective until medical records are completed, shall be imposed automatically after warning the person of their delinquency regarding failure to complete medical records within a reasonable period after a patient’s outpatient visit or inpatient discharge as defined by the hospital and medical staff policies and procedures. There is no right to hearing or appeal for such suspensions. If the suspension exceeds fourteen (14) calendar days despite diligent efforts to complete records, the person under temporary suspension may submit to Medical Staff Administration a written request to the president of the medical staff for informal review. The president of the medical staff, in their discretion, may (a) leave the suspension in place, (b) reinstate admitting privileges subject to conditions that will result in completion of medical records, or (c) initiate corrective action, with or without reinstatement of admitting privileges pending the outcome of the corrective action process.

b. Licensure.

1. **Expiration.** If a person’s license or certification to practice in the State of Wisconsin expires, all of their clinical privileges related to such license or certification shall immediately and automatically be suspended and shall be reinstated upon verification of renewal.

2. **Revocation or Suspension of License or Certification.** If any license or certification required to enable a person to practice one’s profession in the State of Wisconsin is suspended or revoked, the person’s privileges and medical staff membership shall be automatically terminated. Any subsequent request for privileges and medical staff membership shall be handled in accordance with the requirements for applications for initial appointment and privileges.

3. **Restriction or Limitation.** If any license or certification required to enable a person to
practice one’s profession in the State of Wisconsin is restricted or limited, the person’s privileges and medical staff membership shall be automatically suspended until the restriction or limitation is terminated. Upon termination of the restriction or limitation, the person’s privileges and medical staff membership shall be reinstated. At any point during the suspension, the person under suspension may submit to Medical Staff Administration a written request to the president of the medical staff for informal review. The president of the medical staff, in their discretion, may (a) leave the suspension in place, (b) reinstate privileges subject to the limitations or restrictions imposed on the person’s license or certification, or (c) initiate corrective action, with or without reinstatement of privileges pending the outcome of the corrective action process.

c. Medicare/Medicaid Participation. A person’s medical staff membership and privileges will be automatically relinquished upon termination, exclusion, or preclusion by government action from participation in Medicare, Medicaid, or other federal or state health programs. Any subsequent request for privileges and medical staff membership shall be handled in accordance with the requirements for applications for initial appointment and privileges.

d. Health Requirements. A temporary suspension of all clinical privileges shall be imposed automatically for failure to comply with obligations regarding health status, health assessments or screenings, and immunizations, including, but not limited to, the requirements outlined in Article III, Sections 1(b) and (f). Reinstatement of privileges will occur automatically when the person provides acceptable evidence of meeting applicable obligations.

e. Educational Requirements. A temporary suspension of all clinical privileges shall be imposed automatically for failure to comply with the educational requirements outlined in Article VII, Section 4. Reinstatement of privileges will occur automatically when completion of the educational requirements is verified.

f. Professional Liability Coverage. A temporary suspension of all clinical privileges shall be imposed automatically for failure to maintain professional liability coverage as required by Article VII, Section 1(d). Reinstatement of privileges will occur automatically when the person again demonstrates the required professional liability coverage.

g. Onboarding Activities. A temporary suspension of all clinical privileges shall be imposed automatically for failure to complete all necessary onboarding activities, including but not limited to electronic medical record training.

h. Faculty Status.
   i. The loss of faculty status with SMPH automatically results in termination of medical staff membership and clinical privileges.
   ii. If a person is placed on administrative leave with SMPH, the individual’s medical staff membership and clinical privileges shall be automatically suspended for the duration of the leave. Medical staff membership and privileges shall be reinstated upon reinstatement from the administrative leave.

i. Drug Enforcement Administration (DEA) Registration. If a practitioner’s DEA registration is suspended or revoked, the person’s privileges and medical staff membership shall be automatically terminated. Any subsequent request for privileges and medical staff membership shall be handled in accordance with the requirements for applications for initial appointment and privileges.

j. Board Certification or Board Eligibility. Failure to meet the requirements outlined in Article III, Section 1(h) relating to board certification, board eligibility, or equivalent training and experience, including failure due to lapse in board certification, shall result in an automatic temporary suspension of all clinical privileges.

k. APP Employment. If an APP employed by the hospital, the University of Wisconsin Medical Foundation, or the University of Wisconsin-Madison, in accordance with the
requirement set forth in Article V, Section 3(b), is placed on administrative leave by the APP's employer, the APP's clinical privileges shall be automatically suspended for the duration of the leave. Privileges shall be reinstated upon reinstatement from the administrative leave.

Article X: Hearing Procedure

Section 1. Medical Staff Members. Medical staff members and applicants to the medical staff 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.

Section 2. Advanced Practice Providers. Persons who apply for or are granted clinical privileges as advanced practice providers 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 2.

Article XI: Medical Board

Section 1. Composition. The Medical Board shall be composed of the chiefs of clinical services, the officers of the medical staff, 14 at-large members elected by the staff, two advanced practice providers serving in a non-voting capacity elected as described in Article XIII, two GME trainees from the hospital-sponsored training programs, the CCO, and the chief medical officer (individually or as designee of the CEO). There shall be no more than three elected members, including officers, from any one clinical department. In addition, the CEO and the chief nurse executive shall serve on the Medical Board as ex-officio members without vote. Subject to the approval of the president of the medical staff or designee, any member of the Medical Board may designate an alternate who may attend and vote in place of the Medical Board member. Such designation must be made annually within two months of the start of each medical staff year unless otherwise approved by the president of the medical staff or designee. The president of the medical staff shall serve as chair of the Medical Board.

Section 2. Function and Delegated Authority

a. The Medical Board shall establish a framework for self-government and a means of accountability to the Board of Directors. The Medical Board shall be the executive committee for the medical staff as set forth in Article II. The Medical Board shall act on behalf of the medical staff between meetings of the medical staff. It shall concern itself primarily with the quality of care within the hospital. It shall receive and act upon committee reports and make recommendations regarding medical staff status, privileges, and quality assurance to the Board of Directors. The Medical Board may adopt and amend from time-to-time medical staff policies and procedures, which shall take effect upon approval by the CEO, who has been delegated this authority by the Board of Directors. Medical staff policies and procedures must be consistent with hospital policies and procedures. In most cases, there will not be separate medical staff policies and procedures. As appropriate, UW Health policies and procedures of a clinical nature will be developed in consultation with appropriate medical staff and reviewed as needed by the Medical Board.

b. In cases of documented need for an urgent amendment to the Rules and Regulations in Article XVI of these Bylaws and Rules and Regulations necessary to comply with law or regulation, the medical staff delegates the authority to the Medical Board to provisionally adopt an urgent amendment without prior notification or approval by the voting medical staff, and this amendment shall take effect upon approval by the Board of Directors. The Medical Board shall immediately notify the voting members of the medical staff by posting the urgent amendment on the hospital intranet and sending emails to those voting members who have a UW Health email address or have provided a current email address to Medical Staff Administration. Voting medical staff members may submit comments to the Medical Board up to thirty (30) calendar days after the Board of Directors approves the provisional amendment. If no timely comments are received, the provisional amendment stands. Any timely comments that are received shall be considered at the next meeting of the Medical Board after the close of
comments. The Medical Board may (a) reaffirm the provisional amendment or (b) submit a revised amendment to the Board of Directors which take effect upon approval by the Board of Directors. Medical staff members who disagree with the Medical Board’s decision may pursue the amendment process provided in Article XVII, Section 2.

Section 3. Conflicts with Medical Staff. If twenty (20) percent of the medical staff sign a petition stating a matter of conflict, the matter shall be placed on the agenda of the Medical Board. At least one of the petitioners shall be permitted to make an oral presentation at the meeting when it is considered.

Article XII: Clinical Services

Section 1. Services. The clinical services of the medical staff include the following:

a. Anesthesiology
b. Dermatology
c. Emergency Medicine
d. Family Medicine and Community Health
e. Human Oncology
f. Medicine
g. Neurological Surgery
h. Neurology
i. Obstetrics and Gynecology
j. Ophthalmology and Visual Sciences
k. Orthopedics and Rehabilitation Medicine
l. Pathology and Laboratory Medicine
m. Pediatrics
n. Psychiatry
o. Radiology
p. Surgery
q. Urology

Section 2. Organization of Services. The Board of Directors, upon the joint recommendation of the CEO or CCO and the dean of SMPH, shall appoint the chief of each clinical service. If the chief of clinical service is to be other than the corresponding SMPH departmental chair, the additional recommendation of the department chair is required. Each chief of a clinical service shall be a member of the active medical staff in good standing. All such appointments shall be for one year and be reviewed periodically by the Board of Directors. Chief of clinical service appointments may be made on an interim basis by the CEO or CCO and dean. The chief of each clinical service must be certified by the appropriate specialty board or have comparable competence affirmatively established through the credentialing process.

Section 3. Functions of Chief of Clinical Service.

a. Each chief shall:
   a. Be responsible for all professional, clinical, and administrative activities within the service;
   b. Be responsible for continuing surveillance of the professional performance of all individuals who have clinical privileges in the department;
   c. Be responsible for enforcement of the Bylaws and Rules and Regulations of the Medical Staff affecting their service;
   d. Implement actions taken by the Medical Board affecting their service;
   e. Transmit to the Medical Board the service’s recommendations concerning (i) the staff classification, reappointment, and delineation of clinical privileges for all members of the staff, and (ii) the granting and renewal of clinical privileges for other Advance Practice Professionals;
   f. Participate in every phase of administration of the service through cooperation with the nursing service and UW Health administration in matters affecting patient care, including
personnel, supplies, special regulations, standing orders, policies, procedures, and space;

g. Be responsible for recommending to the medical staff the criteria for clinical privileges in
the department;

h. Be responsible for continuous assessment and improvement of quality of care and the
implementation of quality control programs as appropriate;

i. Be responsible for the orientation and continuing education of all persons in the service;

j. Coordinate and integrate interdepartmental and intradepartmental services.

A chief may delegate tasks required to carry out the responsibilities above, including the
signing of the service’s recommendations as outlined in Section 3(a)(5), so long as (i) the
chief remains ultimately responsible for the clinical service chief functions; and (ii) the
chief notifies Medical Staff Administration in writing of the names of any individual in the
chief’s clinical service who has been delegated authority by the chief to sign documents
related to credentialing, privileging, and/or staff appointment on behalf of the
department.

Article XIII: Officers and At-Large Members

Section 1. Officers of the Medical Staff. The officers of the medical staff shall be president, vice
president who shall also be president-elect, and secretary-treasurer. The vice president shall
succeed to the presidency for the two years following a term as vice president. The secretary-
treasurer shall succeed to the vice presidency for the two years following a term as secretary-
treasurer.

Section 2. Qualifications. Officers of the medical staff must be members of the active medical
staff, and at-large members of the Medical Board must be members of the privileged medical
staff. Officers of the medical staff and at-large members of the Medical Board must remain
members in good standing through their term of office.

Section 3. Term of Office. Officers and other elected members of the Medical Board shall serve
a two-year term or until a successor is appointed or elected. The term shall begin on the first
day of September. When vacancies occur during a term, the successor shall serve the balance
of the term.

Section 4. Election.

a. The secretary-treasurer of the medical staff and at-large members of the Medical Board
shall be elected by a majority of those voting in a secret mail ballot. The offices of
president and vice president of the medical staff shall be filled by succession as outlined
in Article XIII, Section 1, unless a vacancy shall occur, in which case the process outlined
in Section 5 shall be followed. Only members of the active medical staff are eligible to
vote.

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. At
least ten (10) calendar days prior to elections by the membership of the medical staff,
nominations may be submitted to Medical Staff Administration provided 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.

c. The Advanced Practice Providers Council (APP Council) shall solicit candidates from
among the advanced practice providers to serve on the Medical Board. At least ten (10)
calendar days prior to election by advanced practice providers with privileges, the APP
Council shall nominate candidates to serve on the Medical Board. The APP Council shall
nominate at least one more candidate for the election than advanced practice provider
positions available on the Medical Board. The candidate(s) receiving the most votes
from advanced practice providers with privileges shall be elected to the Medical Board.

Section 5. Vacancies.
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, an interim secretary-treasurer shall be appointed to complete the remaining term of office. The president shall appoint the interim secretary-treasurer with the approval of the Medical Board. The president shall appoint other interim officers as required with the approval 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.

b. Elected Members of the Medical Board. Vacancies occurring during the term of an at-large member or advanced practice provider member of the Medical Board shall be filled by the president of the medical staff appointing an interim member. In the event the president of the medical staff fills such a vacancy, the Medical Board shall be notified and shall have an opportunity to reject the appointment.

Section 6. Duties.

a. The president shall call and conduct the medical staff meetings and participate in the long-range planning activities of the hospital. The president shall appoint, annually, one or more members of the medical staff to serve on the Dane County Medical Society Board of Trustees. The physician(s) shall serve no more than three two-year terms as representative(s) of the UWHC medical staff.

b. The vice president of the medical staff shall be vice-chair of the Medical Board and serve as the president of the medical staff in the president’s temporary absence. The vice president shall serve as the chair of the Credentials Committee and shall serve as the designee for the president of the medical staff in recommending the granting of temporary privileges.

c. The secretary-treasurer shall serve as the chair of the Medical Record Committee.

Section 7. Removal or Suspension of Officers and Elected Members of the Medical Board.
The Medical Board, by a majority vote, may remove or suspend an officer of the medical staff or an elected member of the Medical Board for failure of the officer or member to perform their duties or other good cause. Prior to the Medical Board vote on removal or suspension, the officer or member shall be informed of the intended action and the basis for the action and shall be given an opportunity to be heard by the Medical Board as to why they should not be suspended or removed.

Section 8. Medical Staff Members in Administrative Positions.
Medical staff members employed by the hospital, or otherwise assigned to a hospital administrative position, either full-time or part-time, whose duties are administrative and include medical staff clinical responsibilities or functions involving their professional capability, must be members of the medical staff, achieving the status by the same procedure applicable to other medical staff members. A medical staff member in a hospital administrative position serves at the pleasure of the authorized official who appointed the medical staff member to the position. A medical staff member may be removed from their administrative responsibilities without affecting their medical staff privileges. Termination of medical staff privileges must follow the same provisions applicable to any other member of the medical staff.

Article XIV: Committees

Section 1. Standing Committees.

a. Bylaws
b. Credentials
c. Critical Care
d. Ethics
e. Graduate Medical Education
f. Hearing
Section 2. Committee Members.

a. The president of the medical staff, in consultation with the chief medical officer, shall appoint chairs and members of all medical staff committees. When committees have GME members, appointments of GME members shall be for one year from July 1 through June 30. Other appointments shall be from September 1 through August 31 and shall be for one year except for chairs. Members may be reappointed. Chairs may be appointed for a term of up to four years and may be reappointed. Chairs and members shall continue to serve until their replacements have been appointed. All chairs and members shall serve at the pleasure of the president of the medical staff, and the president of the medical staff shall, in consultation with the chief medical officer, appoint replacements for the balance of the term of the person who has resigned or been removed. When a committee chair or member is unable to perform the committee functions due to unavailability, conflicts, or other factors, the president of the medical staff may, in consultation with the chief medical officer, exercise the above appointment power to appoint additional alternates as necessary for the committee to perform its functions.

b. GME trainees may be appointed to serve as voting members of standing and ad hoc medical staff committees listed in Section 1, except the Bylaws, Investigation, Credentials, Hearing Committee, Medical Staff Behavior and Provider Health Committees.

c. Advanced practice providers and others may be appointed to serve as voting members of standing and ad hoc medical staff committees.

d. One advanced practice nurse representative, one physician assistant representative, one anesthesiologist assistant representative, and one clinical psychologist representative shall be appointed to be liaison members of the Credentials Committee. The advanced practice nurse representative may attend the meetings while the committee is considering the privileges of advanced practice nurses, the physician assistant representative may attend the meetings while the committee is considering the privileges of physician assistants, the anesthesiologist assistant representative may attend the meetings while the committee is considering the privileges of anesthesiologist assistants, and the clinical psychologist representative may attend the meetings while the committee is considering the privileges of clinical psychologists. The representatives may participate in such deliberations and vote on such privileges. The chief nurse executive, or designee, shall be consulted in the selection of the advanced practice nurse representative, and the responsible physician assistant committee shall be consulted in the selection of the physician assistant representative.

Section 3. Other Committees. The Medical Board may establish additional standing or ad hoc committees as necessary.

Section 4. Duties of Respective Committees. In addition to the duties described below, all standing and ad hoc committees of the medical staff may engage in peer review activities as
requested by the committee chair, the CCO, the chief medical officer, or the Peer Review Executive Committee.

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 chief medical officer; the president, vice-president, secretary-treasurer, and immediate past-president of the medical staff; the CEO, CCO, or their representative, and others selected through the committee appointment process. The Bylaws and Rules and Regulations shall be reviewed annually.

b. The Credentials Committee shall review and investigate the credentials of applicants for the medical staff and shall make recommendations on the appointment, staff status, and privileges for each applicant to the Medical Board. It shall also periodically review all information available on the competence of staff members and make recommendations to the Medical Board regarding reappointment, staff status, and privileges. It shall also perform the functions specified in Article V and, upon request of the hospital, review and take action with respect to applications of individuals to be affiliates of the hospital.

c. The Critical Care Committee shall be responsible for reviewing and recommending policies and procedures necessary for the effective operation of all critical care units in the hospital. The committee will actively participate in the institutional review of existing critical care programs and resources and advise the institution regarding future program development.

d. The Ethics Committee shall serve in an advisory capacity in the following matters: consultation on difficult clinical cases involving medical-ethical issues; consideration, when so requested, of clinical-ethical policy issues related to this hospital; examination of matters referred by the Medical Board; and provision of an educational role in the area of medical ethics. For case review, the committee’s general policy will be one of discussion with consensus development and formal recommendation being offered if requested.

e. The Graduate Medical Education Committee is responsible for monitoring and advising on all aspects of graduate medical education. It carries broad responsibility for overseeing and ensuring the quality of the institution’s graduate medical education programs.

f. The Hearing Committee shall be a permanently constituted peer review committee from which panels may be selected to perform peer review hearings under Article X of the Bylaws or otherwise as directed by the chief medical officer or the president of the medical staff.

g. The Infection Control Committee shall maintain surveillance and records of infections, investigate sources of infection, promulgate rules for the prevention of infection, and make recommendations for the control of infections.

h. The Investigation Committee shall be a permanently constituted peer review committee from which panels may be selected to perform the peer review responsibilities specified in Article IX of the Bylaws.

i. The Medical Record Committee shall develop guidelines for the general form, accuracy, and completeness of patient records. It shall define the essential elements of all medical records and ensure that these are maintained uniformly in all clinical services and patient care departments. It shall advise and cooperate in the functions of all activities that relate to documentation within the patient medical record.

j. The Medical Staff Behavior Committee shall address issues of inappropriate professional behavior by any member of the medical staff through a professional peer review process. The committee shall address issues only on referral from the CCO or chief medical officer. When corrective action is required, the matter shall be handled under Article IX.

k. The Nutrition Committee shall work with culinary and clinical nutrition services to ensure the necessary and proper nutrition programming exists within the hospital and shall advise on matters related to the culinary and clinical nutrition services, including the
review of hospital diets.

l. The Operating Room Committee shall develop and regularly review Rules and Regulations for the safe and effective functioning of the operating room. Its membership shall be comprised of representatives from the clinical services utilizing the operating rooms.

m. The Pharmacy and Therapeutics Committee shall develop guidelines concerning the activities of the hospital pharmacy and shall review the hospital formulary. It shall develop and recommend programs in drug education and policies to ensure the safe administration and use of drugs, including research and experimental procedures. It shall investigate drug reactions and medication errors as well as appropriate use of drugs.

n. The Peer Review Executive Committee shall be responsible for a coordinated approach to the measurement and continuous improvement of quality, safety, and patient experience through its oversight of the effectiveness of the medical staff performance and peer review process. The Peer Review Executive Committee may delegate peer review functions to additional review committees in accordance with medical staff policies.

o. The Provider Health Committee shall be responsible for:
   1. Assisting departmental chairs, the CCO or chief medical officer, or both with any members of the medical staff who may be impaired secondary to substance use disorders, mental health problems, cognitive or physical deficits, or a combination thereof where such impairment is interfering or may interfere with patient care or other responsibilities;
   2. Monitoring such impaired medical staff members who are in treatment or those who require periodic follow-up assessments;
   3. Other activities related to such impaired medical staff members; and
   4. In carrying out these responsibilities, the Provider Health Committee shall conduct assessments, review treatment plans, establish monitoring procedures, devise plans of reintegration, and may make recommendations to the Credentials Committee.

p. The Respiratory Care Committee shall develop policies and procedures governing respiratory care. Its membership shall be comprised of representatives from those disciplines included in the delivery of respiratory care.

q. The Resuscitation Review Committee shall be responsible for establishing policies for the initiation, conduct, termination and teaching of cardiopulmonary resuscitation and the outlining of the procedures and responsibilities of personnel involved in a resuscitative effort.

r. The Utilization Management Committee has the authority and responsibility to carry out the utilization review and management function. The committee provides oversight of all guidelines, policies, procedures, and protocols involving the utilization management process (including but not limited to medical necessity of hospitalizations, hospital stays, procedures, cost, and length-of-stay outliers).

s. The UW Health Clinical Policy Committee shall develop, review, and recommend patient care policies and procedures.

Article XV: Meetings

Section 1. Medical Staff Meetings. The medical staff shall hold at least one meeting per year at which the officers and committee chairs shall make such reports as may be desirable and at which officers shall be nominated. The president of the medical staff shall preside and, in their absence, the vice-president. Special meetings may be called by the Medical Board or by written petition of at least 10 percent of the active medical staff members to the president of the medical staff.

Section 2. Medical Board Meetings. The Medical Board shall meet once a month during at
least ten (10) months each medical staff year. Special meetings of the Medical Board may be called by the medical staff president, by majority vote, or by written petition of a majority of the Medical Board.

Section 3. Standing and Special Committee Meetings. With the exception of the Investigation, Hearing, Medical Staff Behavior, and Provider Health Committees, each standing committee shall meet regularly and keep a permanent record of its proceedings. Standing and special committees shall arrange their own meeting schedules.

Section 4. Agenda.
   a. The agenda of all regularly scheduled meetings of the Medical Board shall be set by the president and vice-president of the medical staff.
   b. The agenda of all regularly scheduled meetings of the medical staff shall be set by the president of the medical staff.

Section 5. Quorum. A quorum, unless otherwise specified, shall consist of one-third of the membership of the Medical Board or a committee. For medical staff meetings, fifteen (15) members of the active staff shall constitute a quorum.

Section 6. Attendance. Each member of the medical staff shall be expected to attend at least 50 percent of the meetings of their clinical service and committees of the medical staff.

Section 7. Minutes.
   a. Medical Staff and Medical Board Meeting Minutes. Minutes of each regular and special meeting shall be prepared and shall include a record of attendance. The minutes shall be signed and submitted to the attendees for approval. Copies of the approved minutes shall be retained by Medical Staff Administration.
   b. Standing and Special Committee Meeting Minutes. Copies of all minutes shall be submitted to the president of the medical staff for review and approval of recommended action items at Medical Board meetings.

Section 8. Parliamentary Procedure. All meetings shall be in accordance with Robert’s Rules of Order, Newly Revised. The presiding officer may appoint a parliamentarian.

Section 9. Electronic Meetings and Approvals.
   a. Any regular or special meeting of a board or committee or other group authorized by these Bylaws may be held electronically or by teleconference at the discretion of the chairperson. Persons participating electronically or by teleconference shall be considered present at the meeting.
   b. Any action that a board or committee or other group authorized by these Bylaws may be approved by an email, U Connect workspace, or other electronic vote at the discretion of the chairperson of the board or committee or group. Notice may be given of electronic vote by email. Members shall be given at least two business days to respond. If a quorum of the board or committee or group respond by the time set for the vote, the action shall be approved if approved by a majority of the timely respondents, unless one timely respondent requests that the matter be considered at a convened meeting of the board or committee or group.

Article XVI: Rules and Regulations

The Medical Board has adopted the following Rules and Regulations for the proper conduct of its work.

Section 1. General Rules.
   a. The attending physician shall have ultimate responsibility and authority for the care of each patient.
   b. All patients are considered to be included in teaching programs in University of Wisconsin Hospitals and Clinics unless the patient objects.
c. It is the responsibility of each clinical service to arrange that sufficient numbers of qualified members of its active or courtesy staff are available at all times to ensure prompt and continuing function of essential patient care activities.

d. Members of the medical staff and advanced practice providers granted clinical privileges shall comply with the policies and procedures UW Health and the medical staff, and the applicable clinical department.

Section 2. Patient Care.

a. All patient care should be conducted in accordance with the prevailing professional standards. The attending staff is responsible for supervision of all medical care provided by GME trainees. This supervision will include the presence of the medical staff when appropriate. Specific mechanisms for supervision of GME trainees will be determined by the appropriate departments, consistent with the requirements of accrediting bodies, hospital policies GME policies, and will be reviewed by the UWHC Graduate Medical Education Committee. GME trainees may write patient orders.

b. All tissue specimens must be examined, except when exempted by hospital policy. Tissue specimens and body fluids obtained from inpatients and outpatients of UWHC shall be processed under the authority of or pursuant to arrangements by the Department of Pathology and Laboratory Medicine. Special requests and arrangements for specimen testing outside the Department of Pathology and Laboratory Medicine must be reviewed by the department and reviewed annually by the department and hospital administration.

c. Informed consent shall be obtained in accordance with UW Health policies and procedures concerning informed consent and the policies and procedures of the applicable clinical department. UW Health policies and procedures shall specify which procedures and treatments require written informed consent.

d. Members of the medical staff can be called for consultation within their area of expertise. The service to which consultations are addressed should answer all requests as soon as practical. A consultant member of the active or courtesy medical staff shall see the patient on every such request and shall record and sign their findings and recommendations.

e. The medical staff may delegate to nursing personnel and allied health personnel the performance of medical acts to the extent authorized by policies and protocols approved by UW Health and the Medical Board.

f. Research involving human subjects shall be reviewed and conducted in accordance with hospital policies and procedures, including review and approval by a University of Wisconsin - Madison institutional review boards.

g. Medical staff orders may be accepted and implemented only by categories of personnel authorized in hospital policies and procedures.

h. The medical staff authorizes healthcare professionals who are not members of the medical staff to order outpatient services to the extent authorized by hospital policy that is approved by the Medical Board.

i. A medical history and physical examination must be completed and documented for each patient no more than thirty (30) calendar days before or 24 hours after admission or registration, but prior to surgery or a procedure requiring anesthesia services. The medical history and physical examination must be completed and documented by a physician (as defined in section 1861(r) of the Social Security Act), an oromaxillofacial surgeon, or other qualified licensed individual in accordance with State law and hospital policy. An updated examination of the patient, including any changes in the patient’s condition, be completed and documented within 24 hours after admission or registration, but prior to surgery or a procedure requiring anesthesia services, when the medical history and physical examination are completed within thirty (30) calendar days before admission or registration. The updated examination of the patient, including any changes in the patient’s condition, must be completed and documented by a physician (as defined
in section 1861(r) of the Social Security Act, an oromaxillofacial surgeon, or other qualified licensed individual in accordance with State law and hospital policy.

j. All individuals presenting to a UW Health Emergency Department requesting medical examination or treatment, or who evidence signs of needing emergency medical treatment will receive a medical screening examination. The medical screening examination in the ED will be completed by a physician unless the senior attending physician in the ED or the ED faculty administrator on call determines that under the circumstances, other Qualified Medical Personnel may conduct the medical screening exam. The term "Qualified Medical Personnel" means a Physician, Physician Assistant, Nurse Practitioner, or Registered Nurse who has received training in emergency triage.

Section 3. Dental Service.

a. The Department of Surgery shall be responsible for service performed by dentists with the understanding that dental or oral surgical procedures undertaken in the operating room shall be under the supervision of the Chief of Surgery.

b. Every dental patient must have a staff physician available and will be responsible for other than dental care of the patient's care throughout the hospital stay.

Section 4. Pharmacy and Therapeutics.

a. Drugs dispensed at University of Wisconsin Hospitals and Clinics shall be those approved by the Pharmacy and Therapeutics Committee.

b. When trade or proprietary nomenclature is employed for a drug approved by the Pharmacy and Therapeutics Committee, the pharmacist may dispense officially accepted University of Wisconsin Hospitals and Clinics formulary drugs of the same generic name and specific therapeutic action.

c. All orders for medication or treatment shall be documented and otherwise comply with the pharmacy and therapeutics policies and procedures of UW Health and the medical staff.

d. Automatic stop orders on certain drugs shall take effect as required by the policies and procedures of UW Health and the medical staff.

e. Investigational drugs and devices may be used only within the scope of approval granted by the University of Wisconsin-Madison Human Subjects Committee.

Section 5. Admission, Transfer, and Discharge.

a. Patient admissions, transfers, passes, and discharges shall comply with hospital and medical staff policies and procedures. Admissions to the hospital and clinics shall be only:

1. By members of the medical staff in categories that permit admission; or

2. By GME trainees acting under the supervision of such medical staff member.

b. Certification and reporting of deaths shall be in accordance with hospital and medical staff policies and procedures and applicable law.

Section 6. Performance Improvement Activities. Medical staff members shall cooperate with the implementation of the plan for improving organizational performance approved by the hospital and the Medical Board.

Section 7. Medical Records. Medical records for inpatients and outpatients shall be completed in the manner and time frame required by the hospital and medical staff policies and procedures. Release of medical information shall be only in accordance with hospital and medical staff policies and procedures, including compliance with Wisconsin and federal law.

Article XVII: Amendments
Section 1. Annual Review. These Bylaws will be reviewed annually by the Bylaws Committee. Additional amendments to these Bylaws may be proposed at any meeting of the medical staff or the Medical Board. The proposal must be in writing and signed by at least ten (10) members of the active medical staff. The proposal shall be referred to the Bylaws Committee, which shall report at the next meeting of the medical staff. The Bylaws Committee may also recommend amendments to these Bylaws to the Medical Board. If adopted by a majority vote of the Medical Board, any proposed amendment shall be presented at the next meeting of the medical staff or sent to all voting members for a mail or electronic ballot. A written copy of the proposed amendment shall accompany the notice of the meeting of the medical staff or the notice of the mail or electronic ballot. A two-thirds majority vote of those present at the meeting or of those submitting mail or electronic ballots shall be required for adoption. The amendment shall become effective when approved by the Board of Directors.

Section 2. Medical Staff Proposals. Written proposals of Bylaws, Rules and Regulations, polices, and amendments thereto signed by twenty (20) percent of the voting members may be submitted to Medical Staff Administration. The Medical Board shall review the proposal at its next meeting, which is at least ten (10) days after the receipt of the proposal. If the Medical Board approves the proposal, it shall be submitted to the Board of Directors. If the Medical Board does not approve the proposal, it shall be voted on by voting members of the medical staff by a mail or electronic ballot distributed by Medical Staff Administration within ten (10) days of the Medical Board meeting where the proposal is not approved. A written copy of the proposal and any comments by the Medical Board shall accompany the notice of the ballot. A two-thirds majority vote of the voting members submitting mail or electronic ballots shall be required for submission to the Board of Directors. The President of the Medical Board may submit comments to the Board of Directors regarding proposals submitted to the Board of Directors pursuant to medical staff vote. The proposal shall become effective when approved by the Board of Directors.

Article XVIII: Adoption
These Bylaws shall be adopted at any regular meeting of the active medical staff, shall replace any previous Bylaws, and shall become effective when approved by the Board of Directors of the University of Wisconsin Hospitals and Clinics Authority.

Approved by Bylaws Committee.............................................................. June 9, 2021
Approved by Medical Board................................................................. June 10, 2021
Approved by Medical Staff................................................................. June 25, 2021
Approved by Board of Directors......................................................... July 22, 2021
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 Hospitals and Clinics medical staff, in accordance with the Bylaws and Rules and Regulations 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.

1.2.1. No practitioner shall be entitled to any hearing except as expressly provided in the Medical Staff Bylaws and this Fair Hearing and Appellate Review Plan. A practitioner is entitled to a hearing on timely and proper request when any of the following recommendations are made or actions taken by the Medical Board or the Board of Directors in a manner that is deemed adverse pursuant to section 1.2.2, and where such recommendations or actions are based on the professional competence or professional conduct of the practitioner:

a. Termination of medical staff membership or clinical privileges,
b. Suspension of clinical privileges, except for a summary suspension of privileges that lasts for fewer than fifteen (15) days,
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. A recommendation or action listed in section 1.2.1 shall be deemed adverse only when it has been:

a. recommended by the Medical Board;
b. taken by the Board of Directors contrary to a favorable recommendation by the Medical Board under circumstances where no prior right to a hearing existed; or
c. taken by the Board of Directors on its own initiative without benefit of a prior recommendation by the Medical Board.

1.2.3. Notwithstanding any other provision of the Bylaws, the following recommendations or actions, without limitation, do not entitle a practitioner to any of the hearing or appeal rights set forth in this Fair Hearing and Appellate Review Plan:

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, automatic suspension identified in Article IX, Section 4, 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.

1.2.4 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.

1.2.5. No individual 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 practitioner.

1.3 Notice of Adverse Recommendation or Action

1.3.1 When a recommendation is made or an action has been taken which, according to section 1.2.1 of this Fair Hearing and Appellate Review Plan entitles a practitioner to a hearing, the practitioner shall promptly be given written notice of the recommendation or action by the President of the Medical Staff by certified mail or e-mail delivery. This notice shall contain:

a. A statement of the recommendation made or action taken;
b. A statement of the reasons for the recommendation or action;
c. A statement that the practitioner has a right to request a hearing on the recommendation or action by delivering such a request in writing to the President of the Medical Staff within thirty (30) calendar days of the date the practitioner receive the notice;
d. A statement that failure to request a hearing within the specified time period, or failure to personally appear without good cause at the hearing or appellate review shall constitute a waiver of the practitioner’s right to a hearing or appeal, and the recommendation or action shall thereupon become effective immediately upon final Board of Directors approval;
e. A statement that the hearing shall be held before a Hearing Panel constituted of individuals who practice in the same profession as the Practitioner involved, who are appointed by the Hospital in accordance with the procedures for appointing a Hearing Committee, and who are not in direct economic competition with the Practitioner involved;
f. A statement that upon receipt of the practitioner’s hearing request, the President of the Medical Staff, or designee, will notify the practitioner of the date, time and place of the hearing;
g. A statement that the practitioner’s rights in any hearing or appeal are outlined in section 3.1 of the Fair Hearing and Appellate Review Plan;
h. A copy of the Bylaws and Fair Hearing and Appellate Review Plan.

1.3.2 The Notice of Adverse Recommendation or Action can be amended or added to at any time by written notice to the practitioner by certified mail or e-
mail. In no event shall the statement of the reasons for the recommendation or action included in the initial Notice of Adverse Recommendation or Action be interpreted as limiting the ability of the Medical Staff or Board of Directors to justify its recommendation or action at a hearing or appeal with additional supporting reasons not directly articulated in this notice.

1.4 Request for Hearing.

1.4.1 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 President of the Medical Staff within thirty (30) calendar days after the practitioner receives written notice of the adverse action or recommendation which gives rise to a hearing.

1.4.2 A practitioner who fails to request a hearing within the time and in the manner specified in section 1.4.1 waives their right to any hearing and appellate review to which the practitioner might have otherwise been entitled.

Article II Pre-Hearing Process

2.1. Appointment of Hearing Panel.

2.1.1. Upon receipt of a request for a hearing, the President of the Medical Staff, or designee, shall identify a Hearing Panel and chair of the Hearing Panel. The Hearing Panel shall be a subcommittee of the Hearing Committee that is assigned the responsibility to conduct the hearing, unless the President of the Medical Staff, or designee, determines that conflicts or other reasons require that individuals other than members of the Hearing Committee be appointed to the Hearing Panel. The Hearing Panel 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 Panel.

2.1.2. Any member of the Hearing Panel, including any alternate, who participates in the entire hearing, or reviews the transcript or audio recording of any portions of the hearing for which the Hearing Panel member was not in personal attendance, shall be permitted to participate in the deliberations and to vote on the recommendations of the Hearing Panel. The Hearing Panel 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 Panel, including any alternates, shall constitute a quorum for purposes of conducting a hearing.

2.1.3. No person shall be a member of any Hearing Panel, or alternate, if that person has (a) previously actively participated in consideration of the matter involved; (b) served on an investigating committee in connection with the corrective action that triggered the practitioner's hearing rights; (c) voted on the adverse recommendation or action that initiated the hearing; (d) appeared as a witness before an investigating committee in connection with the corrective action that triggered the practitioner’s hearing rights; (e) is in direct economic competition with the practitioner who requested the hearing. A person shall not be disqualified from serving on a Hearing Panel, or as an alternate, merely because such person has heard of the case or has knowledge of the facts involved.

2.2. Notification of Prospective Hearing Panel Members. The practitioner shall be notified of the prospective members of the Hearing Panel and if the practitioner has any objection to any proposed Hearing Panel 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, or designee, 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 Appointment of Hearing Officer

2.3.1. The President of the Medical Staff, or designee, shall select a hearing officer to preside at the hearing. The hearing officer shall be an attorney or other practitioner familiar with procedures relating to medical staff fair hearings.

2.3.2. 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, or designee, shall, after considering such objections, decide in their sole discretion whether to uphold the objection and replace any hearing officer.

2.3.3. 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 panel for consideration, rule on requests for postponements or extensions of time, and shall generally be responsible for regulating the proceedings.

2.3.4. The hearing officer shall ensure that all participants in the hearing have an opportunity to be heard and to present oral and documentary evidence, subject to reasonable limits on the number of witnesses and duration of direct and cross-examination. The hearing officer shall determine the order of procedure throughout the hearing and shall have the authority and discretion to make rulings on all questions which pertain to procedure and to the admissibility of evidence. The hearing officer shall act to maintain decorum and shall prohibit conduct or presentation of evidence that is cumulative, excessive, irrelevant, or abusive, or that causes undue delay.

2.3.5. The hearing officer shall be available to the members of the hearing panel 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.

2.4. Notice of Hearing.

2.4.1 When a proper request for a hearing is received, the President of the Medical Staff, or designee, shall promptly arrange and schedule a hearing, and shall send the practitioner written notice by certified mail or e-mail. Such notice shall contain:

a. The date, time and place of the hearing. The hearing date shall be not less than thirty (30) days after the practitioner's receipt of the notice of time and place for the hearing, unless an earlier hearing date has been specifically agreed to in writing by the parties;

b. A summary of the practitioner's rights in connection with the hearing; and

c. The names of the hearing panel members and hearing officer.

2.4.2 The scheduling of a hearing in accordance with this Fair Hearing and Appellate Review plan is solely within the discretion of the President of the Medical Staff, or designee. A practitioner does not have the right to demand that a hearing date be rescheduled or otherwise modified. The practitioner may request that a hearing be rescheduled, and such request may be approved by the Hearing Officer upon good cause. The denial of such a request shall not constitute a violation of the practitioner's due process rights under this Fair Hearing and Appellate Review Plan. The President of the Medical Staff, or designee, shall also have the sole discretion to determine whether the hearing shall be held in-person or, if warranted under the circumstances, via secure
video conference.


2.5.1. At least fifteen (15) calendar days prior to the hearing, the practitioner involved shall be sent by certified mail or e-mail delivery a statement:

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

2.5.2. 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 fifteen (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.

2.5.3. At least ten (10) calendar days prior to the hearing, the practitioner shall provide to the President of the Medical Staff the following:

- a statement setting forth the reasons why the practitioner contends that the adverse recommendation or action is unreasonable, inappropriate or lacks any factual basis,
- A list of any witnesses the practitioner will call to testify and a summary of the subject matter of each witness’s testimony,
- A copy of all documents the practitioner intends to introduce at the hearing, and
- 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.

2.5.4. No witness may be called, and no testimony or opinions may be elicited from any expert nor any documents submitted for consideration by the Hearing Panel, which have not been disclosed in accordance with this section, unless the Hearing Officer 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 Fair 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 recommendation or action which is the subject of the hearing.

Article III Hearing Process

3.1. Rights of Practitioner

- Representation by an attorney or other person of choice. If such attorney or other person of choice is not available at the scheduled time for the hearing, the denial of a request to reschedule the hearing shall not be considered a violation of this right to representation.
- To have a record made of the hearing, but not of deliberations, and to obtain copies of same.
- To call, examine, and cross-examine witnesses. Should the practitioner wish to interview
UW Health employees, members of the medical staff, or persons with clinical privileges prior to the hearing, the practitioner shall arrange for such interview by contacting UW Health corporate counsel, or the president of the medical staff. The practitioner shall not contact such individuals directly.

d. To present relevant evidence.

e. To submit a written statement at the close of the hearing.

f. To receive a written recommendation of the Hearing Panel, including the basis of the recommendation.

g. To receive a written final decision of the hospital, including the basis of the decision.

3.2. 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 panel, 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 fifteen (15) calendar days prior to the hearing or appearance.

3.3. 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 or CCO 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, CCO, or designee may appear and testify concerning any matters and present evidence to the Hearing Committee, Medical Board, or the Board of Directors.

3.4. 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.

3.5. 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, CCO, 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.

3.6. 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 adverse recommendation or action.

3.7. Evidence and Testimony Requested by Hearing Panel. 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.

3.8. 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 practitioner 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 practitioner and their 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. Nothing in this Fair Hearing and Appellate Review Plan shall be interpreted as giving the practitioner the authority to subpoena or otherwise compel the production of any documents, records or witnesses.

3.9. 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.

3.10. 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.

3.11. Burden of Proof. 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 Board of Directors 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.

3.12. 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.

3.13. Modification of Time Requirements. All time periods may be modified for good cause shown by the hearing officer.

3.14. Adjournment and Conclusion. The Hearing Officer may adjourn the hearing and reconvene the same at the convenience of the participants without special notice. Upon conclusion of the presentation of oral and written evidence, and upon receipt of the recording and/or transcript of the proceedings, the hearing shall be closed. The Hearing Panel shall thereupon conduct its deliberations, with assistance from the Hearing Officer, and issue a report and recommendation.

3.15. Report and Recommendations of Hearing Panel. After final adjournment of the hearing, including receipt of all written submissions, the Hearing Panel 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. If the practitioner submitted a written statement to the Hearing Panel in accordance with section 3.12, such statement shall be appended to the report and recommendation delivered to the Medical Board. The recommendations of the Hearing Panel 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 the Hearing Panel’s report and recommendation, along with any minority views reduced to writing shall be delivered to the practitioner.

3.16. Medical Board and Board of Directors Action.

3.16.1 The Medical Board shall consider the report and recommendations of the Hearing Panel. If additional information or clarification is needed by the Medical Board, the Board may remand the case to the Hearing Panel for any further proceedings the Medical Board deems appropriate. After receipt of the report of the Hearing Panel 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 the Medical Board’s report and recommendation, along with any minority views reduced to writing shall be sent to the practitioner.

3.16.2 If the recommendation of the Medical Board is adverse to the practitioner, the President of the Medical Staff shall notify the practitioner in writing, by certified mail or e-mail delivery, of their right to request appellate review by the Board of Directors in
accordance with Article IV of this Fair Hearing and Appellate Review Plan. Such notice shall include the deadline to submit a written request for appellate review, and a statement that failure to make such a timely request shall be deemed a waiver of the right to appellate review and acceptance of the recommendation involved.

3.16.3 If the recommendation of the Medical Board is favorable to the practitioner, the Board of Directors may adopt or reject the recommendation, in whole or in part. If the Board of Directors adopts a favorable recommendation of the Medical Board, it becomes the final decision of the Board of Directors. If the Board of Directors rejects a favorable recommendation from the Medical Board and takes action that is adverse to the practitioner, the CCO, or designee, shall notify the practitioner in writing, by certified mail or e-mail delivery, of their right to request appellate review by the Board of Directors in accordance with Article IV of this Fair Hearing and Appellate Review Plan. Such notice shall include the deadline to submit a written request for appellate review, and a statement that failure to make such a timely request shall be deemed a waiver of the right to appellate review and acceptance of the recommendation involved.

Article IV Appellate Review

4.1. Request for Appellate Review. The practitioner may, within ten (10) calendar days after receipt of the recommendations of the Medical Board, request appellate review by the Board of Directors. Such a request must be submitted in writing to the CEO or CCO. If a timely request for appellate review is not received, the practitioner shall be deemed to have waived the right to appellate review and accepted the recommendation involved, which shall thereupon become effective upon final approval by the Board of Directors.

4.2. 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:
   a. There has been a substantial failure to comply with the Bylaws during the course of the corrective action which has materially prejudiced the practitioner;
   b. The recommendation is arbitrary or unreasonable; or,
   c. The recommendation is not supported by any reliable evidence.

4.3. Nature of appellate review.

4.3.1 The Chair of the Board of Directors shall determine, in their sole discretion, whether the appellate review shall be conducted by the full Board of Directors, or by a committee of the Board composed of not less than three (3) persons. For the purposes of this Article IV, any reference to the “Board” shall include any committee designated to conduct a review.

4.3.2 The practitioner and the Medical Board shall each have the right to submit written statements in support of their respective positions on appeal. In addition, the Board may decide, in its sole discretion, to allow each party or the party’s representative to appear before the Board for oral argument and/or questioning by the Board. The failure of the Board to allow such personal appearance shall not be considered a violation of the practitioner’s right to appellate review.

4.4 Notice.

4.4.1 When a timely request for appellate review is received, the Chair of the Board of Directors, or designee, shall notify the practitioner in writing, by certified mail or e-mail delivery, of the deadline to submit a written statement to the Board. Such deadline shall not be less than fifteen (15) calendar days from the date the practitioner receives the notice.

4.4.2 If the Board allows personal appearance of the parties or their representatives, the notice shall include the date, time and place of such appearance, which shall not be less
than seven (7) calendar days from the date the practitioner receives the notice.

4.4.3 The notice shall include a statement that the failure of the practitioner to submit a timely written report, or appear at a scheduled personal appearance shall be deemed a waiver of the right to appellate review.

4.5 Written Statements.

4.5.1 A written statement from the practitioner to the Board shall set forth with specificity any findings of fact, conclusions, recommendations and procedural matters with which the practitioner disagrees and the reasons therefore. Such statement shall be limited to facts and evidence introduced at the hearing or otherwise considered by the Medical Board, or facts or evidence that the practitioner feels were wrongly excluded from consideration.

4.5.2 The Board shall provide a copy of the practitioner’s written statement to the President of the Medical Board. The Medical Board may submit a response to the Board within fifteen (15) calendar days of receiving the practitioner’s statement. The Medical Board may elect instead to rely on the report and recommendation it previously submitted to the Board of Directors, and the failure of the Medical Board to submit a written response shall not be considered acceptance of any objections raised by the practitioner.

4.6 Personal Appearance before the Board . If personal appearance of the parties before the Board is allowed, such appearance shall be limited to oral argument and/or questioning from the Board. The practitioner shall not be permitted to introduce any new facts or evidence which was not introduced at any hearing, except for facts or evidence which the practitioner contends was wrongly excluded from consideration at the hearing. 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 subject to such conditions as the Board determines to be appropriate.

4.7. Action by Board of Directors.

4.7.1 Within sixty (60) calendar days of submission of all written statements, or of the practitioner’s appearance before the Board, whichever is later, 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 and the Medical Board shall conduct any further investigation as it deems appropriate and submit a written report to the Board of Directors.

4.7.2 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.
4.7.3 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.

4.7.4. 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.

4.7.5. 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 thirty (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 CEO or CCO. Any such hearing and review shall be conducted in accordance with this Fair Hearing and Appellate Review. 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 IV on any matter which shall have been the subject of action by the Medical Board or by the Board of Directors or both.

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

Article V General Provisions

5.1. 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.

5.2. 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.

5.3. 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 and/or clinical privileges shall be confidential and privileged, shall be confidential quality 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.

5.4. 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.
5.5. 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.
Exhibit 2: Fair Hearing and Appellate Review Plan for Persons Granted or Applying for Privileges Under Article V

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 persons who apply for or are granted professional privileges under Article V of the Bylaws and Rules and Regulations of the Medical Staff, and are not members or applicants for membership on the medical staff, in accordance with the Bylaws of the medical staff. For purposes of this Fair Hearing and Appellate Review Plan for persons who apply for or are granted professional privileges under Article V of the Bylaws are all referred to as “practitioners.”

1.2. Right to Hearing

1.2.1. No practitioner shall be entitled to any hearing except as expressly provided in the Medical Staff Bylaws and this Fair Hearing and Appellate Review Plan. A practitioner is entitled to a hearing on timely and proper request when any of the following recommendations are made or actions taken by the Medical Board or the Board of Directors in a manner that is deemed adverse pursuant to section 1.2.2 and where such recommendations or actions are based on the professional competence or professional conduct of the practitioner:

   a. Termination of professional privileges,
   b. Suspension of professional privileges, except for a summary suspension of privileges that lasts for fewer than fifteen (15) days,
   c. Denial of appointment or any requested professional privileges,
   d. Denial of reappointment, and
   e. Imposition of conditions or restrictions on professional privileges that limit the practitioner’s ability to exercise professional privileges.

1.2.2 A recommendation or action listed in section 1.2.1 shall be deemed adverse only when it has been:

   a. recommended by the Medical Board;
   b. taken by the Board of Directors contrary to a favorable recommendation by the Medical Board under circumstances where no prior right to a hearing existed; or
   c. taken by the Board of Directors on its own initiative without benefit of a prior recommendation by the Medical Board.

1.2.3. Notwithstanding any other provision of the Bylaws, the following recommendations or actions, without limitation, do not entitle a practitioner to any of the hearing or appeal rights set forth in this Fair Hearing and Appellate Review Plan:

   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 professional 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, employment, 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, automatic suspension identified in Article IX, Section 4, denial of request for professional 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.
l. Any action that is taken as an employment action by the practitioner’s employer and not as an action under these Bylaws.

1.2.4. No individual 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 practitioner.

1.2.5. No practitioner shall be entitled to a hearing under this plan as a result of actions that are taken as employment actions by the practitioner’s employer.

1.3. Notice of Adverse Recommendation or Action

1.3.1 When a recommendation is made or an action has been taken which, according to section 1.2.1 of this Fair Hearing and Appellate Review Plan entitles a practitioner to a hearing, the practitioner shall promptly be given written notice of the recommendation or action by the President of the Medical Staff by certified mail or e-mail delivery. This notice shall contain:

a. A statement of the recommendation made or action taken;
b. A statement of the reasons for the recommendation or action;
c. A statement that the practitioner has a right to request a hearing on the recommendation or action by delivering such a request in writing to the President of the Medical Staff within thirty (30) calendar days of the date the practitioner receive the notice;
d. A statement that failure to request a hearing within the specified time period, or failure to personally appear without good cause at the hearing or appellate review shall constitute a waiver of the practitioner’s right to a hearing or appeal, and the recommendation or action shall thereupon become effective immediately upon final Board of Directors approval;
e. A statement that upon receipt of the practitioner’s hearing request, the President of the Medical Staff, or designee, will notify the practitioner of the date, time and place of the hearing;
f. A statement that the practitioner’s rights in any hearing or appeal are outlined in section 3.1 of the Fair Hearing and Appellate Review Plan;
g. A copy of the Bylaws and Fair Hearing and Appellate Review Plan.
1.3.2 The Notice of Adverse Recommendation or Action can be amended or added to at any time by written notice to the practitioner by certified mail or e-mail. In no event shall the statement of the reasons for the recommendation or action included in the initial Notice of Adverse Recommendation or Action be interpreted as limiting the ability of the Medical Staff or Board of Directors to justify its recommendation or action at a hearing or appeal with additional supporting reasons not directly articulated in this notice.

1.4 Request for Hearing.

1.4.1 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 President of the Medical Staff within thirty (30) calendar days after the practitioner receives written notice of the adverse action or recommendation which gives rise to a hearing.

1.4.2 A practitioner who fails to request a hearing within the time and in the manner specified in section 1.4.1 waives their right to any hearing and appellate review to which the practitioner might have otherwise been entitled.

Article II Pre-Hearing Process

2.1 Appointment of Hearing Panel.

2.1.1 Upon receipt of a request for a hearing, the President of the Medical Staff, or designee shall identify a Hearing Panel and chair of the Hearing Panel. The Hearing Panel shall be a subcommittee of the Hearing Committee that is assigned the responsibility to conduct the hearing, unless the President of the Medical Staff, or designee, determines that conflicts or other reasons require that medical staff members who are not members of the Hearing Committee be appointed to the Hearing Panel. In addition to medical staff members of the Hearing Panel, the Hearing Panel shall be further augmented with at least two persons in the same discipline as the practitioner who requested the hearing. The Hearing Panel shall have not less than three members. There also may be appointed one or more alternate members of the Hearing Panel.

2.1.2 Any member of the Hearing Panel, 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 Hearing Panel member was not in personal attendance, shall be permitted to participate in the deliberations and to vote on the recommendations of the Hearing Panel. The Hearing Panel 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 Panel, including any alternates, shall constitute a quorum for purposes of conducting a hearing.

2.1.3 No person shall be a member of any Hearing Panel, or alternate, if that person has (a) previously actively participated in consideration of the matter involved; (b) served on an investigating committee in connection with the corrective action that triggered the practitioner’s hearing rights; (c) voted on the adverse recommendation or action that initiated the hearing; (d) appeared as a witness before an investigating committee; (e) is in direct economic competition with the practitioner who requested the hearing. A person shall not be disqualified from serving on a Hearing Panel, or as an alternate, merely because such person has heard of the case or has knowledge of the facts involved.

2.1.4 The chair of the Hearing Panel shall rule on all procedural matters at the hearing. The chair 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 presentations.
2.2 Notice of Hearing.

2.2.1 When a proper request for a hearing is received, the President of the Medical Staff, or designee, shall promptly arrange and schedule a hearing, and shall send the practitioner written notice by certified mail or e-mail. Such notice shall contain:

a. The date, time and place of the hearing. The hearing date shall be not less than fifteen (15) days after the practitioner's receipt of the notice of time and place for the hearing, unless an earlier hearing date has been specifically agreed to in writing by the parties;

b. A summary of the practitioner's rights in connection with the hearing; and

c. The available documentary evidence against the practitioner.

2.2.2 The scheduling of a hearing in accordance with this Fair Hearing and Appellate Review plan is solely within the discretion of the President of the Medical Staff, or designee. A practitioner does not have the right to demand that a hearing date be rescheduled or otherwise modified. The practitioner may request that a hearing be rescheduled, and such request may be approved by the President of the Medical Staff upon good cause. The denial of such a request shall not constitute a violation of the practitioner's due process rights under this Fair Hearing and Appellate Review Plan. The President of the Medical Staff, or designee, shall also have the sole discretion to determine whether the hearing shall be held in-person or, if warranted under the circumstances, via secure video conference.

2.3 At least five (5) calendar 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, and

b. A copy of all documents the practitioner intends to introduce at the hearing.

2.4. No documents shall be submitted for consideration by the Hearing Panel, which have not been disclosed in accordance with sections 2.2 and 2.3, unless the chair of the Hearing Panel determines that any failure to disclose was unavoidable.

Article III Hearing Process

3.1. Rights of Practitioner

a. Representation by an attorney or other person of choice;

b. To present relevant documentary evidence and arguments concerning allegations and the action or proposed action.

c. To submit a written statement at the close of the hearing;

d. To receive a written recommendation, including the basis of the recommendation;

e. To receive a written final decision of the hospital, including the basis of the decision.

3.2. Attorney Representation. The practitioner may be represented by an attorney at any hearing; however, the members of the Hearing Panel 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 President of the Medical Staff of the name of the attorney or other representative at least fifteen (15) calendar days prior to the hearing or appearance.

3.3. 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 President of the Medical Staff may designate a hospital representative to represent the position of the medical staff 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, CCO, or designee may appear and testify concerning any matters and present evidence to the hearing committee, Medical Board, or the Board of Directors.

3.4. 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.

3.5. Witnesses. No witnesses shall be presented at the hearing other than the practitioner.

3.6. 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 production of documents in accordance with this Fair Hearing and Appellate Review Plan shall not constitute a waiver of any peer review protection for those documents or any other documents. Nothing in this Fair Hearing and Appellate Review Plan shall be interpreted as giving the practitioner the authority to subpoena or otherwise compel the production of any documents, records or witnesses.

3.7. Burden of Proof. 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 or proposed action that different action has been taken in the past with regard to any other practitioner, and no evidence shall be introduced regarding actions taken or not taken with regard to other practitioners.

3.8. Modification of Time Requirements. All time periods may be modified for good cause shown by the President of the Medical Staff, or designee.

3.9. Report and Recommendations of Hearing Panel. Within fifteen (15) calendar days after final adjournment of the hearing, including receipt of all written submissions, the Hearing Panel shall deliver a written report to the President of the Medical Staff or designee stating in full its findings, the reasons and evidence upon which it based its findings, and its recommendations. The recommendations of the Hearing Panel 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.

3.10. The CEO, CCO, or designee shall review the matter and, after consultation with the president of the medical staff or designee, shall make the final decision, subject only to appeal to the Board of Directors. The decision of the CEO, CCO, or designee shall be submitted in writing to the practitioner and the president of the medical staff. If the action that would have entitled the practitioner to hearing is modified so that no action entitling the practitioner to a hearing remains then the practitioner shall not be entitled to request appellate review. If the action remains one that would have entitled the practitioner to hearing, the practitioner may request an appellate review by the Board of Directors by submitting a written request the Chair of the Board within ten (10) days of receipt of the decision of the CEO, CCO, or designee. The request shall specify 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 Chair of the Board of Directors.

3.11 The decision of the CEO or CCO shall be final if no timely request or appellate review is received.

Article IV Appellate Review
4.1. Request for Appellate Review. The Chair of the Board of Directors or designee shall review any timely request for appellate review, the decision of the CEO, CCO, or designee and the report of the Hearing Panel, and shall determine whether to grant a discretionary appellate review. If the Chair of the Board of Directors grants discretionary appellate review, the matter shall be reviewed by the Board of Directors, or any committee of the Board designated by the Chair of the Board (collectively referred to as the “Board”). The Board may request additional information from the hospital or the practitioner. If the practitioner fails to provide requested additional information, it shall be considered a waiver of appellate review. The Board shall review the request for appellate review, the decision of the CEO, CCO or designee, the report of the hearing subcommittee, and any additional information requested by the Board, and shall make a final decision within sixty (60) calendar days after the Chair grants discretionary appellate review. The written decision of the Board, including the reasons, therefore, shall be provided to the CEO or CCO.

4.2. 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:
   a. There has been a substantial failure to complying with the Bylaws during the course of the corrective action which has materially prejudiced the practitioner;
   b. The recommendation is arbitrary or unreasonable; or,
   c. The recommendation is not supported by any reliable evidence.

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

Article V General Provisions

5.1. Timely Objections to Actions. In the event any practitioner 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.

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

5.3. 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 and/or professional 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.

5.4. 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 professional privileges, or any other action taken pursuant to the Bylaws of the medical staff.

5.5. 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.
Exhibit 3: Advanced Practice Providers

The following categories of health care professionals are eligible to apply for clinical privileges as advanced practice professionals.

- Advanced practice nurse prescriber;
- Nurse practitioner;
- Physician assistant;
- Certified nurse midwife;
- Certified registered nurse anesthetist;
- Anesthesiologist assistant;
- Clinical psychologist;
- PhD Researcher in Research Units.
2020–2021
Bylaws and rules and regulations of the medical staff

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Preamble

The medical staff is accountable for the quality of care in the University of Wisconsin Hospitals and Clinics (“UWHC”), and it accepts and assumes this responsibility subject to the authority of the University of Wisconsin Hospitals and Clinics Authority Board of Directors (“Board of Directors”). The medical staff practicing in the University of Wisconsin Hospitals and Clinics hereby organizes themselves in conformity with the Bylaws and Rules and Regulations hereinafter stated. University of Wisconsin Hospitals and Clinics comprises all locations of the hospital, including, but not limited to, University Hospital, American Family Children’s Hospital, and UW Health at The American Center. For the purpose of these Bylaws, the term “medical staff” shall be as defined in Article IV.

Article I: Name

The name of this organization shall be the medical staff of the University of Wisconsin Hospitals and Clinics.

Article II: Purpose

The purposes of this organization shall be:

1. To monitor and be responsible for the quality of medical care in the hospital.
2. To recommend to the Board of Directors the appointment or reappointment of applicants to the medical staff of the hospital, the granting or limiting of clinical privileges, and other actions affecting members of the medical staff.
3. To promote clinical education and research.

Article III: Membership

Section 1. Qualifications.

a. Membership on the medical staff is limited to physicians, dentists, podiatrists, and certain other professional staff, as authorized in Article IV, licensed to practice in the State of Wisconsin who can document their background, experience, training, health status, and competence; their adherence to the ethics of their profession; and their ability to work with others sufficiently to assure the appropriate department, medical staff, and the Board of Directors that patients in the hospital will be given high-quality medical care. In these Bylaws, “licensed” to practice in the State of Wisconsin shall mean having a professional license, certificate, or other permit from the state permitting practice in the state.

b. Each member shall be free of any significant physical, mental, or behavioral impairment that interferes with, or presents a substantial probability of interfering with, patient care, the exercise of clinical privileges, or the assumption and discharge of required responsibilities. Each member shall cooperate in any health assessment required by the UW Health chief executive officer (“CEO”), Chief Clinical Officer (“CCO”), or chief medical officer.

c. Each applicant must agree to participate in the educational programs associated with the University of Wisconsin Hospitals and Clinics. The department must adjudge appointments must be adjudged by the department to be consistent with its overall goals.

d. Medical staff membership is contingent upon initial and continued appointment to the faculty of the appropriate clinical department of the University of Wisconsin School of Medicine and Public Health (“SMPH”). “Faculty,” for the purpose of these Bylaws, includes tenure track, clinical health sciences track, clinician teacher track, and emeritus. “Faculty,” for purposes of these Bylaws, also includes faculty recruited and hired into tenure track, clinical health sciences track, or clinician teacher track with an interim title of visiting professor. This “faculty” designation shall have no effect—an individual’s appointment as faculty under UW-Madison faculty policies and procedures.
e. Membership shall not be denied on the basis of age, race, color, sex, religion, creed, sexual orientation, national origin, ethnic/national identity, or type of procedure or patient (e.g., Medicaid) in which the applicant specializes.

f. A member is expected to comply with the hospital’s state licensure requirements by having both a pre-appointment and a periodic health assessment. A member shall undergo a pre-appointment assessment, which includes a health history, physical examination, and tuberculin (TB) skin test. Periodically during the appointment, the TB status will be checked by Medical Staff Administration, consistent with hospital policy. 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. That department will verify a member’s compliance with the TB skin test requirement to Medical Staff Administration during the reappointment process.

g. Applicants and members must have no record of conviction of Medicare, Medicaid, or insurance fraud and abuse; payment of civil money penalties for same; or exclusion or prohibition from participation in such programs.

h. Physician applicants and members of the medical staff must either:
   1. be board certified or board eligible by a certifying board accredited by the American Board of Medical Specialties (ABMS) or the American Osteopathic Association (AOA). “Board eligible” is as defined by ABMS and AOA; or
   2. demonstrate equivalent training and experience, plus (1) secure individual approval to be participants in all managed care plans for which UWHC performs delegated credentialing that do not accept delegated credentialing for persons without board eligibility or certification, or (2) present a plan approved by the physician, the applicable department(s), the chief medical officer and the hospital chief financial officer, that addresses how the practice of the physician will be structured to address the lack of participant status in managed care plans for which UWHC performs delegated credentialing.

   This section does not apply to physicians who were granted membership on the medical staff before July 1, 2012, and have maintained their membership continuously since July 1, 2012.

Section 2. Ethics and Ethical Relationships. Members of the medical staff shall conduct themselves in the highest ethical tradition. Specifically, members shall abide by the Principles of Medical Ethics and Code of Medical Ethics adopted by the American Medical Association, the American Dental Association Principles of Ethics and Code of Conduct, American Podiatric Medical Association Code of Ethics, and any other applicable professional ethical standards and interpretations. In addition, members of the medical staff will not engage in the practice of rebating a portion of a fee or utilizing other inducements in exchange for the referral of patients.

Section 3. Additional Conditions of Appointment.
   a. Appointments to the medical staff shall confer on the appointees only such clinical privileges as are specified in the notice of appointment.
   b. Active members must be able to provide for continuous care and supervision of their patients, agree to accept staff committee assignments, and provide emergency care and consultation.
   c. Every member must abide by the Bylaws and Rules and Regulations of the Medical Staff; policies and procedures of UW Health and the medical staff; the Bylaws of the Board of Directors of the University of Wisconsin Hospitals and Clinics Authority; UW Health code of conduct; and applicable laws.
   d. A member is expected to cooperate in any required review of his or her credentials, qualifications, or compliance with these Bylaws, and to refrain from directly or indirectly
interfering with any such review.

e. Each practitioner or other professional granted clinical privileges or with a pending application for clinical privileges shall notify the CCO or chief medical officer or designee within ten (10) calendar days after any of the following. Failure to notify shall constitute grounds for corrective action. Upon request from Medical Staff Administration, the practitioner or other professional shall promptly provide copies of documents regarding such reported matter.

1. Any voluntary or involuntary loss or lapse of any license, registration, or certification regarding professional practice; any disciplinary or monitoring measure and any change in such discipline or monitoring measure by any licensing or registration body or certification board that licenses, registers, or certifies clinical or professional practice.

2. Any settlements, judgments, or verdicts entered in an action in which the practitioner or other professional was alleged to have breached the standard of care other than those arising out of his/her employment by the University of Wisconsin or his/her practice at the University of Wisconsin Hospitals and Clinics.

3. Pending investigation, disciplinary action, or other adverse action by a governmental agency and the progress of any investigation or action.

4. The voluntary or involuntary termination of medical staff membership or voluntary or involuntary limitation, reduction, or termination of privileges or ability or permission to practice at another hospital or health care facility.

5. Initiation of any corrective action or other disciplinary action at another hospital or health care facility. The affected practitioner or other professional shall provide complete information as to the reasons for the initiation of corrective or disciplinary action and the progress of the proceedings.

6. Any changes to the information included in the application for medical staff membership or clinical privileges, including any change of the person's health status or other change that affects his or her ability to safely and competently exercise privileges.

7. Exclusion or preclusion from participation in Medicare, Medicaid, or other federal or state health care programs.

8. Any notice of complaint or investigation by any licensing or registration body or certification board that licenses, registers, or certifies clinical professional practice.

9. Any indictment, conviction, or plea of guilty, no contest, or nolo contendere pertaining to any felony; or to any misdemeanor involving (i) controlled substances, (ii) illegal drugs, (iii) Medicare, Medicaid, or insurance or health care fraud or abuse, or (iv) violence against another.

f. The CCO or chief medical officer will forward to the chair of the applicable clinical service a copy of any notice received under subsection (e).

g. Each practitioner or other professional granted clinical privileges or with a pending application for such clinical privileges authorizes the University of Wisconsin and any other individual or entity where he or she has worked or is working or is or was permitted to practice to release to the hospital any information pertaining to the medical practice or professional behavior of such practitioner or other professional. The release of information under this subsection (g) does not satisfy the notice requirement in subsection (e).

h. Each practitioner or other professional granted clinical privileges is responsible for maintaining current contact information with Medical Staff Administration and promptly...
reporting any changes. Except as otherwise provided in these Bylaws, any notice to practitioners or other professionals granted clinical privileges may be provided by email. Persons granted clinical privileges are responsible for timely retrieval of communications from the hospital or medical staff representatives at the contact information provided to Medical Staff Administration.

Article IV: Categories of the Medical Staff

Section 1. The Medical Staff. The medical staff shall be divided into active medical, courtesy medical, and honorary medical. The “privileged medical staff” shall include the active medical and courtesy medical.

Section 2. The Active Medical Staff. The active medical staff shall consist of physicians, dentists, and podiatrists who are granted membership on the active medical staff and who regularly utilize the hospital, and who assume all the functions and responsibilities that membership on the active medical staff entails. Members of the active medical staff shall be appointed to a clinical service; shall be eligible to vote in the medical staff organization, hold office, and serve on medical staff committees; and are required to attend medical staff meetings.

Section 3. The Courtesy Medical Staff. The courtesy medical staff shall consist of physicians, dentists, and podiatrists who are granted membership on the courtesy medical staff and who are privileged to act as consultants, to admit no more than 20 patients per year to the hospital, and to have no more than 20 scheduled outpatient appointments per year in UWHC clinics. Courtesy medical staff members shall be appointed to a clinical service, but shall not be eligible to vote or hold office in this medical staff organization, except they may be members of the Medical Board.

Section 4. The Honorary Medical Staff. The honorary medical staff shall consist of individuals who are granted membership on the honorary medical staff and who have retired from active hospital service or who are of outstanding competence. Honorary staff members are not eligible to vote or hold office, will not be permitted to admit patients, and shall have no clinical privileges, including consultation. Membership on the honorary medical staff may be granted or terminated by the Board of Directors on recommendation of the Medical Board. The other procedures regarding appointment and reappointment in these Bylaws shall not apply to the honorary medical staff.

Article V: Advanced Practice Providers

Section 1. Definition. Advanced practice providers shall mean professionals other than physicians, dentists, and podiatrists who are eligible to apply for clinical privileges. The categories of professionals eligible to apply for privileges as advanced practice providers are listed in Exhibit 32 of these Bylaws. The categories of professionals listed in Exhibit 3 may be expanded as provided in Section 7 of this Article V.

Section 2. Qualifications and Practice.
   a. Advanced practice providers granted clinical privileges may provide patient care services only within the scope of their licenses and hospital policies, and in accordance with clinical privileges granted to the individual by the Board of Directors, which cannot include admitting privileges.
   b. Advanced practice providers shall have appropriate supervision, and/or collaboration, or both, as required by law or hospital policy requires.
   c. Anyone applying for or receiving clinical privileges under this Article V shall also have to comply with the requirements in Article III except as otherwise provided in this Article.

Section 3. Application Process. The procedure and requirements for accepting and processing applications for appointment and reappointment in Article VII shall be followed for applications for clinical privileges from advanced practice providers, except that:
a. Advanced practice providers shall not be members of the medical staff;
b. Such individuals must have a faculty appointment at SMPH or be employed by the hospital, the University of Wisconsin Medical Foundation, or the University of Wisconsin-Madison. Persons who do not have such employment or SMPH faculty appointment shall automatically lose their clinical privileges without right to hearing or review under these Bylaws; and
c. Applications for privileges submitted by advanced practice nurse prescribers, certified nurse midwives, nurse practitioners, and certified registered nurse anesthetists must be submitted for approval first to the designated APNP approval body in accordance with Hospital policy. The chief nurse executive or designee shall make the recommendation whether to approve or renew approval of the advanced practice nurse. Recommendations regarding approval or renewal of approval shall be made to the Credentials Committee.

Section 4. Corrective Action; Hearing and Appeals. Sections 1, 2, and 3 of Article IX shall not apply to advanced practice providers granted clinical privileges under this section. The Board of Directors, CEO, CCO, chief medical officer, or their designees may terminate or restrict any clinical privileges granted under this section. The chiefs of the clinical services, any officer of the medical staff, or the chief medical officer may submit a request to the CEO, CCO, or their designees to take action under this subsection; such request shall not be required to initiate action. The chief nurse executive or his/her designee may also terminate or restrict any clinical privileges granted to an advanced practice nurse. When clinical privileges are terminated or restricted under this section, the advanced practice providers may be entitled to an opportunity for hearing and appellate review as specified in Article X.

Section 5. Peer Review. Peer review of persons granted clinical privileges shall be conducted in accordance with the policies and procedures of UW Health and the medical staff.

Section 6. Trainees. To the extent permitted by law, persons who are trainees in UWHC-sponsored or UWHC-affiliated training programs may assist in providing services within the training program under supervision of persons who have the clinical privileges to provide the services. Such trainees will be reviewed, approved, evaluated, and supervised pursuant to hospital policies and procedures. They may act within the scope of such approval. This section does not apply to Graduate Medical Education (GME) trainees, who are governed by Article VI, Section 1.

Section 7. Determining Need for New Advanced Practice Providers. Whenever a health care professional of a type not included in Exhibit 32 as permitted to apply for privileges as an advanced practice provider requests permission to practice at the hospital, the Board of Directors, with input from the Medical Board, shall evaluate the need for that type of health care professional as an advanced practice provider, taking into consideration the following factors:

a. The nature of the services that could be offered;
b. Any state license or regulation that outlines the scope of practice for the health care professional;
c. The business and patient care objectives of the hospital;
d. How well the community’s needs are currently being met and whether they could be better met if the services offered by the health care professional were provided by the hospital;
e. The type of training that is necessary to perform the services that could be offered and whether there are individuals with more training that are currently providing those services;
f. The availability of supplies, equipment, and other necessary resources to support the health care professional;
The availability of trained staff;

h. Patient convenience; and

i. The ability to appropriately supervise performance.

Whenever the Board of Directors approves a new type of health care professional as an advanced practice provider, Exhibit 3 of these Bylaws shall be supplemented to reflect such approval.

Article VI: Trainees and Physician Learners

Section 1. GME trainees. GME trainees (residents and fellows) shall be graduates of approved schools of medicine, osteopathy, podiatry, or dentistry who are in graduate training programs approved by or formally affiliated with the University of Wisconsin Hospitals and Clinics. GME trainees must be licensed. GME trainees are not members of the medical staff, are not eligible to vote or hold office in the medical staff, but GME trainees in hospital-sponsored training programs shall have voting representation on the Medical Board and its committees as provided in these Bylaws. Members of the medical staff may permit GME trainees to function under supervision within the scope of the clinical privileges granted to the supervising medical staff member. Whenever the term “supervision” is used in these Bylaws and Rules and Regulations with reference to GME trainees or other students, it means direction, supervision, and oversight by a supervising member of the medical staff, but does not include a requirement that the medical staff member be present for the conduct of the supervised patient care unless such presence is appropriate under the circumstances required by law or hospital policy.

Section 2. Other physician learners. Visiting physicians may attend training at the University of Wisconsin Hospitals and Clinics as observers, and/or delegated learners, or both (hereinafter “learners”). Visiting physicians may have direct patient contact as learners only when approved pursuant to UW Health policies. Such learners will be reviewed, approved, evaluated, and supervised pursuant to UW Health policies and procedures. They may act only within the scope of such approval. These learners have no independent clinical privileges and shall not be members of the medical staff. They shall not bill for their services and shall not give orders or make entries in the medical record. To the extent permitted by law and such approval, delegated learners may assist in providing services under direct supervision of members of the medical staff who have the clinical privileges to provide the services. Delegated learners may be approved for gloves-on training for a period not to exceed ten days, and such training must be to learn specific defined patient techniques. The learners shall comply with the requirements in Article III, Section 3(c) through (h) to the same extent as members of the medical staff, but shall not be entitled to the corrective action procedures. Unless otherwise provided by UW Health policy, the CEO, CCO, chief medical officer, or their designees may terminate any approval of a learner’s approval, and there shall be no right to hearing or appeal. This section does not apply to GME trainees, who are governed by Article VI, Section 1.

Article VII: Procedure for Appointment and Reappointment

Section 1. Application for Appointment.

a. Applications to the privileged medical staff shall be submitted on the prescribed forms and shall include detailed information on the applicant’s professional qualifications and indicate professional references and shall include a statement granting the hospital and others immunity in civil liability cases. The applicant shall indicate whether any of his/her previous memberships, clinical privileges, licenses, or registrations have been revoked, suspended, reduced, not renewed, or voluntarily terminated or limited. The applicant shall also indicate any settlement, judgment, or verdict entered in an action or currently pending action, where the applicant was alleged to have breached the professional standard of care, currently pending or previously successful challenges to any licensure or registration, the voluntary relinquishment of such licensure or registration, or any lapse in licensure or registration. In these cases, the applicant shall provide a written explanation. The applicant must submit a photograph and all other
information requested to assist in confirming the identity of the applicant. All materials will be forwarded by Medical Staff Administration to the Credentials Committee.

b. By applying for membership on the privileged medical staff, the applicant signifies a willingness to appear before the Credentials Committee and authorizes members of those committees to consult with any and all members of medical staffs of other hospitals with which the applicant has been associated, as well as with other persons or entities who may have information bearing on his/her/their competence, ethical qualifications, and current health status. If there is doubt as to the competence, ethical character, or health status of the applicant, the applicant shall not be granted privileges unless the doubts can be resolved to the satisfaction of the Board of Directors.

c. All applicants for appointment or reappointment must have professional liability coverage for their activities on the medical staff. Coverage for state employees by the state self-funded liability program or for hospital employees by the hospital liability program satisfies this requirement. All applicants not covered by one of these programs must demonstrate professional liability coverage in the amount required for physician participants in the Wisconsin Injured Patients and Families Compensation Fund (“Fund”), even if exempt from participation in the Fund. Any member who does not have coverage that satisfies this requirement must immediately report the absence of coverage to Medical Staff Administration and all privileges will be automatically suspended in accordance with Article IX, Section 4.

d. An application submitted to the Credentials Committee shall include a statement from the chief of clinical service indicating whether the chief recommends the privileges requested and the category of appointment. Applications for privileges that overlap departments must have a statement from each of the chairs of affected departments. An application may be accepted and processed prior to receipt of the required SMPH faculty appointment, but only if the applicable department chair has provided written notice that a faculty appointment has been recommended. Any approval of membership or clinical privileges shall not be effective until the faculty appointment is received.

Section 2. Appointment Process.

a. The Credentials Committee shall review the qualifications, character, professional competence, and ethical standing of the applicant to the privileged medical staff and verify that all necessary qualifications for staff membership and requested privileges are met. Through Medical Staff Administration, UWHC shall (i) verify in writing and from the primary source whenever feasible or from a credentials verification organization the following: the applicant’s current license, specific relevant training, and current competence, (ii) verify the applicant’s ability to perform the privileges requested, and (iii) confirm that the individual requesting approval is the same individual identified in the credentialing documents. UWHC shall query the National Practitioner Data Bank (NPDB) at the time of initial medical staff appointments and initial granting of privileges and at the time of expanding privileges or requesting to add new privileges. Upon receipt of the completed application, confirmation of required verifications, and the results of the NPDB query, the Credentials Committee shall review the application and all supporting documentation and may conduct further investigation. The Credentials Committee shall submit a report of its findings in whole or in part recommending that the application be accepted or rejected.

1. If the recommendation is to accept, the report shall be submitted to the Medical Board, and any recommendation for appointment shall include the recommended staff status and a delineation of privileges.

2. When an applicant has submitted insufficient documentation to support one or more requested privileges, the Credentials Committee shall report on appointment and other privileges, but does not have to report on privileges with insufficient documentation; the committee shall respond to the applicant with a written request that the applicant provides additional documentation or rescind
the request for such privileges.

3. If the recommendation of the Credentials Committee is to reject the application, the report shall be submitted to the chief medical officer. The chief medical officer or his/her designee shall review the recommendation and assess whether the recommendation was made in a discriminatory manner on the basis of a characteristic listed in Article III, section 1(e). If this review confirms that the recommendation was made in a nondiscriminatory manner, the recommendation shall be forwarded to the Medical Board. If this review cannot confirm that the recommendation was made in a nondiscriminatory manner, the matter may be referred back to the Credentials Committee for further review or to the Medical Board with a report from the chief medical officer or his/her designee recommending other steps that may be taken to address the possible discrimination.

4. The Credentials Committee may defer consideration of the application as needed.

b. When the Credentials Committee has conducted its evaluation and recommended privileges, an applicant for new privileges may be granted temporary privileges in accordance with Article VIII, Section 2.

c. When the Medical Board recommends denial of appointment or denial of requested privileges, the applicant may be entitled to an opportunity for hearing and appellate review as specified in Article X. The CEO or CCO shall give notice of the adverse recommendation. The CEO may delegate this and any other duty under these Bylaws.

d. Favorable recommendations of the Medical Board regarding the appointment and granting of clinical privileges shall be forwarded to the Board of Directors to be acted upon in accordance with Board of Director procedures. If the Board of Directors’ decision is not to approve the appointment or the requested clinical privileges and the affected member has not had a prior opportunity for the procedural rights provided in Article X, the affected member may be entitled to such procedural rights as specified in Article X. After any such procedural rights are waived or exhausted, the Board of Directors shall make the final decision. However, if the Board of Directors’ decision is contrary to the recommendation of the Medical Board, the matter shall be returned to the Medical Board for an opportunity to comment before a final decision is made by the Board of Directors.

e. When the final decision of the Board of Directors is made, it shall send notice of such decision through the CEO to the applicant. The notice shall specify the period of appointment and privileges, which shall not exceed two years. If the medical staff category or privileges granted differ from those requested or recommended, notice shall also be provided to the chief of the clinical service concerned and the Credentials Committee.

f. Except in extraordinary circumstances, all action on an application shall be accomplished within one hundred twenty (120) calendar days of receipt of a completed application.

g. An application once deemed complete may thereafter be deemed incomplete if at any time during the consideration of the application new, additional, or clarifying information is requested. An incomplete application will not be processed until all requested information is received.

Section 3. Reappointment Process.

a. At least ninety (90) calendar days prior to the end of the appointment term, the chief of each clinical service shall submit to the Credentials Committee a list of all recommended changes in appointment status and/or assigned privileges for each member of the service.

b. The Credentials Committee shall review these recommendations and all other pertinent information available on each member for the purpose of determining its
recommendations for reappointment to the medical staff, and for the delineation and granting of clinical privileges for the ensuing period. The information shall include a query of the National Practitioner Data Bank (NPDB).

c. Each recommendation concerning the reappointment of a medical staff member and the clinical privileges to be granted shall be based upon such member’s professional competence and clinical judgment in the treatment of patients; clinical and/or technical skills as indicated in part by the results of quality assurance activities, conduct, health status, attendance at medical staff and departmental meetings, and participation in staff affairs; compliance with the bylaws of the Board of Directors, the Bylaws and Rules and Regulations of the Medical Staff, and policies and procedures of UW Health and the medical staff; cooperation with hospital personnel; use of the hospital’s facilities for patients; and relationships with other members of the staff. Each medical staff member must comply with continuing medical education requirements for licensure.

d. The Credentials Committee shall submit a written report of its recommendations.

1. If the recommendation is not to approve the reappointment, the report shall be submitted to the chief medical officer. The chief medical officer or his/her designee shall review the recommendation and assess whether the recommendation was made in a discriminatory manner on the basis of a characteristic listed in Article III, section 1(e). If this review confirms that the recommendation was made in a nondiscriminatory manner, the recommendation shall be forward to the Medical Board. If this review cannot confirm that the recommendation was made in a nondiscriminatory manner, the matter may be referred back to the Credentials Committee for further review or to the Medical Board with a report from the chief medical officer or his/her designee recommending other steps that may be taken to address the possible discrimination.

2. If the recommendation is to approve the reappointment, the report shall be submitted to the Medical Board, which shall, after review, act on the recommendations of the Credentials Committee. Recommendations by the Medical Board for reappointment shall be forwarded to the Board of Directors to be acted upon at the next regular meeting. Where the Medical Board recommends non-reappointment, or a denial, or reduction in clinical privileges, the CEO or CCO shall promptly notify the affected person of such recommendation by certified mail, return receipt requested. No such adverse recommendation shall be forwarded to the Board of Directors until after the affected person has exercised or waived any applicable right to a hearing as provided in Article X. The Board of Directors’ decision with respect to reappointment shall be final.

e. Thereafter, the procedure provided in Section 2(e) of this Article VII shall be followed, and Sections 2(f) and 2(g) shall apply to the processing of a reappointment application.

Section 4. Education. Each individual with clinical privileges must complete training in risk management, safety and infection control, and such other topics as are designated by the Medical Board in programs approved by the Medical Board. Reappointment will not be approved until this requirement is met.

Section 5. License check at time of expiration of license or certification. When the Wisconsin license or certification of a medical staff member or other person with clinical privileges is scheduled to expire, renewal of Wisconsin license or certification shall be verified.

Article VIII: Clinical Privileges

Section 1. Clinical Privileges.

a. Medical staff members and advanced practice providers shall be entitled to exercise only those clinical privileges granted to him/her them based on training, experience, current competence, and health status.

b. Initial applications for staff appointment must contain a request for the specific clinical
privileges desired by the applicant.

c. The Credentials Committee shall list each member's specific clinical privileges. However, it is recognized that the listing of clinical privileges may not provide sufficient detail to cover all procedures done and that acceptable new practices may be developed.

d. Periodic determination of clinical privileges and increase or limitation of same shall be based on the recommendations of the chief of the clinical service following consultation with the head of the appropriate subspecialty section.

e. Surgical procedures performed by dentists and podiatrists shall be under the overall supervision of the chief of the clinical service in which they have clinical privileges. Patients admitted by a dentist or podiatrist shall be examined upon admission by a physician member of the medical staff who shall be responsible for the care of medical problems that may be present at the time of admission or that may arise during hospitalization.

Section 2. Temporary Privileges.

| a. Temporary privileges may be granted to individuals seeking clinical privileges as outlined in this section. |
| b. An applicant for new privileges with a complete, pending application may be granted temporary privileges, provided (i) the Credentials Committee has recommended granting of such privileges, (ii) the applicant does not have a current or previously successful challenge to licensure or registration, (iii) the applicant has not been subject to involuntary termination of medical staff membership in another organization, and (iv) the applicant has not been subject to any involuntary limitation, reduction, denial or loss of privileges. Temporary privileges under this subsection may be granted for the lesser of the time until the Board approves or denies the privileges, the Medical Board recommends not granting a particular privilege, or one hundred and twenty (120) calendar days. “Applicant for new privileges” includes an individual applying for clinical privileges at the hospital for the first time, an individual currently holding clinical privileges who is requesting one or more additional privileges, and an individual who is seeking renewal of privileges and is requesting one or more additional privileges. |
| c. Temporary privileges may be granted to meet an important patient care need, provided the individual granting privileges has appropriate documentation and information available to him/her that may be reasonably relied upon to establish the competence and ethical standing of the applicant. The information shall include verification of current licensure and current competence. Temporary privileges granted under this subsection shall ordinarily be granted for brief periods, not to exceed ninety (90) calendar days, but may be renewed if necessary, to address an important patient care need. |
| d. All temporary privileges are granted by the chief medical officer (as designee of the Chief Executive Officer) on the recommendation of the chief of the appropriate clinical service (as designee of the medical staff president). The chief medical officer may terminate temporary privileges at any time, and there shall be no right to a hearing. |
| e. All applicants with temporary privileges shall abide by the bylaws of the Board of Directors, the Bylaws and Rules and Regulations of the Medical Staff, and the policies and procedures of UW Health and the medical staff, and shall be under the supervision of the chief of the appropriate clinical service. Specific requirements for supervision and reporting may be imposed on any grant of temporary privileges. |

Section 3. Emergencies. In an emergency situation, any medical staff member or other licensed professional staff, to the degree permitted by his/her license and regardless of service or staff status or lack of it, shall be permitted to do everything possible to save the life of a patient, and/or prevent permanent harm to the patient, or both. Every facility of the hospital necessary may be used, including consultations. For the purpose of this section, an “emergency” is defined as a condition in which serious permanent harm would result to a patient, or in which the life of a patient is in immediate danger, and any delay in initiation of treatment would add to that danger.
Section 4. Disaster Privileges. Clinical privileges may be granted in disasters by the CEO, CCO, or chief medical officer, or their designees, in accordance with policies and procedures approved by the Medical Board and CEO, when the hospital emergency management plan has been activated, and the hospital is unable to handle immediate patient needs.

Section 5. Leave of Absence.

a. Any medical staff member or advanced practice provider may request a voluntary leave of absence by submitting a written request to the chief medical officer.

b. Individuals with clinical privileges shall request Medical Staff Administration advance notice of a leave of absence whenever such individual intends to be absent or knows that he or she may be absent from usual practice, for a period of ninety (90) one-hundred (100) or more days, or for fewer than ninety-one-hundred (99100) days when such individual has reason to think that such leave may affect his or her ability to safely exercise clinical privileges upon return to practice. Any such request shall be made in writing to the chief medical officer. This section is not intended to apply to practitioners or professionals who have a low volume at the hospital but are otherwise maintaining an active practice outside the hospital.

c. A request notice for leave must include the reason for the request, leave and state the expected beginning date and expected ending date for the period of leave requested.

d. The chief medical officer shall forward any request for leave to the Credentials Committee, which shall determine whether to grant the leave, subject to the approval of the Medical Board. Denial of a request for leave does not entitle the requesting person to a hearing or appeal under these Bylaws.

e. During the period of leave, the medical staff member or advanced practice provider shall not exercise any clinical privileges, and any responsibilities or prerogatives of medical staff membership shall be inactive. A medical staff member or advanced practice provider on leave is required to maintain his or her appointment to the faculty of SMPH, in accordance with Article III, or employment required by Article V, as applicable Section 1(d). A person granted on a leave of absence is still required to timely submit an application for reappointment, and/or renewal of clinical privileges, or both to avoid expiration of membership and privileges.

f. At least thirty (30) calendar days prior to the requested expected termination of a leave of absence and return to clinical practice, a person granted on leave shall may request reinstatement of membership and privileges by submitting a written request to the chief medical officer. The request for reinstatement shall include a summary of relevant activities during leave; a written plan from the clinical service chief or designee for reintroduction to clinical practice; and, if requested by the Credentials Committee or Medical Board, information regarding the person’s current competence and health. The Credentials Committee shall review the reintroduction plan prior to the medical staff member or advance practice provider’s return to clinical practice and determine whether to grant the request for reinstatement, subject to the approval of the Medical Board, and shall promptly notify the person in writing whether the request has been granted. A person granted reinstatement shall provide a written report to the Credentials Committee promptly upon completion of the reintroduction plan. Any right to hearing or appeal for denial of reinstatement shall be governed by Exhibit 1 or Exhibit 2 to these Bylaws Article X.

Article IX: Collegial Intervention and Corrective Action

Section 1. Collegial Intervention.

a. It is the policy of UWHC and its medical staff to encourage the use of progressive steps by medical staff leadership and the hospital, beginning to begin with collegial and educational efforts, to address concerns regarding a medical staff member’s clinical practice or professional conduct. The goal of collegial intervention is to arrive at
voluntary, responsive actions by the medical staff member to resolve questions that have been raised.

b. Collegial efforts may include, but are not limited to, counseling, sharing of comparative data, monitoring, or additional training or education.

c. Collegial intervention efforts are encouraged, but are not mandatory.

Section 2. Corrective Action Procedure.

a. The Medical Board or Board of Directors may take corrective action against any member of the medical staff or other person with clinical privileges (i) for violation of the bylaws of the Board of Directors, Bylaws and Rules and Regulations of the Medical Staff, or policies and procedures of UW Health and the medical staff, (ii) for activities or professional conduct considered to be lower than the standards or aims of the medical staff, or (iii) for disruption of the operations of the hospital. Corrective action may also be initiated based on disciplinary action by the applicable state licensing or certification agency.

b. Requests for corrective action may be initiated by the chiefs of clinical services, an officer of the medical staff, the CEO, the CCO, the chief medical officer, or by the Board of Directors. Requests must be submitted in writing to the president of the medical staff and be supported by reference to the specific activities or conduct that constitutes the grounds for the request. The person for whom corrective action is requested shall be called the “practitioner” in this Article IX.

c. The president of the medical staff shall review the request and may determine whether further consideration is warranted. If there is a determination that further consideration is not warranted, the president of the medical staff shall notify the Medical Board at its next scheduled meeting, and the Medical Board may override the decision of the president of the medical staff.

d. If the president of the medical staff decides that further consideration of the request is warranted, or the Medical Board votes to override a decision not to consider the request, the Medical Board shall decide, in its sole discretion (i) that the request contains sufficient information to allow the Medical Board to make a recommendation for corrective action without the need for further investigation; or (ii) that additional investigation is necessary to determine whether corrective action is warranted. If the Medical Board determines that additional investigation is necessary, the president of the medical staff shall notify the practitioner in writing that an investigation is being conducted, and shall direct the Investigation Committee to investigate the matter, unless the president of the medical staff, in consultation with the CCO or designee, decides that external review is necessary due to the nature of the matter and the available resources to conduct internal review and investigation.

e. The UW Health Provider Services department is expressly authorized by the medical staff to conduct inquiries regarding professional conduct of medical staff members. Such inquiries may precede a formal request for corrective action, or may support an investigation conducted by the Investigation Committee in accordance with Section (f) below. No corrective action investigation is considered to have started concerning a medical staff member until the president of the medical staff receives a request for corrective action, or a summary suspension is imposed in accordance with Section 2 of this Article IX.

f. Investigation Committee

a. If the Investigation Committee is directed to investigate the matter, the president of the medical staff, after consultation with the chief medical officer, shall select at least three members of the Investigation Committee to conduct the investigation. The Investigation Committee may be assisted by other individuals designated by the committee.

b. The chair of the Investigation Committee shall notify the practitioner in writing of
the names of the participating members. Prior to making findings or recommendations, the Investigation Committee shall notify the practitioner in writing of the nature of the charges against him/her and invite the practitioner to discuss, explain, or refute the charges in an interview with the committee. This interview shall not constitute a hearing, and none of the rights or procedural rules for hearings in these Bylaws shall apply. The practitioner does not have the right to have an attorney present, nor shall recording devices be permitted in the interview. Failure to attend the interview shall be a waiver of the opportunity for the interview unless excused by the committee. The practitioner is expected to cooperate in providing all information requested by the Investigation Committee.

**g.** The Investigation Committee shall report the results of its investigation and its recommendations, if any, to the president of the medical staff within ninety (90) calendar days of referral from the president of the medical staff. When the committee cannot complete its investigation, and/or make recommendations within the allotted time, or both, it can request additional time or recommend external review. The president of the medical staff may authorize up to sixty (60) additional calendar days; a longer extension may be authorized by agreement of the practitioner and the president of the medical staff.

**h.** The president of the medical staff shall send a copy of the results of the investigation and recommendations of the Investigation Committee or the external review to the practitioner by certified mail, return receipt requested, or by hand delivery. The practitioner shall have ten (10) calendar days in which to submit a written statement to the Medical Board. At its next meeting following receipt of the written statement of the practitioner or the expiration of the period to submit a written statement, the Medical Board shall consider the results of the investigation and recommendations of the Investigation Committee or the external review and any submitted statement and decide what corrective action, if any, is warranted.

**i.** Upon receipt of the report and recommendation of the Investigation Committee; or following a determination that further investigation was not necessary, the Medical Board shall take action upon the request for corrective action. Such action may include, without limitation: (i) a warning; (ii) a letter of reprimand; (iii) a term of probation; (iv) a requirement for consultation; (v) a reduction, suspension, or revocation of clinical privileges; or (vi) a suspension or revocation of staff membership.

**j.** If the action taken by the Medical Board does not constitute a materially adverse recommendation as defined in the Fair Hearing and Appellate Review Plan, the action shall take effect immediately without action of the Board of Directors, and the Board of Directors shall be notified of the action at its next scheduled meeting. If the Board of Directors modifies the action taken by the Medical Board, and such modified action would constitute a materially adverse recommendation as defined in the Fair Hearing and Appellate Review Plan, the procedures stated in the Plan shall be followed.

**k.** If the action taken by the Medical Board constitutes a materially adverse recommendation as defined in the Fair Hearing and Appellate Review Plan, the procedures in the Fair Hearing and Appellate Review Plan shall apply.

**l.** The president of the medical staff shall notify the practitioner 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 written notice shall comply with the terms of the Plan.

**Section 3. Summary Suspension.**

**a.** The CEO, CCO, or chief medical officer shall have the authority to summarily suspend or restrict all or any portion of the clinical privileges of any person with clinical privileges whenever, in that person’s sole discretion, failure to take such action may result in imminent danger to the health and/or safety of any individual or may interfere with the
orderly operation of the hospital. When possible, the individual initiating summary suspension shall seek prior consultation with the appropriate chief of service (or his/her/their delegate), the president of the medical staff, and the chief medical officer. Such summary suspension shall become effective immediately upon imposition. During the period that any or all of the clinical privileges of a medical staff member are suspended, that member is not in good standing.

b. At any time prior to the medical board meeting to review and consider the summary suspension, the individual who imposed the summary suspension may, after consultation with the appropriate chief of service or his/her/their delegate and with approval of the president of the medical staff or the chief medical officer, terminate or modify the scope of any summary suspension of clinical privileges. Such termination or modification shall take effect immediately upon imposition. If the suspension is modified but not lifted entirely, any time deadlines in this section shall be based on the date the suspension was originally imposed.

c. The individual initiating summary suspension shall provide the practitioner with written notice of the suspension by certified mail, return receipt requested, e-mail, or personal delivery. Such written notice shall state the reasons for the imposition of the summary suspension, and shall inform the practitioner of his/her/their right to submit a written statement in response to the suspension, which must be delivered to the president of the medical staff within five (5) calendar days of the imposition of the suspension.

d. Within fourteen (14) calendar days of the imposition of a summary suspension, the medical board shall meet to review and consider the summary suspension. The medical board shall vote to: (i) lift the summary suspension and close the matter without further corrective action; (ii) lift the summary suspension, but consider the suspension a request for corrective action and follow the procedures under Section 1 of this Article IX; or (iii) keep the summary suspension in effect and follow the corrective action procedures under Section 1 of this Article IX.

Section 4. Automatic Suspension.

In the instances outlined below, the individual’s medical staff membership and privileges will be considered automatically suspended, relinquished, terminated, or limited as described, and the action shall be final without the right to a hearing.

Prior to reinstating privileges that have been automatically suspended for a period of ninety-one hundred (9100) days or longer, the person shall submit a written request to Medical Staff Administration for reinstatement. Such request shall include a summary of relevant activities during suspension; a written plan from the clinical service chief or designee for reintroduction to clinical practice; and, if requested, information regarding the person’s current competence and health.

The Credentials Committee shall determine whether to grant the request for reinstatement, subject to the approval of the Medical Board, and shall promptly notify the person in writing whether the request has been granted. A person granted reinstatement shall provide a written report to the Credentials Committee promptly upon completion of the reintroduction plan. Any right to hearing or appeal for denial of reinstatement shall be governed by Exhibit 1 or Exhibit 2 of these Bylaws.

During the period that any or all of an individual’s clinical privileges are automatically suspended or limited pursuant to this Section 4, that individual is not considered to be in good standing.

a. Medical Record Completion. A temporary suspension in the form of withdrawal of admitting privileges, effective until medical records are completed, shall be imposed automatically after warning the person of his/her/their delinquency regarding failure to complete medical records within a reasonable period after a patient’s outpatient visit or inpatient discharge as defined by the hospital and medical staff policies and procedures. There is no right to hearing or appeal for such suspensions. If the suspension exceeds fourteen (14) calendar days despite diligent efforts to complete records, the person
under temporary suspension may submit to Medical Staff Administration a written request to the president of the medical staff for informal review. The president of the medical staff, in his/her discretion, may (a) leave the suspension in place, (b) reinstate admitting privileges subject to conditions that will result in completion of medical records, or (c) initiate corrective action, with or without reinstatement of admitting privileges pending the outcome of the corrective action process.

b. Licensure. [KMD4]

1. Expiration. If a person’s license or certification to practice in the State of Wisconsin expires, all of his/her clinical privileges related to such license or certification shall immediately and automatically be suspended and shall be reinstated upon verification of renewal.

2. Revocation or Suspension of License or Certification. If any license or certification required to enable a person to practice his/her profession in the State of Wisconsin is suspended or revoked, the person’s privileges and medical staff membership shall be automatically terminated. Any subsequent request for privileges and medical staff membership shall be handled in accordance with the requirements for applications for initial appointment and privileges.

3. Restriction or Limitation. If any license or certification required to enable a person to practice his/her profession in the State of Wisconsin is restricted or limited, the person’s privileges and medical staff membership shall be automatically suspended until the restriction or limitation is terminated. Upon termination of the restriction or limitation, the person’s privileges and medical staff membership shall be reinstated. At any point during the suspension, the person under suspension may submit to Medical Staff Administration a written request to the president of the medical staff for informal review. The president of the medical staff, in his/her discretion, may (a) leave the suspension in place, (b) reinstate privileges subject to the limitations or restrictions imposed on the person’s license or certification, or (c) initiate corrective action, with or without reinstatement of privileges pending the outcome of the corrective action process.

c. Medicare/Medicaid Participation. A person’s medical staff membership and privileges will be automatically relinquished upon termination, exclusion, or preclusion by government action from participation in Medicare, Medicaid, or other federal or state health programs. Any subsequent request for privileges and medical staff membership shall be handled in accordance with the requirements for applications for initial appointment and privileges.

d. Health Requirements. A temporary suspension of all clinical privileges shall be imposed automatically for failure to comply with obligations regarding health status, health assessments or screenings, and immunizations, including, but not limited to, the requirements outlined in Article III, Sections 1(b) and (f). Reinstatement of privileges will occur automatically when the person provides acceptable evidence of meeting applicable obligations.

e. Educational Requirements. A temporary suspension of all clinical privileges shall be imposed automatically for failure to comply with the educational requirements outlined in Article VII, Section 4. Reinstatement of privileges will occur automatically when completion of the educational requirements is verified.

f. Professional Liability Coverage. A temporary suspension of all clinical privileges shall be imposed automatically for failure to maintain professional liability coverage as required by Article VII, Section 1(d). Reinstatement of privileges will occur automatically when the person again demonstrates the required professional liability coverage.

g. Onboarding Activities. A temporary suspension of all clinical privileges shall be imposed automatically for failure to complete all necessary onboarding activities, including but not limited to electronic medical record training.

h. Faculty Status.
i. The loss of faculty status with SMPH automatically results in termination of medical staff membership and clinical privileges.

ii. If a person is placed on administrative leave with SMPH, the individual’s medical staff membership and clinical privileges shall be automatically suspended for the duration of the leave. Medical staff membership and privileges shall be reinstated upon reinstatement from the administrative leave.

j. Drug Enforcement Administration (DEA) Registration. If a practitioner’s DEA registration is suspended or revoked, the person’s privileges and medical staff membership shall be automatically terminated. Any subsequent request for privileges and medical staff membership shall be handled in accordance with the requirements for applications for initial appointment and privileges.

k. Board Certification or Board Eligibility. Failure to meet the requirements outlined in Article III, Section 1(h) relating to board certification, board eligibility, or equivalent training and experience, including failure due to lapse in board certification, shall result in an automatic temporary suspension of all clinical privileges.

APP Employment. If an APP employed by the hospital, the University of Wisconsin Medical Foundation, or the University of Wisconsin-Madison, in accordance with the requirement set forth in Article V, Section 3(b), is placed on administrative leave by the APP’s employer, the APP’s clinical privileges shall be automatically suspended for the duration of the leave. Privileges shall be reinstated upon reinstatement from the administrative leave.

Article X: Hearing Procedure

Section 1. Medical Staff Members. Medical staff members and applicants to the medical staff 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.

Section 2. Advanced Practice Providers. Persons who apply for or are granted clinical privileges as advanced practice providers 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 2.

Article XI: Medical Board

Section 1. Composition. The Medical Board shall be composed of the chiefs of clinical services, the officers of the medical staff, 14 at-large members elected by the staff, two advanced practice providers serving in a non-voting capacity elected as described in Article XIII, two GME trainees from the hospital-sponsored training programs, the CCO, and the chief medical officer (individually or as designee of the CEO). There shall be no more than three elected members, including officers, from any one clinical department. In addition, the CEO and the chief nurse executive shall serve on the Medical Board as ex-officio members without vote. Subject to the approval of the president of the medical staff or designee, any member of the Medical Board may designate an alternate who may attend and vote in place of the Medical Board member. Such designation must be made annually within two months of the start of each medical staff year unless otherwise approved by the president of the medical staff or designee. The president of the medical staff shall serve as chair of the Medical Board.

Section 2. Function and Delegated Authority

a. The Medical Board shall establish a framework for self-government and a means of accountability to the Board of Directors. The Medical Board shall be the executive committee for the medical staff as set forth in Article II. The Medical Board shall act on behalf of the medical staff between meetings of the medical staff. It shall concern itself primarily with the quality of care within the hospital. It shall receive and act upon committee reports and make recommendations regarding medical staff status, privileges, and quality assurance to the Board of Directors. The Medical Board may adopt and amend from time-to-time medical staff policies and procedures, which shall
take effect upon approval by the CEO, who has been delegated this authority by the Board of Directors. Medical staff policies and procedures must be consistent with hospital policies and procedures. In most cases, there will not be separate medical staff policies and procedures. As appropriate, UW Health policies and procedures of a clinical nature will be developed in consultation with appropriate medical staff and will be reviewed as needed by the Medical Board.

b. In cases of documented need for an urgent amendment to the Rules and Regulations in Article XVI of these Bylaws and Rules and Regulations necessary to comply with law or regulation, the medical staff delegates the authority to the Medical Board to provisionally adopt an urgent amendment without prior notification or approval by the voting medical staff, and this amendment shall take effect upon approval by the Board of Directors. The Medical Board shall immediately notify the voting members of the medical staff by posting the urgent amendment on the hospital intranet and sending emails to those voting members who have a UW Health email address or have provided a current email address to Medical Staff Administration. Voting medical staff members may submit comments to the Medical Board up to thirty (30) calendar days after the Board of Directors approves the provisional amendment. If no timely comments are received, the provisional amendment stands. Any timely comments that are received shall be considered at the next meeting of the Medical Board after the close of comments. The Medical Board may (a) reaffirm the provisional amendment or (b) submit a revised amendment to the Board of Directors which take effect upon approval by the Board of Directors. medical staff members who disagree with the Medical Board’s decision may pursue the amendment process provided in Article XVII, Section 2.

Section 3. Conflicts with Medical Staff. If twenty (20) percent of the medical staff sign a petition stating a matter of conflict, the matter shall be placed on the agenda of the Medical Board. At least one of the petitioners shall be permitted to make an oral presentation at the meeting when it is considered.

Article XII: Clinical Services

Section 1. Services. The clinical services of the medical staff include the following:

a. Anesthesiology
b. Dermatology
c. Emergency Medicine
d. Family Medicine and Community Health
e. Human Oncology
f. Medicine
g. Neurological Surgery
h. Neurology
i. Obstetrics and Gynecology
j. Ophthalmology and Visual Sciences
k. Orthopedics and Rehabilitation Medicine
l. Pathology and Laboratory Medicine
m. Pediatrics
n. Psychiatry
o. Radiology
p. Surgery
q. Urology

Section 2. Organization of Services. The Board of Directors, upon the joint recommendation of the CEO or CCO and the dean of SMPH, shall appoint the chief of each clinical service. If the chief of clinical service is to be other than the corresponding SMPH departmental chair, the additional recommendation of the department chair is required. Each chief of a clinical service shall be a member of the active medical staff in good standing. All such appointments shall be for one year and be reviewed periodically by the Board of Directors. Chief of clinical service appointments may be made on an interim basis by the CEO or CCO and dean. The chief of each clinical service must be certified by the appropriate specialty board or have comparable
Section 3. Functions of Chief of Clinical Service.

a. Each chief shall:

a. Be responsible for all professional, clinical, and administrative activities within the service;
b. Be responsible for continuing surveillance of the professional performance of all individuals who have clinical privileges in the department;
c. Be responsible for enforcement of the Bylaws and Rules and Regulations of the Medical Staff affecting his/her service;
d. Implement actions taken by the Medical Board affecting his/her service;
e. Transmit to the Medical Board the service’s recommendations concerning (i) the staff classification, reappointment, and delineation of clinical privileges for all members of the staff, and (ii) the granting and renewal of clinical privileges for other Advance Practice Professionals;
f. Participate in every phase of administration of the service through cooperation with the nursing service and UW Health administration in matters affecting patient care, including personnel, supplies, special regulations, standing orders, policies, procedures, and space;
g. Be responsible for recommending to the medical staff the criteria for clinical privileges in the department;
h. Be responsible for continuous assessment and improvement of quality of care, and for the implementation of quality control programs as appropriate;
i. Be responsible for the orientation and continuing education of all persons in the service; and
j. Coordinate and integrate interdepartmental and intradepartmental services.

A chief may delegate tasks required to carry out the responsibilities above, including the signing of the service’s recommendations as outlined in Section 3(a)(5), so long as (i) the chief remains ultimately responsible for the clinical service chief functions; and (ii) the chief notifies Medical Staff Administration in writing of the names of any individual in the chief’s clinical service who has been delegated authority by the chief to sign documents related to credentialing, privileging, and/or staff appointment on behalf of the department.

Article XIII: Officers and At-Large Members

Section 1. Officers of the Medical Staff. The officers of the medical staff shall be: president, vice president who shall also be president-elect, and secretary-treasurer. The vice president shall succeed to the presidency for the two years following a term as vice president. The secretary-treasurer shall succeed to the vice presidency for the two years following a term as secretary-treasurer.

Section 2. Qualifications. Officers of the medical staff must be members of the active medical staff, and at-large members of the Medical Board must be members of the privileged medical staff. Officers of the medical staff and at-large members of the Medical Board must remain members in good standing through their term of office.

Section 3. Term of Office. Officers and other elected members of the Medical Board shall serve a two-year term or until a successor is appointed or elected. The term shall begin on the first day of September. When vacancies occur during a term, the successor shall serve the balance of the term.

Section 4. Election.

a. The secretary-treasurer of the medical staff and at-large members of the Medical Board shall be elected by a majority of those voting in a secret mail ballot. The offices of
president and vice president of the medical staff shall be filled by succession as outlined in Article XIII, Section 1, unless a vacancy shall occur, in which case the process outlined in Section 5 shall be followed. Only members of the active medical staff are eligible to vote.

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. At least ten (10) calendar days prior to elections by the membership of the medical staff, nominations may be submitted to Medical Staff Administration provided 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.

c. The Advanced Practice Providers Council (APP Council) shall solicit candidates from among the advanced practice providers to serve on the Medical Board. At least ten (10) calendar days prior to election by advanced practice providers with privileges, the APP Council shall nominate candidates to serve on the Medical Board. For each election, the APP Council shall nominate at least one more candidate for the election than advanced practice provider positions available on the Medical Board. The candidate(s) receiving the most votes from advanced practice providers with privileges shall be elected to the Medical Board.

Section 5. Vacancies.

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, an interim secretary-treasurer shall be appointed to complete the remaining term of office. The president shall appoint the interim secretary-treasurer with the approval of the Medical Board. The president shall appoint other interim officers as required with the approval 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.

b. Elected Members of the Medical Board. Vacancies occurring during the term of an at-large member or advanced practice provider member of the Medical Board shall be filled by the president of the medical staff appointing an interim member. In the event the president of the medical staff fills such a vacancy, the Medical Board shall be notified and shall have an opportunity to reject the appointment.

Section 6. Duties.

a. The president shall call and conduct the medical staff meetings and participate in the long-range planning activities of the hospital. The president shall appoint, annually, one or more members of the medical staff to serve on the Dane County Medical Society Board of Trustees. The physician(s) shall serve no more than three two-year terms as representative(s) of the UWHC medical staff.

b. The vice president of the medical staff shall be vice-chair of the Medical Board and serve as the president of the medical staff in the president’s temporary absence. The vice president shall serve as the chair of the Credentials Committee and shall serve as the designee for the president of the medical staff in recommending the granting of temporary privileges.

c. The secretary-treasurer shall serve as the chair of the Medical Record Committee.

Section 7. Removal or Suspension of Officers and Elected Members of the Medical Board.

The Medical Board, by a majority vote, may remove or suspend an officer of the medical staff or an elected member of the Medical Board for failure of the officer or member to perform his/her duties or other good cause. Prior to the Medical Board vote on removal or suspension, the officer or member shall be informed of the intended action and the basis for the action; and shall be given an opportunity to be heard by the Medical Board as to why he/she/they should not be suspended or removed.
Section 8. Medical Staff Members in Administrative Positions.

Medical staff members employed by the hospital, or otherwise assigned to a hospital administrative position, either full-time or part-time, whose duties are administrative in nature and include medical staff clinical responsibilities or functions involving their professional capability, must be members of the medical staff, achieving the status by the same procedure applicable to other medical staff members. A medical staff member in a hospital administrative position serves at the pleasure of the authorized official who appointed the medical staff member to the position. A medical staff member may be removed from his/her administrative responsibilities without affecting his/her medical staff privileges. Termination of medical staff privileges must follow the same provisions applicable to any other member of the medical staff.

Article XIV: Committees

Section 1. Standing Committees.

a. Bylaws
b. Credentials
c. Critical Care
d. Ethics
e. Graduate Medical Education
f. Hearing
g. Infection Control
h. Investigation
i. Medical Record
j. Medical Staff Behavior
k. Nutrition
l. Operating Room
m. Pharmacy and Therapeutics
n. Peer Review Executive
o. Provider Health
p. Respiratory Care
q. Resuscitation Review
r. Utilization Management
s. UW Health Clinical Policy

Section 2. Committee Members.

a. The president of the medical staff, in consultation with the chief medical officer, shall appoint chairs and members of all medical staff committees. When committees have GME members, appointments of GME members shall be for one year from July 1 through June 30. Other appointments shall be from September 1 through August 31, and shall be for one year except for chairs. Members may be reappointed. Chairs may be appointed for a term of up to four years and may be reappointed. Chairs and members shall continue to serve until their replacements have been appointed. All chairs and members shall serve at the pleasure of the president of the medical staff, and the president of the medical staff shall, in consultation with the chief medical officer, appoint replacements for the balance of the term of the person who has resigned or been removed. When a committee chair or member is unable to perform the committee functions due to unavailability, conflicts, or other factors, the president of the medical staff may, in consultation with the chief medical officer, exercise the above appointment power to appoint additional alternates as necessary for the committee to perform its functions.

b. GME trainees may be appointed to serve as voting members of standing and ad hoc medical staff committees listed in Section 1, except the Bylaws, Investigation, Credentials, Hearing Committee, Medical Staff Behavior and Provider Health Committees.
c. Advanced practice providers and others may be appointed to serve as voting members of standing and ad hoc medical staff committees.

d. One advanced practice nurse representative, one physician assistant representative, one anesthesiologist assistant representative, and one clinical psychologist representative shall be appointed to be liaison members of the Credentials Committee. The advanced practice nurse representative may attend the meetings while the committee is considering the privileges of advanced practice nurses, the physician assistant representative may attend the meetings while the committee is considering the privileges of physician assistants, the anesthesiologist assistant representative may attend the meetings while the committee is considering the privileges of anesthesiologist assistants, and the clinical psychologist representative may attend the meetings while the committee is considering the privileges of clinical psychologists. The representatives may participate in such deliberations, and vote on such privileges. The chief nurse executive, or designee, shall be consulted in the selection of the advanced practice nurse representative, and the responsible physician assistant committee shall be consulted in the selection of the physician assistant representative.

**Section 3. Other Committees.** The Medical Board may establish additional standing or ad hoc committees as necessary.

**Section 4. Duties of Respective Committees.** In addition to the duties described below, all standing and ad hoc committees of the medical staff may engage in peer review activities as requested by the chair of the committee, the CCO, the chief medical officer, or the Peer Review Executive Committee.

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 chief medical officer; the president, vice-president, secretary-treasurer, and immediate past-president of the medical staff; the CEO, CCO, or their representative, and others selected through the committee appointment process. The Bylaws and Rules and Regulations shall be reviewed annually.

b. The Credentials Committee shall review and investigate the credentials of applicants for the medical staff and shall make recommendations on the appointment, staff status, and privileges for each applicant to the Medical Board. It shall also periodically review all information available on the competence of staff members and make recommendations to the Medical Board regarding reappointment, staff status, and privileges. It shall also perform the functions specified in Article V and, upon request of the hospital, review and take action with respect to applications of individuals to be affiliates of the hospital.

c. The Critical Care Committee shall be responsible for reviewing and recommending policies and procedures necessary for the effective operation of all critical care units in the hospital. The committee will actively participate in the institutional review of existing critical care programs and resources and will advise the institution regarding future program development.

d. The Ethics Committee shall serve in an advisory capacity in the following matters: consultation on difficult clinical cases involving medical-ethical issues; consideration, when so requested, of clinical-ethical policy issues related to this hospital; examination of matters referred by the Medical Board; and provision of an educational role in the area of medical ethics. For case review, the committee’s general policy will be one of discussion with consensus development and formal recommendation being offered if requested.

e. The Graduate Medical Education Committee is responsible for monitoring and advising on all aspects of graduate medical education. It carries broad responsibility for overseeing and ensuring the quality of the institution’s graduate medical education programs.

f. The Hearing Committee shall be a permanently constituted peer review committee from which panels may be selected to perform peer review hearings under Article X of the Bylaws or otherwise as directed by the chief medical officer or the president of the
medical staff.

g. The Infection Control Committee shall maintain surveillance and records of infections, investigate sources of infection, promulgate rules for the prevention of infection, and make recommendations for the control of infections.

h. The Investigation Committee shall be a permanently constituted peer review committee from which panels may be selected to perform the peer review responsibilities specified in Article IX of the Bylaws.

i. The Medical Record Committee shall develop guidelines for the general form, accuracy, and completeness of patient records. It shall define the essential elements of all medical records and ensure that these are maintained uniformly in all clinical services and patient care departments. It shall advise and cooperate in the functions of all activities that relate to documentation within the patient medical record.

j. The Medical Staff Behavior Committee shall address issues of inappropriate professional behavior by any member of the medical staff through a professional peer review process. The Committee shall address issues only on referral from the CCO or chief medical officer. When corrective action is required, the matter shall be handled under Article IX.

k. The Nutrition Committee shall work with culinary and clinical nutrition services to ensure the necessary and proper nutrition programming exists within the hospital and shall advise on matters related to the culinary and clinical nutrition services, including the review of hospital diets.

l. The Operating Room Committee shall develop and regularly review Rules and Regulations for the safe and effective functioning of the operating room. Its membership shall be comprised of representatives from the clinical services utilizing the operating rooms.

m. The Pharmacy and Therapeutics Committee shall develop guidelines concerning the activities of the hospital pharmacy and shall review the hospital formulary. It shall develop and recommend programs in drug education and policies to ensure the safe administration and use of drugs, including research and experimental procedures. It shall investigate drug reactions and medication errors as well as appropriate use of drugs.

n. The Peer Review Executive Committee shall be responsible for a coordinated approach to the measurement and continuous improvement of quality, safety, and patient experience through its oversight of the effectiveness of the medical staff performance and peer review process. The Peer Review Executive Committee may delegate peer review functions to additional review committees in accordance with medical staff policies.

o. The Provider Health Committee shall be responsible for:

1. Assisting departmental chairs, and/or the CCO or chief medical officer, or both with any members of the medical staff who may be impaired secondary to substance use disorders, mental health problems, or cognitive and/or physical deficits, or a combination thereof where such impairment is interfering or may interfere with patient care or other responsibilities;

2. Monitoring such impaired medical staff members who are in treatment or those who require periodic follow-up assessments;

3. Other activities related to such impaired medical staff members; and

4. In carrying out these responsibilities, the Provider Health Committee shall conduct assessments, review treatment plans, establish monitoring procedures, devise plans of reintegration, and may make recommendations to the Credentials Committee.

p. The Respiratory Care Committee shall develop policies and procedures governing respiratory care. Its membership shall be comprised of representatives from those disciplines included in the delivery of respiratory care.
q. The Resuscitation Review Committee shall be responsible for establishing policies for the initiation, conduct, termination and teaching of cardiopulmonary resuscitation and outline the procedures and responsibilities of personnel involved in a resuscitative effort.

r. The Utilization Management Committee has the authority and responsibility to carry out the utilization review and management function. The Committee provides oversight of all guidelines, policies, procedures, and protocols involving the utilization management process (including but not limited to medical necessity of hospitalizations, hospital stays, procedures, cost, and length-of-stay outliers).

s. The UW Health Clinical Policy Committee shall develop, review, and recommend patient care policies and procedures.

Article XV: Meetings

Section 1. Medical Staff Meetings. The medical staff shall hold at least one meeting per year at which the officers and committee chairs shall make such reports as may be desirable and at which officers shall be nominated. The president of the medical staff shall preside and, in his/her absence, the vice-president. Special meetings may be called by the Medical Board or by written petition of at least 10 percent of the members of the active medical staff to the president of the medical staff.

Section 2. Medical Board Meetings. The Medical Board shall meet once a month during at least ten (10) months each medical staff year. Special meetings of the Medical Board may be called by the president of the medical staff, by majority vote, or by written petition of a majority of the Medical Board.

Section 3. Standing and Special Committee Meetings. Each standing committee shall meet regularly and keep a permanent record of its proceedings. Standing and special committees shall arrange their own meeting schedules.

Section 4. Agenda.
   a. The agenda of all regularly scheduled meetings of the Medical Board shall be set by the president and vice-president of the medical staff.
   b. The agenda of all regularly scheduled meetings of the medical staff shall be set by the president of the medical staff.

Section 5. Quorum. A quorum, unless otherwise specified, shall consist of one-third of the membership of the Medical Board or a committee. For medical staff meetings, fifteen (15) members of the active staff shall constitute a quorum.

Section 6. Attendance. Each member of the medical staff shall be expected to attend at least 50 percent of the meetings of his/her clinical service and committees of the medical staff.

Section 7. Minutes.
   a. Medical Staff and Medical Board Meeting Minutes. Minutes of each regular and special meeting shall be prepared and shall include a record of attendance. The minutes shall be signed and submitted to the attendees for approval. Copies of the approved minutes shall be retained by Medical Staff Administration.
   b. Standing and Special Committee Meeting Minutes. Copies of all minutes shall be submitted to the president of the medical staff for review and approval of recommended action items at Medical Board meetings.

Section 8. Parliamentary Procedure. All meetings shall be in accordance with Robert’s Rules of Order, Newly Revised. The presiding officer may appoint a parliamentarian.

Section 9. Electronic Meetings and Approvals.
   a. Any regular or special meeting of a board or committee or other group authorized by
these Bylaws may be held electronically or by teleconference at the discretion of the chairperson. Persons participating electronically or by teleconference shall be considered present at the meeting.

b. Any action which may be approved by a board or committee or other group authorized by these Bylaws may be approved by an email, U Connect workspace, or other electronic vote at the discretion of the chairperson of the board or committee or group. Notice may be given of electronic vote by email. Members shall be given at least two business days to respond. If a quorum of the board or committee or group respond by the time set for the vote, the action shall be approved if approved by a majority of the timely respondents, unless one timely respondent requests that the matter be considered at a convened meeting of the board or committee or group.

Article XVI: Rules and Regulations

The Medical Board has adopted the following Rules and Regulations for the proper conduct of its work.

Section 1. General Rules.

a. The attending physician shall have ultimate responsibility and authority for the care of each patient.

b. All patients are considered to be included in teaching programs in University of Wisconsin Hospitals and Clinics unless the patient objects.

c. It is the responsibility of each clinical service to arrange that sufficient numbers of qualified members of its active or courtesy staff are available at all times to ensure prompt and continuing function of essential patient care activities.

d. Members of the medical staff and advanced practice providers granted clinical privileges shall comply with the policies and procedures UW Health and the medical staff, and the applicable clinical department.

Section 2. Patient Care.

a. All patient care should be conducted in accordance with the prevailing professional standards. The attending staff is responsible for supervision of all medical care provided by GME trainees. This supervision will include the presence of the medical staff when appropriate. Specific mechanisms for supervision of GME trainees will be determined by the appropriate departments, consistent with the requirements of accrediting bodies, and hospital policies; GME policies, and will be reviewed by the UWHC Graduate Medical Education Committee. GME trainees may write patient orders.

b. All tissue specimens must be examined, except when exempted by hospital policy. Tissue specimens and body fluids obtained from inpatients and outpatients of UWHC shall be processed under the authority of or pursuant to arrangements by the Department of Pathology and Laboratory Medicine. Special requests and arrangements for specimen testing outside the Department of Pathology and Laboratory Medicine must be reviewed by the department and reviewed annually by the department and hospital administration.

c. Informed consent shall be obtained in accordance with UW Health policies and procedures concerning informed consent and with the policies and procedures of the applicable clinical department. UW Health policies and procedures shall specify which procedures and treatments require written informed consent.

d. Members of the medical staff can be called for consultation within their area of expertise. The service to which consultations are addressed should answer all requests as soon as practical. A consultant member of the active or courtesy medical staff shall see the patient on every such request and shall record and sign their findings and recommendations.

e. The medical staff may delegate to nursing personnel and allied health personnel the performance of medical acts to the extent authorized by policies and protocols approved
f. Research involving human subjects shall be reviewed and conducted in accordance with hospital policies and procedures, including review and approval by a University of Wisconsin - Madison institutional review boards.

g. Medical staff orders may be accepted and implemented only by categories of personnel authorized in hospital policies and procedures.

h. The medical staff authorizes healthcare professionals who are not members of the medical staff to order outpatient services to the extent authorized by hospital policy that is approved by the Medical Board.

i. A medical history and physical examination must be completed and documented for each patient no more than thirty (30) calendar days before or 24 hours after admission or registration, but prior to surgery or a procedure requiring anesthesia services. The medical history and physical examination must be completed and documented by a physician (as defined in section 1861(r) of the Social Security Act), an oromaxillofacial surgeon, or other qualified licensed individual in accordance with State law and hospital policy. An updated examination of the patient, including any changes in the patient’s condition, be completed and documented within 24 hours after admission or registration, but prior to surgery or a procedure requiring anesthesia services, when the medical history and physical examination are completed within thirty (30) calendar days before admission or registration. The updated examination of the patient, including any changes in the patient’s condition, must be completed and documented by a physician (as defined in section 1861(r) of the Social Security Act), an oromaxillofacial surgeon, or other qualified licensed individual in accordance with State law and hospital policy.

j. All individuals presenting to a UW Health Emergency Department requesting medical examination or treatment, or who evidence signs of needing emergency medical treatment will receive a medical screening examination. The medical screening examination in the ED will be completed by a physician unless the senior attending physician in the ED or the ED faculty administrator on call determines that under the circumstances, other Qualified Medical Personnel may conduct the medical screening exam. The term “Qualified Medical Personnel” means a Physician, Physician Assistant, or Nurse Practitioner, or a Registered Nurse who has received training in emergency triage.

Section 3. Dental Service.

a. The Department of Surgery shall be responsible for service performed by dentists with the understanding that dental or oral surgical procedures undertaken in the operating room shall be under the supervision of the Chief of Surgery.

b. Every dental patient must have a staff physician who is available and will be responsible for other than dental care of the patient’s care throughout the hospital stay.

Section 4. Pharmacy and Therapeutics.

a. Drugs dispensed at University of Wisconsin Hospitals and Clinics shall be those approved by the Pharmacy and Therapeutics Committee.

b. When trade or proprietary nomenclature is employed for a drug approved by the Pharmacy and Therapeutics Committee, the pharmacist may dispense officially accepted University of Wisconsin Hospitals and Clinics formulary drugs of the same generic name and specific therapeutic action.

c. All orders for medication or treatment shall be documented and otherwise comply with the pharmacy and therapeutics policies and procedures of UW Health and the medical staff.

d. Automatic stop orders on certain drugs shall take effect as required by the policies and procedures of UW Health and the medical staff.

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Section 5. Admission, Transfer, and Discharge.

a. Patient admissions, transfers, passes, and discharges shall comply with hospital and medical staff policies and procedures. Admissions to the hospital and clinics shall be only:
   1. By members of the medical staff in categories that permit admission; or
   2. By GME trainees acting under the supervision of such medical staff member.

b. Certification and reporting of deaths shall be in accordance with hospital and medical staff policies and procedures and applicable law.

Section 6. Performance Improvement Activities. Medical staff members shall cooperate with the implementation of the plan for improving organizational performance approved by the hospital and the Medical Board.

Section 7. Medical Records. Medical records for inpatients and outpatients shall be completed in the manner and time frame required by the hospital and medical staff policies and procedures. Release of medical information shall be only in accordance with hospital and medical staff policies and procedures, including compliance with Wisconsin and federal law.

Article XVII: Amendments

Section 1. Annual Review. These Bylaws will be reviewed annually by the Bylaws Committee. Additional amendments to these Bylaws may be proposed at any meeting of the medical staff or the Medical Board. The proposal must be in writing and signed by at least ten (10) members of the active medical staff. The proposal shall be referred to the Bylaws Committee, which shall report at the next meeting of the medical staff. Amendments to these Bylaws may also be recommended by the Medical Board. If adopted by a majority vote of the Medical Board, any proposed amendment shall be presented at the next meeting of the medical staff or sent to all voting members for a mail or electronic ballot. A written copy of the proposed amendment shall accompany the notice of the meeting of the medical staff or the notice of the mail or electronic ballot. A two-thirds majority vote of those present at the meeting or of those submitting mail or electronic ballots shall be required for adoption. The amendment shall become effective when approved by the Board of Directors.

Section 2. Medical Staff Proposals. Written proposals of Bylaws, Rules and Regulations, polices, and amendments thereto signed by twenty (20) percent of the voting members may be submitted to Medical Staff Administration. The Medical Board shall review the proposal at its next meeting, which is at least ten (10) days after the receipt of the proposal. If the Medical Board approves the proposal, it shall be submitted to the Board of Directors. If the Medical Board does not approve the proposal, it shall be voted on by voting members of the medical staff by a mail or electronic ballot distributed by Medical Staff Administration within ten (10) days of the Medical Board meeting where the proposal is not approved. A written copy of the proposal and any comments by the Medical Board shall accompany the notice of the ballot. A two-thirds majority vote of the voting members submitting mail or electronic ballots shall be required for submission to the Board of Directors. The President of the Medical Board may submit comments to the Board of Directors regarding proposals submitted to the Board of Directors pursuant to medical staff vote. The proposal shall become effective when approved by the Board of Directors.

Article XVIII: Adoption

These Bylaws shall be adopted at any regular meeting of the active medical staff, shall replace any previous Bylaws, and shall become effective when approved by the Board of Directors of the University of Wisconsin Hospitals and Clinics Authority.
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 Hospitals and Clinics medical staff, in accordance with the Bylaws and Rules and Regulations 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.

1.2.1 No practitioner shall be entitled to any hearing except as expressly provided in the Medical Staff Bylaws and this Fair Hearing and Appellate Review Plan. A practitioner is entitled to a hearing on timely and proper request when any of the following recommendations are made or actions taken by the Medical Board or the Board of Directors in a manner that is deemed adverse pursuant to section 1.2.2, and where such recommendations or actions are based on the professional competence or professional conduct of the practitioner:

a. Termination of medical staff membership or clinical privileges,
b. Suspension of clinical privileges, except for a summary suspension of privileges that lasts for fewer than fifteen (15) days,
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 A recommendation or action listed in section 1.2.1 shall be deemed adverse only when it has been:

a. recommended by the Medical Board;
b. taken by the Board of Directors contrary to a favorable recommendation by the Medical Board under circumstances where no prior right to a hearing existed; or
c. taken by the Board of Directors on its own initiative without benefit of a prior recommendation by the Medical Board.

1.2.3. Notwithstanding any other provision of the Bylaws, the following recommendations or actions, without limitation, do not entitle a practitioner to any of the hearing or appeal rights set forth in this Fair Hearing and Appellate Review Plan:

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, automatic suspension identified in Article IX, Section 4, 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.

1.2.4 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.

1.2.5. No individual 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 practitioner.

1.3 Notice of Adverse Recommendation or Action

1.3.1 When a recommendation is made or an action has been taken which, according to section 1.2.1 of this Fair Hearing and Appellate Review Plan entitles a practitioner to a hearing, the practitioner shall promptly be given written notice of the recommendation or action by the President of the Medical Staff by certified mail or e-mail delivery. This notice shall contain:

a. A statement of the recommendation made or action taken;

b. A statement of the reasons for the recommendation or action;

c. A statement that the practitioner has a right to request a hearing on the recommendation or action by delivering such a request in writing to the President of the Medical Staff within thirty (30) calendar days of the date the practitioner receive the notice;

d. A statement that failure to request a hearing within the specified time period, or failure to personally appear without good cause at the hearing or appellate review shall constitute a waiver of the practitioner’s right to a hearing or appeal, and the recommendation or action shall thereupon become effective immediately upon final Board of Directors approval;

e. A statement that the hearing shall be held before a Hearing Panel constituted of individuals who practice in the same profession as the Practitioner involved, who are appointed by the Hospital in accordance with the procedures for appointing a Hearing Committee, and who are not in direct economic competition with the Practitioner involved;

f. A statement that upon receipt of the practitioner’s hearing request, the President of the Medical Staff, or designee, will notify the practitioner of the date, time and place of the hearing;

g. A statement that the practitioner’s rights in any hearing or appeal are outlined in section 3.1 of the Fair Hearing and Appellate Review Plan;

h. A copy of the Bylaws and Fair Hearing and Appellate Review Plan.

1.3.2 The Notice of Adverse Recommendation or Action can be amended or added to at any time by written notice to the practitioner by certified mail or e-
mail. In no event shall the statement of the reasons for the recommendation or action included in the initial Notice of Adverse Recommendation or Action be interpreted as limiting the ability of the Medical Staff or Board of Directors to justify its recommendation or action at a hearing or appeal with additional supporting reasons not directly articulated in this notice.

1.4 Request for Hearing.

1.4.1 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 President of the Medical Staff within thirty (30) calendar days after the practitioner receives written notice of the adverse action or recommendation which gives rise to a hearing.

1.4.2 A practitioner who fails to request a hearing within the time and in the manner specified in section 1.4.1 waives his/her right to any hearing and appellate review to which the practitioner might have otherwise been entitled.

Article II Pre-Hearing Process

2.1. Appointment of Hearing Panel.

2.1.1 Upon receipt of a request for a hearing, the President of the Medical Staff, or designee, shall identify a Hearing Panel and chair of the Hearing Panel. The Hearing Panel shall be a subcommittee of the Hearing Committee that is assigned the responsibility to conduct the hearing, unless the President of the Medical Staff, or designee, determines that conflicts or other reasons require that individuals other than members of the Hearing Committee be appointed to the Hearing Panel. The Hearing Panel 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 Panel.

2.1.2 Any member of the Hearing Panel, including any alternate, who participates in the entire hearing, or reviews the transcript or audio recording of any portions of the hearing for which the Hearing Panel member was not in personal attendance, shall be permitted to participate in the deliberations and to vote on the recommendations of the Hearing Panel. The Hearing Panel 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 Panel, including any alternates, shall constitute a quorum for purposes of conducting a hearing.

2.1.3 No person shall be a member of any Hearing Panel, or alternate, if that person has (a) previously actively participated in consideration of the matter involved; (b) served on an investigating committee in connection with the corrective action that triggered the practitioner's hearing rights; (c) voted on the adverse recommendation or action that initiated the hearing; (d) appeared as a witness before an investigating committee in connection with the corrective action that triggered the practitioner's hearing rights; (e) is in direct economic competition with the practitioner who requested the hearing. A person shall not be disqualified from serving on a Hearing Panel, or as an alternate, merely because such person has heard of the case or has knowledge of the facts involved.

2.2. Notification of Prospective Hearing Panel Members. The practitioner shall be notified of the prospective members of the Hearing Panel and if the practitioner has any objection to any proposed Hearing Panel 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, or designee, 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 Appointment of Hearing Officer

2.3.1. The President of the Medical Staff, or designee, shall select a hearing officer to preside at the hearing. The hearing officer shall be an attorney or other practitioner familiar with procedures relating to medical staff fair hearings.

2.3.2. 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, or designee, shall, after considering such objections, decide in their sole discretion whether to uphold the objection and replace any hearing officer.

2.3.3. 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 panel for consideration, rule on requests for postponements or extensions of time, and shall generally be responsible for regulating the proceedings.

2.3.4. The hearing officer shall ensure that all participants in the hearing have an opportunity to be heard and to present oral and documentary evidence, subject to reasonable limits on the number of witnesses and duration of direct and cross-examination. The hearing officer shall determine the order of procedure throughout the hearing and shall have the authority and discretion to make rulings on all questions which pertain to procedure and to the admissibility of evidence. The hearing officer shall act to maintain decorum and shall prohibit conduct or presentation of evidence that is cumulative, excessive, irrelevant, or abusive, or that causes undue delay.

2.3.5. The hearing officer shall be available to the members of the hearing panel 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.

2.4 Notice of Hearing.

2.4.1 When a proper request for a hearing is received, the President of the Medical Staff, or designee, shall promptly arrange and schedule a hearing, and shall send the practitioner written notice by certified mail or e-mail. Such notice shall contain:

a. The date, time and place of the hearing. The hearing date shall be not less than thirty (30) days after the practitioner’s receipt of the notice of time and place for the hearing, unless an earlier hearing date has been specifically agreed to in writing by the parties;

b. A summary of the practitioner’s rights in connection with the hearing; and

c. The names of the hearing panel members and hearing officer.

2.4.2 The scheduling of a hearing in accordance with this Fair Hearing and Appellate Review plan is solely within the discretion of the President of the Medical Staff, or designee. A practitioner does not have the right to demand that a hearing date be rescheduled or otherwise modified. The practitioner may request that a hearing be rescheduled, and such request may be approved by the Hearing Officer upon good cause. The denial of such a request shall not constitute a violation of the practitioner’s due process rights under this Fair Hearing and Appellate Review Plan. The President of the Medical Staff, or designee, shall also have the sole discretion to determine whether the hearing shall be held in-person or, if warranted under the circumstances, via secure

2.5.1. At least fifteen (15) calendar days prior to the hearing, the practitioner involved shall be sent by certified mail or e-mail delivery a statement:

a. setting forth the reasons for the proposed action;

b. identifying any witnesses expected to testify before the Hearing Panel in support of the recommendation under consideration; and,

c. identifying all medical records or documents expected to be submitted to the Hearing Panel for consideration. The practitioner shall be provided copies of such documents not previously provided.

2.5.2. 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 fifteen (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.

2.5.3. At least ten (10) calendar days prior to the hearing, the practitioner shall provide to the President of the Medical Staff the following:

a. a statement setting forth the reasons why the practitioner contends that the adverse recommendation or action 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.

2.5.4. No witness may be called, and no testimony or opinions may be elicited from any expert nor any documents submitted for consideration by the Hearing Panel, which have not been disclosed in accordance with this section, unless the Hearing Officer 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 Fair 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 recommendation or action which is the subject of the hearing.

Article III Hearing Process

3.1. Rights of Practitioner

a. Representation by an attorney or other person of choice. If such attorney or other person of choice is not available at the scheduled time for the hearing, the denial of a request to reschedule the hearing shall not be considered a violation of this right to representation.

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. Should the practitioner wish to interview
UW Health employees, members of the medical staff, or persons with clinical privileges prior
to the hearing, the practitioner shall arrange for such interview by contacting UW Health
Corporate counsel, or the president of the medical staff. The practitioner shall not contact
such individuals directly.

d. To present relevant evidence.
e. To submit a written statement at the close of the hearing.
f. To receive a written recommendation of the Hearing Panel, including the basis of the
recommendation.
g. To receive a written final decision of the hospital, including the basis of the decision.

3.2. 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 panel, 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 fifteen
(15) calendar days prior to the hearing or appearance.

3.3. 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 or CCO 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, CCO, or designee may appear and testify concerning any matters and present evidence to
the Hearing Committee, Medical Board, or the Board of Directors.

3.4. 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.

3.5. 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, CCO, 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.

3.6. 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 adverse recommendation or action.

3.7. Evidence and Testimony Requested by Hearing Panel. 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.

3.8. 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 practitioner 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 practitioner and 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

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not constitute a waiver of any peer review protection for those documents or any other documents. Nothing in this Fair Hearing and Appellate Review Plan shall be interpreted as giving the practitioner the authority to subpoena or otherwise compel the production of any documents, records or witnesses.

3.9. 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.

3.10. 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.

3.11. Burden of Proof. 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 Board of Directors 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.

3.12. 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.

3.13. Modification of Time Requirements. All time periods may be modified for good cause shown by the hearing officer.

3.14. Adjournment and Conclusion. The Hearing Officer may adjourn the hearing and reconvene the same at the convenience of the participants without special notice. Upon conclusion of the presentation of oral and written evidence, and upon receipt of the recording and/or transcript of the proceedings, the hearing shall be closed. The Hearing Panel shall thereupon conduct its deliberations, with assistance from the Hearing Officer, and issue a report and recommendation.

3.15. Report and Recommendations of Hearing Panel. After final adjournment of the hearing, including receipt of all written submissions, the Hearing Panel 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. If the practitioner submitted a written statement to the Hearing Panel in accordance with section 3.12, such statement shall be appended to the report and recommendation delivered to the Medical Board. The recommendations of the Hearing Panel 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 the Hearing Panel’s report and recommendation, along with any minority views reduced to writing shall be delivered to the practitioner.

3.16. Medical Board and Board of Directors Action.

3.16.1 The Medical Board shall consider the report and recommendations of the Hearing Panel. If additional information or clarification is needed by the Medical Board, the Board may remand the case to the Hearing Panel for any further proceedings the Medical Board deems appropriate. After receipt of the report of the Hearing Panel 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 the Medical Board’s report and recommendation, along with any minority views reduced to writing shall be sent to the practitioner.

3.16.2 If the recommendation of the Medical Board is adverse to the practitioner, the President of the Medical Staff shall notify the practitioner in writing, by certified mail or e-mail delivery, of his/her right to request appellate review by the Board of Directors in
accordance with Article IV of this Fair Hearing and Appellate Review Plan. Such notice shall include the deadline to submit a written request for appellate review, and a statement that failure to make such a timely request shall be deemed a waiver of the right to appellate review and acceptance of the recommendation involved.

3.16.3 If the recommendation of the Medical Board is favorable to the practitioner, the Board of Directors may adopt or reject the recommendation, in whole or in part. If the Board of Directors adopts a favorable recommendation of the Medical Board, it becomes the final decision of the Board of Directors. If the Board of Directors rejects a favorable recommendation from the Medical Board and takes action that is adverse to the practitioner, the CCO, or designee, shall notify the practitioner in writing, by certified mail or e-mail delivery, of his/her right to request appellate review by the Board of Directors in accordance with Article IV of this Fair Hearing and Appellate Review Plan. Such notice shall include the deadline to submit a written request for appellate review, and a statement that failure to make such a timely request shall be deemed a waiver of the right to appellate review and acceptance of the recommendation involved.

Article IV Appellate Review

4.1. Request for Appellate Review. The practitioner may, within ten (10) calendar days after receipt of the recommendations of the Medical Board, request appellate review by the Board of Directors. Such a request must be submitted in writing to the CEO or CCO. If a timely request for appellate review is not received, the practitioner shall be deemed to have waived the right to appellate review and accepted the recommendation involved, which shall thereupon become effective upon final approval by the Board of Directors.

4.2. 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:
   a. There has been a substantial failure to comply with the Bylaws during the course of the corrective action which has materially prejudiced the practitioner;
   b. The recommendation is arbitrary or unreasonable; or,
   c. The recommendation is not supported by any reliable evidence.

4.3. Nature of appellate review.

4.3.1 The Chair of the Board of Directors shall determine, in his/her sole discretion, whether the appellate review shall be conducted by the full Board of Directors, or by a committee of the Board composed of not less than three (3) persons. For the purposes of this Article IV, any reference to the “Board” shall include any committee designated to conduct a review.

4.3.2 The practitioner and the Medical Board shall each have the right to submit written statements in support of their respective positions on appeal. In addition, the Board may decide, in its sole discretion, to allow each party or the party’s representative to appear before the Board for oral argument and/or questioning by the Board. The failure of the Board to allow such personal appearance shall not be considered a violation of the practitioner’s right to appellate review.

4.4 Notice.

4.4.1 When a timely request for appellate review is received, the Chair of the Board of Directors, or designee, shall notify the practitioner in writing, by certified mail or e-mail delivery, of the deadline to submit a written statement to the Board. Such deadline shall not be less than fifteen (15) calendar days from the date the practitioner receives the notice.

4.4.2 If the Board allows personal appearance of the parties or their representatives, the notice shall include the date, time and place of such appearance, which shall not be less
than seven (7) calendar days from the date the practitioner receives the notice.

4.4.3 The notice shall include a statement that the failure of the practitioner to submit a timely written report, or appear at a scheduled personal appearance shall be deemed a waiver of the right to appellate review.

4.5 Written Statements.

4.5.1 A written statement from the practitioner to the Board shall set forth with specificity any findings of fact, conclusions, recommendations and procedural matters with which the practitioner disagrees and the reasons therefore. Such statement shall be limited to facts and evidence introduced at the hearing or otherwise considered by the Medical Board, or facts or evidence that the practitioner feels were wrongly excluded from consideration.

4.5.2 The Board shall provide a copy of the practitioner’s written statement to the President of the Medical Board. The Medical Board may submit a response to the Board within fifteen (15) calendar days of receiving the practitioner’s statement. The Medical Board may elect instead to rely on the report and recommendation it previously submitted to the Board of Directors, and the failure of the Medical Board to submit a written response shall not be considered acceptance of any objections raised by the practitioner.

4.6. Personal Appearance before the Board. If personal appearance of the parties before the Board is allowed, such appearance shall be limited to oral argument and/or questioning from the Board. The practitioner shall not be permitted to introduce any new facts or evidence which was not introduced at any hearing, except for facts or evidence which the practitioner contends was wrongly excluded from consideration at the hearing. 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 subject to such conditions as the Board determines to be appropriate.

4.7. Action by Board of Directors.

4.7.1 Within sixty (60) calendar days of submission of all written statements, or of the practitioner’s appearance before the Board, whichever is later, 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 and the Medical Board shall conduct any further investigation as it deems appropriate and submit a written report to the Board of Directors.

4.7.2 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.
4.7.3 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.

4.7.4. 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.

4.7.5. 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 thirty (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 CEO or CCO. Any such hearing and review shall be conducted in accordance with this Fair Hearing and Appellate Review. 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 IV on any matter which shall have been the subject of action by the Medical Board or by the Board of Directors or both.

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

Article V General Provisions

5.1. 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.

5.2. 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.

5.3. 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 and/or clinical privileges shall be confidential and privileged, shall be confidential quality 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.

5.4. 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.
5.5. 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.
Exhibit 2: Fair Hearing and Appellate Review Plan for Persons Granted or Applying for Privileges Under Article V

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 persons who apply for or are granted professional privileges under Article V of the Bylaws and Rules and Regulations of the Medical Staff, and are not members or applicants for membership on the medical staff, in accordance with the Bylaws of the medical staff. For purposes of this Fair Hearing and Appellate Review Plan for persons who apply for or are granted professional privileges under Article V of the Bylaws are all referred to as “practitioners.”

1.2. Right to Hearing

1.2.1. No practitioner shall be entitled to any hearing except as expressly provided in the Medical Staff Bylaws and this Fair Hearing and Appellate Review Plan. A practitioner is entitled to a hearing on timely and proper request when any of the following recommendations are made or actions taken by the Medical Board or the Board of Directors in a manner that is deemed adverse pursuant to section 1.2.2 and where such recommendations or actions are based on the professional competence or professional conduct of the practitioner:

a. Termination of professional privileges,
b. Suspension of professional privileges, except for a summary suspension of privileges that lasts for fewer than fifteen (15) days,
c. Denial of appointment or any requested professional privileges,
d. Denial of reappointment, and
e. Imposition of conditions or restrictions on professional privileges that limit the practitioner’s ability to exercise professional privileges.

1.2.2. A recommendation or action listed in section 1.2.1 shall be deemed adverse only when it has been:

a. recommended by the Medical Board;
b. taken by the Board of Directors contrary to a favorable recommendation by the Medical Board under circumstances where no prior right to a hearing existed; or
c. taken by the Board of Directors on its own initiative without benefit of a prior recommendation by the Medical Board.

1.2.3. Notwithstanding any other provision of the Bylaws, the following recommendations or actions, without limitation, do not entitle a practitioner to any of the hearing or appeal rights set forth in this Fair Hearing and Appellate Review Plan:

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 professional 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, employment, 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, automatic suspension identified in Article IX, Section 4, denial of request for professional 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.

l. Any action that is taken as an employment action by the practitioner’s employer and not as an action under these Bylaws.

1.2.4 No individual 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 practitioner.

1.2.5 No practitioner shall be entitled to a hearing under this plan as a result of actions that are taken as employment actions by the practitioner’s employer.

1.3 Notice of Adverse Recommendation or Action

1.3.1 When a recommendation is made or an action has been taken which, according to section 1.2.1 of this Fair Hearing and Appellate Review Plan entitles a practitioner to a hearing, the practitioner shall promptly be given written notice of the recommendation or action by the President of the Medical Staff by certified mail or e-mail delivery. This notice shall contain:

a. A statement of the recommendation made or action taken;

b. A statement of the reasons for the recommendation or action;

c. A statement that the practitioner has a right to request a hearing on the recommendation or action by delivering such a request in writing to the President of the Medical Staff within thirty (30) calendar days of the date the practitioner receive the notice;

d. A statement that failure to request a hearing within the specified time period, or failure to personally appear without good cause at the hearing or appellate review shall constitute a waiver of the practitioner’s right to a hearing or appeal, and the recommendation or action shall thereupon become effective immediately upon final Board of Directors approval;

e. A statement that upon receipt of the practitioner’s hearing request, the President of the Medical Staff, or designee, will notify the practitioner of the date, time and place of the hearing;

f. A statement that the practitioner’s rights in any hearing or appeal are outlined in section 3.1 of the Fair Hearing and Appellate Review Plan;

g. A copy of the Bylaws and Fair Hearing and Appellate Review Plan.
1.3.2 The Notice of Adverse Recommendation or Action can be amended or added to at any time by written notice to the practitioner by certified mail or e-mail. In no event shall the statement of the reasons for the recommendation or action included in the initial Notice of Adverse Recommendation or Action be interpreted as limiting the ability of the Medical Staff or Board of Directors to justify its recommendation or action at a hearing or appeal with additional supporting reasons not directly articulated in this notice.

1.4 Request for Hearing.

1.4.1 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 President of the Medical Staff within thirty (30) calendar days after the practitioner receives written notice of the adverse action or recommendation which gives rise to a hearing.

1.4.2 A practitioner who fails to request a hearing within the time and in the manner specified in section 1.4.1 waives his/her their right to any hearing and appellate review to which the practitioner might have otherwise been entitled.

Article II Pre-Hearing Process

2.1 Appointment of Hearing Panel.

2.1.1 Upon receipt of a request for a hearing, the President of the Medical Staff, or designee shall identify a Hearing Panel and chair of the Hearing Panel. The Hearing Panel shall be a subcommittee of the Hearing Committee that is assigned the responsibility to conduct the hearing, unless the President of the Medical Staff, or designee, determines that conflicts or other reasons require that medical staff members who are not members of the Hearing Committee be appointed to the Hearing Panel. In addition to medical staff members of the Hearing Panel, the Hearing Panel shall be further augmented with at least two persons in the same discipline as the practitioner who requested the hearing. The Hearing Panel shall have not less than three members. There also may be appointed one or more alternate members of the Hearing Panel.

2.1.2 Any member of the Hearing Panel, 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 Hearing Panel member was not in personal attendance, shall be permitted to participate in the deliberations and to vote on the recommendations of the Hearing Panel. The Hearing Panel 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 Panel, including any alternates, shall constitute a quorum for purposes of conducting a hearing.

2.1.3 No person shall be a member of any Hearing Panel, or alternate, if that person has (a) previously actively participated in consideration of the matter involved; (b) served on an investigating committee in connection with the corrective action that triggered the practitioner’s hearing rights; (c) voted on the adverse recommendation or action that initiated the hearing; (d) appeared as a witness before an investigating committee; (e) is in direct economic competition with the practitioner who requested the hearing. A person shall not be disqualified from serving on a Hearing Panel, or as an alternate, merely because such person has heard of the case or has knowledge of the facts involved.

2.1.4 The chair of the Hearing Panel shall rule on all procedural matters at the hearing. The chair 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 presentations.
2.2 Notice of Hearing.

2.2.1 When a proper request for a hearing is received, the President of the Medical Staff, or designee, shall promptly arrange and schedule a hearing, and shall send the practitioner written notice by certified mail or e-mail. Such notice shall contain:

a. The date, time and place of the hearing. The hearing date shall be not less than fifteen (15) days after the practitioner's receipt of the notice of time and place for the hearing, unless an earlier hearing date has been specifically agreed to in writing by the parties;

b. A summary of the practitioner's rights in connection with the hearing; and

c. The available documentary evidence against the practitioner.

2.2.2 The scheduling of a hearing in accordance with this Fair Hearing and Appellate Review plan is solely within the discretion of the President of the Medical Staff, or designee. A practitioner does not have the right to demand that a hearing date be rescheduled or otherwise modified. The practitioner may request that a hearing be rescheduled, and such request may be approved by the President of the Medical Staff upon good cause. The denial of such a request shall not constitute a violation of the practitioner's due process rights under this Fair Hearing and Appellate Review Plan. The President of the Medical Staff, or designee, shall also have the sole discretion to determine whether the hearing shall be held in-person or, if warranted under the circumstances, via secure video conference.

2.3. At least five (5) calendar 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, and

b. A copy of all documents the practitioner intends to introduce at the hearing.

2.4. No documents shall be submitted for consideration by the Hearing Panel, which have not been disclosed in accordance with sections 2.2 and 2.3, unless the chair of the Hearing Panel determines that any failure to disclose was unavoidable.

Article III Hearing Process

3.1. Rights of Practitioner

a. Representation by an attorney or other person of choice;

b. To present relevant documentary evidence and arguments concerning allegations and the action or proposed action.

c. To submit a written statement at the close of the hearing;

d. To receive a written recommendation, including the basis of the recommendation; and

e. To receive a written final decision of the hospital, including the basis of the decision.

3.2. Attorney Representation. The practitioner may be represented by an attorney at any hearing; however, the members of the Hearing Panel 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 President of the Medical Staff of the name of the attorney or other representative at least fifteen (15) calendar days prior to the hearing or appearance.

3.3. 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 President of the Medical Staff may designate a Hospital representative to represent the position of the medical staff 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, CCO, or designee may appear and testify concerning any matters and present evidence to the hearing committee, Medical Board, or the Board of Directors.

3.4. 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.

3.5. Witnesses. No witnesses shall be presented at the hearing other than the practitioner.

3.6. 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 production of documents in accordance with this Fair Hearing and Appellate Review Plan shall not constitute a waiver of any peer review protection for those documents or any other documents. Nothing in this Fair Hearing and Appellate Review Plan shall be interpreted as giving the practitioner the authority to subpoena or otherwise compel the production of any documents, records or witnesses.

3.7. Burden of Proof. 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 or proposed action that different action has been taken in the past with regard to any other practitioner, and no evidence shall be introduced regarding actions taken or not taken with regard to other practitioners.

3.8. Modification of Time Requirements. All time periods may be modified for good cause shown by the President of the Medical Staff, or designee.

3.9. Report and Recommendations of Hearing Panel. Within fifteen (15) calendar days after final adjournment of the hearing, including receipt of all written submissions, the Hearing Panel shall deliver a written report to the the President of the Medical Staff or designee stating in full its findings, the reasons and evidence upon which it based its findings, and its recommendations. The recommendations of the Hearing Panel 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.

3.10. The CEO, CCO, or designee shall review the matter and, after consultation with the president of the medical staff or designee, shall make the final decision, subject only to appeal to the Board of Directors. The decision of the CEO, CCO, or designee shall be submitted in writing to the practitioner and the president of the medical staff. If the action that would have entitled the practitioner to hearing is modified so that no action entitling the practitioner to a hearing remains then the practitioner shall not be entitled to request appellate review. If the action remains one that would have entitled the practitioner to hearing, the practitioner may request an appellate review by the Board of Directors by submitting a written request the Chair of the Board within ten (10) days of receipt of the decision of the CEO, CCO, or designee. The request shall specify 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 Chair of the Board of Directors.

3.11. The decision of the CEO or CCO shall be final if no timely request or appellate review is received.

Article IV Appellate Review
4.1. Request for Appellate Review. The Chair of the Board of Directors or designee shall review any timely request for appellate review, the decision of the CEO, CCO, or designee and the report of the Hearing Panel, and shall determine whether to grant a discretionary appellate review. If the Chair of the Board of Directors grants discretionary appellate review, the matter shall be reviewed by the Board of Directors, or any Committee of the Board designated by the Chair of the Board (collectively referred to as the “Board”). The Board may request additional information from the hospital or the practitioner. If the practitioner fails to provide requested additional information, it shall be considered a waiver of appellate review. The Board shall review the request for appellate review, the decision of the CEO, CCO or designee, the report of the hearing subcommittee, and any additional information requested by the Board, and shall make a final decision within sixty (60) calendar days after the Chair grants discretionary appellate review. The written decision of the Board, including the reasons, therefore, shall be provided to the CEO or CCO.

4.2. 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:

a. There has been a substantial failure to comply with the Bylaws during the course of the corrective action which has materially prejudiced the practitioner;

b. The recommendation is arbitrary or unreasonable; or,

c. The recommendation is not supported by any reliable evidence.

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

Article V General Provisions

5.1. Timely Objections to Actions. In the event any practitioner 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.

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

5.3. 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 and/or professional 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.

5.4. 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 professional privileges, or any other action taken pursuant to the Bylaws of the medical staff.

5.5. 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.
Exhibit 3: Advanced Practice Providers

The following categories of health care professionals are eligible to apply for clinical privileges as advanced practice professionals.

- Advanced practice nurse prescriber;
- Nurse practitioner;
- Physician assistant;
- Certified nurse midwife;
- Certified registered nurse anesthetist;
- Anesthesiologist assistant;
- Clinical psychologist;
- PhD Researcher in Research Units.
Resolution

Approval of Amendments to
UWHC Medical Staff Bylaws and Rules and Regulations
RESOLUTION OF
THE BOARD OF DIRECTORS OF
UNIVERSITY OF WISCONSIN HOSPITALS AND CLINICS AUTHORITY

Approval of Amendments to Medical Staff Bylaws and Rules and Regulations

July 22, 2021

Whereas, the Board of Directors of the University of Wisconsin Hospitals and Clinics Authority, having reviewed and discussed the proposed amendments to the Bylaws and Rules and Regulations of the Medical Staff, hereby approves the proposed amendments as adopted by the Medical Staff and in accordance with Article XVII, Section 1 of the Bylaws and Rules and Regulations of the Medical Staff.
Executive Summary

Highland Insurance Company, LLC
Board of Managers – Manager Terms
EXECUTIVE SUMMARY

TO: UWHCA Board of Directors

DATE: July 22, 2021

RE: Highland Insurance Company, LLC Board of Managers - Manager Terms

Dear UWHCA Board Members:

The University of Wisconsin Hospitals and Clinics Authority (“UWHCA”) is the Member of Highland Insurance Company, LLC (“Highland”).

At the May 27, 2021 meeting, the UWHCA Board of Directors approved amendments made to the Highland Operating Agreement. One of the amendments that were approved included the revision of Highland Board Managers’ terms from one year terms to three year terms, staggered as determined by the Member. To align with the changes made to the revised Operating Agreement, the Highland Board of Managers reviewed and recommended staggered terms as referenced in the attached resolution, commencing January 1, 2022, and then auto-renewing for a term of three years after the proposed term has ended.

Attached for your consideration please find the resolution regarding approval of the Highland Board’s Managers’ revised terms.
Resolution

Highland Insurance Company, LLC
Board of Managers – Manager Terms
RESOLUTION OF
THE BOARD OF DIRECTORS OF
UNIVERSITY OF WISCONSIN HOSPITALS AND CLINICS AUTHORITY

Highland Insurance Company, LLC Board of Managers - Manager Terms

July 22, 2021

WHEREAS, the University of Wisconsin Hospitals and Clinics Authority (“UWHCA,” or the “Authority Board”) is the sole Member of Highland Insurance Company, LLC (“Highland” or the “Management Board”); and

WHEREAS, on May 27, 2021, the Authority Board approved amendments made to the Management Board’s Second Amended and Restated Limited Liability Company Operating Agreement of Highland Insurance Company, LLC (“Operating Agreement”); and

WHEREAS, one of the amendments made to the Management Board’s Operating Agreement included staggering members of the Management Board’s terms as determined by the Member and thereafter, the members of the Management Board shall serve for terms of three (3) years, which will subsequently be auto-renewed; and

WHEREAS, the Management Board has recommended to reset and stagger the Management Board members’ terms to one (1), two (2), and three (3) year terms, commencing January 1, 2022, and then subsequently auto-renewing for terms of three (3) years, in order to align with the amendments made to the Operating Agreement; and

WHEREAS, the proposed terms of the Management Board’s members are outlined below:

Ms. Patti DeWane January 1, 2022 – December 31, 2024 (Three year term)
Mr. Robert Flannery January 1, 2022 – December 31, 2023 (Two year term)
Mr. Roger Gustafson January 1, 2022 – December 31, 2023 (Two year term)
Mr. Troy Vander Pas January 1, 2022 – December 31, 2024 (Three year term)
Ms. Kelly Wilson January 1, 2022 – December 31, 2022 (One year term)

WHEREAS, pursuant to its rights under Section 6.1.1 of the Management Board’s Operating Agreement, the Authority Board has received and reviewed the recommendation from the Management Board to consider the proposed staggered terms of the members of the Management Board.

NOW, THEREFORE BE IT RESOLVED, that pursuant to its rights under Section 6.1.1 of the Management Board’s Operating Agreement, the Authority Board approves the members of the Management Board’s proposed staggered terms of one (1), two (2), and (3) year terms, commencing January 1, 2022, and allowing for auto-renewal for terms of three (3) years; and
FURTHER RESOLVED, that the UWHCA Chief Executive Officer (“CEO”), and his delegates (“Authorized Officers”) are hereby authorized, empowered and directed to take all such actions as may be considered necessary, appropriate, convenient, proper, or advisable in furtherance of the foregoing resolution, including, without limitation, the execution and delivery of any agreements, documents, instruments reasonably necessary or appropriate in connection with the foregoing resolution; and

FURTHER RESOLVED, that any and all lawful actions previously taken by the UWHCA CEO and/or Authorized Officers on behalf of UWHCA and in its name in furtherance of the foregoing resolution are hereby ratified, confirmed and approved in all respects.
EXECUTIVE SUMMARY

TO:      UWHCA Board of Directors

DATE:  July 22, 2021

RE:       Amendments to Isthmus Project, Inc. Corporate Documents

University of Wisconsin Hospitals and Clinics Authority Board of Directors,

As the University of Wisconsin Hospitals and Clinics Authority (UWHCA) Board is aware, Isthmus Project, Inc. filed an application for tax exempt status under Section 501(c)(3) of the Internal Revenue Code. During its examination of Isthmus Project’s application, the IRS requested modification of the Dissolution section of Isthmus Project’s Articles of Incorporation to clarify that upon Isthmus Project’s dissolution, its assets will be distributed to UWHCA, University of Wisconsin Medical Foundation, Inc. (UWMF), or University of Wisconsin School of Medicine and Public Health (UWSMPH), but only so long as those entities remain exempt from federal income tax. The changes reflected in the attached redlined Articles of Incorporation (1) make the change requested by the IRS, (2) incorporate the prior amendment changing the Corporation’s name, and (3) remedy a clerical error associated with a missing page from a prior filing of the articles (Article VIII). The attached redlined Bylaws reflect a change to the Dissolution section to make the Bylaws provision consistent with the restated Articles of Incorporation.

Attachments:
- Resolution: Amendments to Isthmus Project, Inc. Corporate Documents
- Amended and Restated Articles of Incorporation of Isthmus Project, Inc. - REDLINED
- Third Amended and Restated Bylaws of Isthmus Project, Inc. – REDLINED
RESOLUTION OF
THE BOARD OF DIRECTORS OF
UNIVERSITY OF WISCONSIN HOSPITALS AND CLINICS AUTHORITY

AMENDMENTS TO ISTHMUS PROJECT, INC. CORPORATE DOCUMENTS

July 22, 2021

WHEREAS, the University of Wisconsin Hospitals and Clinics Authority (“UWHCA” or the “Authority”) is the sole corporate member of the Isthmus Project, Inc. (the “Corporation”); and

WHEREAS, the Corporation filed an application for a tax exempt status under Section 501(c)(3) of the Internal Revenue Code; and

WHEREAS, upon review, the Internal Revenue Service (“IRS”) requested modification of the Corporation’s Articles of Incorporation (the “Articles”), specifically Article VIII Dissolution, to clarify the Corporation’s assets will be distributed to UWHCA, University of Wisconsin Medical Foundation (“UWMF”), or University of Wisconsin School of Medicine and Public Health (“UWSMPH”) (collectively, “Entities”) upon dissolution, providing the Entities remain exempt from federal income tax; and

WHEREAS, the IRS further requested a prior amendment changing the Corporation’s name from UW Health Innovation Hub to the Corporation’s current name of the Isthmus Project, Inc.; and

WHEREAS, the IRS further requested to remedy a clerical error associated with a missing page from a prior filing of the articles which included Article VIII; and

WHEREAS, the amendments made to the Articles also necessitated a change to the Corporation’s Bylaws, specifically Article VIII Dissolution, in order to ensure the Bylaws are consistent with the restated Articles; and

WHEREAS, based on the recommendation of UW Health leadership and upon the consideration of other relevant factors, the UWHCA Board of Directors has determined it is in the best interest of UWHCA to approve the amendments, changes, and modifications made to the Corporation’s Articles and Bylaws as described above pursuant to UWHCA’s reserve powers under Section 3.01(c) of the Corporation’s Bylaws.

NOW, THEREFORE, BE IT RESOLVED, that the UWHCA Board of Directors approves the amendments made to the Corporation’s Articles and Bylaws as described above in accordance with the Corporation’s Bylaws; and

FURTHER, RESOLVED, that the UWHCA Chief Executive Officer (“CEO”), and their delegates (“Authorized Officers”) are hereby authorized, empowered and directed to take all such actions as may be considered proper and convenient to carry out the foregoing resolutions and any
and all acts heretofore taken by the UWHCA CEO, or their delegates, in connection with the
foregoing resolutions are hereby ratified and confirmed; and

**FURTHER, RESOLVED**, that any and all lawful actions previously taken by any
Authorized Officers and representatives on behalf of and in furtherance of the matters
contemplated by the foregoing resolutions are hereby ratified, confirmed and approved in all
respects.
Attachment

Amended and Restated Articles of Incorporation of Isthmus Project, Inc. - REDLINE
AMENDED AND RESTATED
ARTICLES OF
INCORPORATION
OF
UW HEALTH INNOVATION
HUB ISTHMUS PROJECT, INC.

The undersigned officer certifies that the following Amended and Restated Articles of Incorporation of Isthmus Project, Inc., a non-stock, not-for-profit corporation organized under Chapter 181, Wisconsin Statutes, were duly adopted pursuant to the authority and provisions of Section 181.1003 of the Wisconsin Statutes. The undersigned executes these Articles of Incorporation for the purpose of forming a Wisconsin corporation without stock and not for profit under the laws of Wisconsin, Chapter 181, Wisconsin Statutes, and supersedes and takes the place of the existing articles of incorporation and any amendments thereto.

ARTICLE I
Name of Corporation

The name of the Corporation shall be "UW Health Innovation Hub Isthmus Project, Inc." (the "Corporation").

ARTICLE II
Period of Existence

The period of existence shall be perpetual.

ARTICLE III
Purposes

The Corporation is organized to operate exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under §501 (c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") and more specifically:

(a) to support the stated missions of the University of Wisconsin Hospitals and Clinics Authority ("UWHCA"), University of Wisconsin Medical Foundation ("UWMF" and, together with UWHCA, "UW Health"), and the University of Wisconsin School of Medicine and Public Health ("UWSMPH") by facilitating the development and translation of innovations and useful technology developed at UW Health and the University of Wisconsin, including in collaboration with
other research institutions and partners, to improve health and healthcare by preventing and alleviating the effects of disease;
(b) to provide in-kind and financial support to further the stated missions of UW Health, UWSMPH and other schools at the University of Wisconsin engaged in activities related to the mission and strategies of UW Health; and ·
(c) to provide increased opportunities for employees, faculty and staff of UW Health, UWSMPH, and other schools at the University of Wisconsin engaged in activities related to the mission and strategies of UW Health, to use their skills in the development process and to gain experience and improve professional skills and abilities for use in the health system.

ARTICLE IV
Principal Office
The principal office of the Corporation is located in Dane County, Wisconsin. The address of the principal office is 600 Highland Avenue, MC 8370, Madison, Wisconsin 53792.

ARTICLE V
Registered Agent
The name and address of the registered agent are CT Corporation System, 301 S. Bedford Street, Suite 1, Madison, Wisconsin 53703.

ARTICLE VI
Number of Directors; Selection of Directors
The number of directors shall be as fixed in the bylaws of the Corporation and directors shall be selected and serve as provided in the bylaws of the Corporation.

ARTICLE VII
Members
The Corporation shall have one class of Members. The sole Member of the Corporation shall be University of Wisconsin Hospitals and Clinics Authority. The rights of the Member shall be as set forth in the bylaws of the Corporation.

ARTICLE VIII
Dissolution
Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the benefit of University of Wisconsin Hospitals and Clinics Authority ("UWHCA"), University of Wisconsin Medical Foundation ("UWMF"), or University of Wisconsin School of Medicine and Public Health ("UWSMPH")
ARTICLE IX
Restrictions

At all times, notwithstanding the merger, consolidation, reorganization, termination, dissolution or winding up of the Corporation (voluntary or involuntary or by operation of law), or any other provision hereof:

(a) The Corporation shall not possess or exercise any power or authority, whether expressly, by interpretation, or by operation of law, that would pose a substantial risk of preventing it at any time from qualifying and continuing to qualify as a corporation described in §501(c)(3) of the Code, contributions to which are deductible for federal income tax purposes, nor shall the Corporation engage directly or indirectly in any activity that would pose a substantial risk of causing the loss of such qualification under §501(c)(3) of the Code.

(b) At no time shall the Corporation engage in any activities that are unlawful under the laws of the United States, the State of Wisconsin, or any other jurisdiction where any of its activities are carried on.

(c) No part of the assets or net earnings of the Corporation shall ever be used, nor shall the Corporation ever be organized or operated for purposes that are not exclusively charitable, scientific, educational, or literary within §501(c)(3) of the Code.

(d) The Corporation shall never be operated for the primary purposes of carrying on a trade or business for profit.

(e) The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to an extent that would disqualify it for tax exemption under §501(c)(3) of the Code by reason of attempting to influence legislation. The Corporation shall not, directly or indirectly, participate in or intervene in (including the publishing or distributing of any statement) any political campaign on behalf of or in opposition to any candidate for public office.

(f) No solicitations or contributions to the Corporation shall be made, and no gift, bequest or devise to the Corporation shall be accepted, upon any condition or limitation that would pose a substantial risk of causing the Corporation to lose its tax exemption under §501(c)(3) of the Code.

(g) Pursuant to the prohibition contained in §501(c)(3) of the Code, no part of the net earnings, current or accumulated, of the Corporation, shall ever inure to the benefit of any private individual except that the Corporation shall be authorized and empowered to pay
reasonable compensation for services rendered and to make payments in furtherance of 
the purposes set forth in Article III hereof.

(h) Notwithstanding any other provision of these Articles of Incorporation, if at any time the 
Corporation is a private foundation within §509 of the Code, then during such time:

1. The Corporation shall never be controlled, directly or indirectly by one or 
   more disqualified persons (as defined in §4946B of the Code) other than the 
   foundation manager;

2. The Corporation shall distribute its income for each taxable year and in such 
   manner as not to subject the Corporation to tax under §4942 of the Code;

3. The Corporation shall not engage in any act of self-dealing as defined in 
   §4943(c) of the Code;

4. The Corporation shall not make any investments in such a manner as to 
   subject the Corporation to tax under §4944 of the Code;

5. The Corporation shall not make any taxable expenditures as defined in §4945 
   of the Code; and

6. The Corporation shall not retain any excess business holdings as described in 
   §4942 of the Code.
ARTICLE X
Access to Records

The Corporation shall provide to the State of Wisconsin Secretary of Administration, the State of Wisconsin legislative fiscal bureau, and the State of Wisconsin legislative audit bureau, reasonable access during normal business hours and upon reasonable notice, access to the Corporation's books, records and other documents maintained by the Corporation relating to the Corporation's expenditures, revenues, operations, or structure, but only to the extent such access is required by §233.03(9) of the Wisconsin Statutes.

ARTICLE XI
Incorporator

The name and address of the sole incorporator of the Corporation is: Patricia M. Hutter, UW Health, 7974 UW Health Court, MC 9360, Middleton, WI 53562

CERTIFICATE

This is to certify that the foregoing Amended and Restated Articles of Incorporation contain one or more amendments to the existing Articles of Incorporation and were adopted at a duly noticed meeting of the sole member of the Corporation in accordance with Section 181.1003 of the Wisconsin Statutes on __________, 2021.

Executed this ___ day of July, 2021.

ISTHMUS PROJECT, INC.

By: __________________________
          Kelly C. Wilson, Secretary

This document was drafted by and should be returned to:

Patricia M. Hutter, Esq.
UW Health
7974 UW Health Court
Middleton, WI 53562
SECTION 101 Principal Office. The address of the initial principal office of Isthmus Project, Inc. (the “Corporation”) in the State of Wisconsin shall be at 600 Highland Avenue, Madison, Wisconsin, 53792. The Corporation may have such principal office and other business offices as the board of directors of the Corporation (the “Board of Directors”) from time to time shall determine or the business of the Corporation may require.

SECTION 102 Registered Office. The registered office of the Corporation required by the Wisconsin Statutes to be maintained in the State of Wisconsin may be, but need not be, identical to the principal office in the State of Wisconsin and shall be such address as is reflected in the records of the Corporation and as may be from time to time determined by the Board of Directors. The business office of the registered agent of the Corporation shall be identical to such registered office.

SECTION 103 Books and Records. Any records maintained by the Corporation in the regular course of its business, books of account, and minute books, may be maintained on any information storage device or method; provided that the records so kept can be converted into clearly legible paper form within a reasonable time. The Corporation shall so convert any records so kept upon the request of any person entitled to inspect such records pursuant to applicable law.

ARTICLE II
PURPOSES

SECTION 201 Purposes. The Corporation is organized and shall be operated exclusively for the purposes set forth in the Corporation’s Articles of Incorporation as in effect from time to time, and the following:

(a) to support the stated missions of the University of Wisconsin Hospitals and Clinics Authority (“UWHCA”), University of Wisconsin Medical Foundation (“UWMF” and, together with UWHCA, “UW Health”), and the University of Wisconsin School of Medicine and Public Health (“UWSMPH”) by facilitating the development and translation of innovations and useful technology developed at UW Health and the University of Wisconsin, including in collaboration with other research institutions and partners, to improve health and healthcare by preventing and alleviating the effects of disease;

(b) to provide in-kind and financial support to further the stated missions of UW Health, UWSMPH and other schools at the University of Wisconsin engaged in activities related to the mission and strategies of UW Health; and

(c) to provide increased opportunities for employees, faculty, and staff of UW Health, UWSMPH, and other schools at the University of Wisconsin engaged in activities related to the mission and strategies of UW Health, to use their skills in the development process, and to gain experience and improve professional skills and abilities for use in the health system.
ARTICLE III
MEMBERS

Section 3.01 Sole Member. UWHCA shall be the sole member (the “Member”) of the Corporation. The Member shall have the sole power and voting right to do the following:

(a) The election and removal of the directors of the Corporation;

(b) The approval of the Corporation’s annual budget, as part of the Member’s annual organizational budgeting process;

(c) The approval of any amendments, changes, or modifications to the Corporation’s Articles of Incorporation or these Bylaws;

(d) The approval of any act or omissions, including without limitation changes to the Corporation’s organizational documents or its purpose which would affect its not-for-profit and/or tax-exempt status;

(e) The approval of the incurrence of debt, the pledge or grant of any liens on any Corporation assets, or the guaranty or assumption of the obligations of any other person or entity;

(f) The approval of any transaction or series of related transactions involving the purchase, lease, license, exchange, or other acquisition (including by merger, consolidation, acquisition of stock, or acquisition of assets) by the Corporation of any assets and/or equity interests of any entity, except as permitted by the Corporation’s Investment Guidelines;

(g) The approval of any merger, consolidation, dissolution, wind-up or liquidation of the Corporation;

(h) The approval of the investment in, loan or advance to, capital contribution to, or other material transaction, including any joint venture or other similar business arrangement, with any other entity or person, except as permitted by the Corporation’s Investment Guidelines;

(i) The approval of the Corporation’s Investment Guidelines, and any amendments thereto;

(j) The approval of any distributions from the Corporation; and

(k) The approval of the settlement of any lawsuit, action, dispute, or other proceeding, or other assumption of any liability, or the agreement to the provision of any equitable relief by the Corporation.

Section 3.02 Action By Member. The Member shall act by executing and delivering to the Chief Innovation Officer or Secretary of the Corporation a written instrument or instruments, signed by an authorized officer of the Member, setting forth the action taken and the applicable corporate authorization or direction from the Board of Directors of the Member. The action of the Member shall be deemed to have been taken on the dates the written instruments are so delivered unless the instruments expressly provide otherwise.

ARTICLE IV
BOARD OF DIRECTORS
Section 4.01 General Powers. Subject to the reserved powers of the Member as set forth in Article III above, the business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors, which shall determine compliance with the Corporation’s stated purposes and shall have the power and authority to do and perform all acts or functions not inconsistent with these Bylaws or the Corporation’s Articles of Incorporation. The Board of Directors may adopt such rules and procedures, not inconsistent with the Articles of Incorporation, these Bylaws, or applicable law, as it may deem proper for the conduct of its meetings and the management of the Corporation.

Section 4.02 Number; Class; Term of Office.

(a) Number of Directors. The Board of Directors shall consist of no less than nine (9) and no more than thirteen (13) members (each a “Director”). The Board of Directors shall be elected by the Member. The Chairperson of the Board shall be one of the Directors as designated by the Member from time to time.

(b) Classes of Directors. The Board of Directors shall be and is divided into three (3) classes designated: Class I, Class II and Class III, consisting of the following persons:

(i) Class I Directors: The Chief Innovation Officer of the Company, the Chief Executive Officer of UW Health (or his/her designee), and the Dean of UWSMPH (or his/her designee);

(ii) Class II Directors: Up to four (4) Directors designated by the Member, one of whom must not be an officer or employee of the Member or UWSMPH and who has experience relevant to the furtherance of the Corporation’s mission and one (1) Director recommended by UWSMPH and approved by the Member in the Member’s reasonable discretion; and

(iii) Class III Directors: Up to four (4) Directors designated by the Member, one of whom must not be an officer or employee of the Member or UWSMPH and who has experience relevant to the furtherance of the Corporation’s mission and one (1) Director recommended by UWSMPH and approved by the Member in the Member’s reasonable discretion.

The Member shall take all action necessary to act elect the Directors in accordance with this Section 4.02. In the event the Member objects to a person recommended to serve as a Director by UWSMPH pursuant to Section 4.02(b)(ii) or (iii), the Member shall promptly notify UWSMPH of such objection and shall detail the rationale for such objection and UWSMPH and the Member shall cooperate in good faith to reach agreement on election of such designee or another individual.

(c) Terms of Office. Class I Directors each shall serve until his or her death, resignation or removal. Class II and Class III Directors shall each serve for a term ending on the 30th day of June two (2) years following the date of his or her election; provided, however, that each Director initially appointed to Class II shall serve for an initial term ending June 30, 2021; provided further, that the term of each Director shall continue until the election and qualification of a successor and be subject to such Director’s earlier death, resignation or removal. No Class II or Class III Director may serve more than three (3) consecutive terms.

Section 4.03 Vacancies. If a vacancy exists in any Director position, the Member shall elect a successor to fill such vacancy such that the resulting composition of the Board of Directors complies with Section 4.02 above.
Section 4.04  Resignation. Any Director may resign at any time by notice given in writing or by electronic transmission to the Corporation. Such resignation shall take effect at the date of receipt of such notice by the Corporation or at such later time as is therein specified.

Section 4.05  Removal. A Director elected by the Member may be removed by the Member at any time by written notification delivered to the Corporation. A Director recommended for election by UWSMPH may be removed at any time by UWSPMH delivering written notice to the Member and the Member shall promptly take all required action to remove such Director.

Section 4.06  Compensation; Fees and Expenses. No compensation shall be paid by the Corporation to any Director for serving on the Board of Directors, except that a Director may be reimbursed for expenses actually incurred by such Director in carrying out any activity of the Corporation which is within the scope of the purposes of the Corporation set forth in Article II above and for reimbursement of reasonable expenses actually incurred for attendance at meetings of the Board of Directors, in each case upon the approval of the Board of Directors.

Section 4.07  Regular Meetings. The Board of Directors may provide, by resolution, the time and place for the holding of regular meetings without any notice other than such resolution.

Section 4.08  Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairperson of the Board of Directors, the Chief Innovation Officer, or any two (2) Directors at such times and at such places as may be determined by the person(s) calling such special meeting.

Section 4.09  Notice; Waiver. Notice of special meetings of the Board of Directors shall be given by telephone or by written notice delivered personally or by mail, facsimile, or electronic transmission to each Director’s business address or at such other address as such Director shall have designated in writing filed with the Secretary of the Corporation. Notice in the case of telephone, personal delivery, facsimile, or electronic transmission shall be given not less than twenty-four (24) hours prior to the time of the meeting. If mailed, such notice shall be delivered at least seventy-two (72) hours prior to the meeting and shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. Whenever any notice is required to be given to any Director of the Corporation under the Articles of Incorporation, these Bylaws or any provision of applicable law, a waiver thereof in writing, signed at any time, whether before or after the time of the meeting, by the Director entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting and objects to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any special meeting of the Board of Directors needs to be specified in the notice or waiver of notice of such meeting. No notice need be given for any regular meeting when the time and place of such regular meeting has been fixed by a duly adopted resolution of the Board of Directors.

Section 4.10  Quorum. Except as otherwise provided by the Articles of Incorporation, these Bylaws or applicable law, a majority of the number of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 4.11  Conduct of Meetings. The Chairperson of the Board, and if the Chairperson is absent, the Chief Innovation Officer, and in the Chief Innovation Officer’s absence, any Director chosen by the Directors present, shall preside at each meeting of the Board of Directors. The Secretary shall act as the secretary at each meeting of the Board of Directors. If the Secretary is absent, the person presiding at the meeting may appoint any person to act as secretary of the meeting.
Section 4.12  Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by the Articles of Incorporation, these Bylaws or applicable law.

Section 4.13  Action Without Meeting. Any action required or permitted by the Articles of Incorporation, these Bylaws or applicable law to be taken by the Board of Directors at a meeting or by resolution may be taken without a meeting if a written consent, setting forth the action so taken, shall be signed by all the Directors then in office.

Section 4.14  Meetings by Telephone or by Other Communication Technology. Any action required or permitted by the Articles of Incorporation, these Bylaws, or applicable law to be taken by the Board of Directors at a meeting may be taken at a meeting through the use of any means of communication by which (a) all participating Directors may simultaneously hear each other during the meeting, or (b) all communication during the meeting is immediately transmitted to each participating Director and each participating Director is able to immediately send messages to all other participating Directors.

Section 4.15  Adjourned Meetings. A majority of the Directors present at any meeting of the Board of Directors, including an adjourned meeting, whether or not a quorum is present, may adjourn and reconvene such meeting to another time and place. Notice of any adjourned meeting of the Board of Directors shall be given to each Director whether or not present at the time of the adjournment as provided in Section 4.09. Any business may be transacted at an adjourned meeting that might have been transacted at the meeting as originally called.

Section 4.16  Investment Guidelines. The Board of Directors shall establish the Corporation’s Investment Guidelines, which shall be approved by the Member and which shall set forth the guidelines to utilized by the Corporation in evaluating support of and investment in innovations and useful technologies and the Corporation’s authority to provide such support.

Section 4.17  Committees of the Board of Directors. The Board of Directors may establish standing and special committees as the Board of Directors from time to time deems to be in the best interest of the Corporation. Except as set forth in any committee charter adopted by the Board of Directors, any such committee may make, alter, and repeal rules for the conduct of its business. In absence of such rules and procedures and unless otherwise specified in a committee charter, any such committee shall conduct its business in the same manner as the Board of Directors conducts its business pursuant to this Article IV.

ARTICLE V
OFFICERS

Section 5.01  Positions and Election. The officers of the Corporation shall be elected by the Board of Directors and shall include a Chief Innovation Officer, Vice President, Secretary, Treasurer, and such other officers and assistant officers as may be deemed necessary by the Board of Directors. Any two or more offices may be held by the same person.

Section 5.02  Term. Each officer of the Corporation shall hold office until such officer’s successor is elected and qualified or until such officer’s earlier death, resignation, or removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors at any time with or without cause by the majority vote of the members of the Board of Directors then in office. The removal of an officer shall be without prejudice to his or her contract rights, if any. The election or appointment of an officer shall not of itself create contract rights. Any officer of the Corporation may resign at any time by giving written notice of his or her resignation to the Chief Innovation Officer or
the Secretary. Any such resignation shall take effect at the time specified therein or, if the time when it shall become effective shall not be specified therein, immediately upon its receipt. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Should any vacancy occur among the officers, the position shall be filled for the unexpired portion of the term by appointment made by the Board of Directors.

Section 5.03 The Chief Innovation Officer. The Chief Innovation Officer shall have general supervision over the business of the Corporation and other duties incident to the office of Chief Innovation Officer, and any other duties as may be from time to time assigned to the Chief Innovation Officer by the Board of Directors and subject to the control of the Board of Directors in each case.

Section 5.04 Vice President. In the absence of the Chief Innovation Officer, or the Chief Innovation Officer’s death, inability or refusal to act, or in the event for any reason it shall be impracticable for the Chief Innovation Officer to act personally, the Vice President shall perform the duties of the Chief Innovation Officer, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chief Innovation Officer. The Vice President shall perform such other duties and have such authority as from time to time delegated or assigned to the Vice President by the Chief Innovation Officer or the Board of Directors.

Section 5.05 The Secretary. The Secretary shall (a) attend all sessions of the Board of Directors and record all votes and the minutes of all proceedings in a book to be kept for that purpose, and shall perform like duties for committees when required, (b) give, or cause to be given, notices as required by the Articles of Incorporation, these Bylaws, or applicable law, (c) be the custodian of the corporate records, (d) in general perform all duties incident to the office of the Secretary, and (e) perform such other duties as may be prescribed by the Chief Innovation Officer or the Board of Directors.

Section 5.06 The Treasurer. The Treasurer shall in general perform all the duties incident to the office of Treasurer and have such other duties and exercise such other authority as from time to time may be delegated or assigned to the Treasurer by the Chief Innovation Officer or the Board of Directors.

Section 5.07 Assistants and Acting Officers. The Board of Directors shall have the power to appoint any person to act as an assistant to an officer, or as agent for the Corporation in his/her stead, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally, and such assistant or acting officer or other agent so appointed by the Board of Directors shall have the power to perform all duties of the officer to which he/she is so appointed to be assistant, or as to which he/she is so appointed to act, except as such power may be otherwise defined or restricted by the Board.

Section 5.08 Compensation. The Board of Directors may provide for the payment of reasonable compensation to any officer of the Corporation. If established, such reasonable compensation shall be fixed from time to time by the Board of Directors.

ARTICLE VI
PROFITS AND DISTRIBUTIONS

Section 6.01 Retention of Profits to Support Corporate Purposes. Generally, all corporate profits of the Corporation shall be retained by the Corporation and utilized as determined by the Board of Directors to support the Corporation’s purposes.

Section 6.02 Distributions of Profits to Support Corporation Purposes. Notwithstanding Section 6.01, the Board of Directors may, in its discretion, and upon the approval of the Member as
required by Article III of these Bylaws, make distributions of profits of the Corporation to UW Health to support its mission or to UWSMPH to support its mission provided that any such distributions shall be made in accordance with all applicable law, including, without limitation, Wisconsin Statutes §181.1302, and provided further, that no such distributions shall be made if such distributions would affect the Corporation’s not-for-profit and/or tax-exempt status.

ARTICLE VII
AMENDMENTS

Section 7.01 Amendments. These Bylaws may be amended, altered, changed, adopted and repealed or new Bylaws adopted only upon the consent of the Member.

ARTICLE VIII
DISSOLUTION

Section 8.01 Dissolution. The Corporation may be dissolved only upon the act of the Member. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the benefit of to UW Health, or- and UWSMPH provided that such organization remains exempt from federal income tax as an organization described in section 501(c)(3) of the Code or any corresponding section of an future federal tax code. Any such assets not so disposed of shall be disposed of by the court of competent jurisdiction of the county in which the principal office of the Corporation is then located exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Code or any corresponding section of any future federal tax code or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX
GENERAL PROVISIONS

Section 9.01 Fiscal Year. The fiscal year of the Corporation shall begin on July 1 and end on June 30 of each year.

Section 9.02 Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Corporation, and such authorization may be general or confined to specific instances. No contract or other transaction between the Corporation and one or more of its Directors or any other corporation, firm, association, or entity in which one or more Directors of the Corporation are financially interested, shall be either void or voidable because such Director or Directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies the contract or transaction, if (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or Directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors and (b) the contract or transaction is fair and reasonable to the Corporation. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves, or ratifies such contract or transactions, but such interested Directors shall abstain from any vote to authorize, approve or ratify such contract or transaction.

Section 9.03 Checks, Notes, Drafts, Deposits. All checks, notes, drafts or other orders for the payment of money of the Corporation shall be signed, endorsed or accepted in the name of the Corporation by such officer, officers, person, or persons as from time to time may be designated by the
Board of Directors or by an officer or officers authorized by the Board of Directors to make such designation. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as may be selected by or under the authority of a resolution of the Board.

**Section 9.04 Seal.** The Corporation shall not have a corporate seal.

**Section 9.05 Conflict with Applicable Law or Certificate of Incorporation.** These Bylaws are adopted subject to any applicable law and the Articles of Incorporation. Whenever these Bylaws may conflict with any applicable law or the Articles of Incorporation, such conflict shall be resolved in favor of such applicable law or the Articles of Incorporation.

**Section 9.06 Annual Reporting to the Member.** The Corporation’s Chief Innovation Officer shall report on the Corporation’s finances, business and affairs, results of operations, and support of and development of innovative technologies no less than annually.
Authority Board Presentation Calendar

**July 21**
FY20-22 CHNA Strategies and Progress

**Oct 21**
FY22-24 Community Health Needs Assessment Preview

**Dec 21**
FY22-24 Community Health Needs Assessment Approval
Goal

Bring value through an equitable, coordinated, affordable system of care that improves the health of our patients and communities

Strategies

1. Improve value (health, quality, cost) by engaging patients/families, care teams, health plan payers (Quartz), and community partners in developing and coordinating the system of care

2. Optimize and continuously improve the care model in the following areas: ambulatory care, home-centered care, post-acute care

3. Improve community health and address disparities in health outcomes through our role as a clinical delivery system
Our Vision

An equitable, coordinated, affordable system of care that improves the health of patients and communities, while supporting care team well-being.
What is Population Health?

- Population health is “the health outcomes of a group of individuals, including the distribution of such outcomes with the group”

- The goal of Population Health is to improve health outcomes for populations and communities

- This includes using a health equity approach to address disparities
Community Health Needs Assessment
Community Health Improvement

- **CHNA**
  - **Not-for-profit hospitals**, required by the Affordable Care Act to complete a Community Health Needs Assessment (CHNA) every 3 years to identify priority health issues

- **CHIS**
  - Following CHNA, required to complete Community Health Implementation Strategy (CHIS) that includes actions, resources, planned collaboration and anticipated impact

- **Outcomes**
  - Implement community health implementation strategies and measure impact
UW Health Strategies and Progress FY19-21
2019-2021 CHNA Priority Health Outcomes

- Maternal and Child Health
- Substance Use Disorders
- Chronic Conditions
- Mental Health/Behavioral Health
Saving Our Babies
A Community Forum for Black Moms & Dads

Help us uncover the causes and solutions to low birth weight, a leading cause of early infant death among African American babies.
FY20-22 Maternal and Child Health Strategies

- Tobacco Cessation
- Group Well-Child Visits
- Neighborhood-Based Education

- Individual Counseling/Education
  - Group Prenatal Visits
  - 17P (Progesterone)
  - Breastfeeding Support

- Clinical Care
  - Reproductive Life Plans

- Prevention
  - Increasing Population Impact
  - Healthy Women, Healthy Babies

- Policy Initiatives
  - Diversity, Equity and Inclusion in Workforce
  - Care Coordination System

- Social Determinants of Health
  - Increasing Individual Effort Needed

Proprietary
Maternal and Child Health Progress to Date

**FY19**
- Board Approved Community Health Implementation Strategy
- Healthy Women/Healthy Babies Advocacy
- Community Giving Alignment

**FY20**
- Tobacco Cessation Referrals
- Group Prenatal Visit Expansion (4 sites)
- $1M Wisconsin Partnership Program Funding

**FY21**
- $1M Alliance for American Dream Funding
- Board approved DEI and Antiracism Plan
- Maternal and Child Health Advocacy 2.0

**FY22**
- Board to Approve CHNA
- Care Coordination/Connect Rx Go-Live
- Neighborhood-Based Education
- DEI in Workforce

Maternal and Child Health Progress to Date
Connect Rx Wisconsin Care Coordination System

- Continuous Black Family Engagement and Leadership
- Universal Risk Screening of Social Determinants of Health
- Community Resource Coordination and Navigation Workflows
- Closed-loop Referral System
- Workforce Diversity: New Maternity Care Team Composition
2019-2021 CHNA Priority Health Outcomes

- Maternal and Child Health
- Substance Use Disorders
- Chronic Conditions
- Mental Health/Behavioral Health
Hub-and-Spoke Model

Collaborative Care Model

- = Frequent contact
- = Infrequent contact

Medical Provider

Patient

Behavioral Health Clinician

Registry

Team Psychiatrist

Hub-and-Spoke TEAM (Team for Evidence-Based Addictions Management)

Behavioral Health RN Care Coordinator (BH-RNCC)
- Coordinate Care and support for induction of Medication Assisted Therapy
- Established as the central point person for patient/team responses

Peer Support Specialist (PSS)
- Follow up with peers in recovery
- Engage and encourage wellness and recovery goals

Behavioral Health Clinician (BHC)
- Assess behavioral health and ongoing psychosocial needs
- Develop evidence-based interventions

Adapted from University of Washington

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Opioid and Substance Use Disorder Progress to Date

FY19
- Board approved Community Health Implementation Strategy
- Community Giving Alignment
- Statewide Addiction Hotline (144 calls)
- Project ECHO A.C.C.E.P.T. Monthly Provider Trainings (24 sessions)

FY20
- Safe Storage and Disposal (9 Pharmacies)
- Naloxone Education and Distribution
- Prescriber Peer Consulting (14 Clinics)
- Recovery Coaches

FY21
- Adult Collaborative Care (23 clinics)
- Hub-and-Spoke Test of Change (3 clinics)

FY22
- Hub-and-Spoke Business Case/Expansion Planning
Social Determinants of Health (SDoH) Is a Priority for UWH

- Innovation
- Charitable Giving
- Programmatic Collaborations and Community Advocacy
- Social Determinants of Health
2021 Community Health Needs Assessment Timeline

**Data Collection & Community Engagement Plan**
- **Planning**
  - Update Focus Group and Key Informant Interview Guides
  - Develop Community Survey
  - Develop Provider Survey

- **Qualitative Data Collection**
  - Conduct Focus Groups and Key Informant Interviews
  - Release Community Survey
  - Release Provider Survey

- **Quantitative Data Collection**
  - Refresh Data – www.healthydane.org, Dane County Youth Assessment, and Public Health Madison Dane County – Community Health Assessment

- **Analysis and Prioritization**
  - Analyze Quantitative Data
  - Analyze Qualitative Data
  - Identify Community Health Priorities
  - Finalize CHNA

**Timeline**
- **Jan - Feb**
- **March - April**
- **May - June**
- **June - July**
- **Aug - Sept**
- **Oct - Dec**
Next Steps

• Finalize Community Health Needs Assessment 2021-2023
  • Preview CHNA - October 2021
  • Approve CHNA – December 2021
• Community Health Implementation Strategy
  • Approve – July 2022 (prior to November 15, 2022)
Introduction

UW Health completed its first joint 2019-2021 Community Health Needs Assessment (CHNA) with our Healthy Dane partners: UnityPoint Health-Meriter, SSM Health – St. Mary’s, Stoughton Hospital in collaboration with Group Health Cooperative and Public Health Madison Dane County.

We are proud to work collectively with many partners on our implementation strategy to improve health in our community.
Community Health Improvement

**CHNA**
- **Not-for-profit hospitals** are required to complete a Community Health Needs Assessment (CHNA) **every 3 years to identify priority health issues**

**CHIS**
- Following CHNA, required to complete Community Health Implementation Strategy (CHIS) that includes **actions, resources, planned collaboration and anticipated impact**

**Outcomes**
- **Implement** community health implementation strategies and **measure impact**
Health Equity

We are committed to addressing health inequities: "types of unfair health differences closely linked with social, economic, or environmental disadvantages that adversely affect a group of people."¹

Data Sources:
Strategies lean on the UW SMPH Population Health Institute framework.

We are using the framework of the UW-Madison Population Health Institute County Health Rankings model to understand what contributes to health outcomes and think broadly about areas for community health improvement.
We are using the framework of the County Health Rankings & Roadmaps’ Take Action Cycle to guide us in HOW to create a healthy community that results in community transformation.
Work Together

Evaluate Actions
Act on What's Important
Choose Effective Policies & Programs
Communicate
Community Development
Nonprofits
Philanthropy & Investors
Educators
Government
Business
Public Health
Healthcare

Assess Needs & Resources
Focus on What's Important
LEARN MORE »
LEARN MORE »
LEARN MORE »
LEARN MORE »
LEARN MORE »
LEARN MORE »
LEARN MORE »
LEARN MORE »

Community Members
Dane County Health Council

**Vision:** All Dane County residents have optimal health and well-being

**Mission:** Eliminate gaps and barriers to optimal health and reduce disparities in health outcomes

<table>
<thead>
<tr>
<th>Health Care Providers</th>
<th>Government</th>
<th>Nonprofits</th>
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<tbody>
<tr>
<td>Access Community Health Centers</td>
<td>Public Health Madison Dane County</td>
<td>United Way</td>
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<tr>
<td>Group Health Cooperative</td>
<td>Madison Metropolitan School District</td>
<td></td>
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<tr>
<td>SSM St. Mary’s</td>
<td></td>
<td></td>
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<tr>
<td>UnityPoint Health – Meriter</td>
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<td>UW Health</td>
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</tbody>
</table>
Assess Resources & Needs
Joint 2019-2021 Community Health Needs Assessment

2019 - 2021
DANE COUNTY, WISCONSIN
COMMUNITY HEALTH NEEDS ASSESSMENT

Healthy Dane Collaborative
healthydane.org

UW Hospitals and Clinics Authority Board
Approved: December 20, 2018

Methodology

<table>
<thead>
<tr>
<th>Qualitative Data</th>
<th>Quantitative Data</th>
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<tbody>
<tr>
<td><strong>2016</strong></td>
<td></td>
</tr>
<tr>
<td>• African American Health Network Focus Group</td>
<td></td>
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<tr>
<td>• Latino Health Council Focus Group</td>
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<tr>
<td>• Voices of our Communities Video Interview Project</td>
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<tr>
<td>• Transgender and Outreach Community Center Email Interviews</td>
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<tr>
<td><strong>2018</strong></td>
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<tr>
<td>• SSM St. Mary’s Community Partner Breakfast</td>
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<tr>
<td>• Housing and Healthcare [H2] Meeting</td>
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<tr>
<td>• SSM DMG Patient Advisory Group</td>
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<tr>
<td>• Stoughton Business Health and Wellness Roundtable</td>
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<tr>
<td>• Centro Hispano Key Informant Interview</td>
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<tr>
<td>• Wisconsin Faith Voices for Justice</td>
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<tr>
<td>• Harambee Village Doulas</td>
<td></td>
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<tr>
<td>• Saving Our Babies Public Engagement Sessions</td>
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<tr>
<td>• Black Men’s Health Town Hall</td>
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</tbody>
</table>

Summary Themes

• Generally, Dane County’s health outcomes fair better than many state and national averages. However, the state and national averages do not adequately capture the inequities between populations.

• Community members voiced:
  • A desire for equal opportunity, resources and respect
  • Resiliency and commitment to the community
  • A need for coordinated community resources
  • Importance of connectedness and social cohesion
  • A need for culturally responsive care

Full report can be retrieved from: https://www.uwhealth.org/files/uwhealth/docs/pdf6/UW%20Health%202019-2021%20CHNA_FINAL.pdf
2019-2021 CHNA
Priority Health Outcomes

Maternal and Child Health

Substance Use Disorders

Chronic Conditions

Mental Health/Behavioral Health
UW Health is working in collaboration with many existing organizations and local champions in Dane County to address maternal and child health. Examples include:

<table>
<thead>
<tr>
<th>Community Based Organizations</th>
<th>Nonprofit Organizations</th>
<th>Government Agencies</th>
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</thead>
<tbody>
<tr>
<td>Foundation for Black Women’s Wellness</td>
<td>March of Dimes</td>
<td>Public Health Madison Dane County</td>
</tr>
<tr>
<td>Harambee Village Doulas</td>
<td>United Way</td>
<td>Dane County Human Services/Joining Forces for Families</td>
</tr>
<tr>
<td>Project Babies/Today Not Tomorrow Family Resource Center</td>
<td></td>
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</tr>
<tr>
<td>African American Health Network</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Meadowood Health Partnership/Neighborhood Connectors</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Faith Based Organizations</td>
<td></td>
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</tbody>
</table>
UW Health is working in collaboration with many existing organizations and local champions in Dane County to address opioids and substance use disorder. Examples include:

<table>
<thead>
<tr>
<th>Community Based Organizations</th>
<th>Statewide Nonprofit Organizations</th>
<th>Government Agencies</th>
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</thead>
<tbody>
<tr>
<td>Safe Communities</td>
<td>Rural Wisconsin Health Cooperative</td>
<td>Wisconsin Department of Health Services</td>
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<tr>
<td>African American Opioid Coalition</td>
<td>Wisconsin Society of Addiction Medicine</td>
<td>Public Health Madison Dane County</td>
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<tr>
<td>Healthcare Task Force</td>
<td></td>
<td>Dane County Human Services</td>
</tr>
<tr>
<td>ARC Community Services, Inc.</td>
<td></td>
<td></td>
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<tr>
<td>Recovery Coalition of Dane County</td>
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</tr>
</tbody>
</table>
Focus on What’s Important
2019-2021 CHNA Priority Health Outcomes

- Maternal and Child Health
- Substance Use Disorders
- Chronic Conditions
- Mental Health/Behavioral Health
Disparities Are Persistent

Number of LBW Births in Dane County By Maternal Race/Ethnicity (2013-2017)
Source: Wisconsin Department of Health Services

<table>
<thead>
<tr>
<th>Mother's Race/Ethnicity</th>
<th># of LBW Births</th>
<th># of Births</th>
<th>% LBW births</th>
<th>95% CI</th>
</tr>
</thead>
<tbody>
<tr>
<td>White</td>
<td>1,340</td>
<td>21,876</td>
<td>6.1%</td>
<td>5.8 - 6.5</td>
</tr>
<tr>
<td>Black/African American</td>
<td>298</td>
<td>2,438</td>
<td><strong>12.2%</strong></td>
<td><strong>11.0 - 13.6</strong></td>
</tr>
<tr>
<td>American Indian/Alaska Native</td>
<td>X</td>
<td>56</td>
<td>X</td>
<td>X</td>
</tr>
<tr>
<td>Hispanic</td>
<td>188</td>
<td>2,665</td>
<td>7.1%</td>
<td>6.1 - 8.1</td>
</tr>
<tr>
<td>Laotian or Hmong</td>
<td>43</td>
<td>648</td>
<td>6.6%</td>
<td>4.9 - 8.9</td>
</tr>
<tr>
<td>Other</td>
<td>171</td>
<td>2,001</td>
<td>8.5%</td>
<td>7.4 - 9.9</td>
</tr>
<tr>
<td>Two or More Races</td>
<td>65</td>
<td>770</td>
<td>8.4%</td>
<td>6.6 - 10.7</td>
</tr>
<tr>
<td>Missing</td>
<td>8</td>
<td>83</td>
<td>9.6%</td>
<td>4.6 - 18.7</td>
</tr>
<tr>
<td>All Selected</td>
<td>2,116</td>
<td>30,537</td>
<td><strong>6.9%</strong></td>
<td><strong>6.6 - 7.2</strong></td>
</tr>
</tbody>
</table>

“There’s something about growing up as a black female in the United States that’s not good for your childbearing health. **African American mothers with a college degree have worse birth outcomes than white mothers without a high school education.**”

Understanding Low Birthweight (LBW)

Life-course Perspective: Birth outcomes are the result of the entire life-course of the mother


The Earlier the Investment, the Greater the Return

“Early investment in preventive programs aimed at disadvantaged children is often more cost effective than later remediation.”

-James Heckman, Nobel Laureate in Economics
Immediate Health Impact

• Babies born with LBW are more likely to have health problems and need treatment in a newborn intensive care unit.
  • Respiratory problems\(^1\)
  • Bleeding in brain\(^1\)
  • Heart problems\(^1\)
  • Cerebral palsy\(^2,3\)
  • Poor growth\(^2\)
  • Increased risk of dying in the first year\(^1\)

Long-Term Health Impact

• Babies born with LBW are more likely than normal weight babies to develop chronic health conditions.\(^1\)
  • Diabetes
  • Heart disease
  • High blood pressure
  • Metabolic syndrome
  • Obesity

Data Sources:
Social Impact

- Long-term stress on families\(^1\)
- Poorer educational achievement and lower college attendance\(^2\)
- Predictive of lower future socioeconomic status\(^3\)

Economic Impact

- The average medical cost for a premature and/or LBW baby for the first year of life is $50,308 more than a full-term baby ($55,393 compared to $5,085)\(^4\)

Data Sources:
5. WI Dept. of Health Services, Office of Informatics, Division of Interactive Statistics on Health, Division of Public Health, WI Interactive Statistics on Health.
2019-2021 CHNA
Priority Health Outcomes

Maternal and Child Health

Substance Use Disorders

Chronic Conditions

Mental Health/Behavioral Health
Wisconsin Getting Worse

- Nationally, 72,000 people per year are dying from overdoses
- Wisconsin up 109% for suspected overdoses in EDs 2016-17
  - Largest increase for any state in the nation
Choose Effective Policies & Programs
“Nothing about us without us”

- African American women will have continued involvement in the decision making for our Maternal and Child Health strategy.

- The Foundation for Black Women’s Wellness and EQT by Design contracted with UW Health and the Dane County Health Council to lead 23 community discussions with more than 250 African American participants to address the root causes of low birth weight for babies born to African American women as well as possible solutions.

- Input from these conversations and a process of shared decision-making determined the strategies in this implementation plan.
Progress: Collaboration

SAVING OUR BABIES

Public Engagement Sessions for Black Mothers & Fathers on Improving Birth Outcomes for Black Moms & Babies in Dane County

Participant Requirements

• Dane County residents, Ages 18 and older
• Have given birth to a low birth weight baby, or know a Black woman who has
• Have lost a child between 0 - 1 year old or know a Black woman who has

FUNDED BY THE
DANE COUNTY HEALTH COUNCIL

TO PARTICIPATE, CONTACT:
info@ffbww.org or call (608) 709-8840
Though African Americans see Dane County as a place of opportunity, that opportunity does not translate consistently into success or stability for them and their families despite their efforts.

Root causes of Black low infant birthweight stem from the backdrop of racial and economic inequality in Dane County that goes unchanged.

The dual impact of **economic insecurity and racial inequality** on the Black family system, past and present, has created a toxic cycle of stress and pressure that is driving Black infant low birthweight and other health disparities.

Black mothers and families, though hopeful, resilient and persevering, are in far too many cases, living under a state of duress and chronic stress in Dane County.

Data Source:
1. Preliminary Observations of the DCHC Low Birthweight Engagement, Dec. 19th, 2018
Key factors cited by Black women (and men) that heavily impact their quality of life and health in Dane County, including the quality of their pregnancies and the health of their babies:

- Racism, discrimination and institutional bias
- Bias and cultural disconnect in healthcare delivery and experiences
- Economic insecurity
- Housing insecurity and high cost of living
- Poor access to health-supporting assets
- Inadequate social supports
- Gaps in health literacy, education and support
- Disconnected and hard-to-navigate community resources
- Systemic barriers to individual and family advancement
- Chronic Stress
# Community Engagement Recommendations

## Internal Health System Actions
- Expanding promising initiatives
- Prioritize cultural competence and workforce diversity
- Root out racial bias and invest deeply in efforts that embed equity
- Root Solutions
- Continue to invest in and partner deeply with existing community-based efforts and organizations
- Align efforts, initiatives, and CHNAs across systems for greater systemic impact

## Community Investments Staff Team Recommendations
- Create a Black Maternal and Child Health Dashboard
- Care Coordination
- Expand African American Doulas
- Fund the Annual Wisconsin Black Maternal and Child Health Summit
- Establish the Black Maternal and Child Health Task Force
- Fund Neighborhood Based education in high needs zip codes

## System and Policy Actions
- Reframe and tie “healthcare” to economic and regional advancement
- Include and Engage Black Men /Fathers/Partners/and Family Support
- Cross-Sector Partners
- Advocacy and Alliances for Public Policy
- Prioritize DEI Commitment

---

**Data Source:**
Strategy Selection

Strategies were selected using:

- Evidence-based strategies
- Recommendations from community members
- Review by UW Health experts of community recommendations and evidence-based practices, prioritized based on feasibility and potential impact

Data Source:
Maternal and Child Health Strategies

- Tobacco Cessation
  - Group Well-Child Visits
  - Neighborhood-Based Education

- Individual Counseling/Education

- Clinical Care
  - Group Prenatal Visits
  - 17P Breastfeeding Support

- Prevention

- Policy Initiatives
  - Healthy Women, Healthy Babies

- Social Determinants of Health

- Diversity, Equity and Inclusion in Workforce Care Coordination System

- Increasing Population Impact
  - Increasing Individual Effort Needed
Opioid and Substance Use Disorder Strategies

- Individual Counseling/Education
- Clinical Care
- Prevention
- Policy Initiatives
- Social Determinants of Health

- Safe Storage and Disposal
- Naloxone Education & Distribution
- Provider Prescribing & Feedback
- Project ECHO A.C.C.E.P.T
- Hub-and-Spoke Model
- Increasing Population Impact
- Increasing Individual Effort Needed
- Recovery Coaches
- Hub-and-Spoke Payment Model
- Coverage for Tx

Act on What’s Important

[Diagram with steps: Work Together, Assess Needs & Resources, Evaluate Actions, Choose Effective Policies & Programs, Communicate, Focus on What’s Important, Act on What’s Important]
## Maternal and Child Health Strategies

<table>
<thead>
<tr>
<th>Initiatives</th>
<th>UW Health Resources</th>
<th>Partners</th>
<th>Anticipated Impact</th>
</tr>
</thead>
<tbody>
<tr>
<td>Tobacco Cessation</td>
<td>• Ob-Gyn&lt;br&gt;• Family Medicine&lt;br&gt;• Information Services</td>
<td>• Wisconsin Women’s Health Foundation: First Breath&lt;br&gt;Redox</td>
<td>Reduce smoking rates by optimizing tobacco cessation screening, counseling and referral for pregnant patients</td>
</tr>
<tr>
<td>Group Well-Child Visits (Centering Parenting)</td>
<td>• Pediatrics&lt;br&gt;• Family Medicine</td>
<td>• Centering Healthcare Institute</td>
<td>Increase attendance for postpartum visits, breastfeeding rates, and rates of well-child visits during first 2 years of life</td>
</tr>
<tr>
<td>Neighborhood-Based Education</td>
<td>• Ob-Gyn&lt;br&gt;• Family Medicine&lt;br&gt;• Internal Medicine&lt;br&gt;• Pediatrics</td>
<td>• Dane County Health Council&lt;br&gt;Foundation for Black Women’s Wellness&lt;br&gt;Community Agencies</td>
<td>Provide health education and social support in collaboration with community partner organizations for zip codes in Dane County facing the highest health disparities</td>
</tr>
<tr>
<td>Group Prenatal Visits (Centering Pregnancy)</td>
<td>• Ob-Gyn&lt;br&gt;• Family Medicine</td>
<td>• Neighborhood Connectors/Meadowood Health Partnership&lt;br&gt;Joining Forces for Families</td>
<td>Provide prenatal care, health education and social support by expanding Centering Pregnancy to additional sites in collaboration with community partner organizations</td>
</tr>
<tr>
<td>Initiatives</td>
<td>UW Health Resources</td>
<td>Partners</td>
<td>Anticipated Impact</td>
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<tr>
<td>17-Ar-Hydroxyprogestrone</td>
<td>Ob-Gyn, Family Med</td>
<td>UPH - Meriter</td>
<td>Reduce rates of preterm labor for babies born to African American women by offering 17P when clinically indicated</td>
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<tr>
<td></td>
<td>Internal Med</td>
<td></td>
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</tr>
<tr>
<td>Breastfeeding Support</td>
<td>Ob-Gyn, Family Med</td>
<td>UPH-Meriter, Harambee Village Doulas,</td>
<td>Provide education and support to increase initiation and exclusive breastfeeding rates for African American women</td>
</tr>
<tr>
<td></td>
<td></td>
<td>African American Breastfeeding Alliance</td>
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<tr>
<td>Reproductive Life Plans</td>
<td>Ob-Gyn, Family Med</td>
<td>Wisconsin Contraceptive Access Network</td>
<td>Improve women’s preconception and interconception care Manage chronic conditions prior to pregnancy</td>
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<td>Internal Med, Peds</td>
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<tr>
<td>Healthy Moms, Healthy Babies</td>
<td>Gov Affairs</td>
<td>Dane County Health Council, Foundation for Black Women’s Wellness, Harambee Village Doulas</td>
<td>Support economic security and regional advancement of African American doulas by establishing reimbursement models, expand postpartum coverage</td>
</tr>
</tbody>
</table>
## MCH Strategies Continued

<table>
<thead>
<tr>
<th>Initiatives</th>
<th>UW Health Resources</th>
<th>Partners</th>
<th>Anticipated Impact</th>
</tr>
</thead>
<tbody>
<tr>
<td>Diversity, Equity and Inclusion in Workforce</td>
<td></td>
<td>• UPH-Meriter</td>
<td>Reduce bias within healthcare, diversify workforce and expand employment opportunities, and improve patient care and satisfaction</td>
</tr>
<tr>
<td></td>
<td>• Diversity, Equity and Inclusion staff</td>
<td>• Community Agencies</td>
<td></td>
</tr>
<tr>
<td>Care Coordination System (Doulas + Community Health Workers)</td>
<td></td>
<td>• Dane County Health Council</td>
<td>Streamline social determinants of health screening, referral, and navigation processes for patients</td>
</tr>
<tr>
<td></td>
<td>• Ob-Gyn</td>
<td>• Foundation for Black Women’s Wellness</td>
<td></td>
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<tr>
<td></td>
<td>• Family Medicine</td>
<td>• EQT by Design</td>
<td>Address patients’ social needs by facilitating referral and navigation to community resources</td>
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<tr>
<td></td>
<td>• Internal Medicine</td>
<td>• Harambee Village Doulas</td>
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<td></td>
<td>• Pediatrics</td>
<td>• Meadowood Health Partnership</td>
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<td>• Information Systems</td>
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<td>• Population Health</td>
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</tbody>
</table>
Maternal and Child Health Implementation Timeline

**FY20**
- Tobacco Cessation
- Group Prenatal Visits
- 17P
- Healthy Women, Healthy Babies
- Diversity, Equity and Inclusion in Workplace
- Care Coordination System (including Doulas + Community Health Workers)

**FY21**
- Neighborhood-Based Education
- Group Well-Child Visits
- Breastfeeding Support
- Diversity, Equity and Inclusion in Workplace
- Care Coordination System (including Doulas + Community Health Workers)

**FY22**
- Reproductive Life Plans
- Diversity, Equity and Inclusion in Workplace
- Care Coordination System (including Doulas + Community Health Workers)
# Opioid and Substance Use Disorder Strategies

<table>
<thead>
<tr>
<th>Initiatives</th>
<th>UW Health Resources</th>
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</tr>
</thead>
</table>
| Safe Storage and Disposal| • Pharmacy  
• Pain Management  
• Security                                                          |                                                                          | Expand access to safe storage and disposal resources, increase patient awareness of safe disposal and secure storage options |
| Hub & Spoke Model        | • Behavioral Health and Recovery  
• Family Medicine  
• General Internal Medicine  
• Information Services    |                                                                          | Increase capacity and ability to provide Medication Assisted Treatment to patients |
| Project ECHO: A.C.C.E.P.T | • Addiction Medicine  
• Behavioral Health and Recovery                            | • DHS Division of Care and Treatment  
• Rural Wisconsin Health Cooperative  
• WI Society of Addiction Medicine | Increase access to educational network for providers caring for marginalized or underserved populations with substance use disorders |
# Opioid and Substance Use Disorder Strategies continued

<table>
<thead>
<tr>
<th>Initiatives</th>
<th>UW Health Resources</th>
<th>Partners</th>
<th>Anticipated Impact</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Provider Prescribing and Feedback</strong></td>
<td>• Pharmacy • Center for Clinical Knowledge Management (CCKM) • Enterprise Analytics</td>
<td>• UW Dept of Industrial &amp; Systems Engineering • Institute for Clinical and Translational Research • Health Innovation Program</td>
<td>Increase percent of patients at or under the recommended morphine milligram equivalent per day and decrease the number of patients on opioids and benzodiazepines concurrently</td>
</tr>
<tr>
<td><strong>Naloxone Education &amp; Distribution</strong></td>
<td>• Pharmacy • Center for Clinical Knowledge Management (CCKM)</td>
<td>• Safe Communities • UW-Madison School of Pharmacy</td>
<td>Increase percent of appropriate patients prescribed and dispensed naloxone</td>
</tr>
<tr>
<td><strong>Coverage for Treatment</strong></td>
<td>• Government Affairs • Managed Care Contracting</td>
<td></td>
<td>Increase access to non-opioid pain management, naloxone, and substance use disorder treatment options</td>
</tr>
<tr>
<td><strong>Recovery Coaches</strong></td>
<td>• Emergency Medicine • Behavioral Health and Recovery • Social Work</td>
<td>• UPH-Meriter • Safe Communities • WI Voices for Recovery</td>
<td>Increase referrals for eligible patients to recovery coaches and increase provider satisfaction with support for opioid addiction treatment</td>
</tr>
</tbody>
</table>
Opioid Implementation Timeline

**FY20**
- Hub & Spoke-Test of Change and Business Planning
- Safe Storage and Disposal
- UW Project ECHO: A.C.C.E.P.T
- Provider Prescribing – Academic Detailing and Practice Facilitation
- Naloxone
- Recovery Coaches - ED

**FY21**
- Hub & Spoke
- Provider Prescribing – Physician Peer Coaching
- Coverage for Treatment
- Recovery Coaches

**FY22**
- Hub & Spoke
- Provider Prescribing – Evaluation and Dissemination
## Behavioral Health Strategies

<table>
<thead>
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<th>Anticipated Impact</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Workforce</strong></td>
<td>• Behavioral Health Services</td>
<td></td>
<td>Continue comprehensive three-year plan to add more than 60 positions to behavioral health services</td>
</tr>
</tbody>
</table>
| **Collaborative Care Model** | • Behavioral Health Services  
  • Family Medicine  
  • Internal Medicine  
  • Pediatrics |                           | Integrate Collaborative Care model for depression and anxiety in all primary care sites by 2021 |
| **Coordinated Delivery System** | • Behavioral Health Services  
  • UPH-Meriter |                           | Enhance access to services across the care continuum through Joint Operating Agreement with UnityPoint Health - Meriter |
| **Suicide Prevention**    | • Behavioral Health Services  
  • UPH-Meriter | • Safe Communities  
  • UPH-Meriter | Implement suicide prevention clinical guidelines in alignment with community-wide Zero Suicide Initiative |
| **Recovery Coaches**      | • OB-Gyn  
  • Family Medicine  
  • Inpatient units | • Safe Communities | Expand the scope of Recovery Coach program to prenatal care and inpatient units |
## Chronic Conditions Strategies

<table>
<thead>
<tr>
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<th>UW Health Resources</th>
<th>Partners</th>
<th>Anticipated Impact</th>
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<tbody>
<tr>
<td>Safe Routes to School</td>
<td>• Healthy Kids Collaborative</td>
<td>• MMSD Community Schools</td>
<td>Increase number of children biking and walking to schools</td>
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<tr>
<td></td>
<td>• American Family Children’s Hospital</td>
<td>• MSCR</td>
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<td>• Tri4Schools</td>
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<td></td>
<td></td>
<td>• Safe Kids</td>
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<td></td>
<td>• WI Bike Fed</td>
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<tr>
<td>Healthy Kids Healthy Schools</td>
<td>• Healthy Kids Collaborative</td>
<td>• Madison Metropolitan School District</td>
<td>Increase number of policy and practices that support health in a school building</td>
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<tr>
<td></td>
<td>• American Family Children’s Hospital</td>
<td></td>
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<tr>
<td>Active Communities</td>
<td>• Healthy Kids Collaborative</td>
<td>• Madison</td>
<td>Increase number and level of designation of Bike Friendly Communities in Dane County</td>
</tr>
<tr>
<td></td>
<td>• American Family Children’s Hospital</td>
<td>• Verona</td>
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<td>• Middleton</td>
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<td>• Fitchburg</td>
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<td>• Sun Prairie</td>
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<td>• Cross Plains</td>
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<tr>
<td>Care Coordination Programs</td>
<td>• Primary Care/Ambulatory Operations</td>
<td>• Health Innovation Program</td>
<td>Improve health outcomes through care coordination and implementation of appropriate interventions utilizing the right resources to maintain the patient’s optimal level of health</td>
</tr>
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<td>• Population Health</td>
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<td>• Social Work</td>
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<td></td>
<td>• Advance Care Planning</td>
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</tr>
</tbody>
</table>
Strong Investments and Partnerships

- Sustain investments in community
- UW Health realigned existing funding to support CHNA strategic priorities
- Transitioned from supporting events to supporting programs
- Collaborative approach among health systems
Aligning Investments for Maximum Impact

- Boys & Girls Club
- Centro Hispano
- Urban League

- Agrace
- Ronald McDonald House
- Second Harvest

- African American Breastfeeding Alliance
- Harambee Village Doulas
- Project Babies

- Foundation for Black Women’s Wellness
- YWCA
Community Investment Strategy
Next Steps

- Review national best practices for leading health systems
- Determine UW Health approach/role in addressing social determinants of health
- Collaborate with partners for maximum impact
Culturally Responsive Health Care

• UW Health is committed to fostering a culture of inclusion and respect among our patients, employees, learners and the communities we serve
• UW Health collects race, ethnicity and language data for all patients; this enhances our ability to identify health inequities
• We provide robust language interpretation services (in-person, phone and video)
• Employees and learners receive cultural competency training
  – Access to online computer-based training modules on implicit bias
  – Access to Microlearning Resources
  – In-person training on implicit bias for Family Medicine, OB/GYN, Perinatal Services related to maternal and child health priority
  – Mandatory employee training through Safety & Infection Control module
  – Resident training: pediatrics, family medicine, emergency medicine and OB/GYN through rotations and seminars
Evaluate Actions
Maternal and Child Health Goal

- Healthy birth outcomes for African American women
  - Initial Objective: Eliminate inequities in low birth weight births between African American and White women in Dane County
  - Initial Measure: Number and percentage of low birth weight births by maternal race/ethnicity

Achieving objective will:
- Take multiple years
- Involve many partners, across sectors, with shared commitment
- Require multiple, simultaneous, strategies and tactics
Opioid and Substance Use Disorder

Goal

- Prevent and treat opioid and substance use disorders
  - **Initial Objective:** Increase access to Medication Assisted Treatment (MAT) for medically-homed adults with substance use disorders
  - **Initial Measures:**
    - Number of primary care clinics with providers waivered to prescribe MAT
    - Percentage of patients with an opioid use disorder who were referred to or prescribed MAT
Our Commitment to the Community

UW Health remains committed to improving health outcomes in Dane County. We will:

– Continue community engagement as we develop and implement community health improvement initiatives
– Implement activities in alignment with the needs that were voiced by the community in the Community Health Needs Assessment
– Address social determinants of health in conjunction with clinical care
– Measure community health improvement
– Communicate our progress
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 Chief Executive Officer (the “CEO”) and conduct annual performance appraisals of the 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 (6) members nominated by the Governor and, with the advice and consent of the state Senate, appointed for five-year terms.

(b) Three (3) members of the state Board of Regents appointed by the President of the Board of Regents.

(c) The University of Wisconsin—Madison ("UW-Madison") Chancellor, or his/her designee, to serve ex-officio with vote.

(d) The dean of the UW-Madison School of Medicine and Public Health (the “Medical School”), to serve ex-officio with vote.
(e) A chairperson of a 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 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 Written Designation. Any designee under Section 2.2 (c), (g), or (h) of these Bylaws must be designated by written notice to the Chairperson of the Authority Board before entering upon the duties of being a member of the Board.

Section 2.4 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 2.5 Compensation of Members of the Board. Directors shall not receive compensation for Board service. However, Directors shall be reimbursed for expenses incurred in connection with carrying out their duties as provided in section 233.02(3), Wisconsin Statutes.

Section 2.64 Meetings of the Board.

(a) Regular Meetings. Regular meetings of the Board shall be scheduled on monthly such dates and at such times as on a day and at a time set by resolution of the Board, but may be canceled by the Chairperson of the Board, provided that the Board shall meet at least eight (8) times per calendar year and have at least one (1) meeting in each calendar quarter.

(b) Special Meetings. Special meetings may be called by the Chairperson of the Board at any time, and shall be called by the Chairperson of the Board at the request of three (3) 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) Conduct of Meetings. Meetings shall be conducted in accordance with applicable law, including the state open meetings law, Section 19.81-19.98, Wisconsin Statutes, and in accordance with the UWHCA Board of Directors Policy Manual (“Board Policy Manual”), including without limitation, the Board and Committee Meetings Policy as adopted by the Board and as in effect from time to time. The Board Policy Manual is available to the public at www.uwhealth.org/about-us/uw-health-corporate-governance.

(f) 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.

(dg) **Quorum and Manner of Voting.** As required by Section 233.02(8), Wisconsin Statutes, eight (8) 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. As permitted by applicable law, and as provided in the Board and Committee Meetings Policy, action may be taken by written consent, e-mail, or other electronic means.

(kh) **Minutes of Meetings and Custodian of Records.** Minutes of all meetings of the Board and its Committees shall be kept in accordance with applicable law and the Board and Committee Minutes Policy. Upon approval, such minutes shall be maintained electronically by the UWHCA Office of Corporate Counsel filed in the Authority's principal office and are a public record to the extent provided in the state's public records law, Section 19.31-19.39, Wisconsin Statutes.

(li) **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.

(j) **Administrative Liaison.** The CEO of the Authority and the Chief Administrative Officer of the University of Wisconsin Medical Foundation, Inc. (the “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.

(nk) **Email Approvals.** Any action which may be approved by the Board or any committee thereof may be approved by an email vote at the discretion of the chairperson of the Board or applicable committee. Notice shall be given of email vote in a manner permitted by the public meetings law. Members shall be given at least two business days to respond. If a quorum of the Board or committee members respond by the time set for the vote, the action shall be approved if approved by a majority of the timely respondents, unless one timely respondent requests that the matter be considered at the next convened meeting of the Board.

Section 2.5 **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 2.6 **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. The Board, on an alternating two-year schedule, shall, upon nomination by the Executive Committee, at a meeting in each fiscal year, the Board shall elect the Chairperson and Vice Chairperson of the Board by ballot to serve a two (2) fiscal year term; provided, however, that if there is only one nominee for each office, the election shall be by voice vote. For the fiscal years ending in 2016 and 2017, and for each fiscal year in every other two-year period thereafter, the Executive Committee shall, on an alternating two-year schedule, nominate for election: (a) the dean of the Medical School to serve as the Chairperson of the Board; and (b) a separate Director with demonstrated expertise to serve as the Vice Chairperson of the Board and then in the alternating two-year period: (a) the dean of the Medical School to serve as the Chairperson of the Board; and (b) a separate Director with demonstrated expertise to serve as the Vice Chairperson of the Board. If the position of Chairperson of the Board or Vice Chairperson becomes vacant, a replacement for the remainder of the term shall be nominated by the Executive Committee and elected in the same manner at the next meeting of the Board.

Section 3.3 Chairperson. The Chairperson of the Board 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 or the applicable Committee Charter; and shall perform all of the acts usually attendant upon the office of Chairperson of the Board or which may be set forth in these Bylaws, the Board Policy Manual, or by 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 Section 233.01(9), Wisconsin Statutes, the Board shall designate by resolution a person to keep a record of the proceedings of the Board 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.

(a) Standing Committees. The standing committees of the Board are the Board-the shall establish an Executive Committee, Finance Committee, an Audit Committee, Compliance Committee, an Executive Compensation Committee, and a Patient Safety and Quality Committee.

(b) Other Committees. In addition, the Board may establish other standing and special committees as it deems appropriate from time to time. Any such Committee so established may be permanent
or special or ad-hoc Committees established for a spherical or time-limited purpose, as designated by the Board.

(c) Subcommittees. The Board or any Committee may establish subcommittees of any Committee.

Each committee and subcommittee thereof is referred to in these Bylaws as a “Committee”.

Section 4.2 Committee Composition.

(a) Committee Membership. The Chairperson of the Board shall appoint the members of Committees, unless another method of selection of membership for a particular Committee is specified in these Bylaws, an applicable Committee Charter, or by resolution of the Board. When selecting members of Committees, consideration should be given to the function, duties, powers, and authority of the particular Committee, the core competencies and experience that members of such Committee should have to effectively fulfill such function, duties, powers, and authority, continuity, and potential members’ experience, skills, and interests. Individuals who are not Directors may be appointed to serve on Committees unless the Bylaws, applicable Committee Charter, or resolution of the Board specifies otherwise; provided, however, that at least two (2) members of each Committee must be Directors. Unless otherwise provided in the Bylaws or applicable Committee Charter, the Chairperson may remove any Committee member at any time. Vacancies in any Committee membership shall be filled in the same manner as appointments are made to such Committee. Non-board members may be appointed to serve on committees of the Board of 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.

(b) Medical Staff Requirement. One or more members of the medical staff shall be included on all Committees appointed to address issues affecting the discharge of medical responsibilities, except for Committees if any, reviewing medical staff appointment, reappointment, clinical privileges, or corrective action.

Section 4.3 Committee Charters. The Board may adopt a charter (“Committee Charter”) for any Committee at the time of the creation of the Committee or at any time thereafter setting forth the composition, authority, function, duties, and policies and procedures for Committee operations and administration for the particular Committee.

Section 4.4 Function. The function, duties, and powers of each Committee shall be as set forth in these Bylaws, or in the applicable Committee Charter as in effect from time to time, or as assigned by the Board.

Section 4.4 Committee Meetings.

(a) Schedule. Committees of the Board shall meet as often as may be deemed necessary and expedient by the Chairperson of the Committee, and at such other times as may be prescribed in the Board Policy on Committees, or in the applicable Committee Charter, or by resolution of the Board.

(b) Conduct of Committee Meetings. Committee Meetings shall be conducted in accordance with applicable law, including the state open meetings law, Section 19.81-19.98, Wisconsin Statutes, and in accordance with the Board Policy Manual, including without limitation, the Board and Committee
Meetings Policy as adopted by the Board and as in effect from time to time. The Board Policy Manual is available to the public at www.uwhealth.org/about-us/uw-health-corporate-governance.

(c) Quorum and Manner of Acting. Unless otherwise set forth in an applicable Committee Charter, a majority of the voting members of a Committee shall constitute a quorum for conducting business at a meeting with the agreement of a majority of the voting Committee members present required for all Committee action.

Section 4.53 Executive Committee.

(a) Designation and Membership. The Executive Committee shall consist of the following voting and non-voting members:

   (i) Voting members: the Chairperson of the Board, the Vice Chairperson of the Board, the UW-Madison Chancellor or designee, a chairperson of a Medical School clinical department, and a separate Authority Director; and

   (ii) Non-voting members: the CEO, and three (3) individuals nominated by the Board of the University of Wisconsin Medical Foundation, Inc. (“Foundation”) and elected by the Authority Board.

(b) Chairperson and Vice Chairperson of the Executive Committee. The individual serving as the Chairperson of the Board from time to time shall serve as the Chairperson of the Executive Committee. The individual serving as the Vice Chairperson of the Board from time to time shall serve as the Vice Chairperson of the Executive Committee.

(c) 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 Authority and the Foundation and the preparation and presentation of the annual budget of the Authority and the Foundation, 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.

(d) 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 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.

(e) Quorum and Manner of Acting. Three (3) voting members of the Executive Committee shall constitute a quorum with the agreement of at least three (3) voting members required for all Committee action.

Section 4.64 Finance Committee

(a) Designation and Membership. Unless otherwise provided in a Committee Charter, the Finance Committee shall consist of the Chairperson of the Board, the Vice Chairperson of the Board, and two (2) or more additional persons appointed by the Chairperson of the Board. The 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 reflected in any Committee Charter, and 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 at least two (2) voting members required for all committee action.

Section 4.5 **Audit Committee**

(a) **Designation and Membership.** The Audit Committee shall consist of such persons as designated in the Committee Charter, the Chairperson, the Vice Chairperson, the CEO, ex officio and additional persons appointed by the Chairperson, provided that all times, at least two (2) members shall be members of the UW Medical Foundation faculty at large, and provided further that, the University of Wisconsin School of Medicine and Public Health (“UWSPMHP”) Dean, when serving as a member in his/her capacity as Board Chair or Vice Chairperson, and the UWHCA Chief Executive Officer will serve as, non-voting members, and provided further that at least four (4) members are independent members. The size of the Audit Committee shall not exceed nine (9) persons.

(b) **Functions and Powers.** The Audit Committee, subject to any limitations prescribed by the Board, shall assist the Board with oversight of the Authority and Foundation accounting policies, audit matters as set forth in the Committee Charter, and such other matters as may be reporting practices, adequate of internal controls, quality and integrity of financial reporting, oversight of the UW Health Compliance Committee, compliance with laws and other regulations and such other matters as may be 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 quarterly 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.** A majority of the voting Audit Committee members shall constitute a quorum for conducting business at a meeting.

Section 4.6 **Executive Compensation Committee**

(a) **Designation and Membership.** The Executive Compensation Committee shall consist of the Chairperson of the Board, the Vice Chairperson of the Board, and two (2) or more other independent members of the Board appointed by the Chairperson of the Board. “Independent” shall mean a Director who 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 Authority, unless the Board unanimously approves an exception after full disclosure, and (b) is not an employee of the Authority, the Foundation, 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 Authority are consistent with applicable law and its charitable mission. The Executive Compensation Committee shall recommend the compensation of the 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. **In addition, the Executive Compensation Committee shall have such other functions, duties, and powers as reflected in any Committee Charter, and as may be assigned 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. Patient Safety and Quality Committee

(a) Designation and Membership. The Patient Safety and Quality Committee shall consist of at least three (3) members of the Board of Directors appointed by the Chairperson of the Board, the Chief Executive Officer (CEO), the Chief Medical Officer, the Associate Chief Medical Officer (Inpatient), the Associate Chief Medical Officer (Ambulatory), the Senior Vice President and Chief Nursing Officer, the President of UW Hospitals/Chief of Clinical Operations, the Chair of the Council of Chairs, the President of the Medical Board, the Foundation President, the Chief Population Health Officer, a faculty representative appointed by the Foundation Board of Directors, and two (2) Patient and Family Advisors appointed by the Patient and Family Advisory Council. Other Vice Presidents and Senior Vice Presidents appointed by the CEO shall become ex-officio members without vote. In addition, each member of the Board of Directors is encouraged to attend at least one Patient Safety and Quality Committee meeting each year, and, when in attendance, shall be a member of the committee with vote.

(b) Functions and Powers. The Patient Safety and Quality 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 the patients of the combined clinical enterprise of the Authority, Foundation, and their respective subsidiaries and affiliates (collectively, “UW Health”)UW Health patients; oversee systems and policies to achieve compliance with legal, regulatory, and accreditation requirements and standards; report to the Board at least quarterly; and perform such other functions, duties, and powers as reflected in any Committee Charter, and as may be assigned by the Board. The Patient Safety and Quality Committee is a confidential peer review committee, and its activities are part of UW Health’s patient safety evaluation system.
Meetings. The Patient Safety and Quality Committee shall meet at least four times each year and such additional times as may be deemed necessary and expedient by the Patient Safety and Quality Committee. The Patient Safety and Quality Committee shall meet at such times and places as shall be determined by the Patient Safety and Quality Committee. When the Patient Safety and Quality 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 Patient Safety and Quality Committee may exclude such members.

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

Section 4.8. Compliance Committee

Designation and Membership. The Compliance Committee shall consist of such persons as designated in the Committee Charter. The voting Members of the Compliance Committee shall be named by the Chairperson of the UW Health Audit Committee, with the consent of each of the UWHCA and UWMF Boards of Directors and shall consist of the following: One (1) member of the Audit Committee, Seven (7) persons who are UWMF Faculty, One (1) UW Health Department Administrator. The following will serve as ex-officio members without vote: Vice President, Revenue Cycle, Vice President, Deputy General Counsel, Legal Operations, Chief Administrator, Practice Plan, Vice President, Provider Services, Vice President, Human Resources, Senior Vice President, Chief Ambulatory Officer (or his or her delegate), Director, Advance Practice Providers and other additional persons (non-voting) appointed by the Chairperson of the Compliance Committee in consultation with the Chairperson of the UW Health Audit Committee.

The Chairperson of the Compliance Committee shall be one of the voting Members of the Compliance Committee as specified from time to time by the Chairperson of the Audit Committee.

Functions and Powers. The Compliance Committee shall assist the Board with oversight of the Authority and Foundation Business Integrity Office and compliance programs as set forth in the Committee Charter, and such other matters as may be assigned by the Board. The UWHCA and UWMF Compliance Committee (the “Compliance Committee”) is a standing committee of the Audit Committee of the UWHCA Board of Directors. The Compliance Committee primarily reports to the Audit Committee; however, when deemed necessary and appropriate by the Compliance Committee, based on particular facts and circumstances, the Compliance Committee shall report directly to the UWHCA and UWMF Boards of Directors, as applicable.

The Compliance Committee shall assist the UWHCA and UWMF Boards of Directors in fulfilling their respective duties and oversight responsibilities for all aspects of the UW Health Compliance Department and Compliance Programs, including, without limitation, UW Health’s compliance with applicable laws and regulations, development and administration of the UW Health Code of Conduct, and development and administration of all compliance related UW Health codes, policies and procedures.

Meetings. The Compliance Committee shall meet approximately two (2) weeks before each meeting of the UW Health Audit Committee, as applicable, and as often as it deems necessary or appropriate in order to perform its responsibilities but not less than six (6) times annually.

Quorum and Manner of Acting. A majority of the voting members of the Compliance Committee members shall constitute a quorum for conducting business at a meeting.

ARTICLE V: OFFICERS OF THE AUTHORITY
Section 5.1 Officers Generally. The officers of the Authority shall be a CEO, Secretary, Senior Vice President and Chief Financial Officer, Senior Vice President and Chief Medical Officer, Senior Vice President and General Counsel, and such other officers as the Board may determine from time to time. A person, other than the CEO, may hold more than one office at the same time.

Section 5.2 Selection of the 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. It is preferred but not required that the CEO be a physician.

Section 5.3 Duties and Functions of the 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 5.4 Chief Financial Officer and General Counsel. The 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: SENIOR LEADERSHIP COUNCIL

Section 6.1 Purpose. The Authority shall have a Senior Leadership Council acting as an advisory body to the CEO. The Senior Leadership Council is organized to provide ongoing and meaningful Medical School faculty physician and administrative leadership input into the strategic, governance, and operational decisionmaking of the combined clinical enterprise of the Authority and Foundation (“UW Health”).

Section 6.2 Size and Composition of the Senior Leadership Council. The Senior Leadership Council shall be comprised of the following individuals, as determined by the CEO in his or her sole and reasonable discretion:

(a) the CEO, ex-officio (who shall also serve as Chair of the Senior Leadership Council);

(b) one or more senior UW Health executives, other than the CEO and Chief Medical Officer;

(c) one or more Chairs of clinical departments of the Medical School (each a “Clinical Department”); and

(d) one or more senior UW Health clinical leaders other than a Clinical Department Chair.

Section 6.3 Duties. The CEO shall consult with the Senior Leadership Council on matters including, but not limited to, the following:

(a) UW Health budgeting process;
strategy regarding clinical programs;

(b) broad operations management;

(c) regional strategy; and

(d) consideration of the clinical and academic interface.

Section 6.4 Relationship to Foundation Council of Chairs and Council of Faculty. The Council of Faculty and the Council of Chairs may provide input to the Senior Leadership Council on issues considered by the respective Councils, including, without limitation, the allocation of research funds to Clinical Departments and the creation of standards for Clinical Department operating expenses. Each Clinical Department shall provide to the Senior Leadership Council, at least annually and in a form satisfactory to the Senior Leadership Council, reports on Department operating expenses, direct expenses, and Medical School faculty physician business expenses.

ARTICLE VII: MEDICAL STAFF

Section 7.1 Medical Staff Bylaws. The medical staff of the Authority shall be organized and function under medical staff bylaws approved by the Board.

Section 7.2 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 7.1.

ARTICLE VIII: 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 CEO in order for the organization to be an approved auxiliary organization.

ARTICLE IX: CONFLICT OF INTEREST

Directors shall comply with the applicable requirements of the 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 and the Director Conflict of Interest Policy adopted by the Board as then in effect.

ARTICLE X: 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. Directors shall comply with the Director Confidentiality Policy contained in the Board Policy Manual as in effect from time to time.

ARTICLE XI: BOARD POLICY MANUAL

The Board has adopted a Board Policy Manual, which in accordance with applicable law and these Bylaws, sets forth expectations and duties of Directors and policies and procedures for Board and Committee administration and function. Policies contained in the Board Policy Manual may revised or amended as provided in the applicable policy.

ARTICLE XI: 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
AMENDED: September 7, 2011
AMENDED: September 3, 2014
AMENDED: July 1, 2015
AMENDED: February 25, 2016
AMENDED: July 26, 2018
AMENDED: ________, 2021
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 Chief Executive Officer (“CEO”) and conduct annual performance appraisals of the 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 members of the Board shall satisfy the following criteria and be selected in the following manner:

(a) Six (6) members nominated by the Governor and, with the advice and consent of the state Senate, appointed for five-year terms.

(b) Three (3) members of the state Board of Regents appointed by the President of the Board of Regents.

(c) The University of Wisconsin- (“UW-Madison”) Chancellor, or his/her designee, to serve ex-officio.

(d) The dean of the UW-Madison School of Medicine and Public Health ( “Medical School”), to serve ex-officio.
(c) A chairperson of a 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 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.

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

Section 2.3 Written Designation. Any designee under Section 2.2 (c), (g), or (h) of these Bylaws must be designated by written notice to the Chairperson of the Board before entering upon the duties of being a member of the Board.

Section 2.4 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 2.5 Compensation of Members of the Board. Directors shall not receive compensation for Board service. However, Directors shall be reimbursed for expenses incurred in connection with carrying out their duties as provided in section 233.02(3), Wisconsin Statutes.

Section 2.6 Meetings of the Board.

(a) Regular Meetings. Regular meetings of the Board shall be scheduled on such dates and at such times as set by resolution of the Board but may be canceled by the Chairperson of the Board, provided that the Board shall meet at least eight (8) times per calendar year and have at least one (1) meeting in each calendar quarter.

(b) Special Meetings. Special meetings may be called by the Chairperson of the Board at any time and shall be called by the Chairperson of the Board at the request of three (3) 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) Conduct of Meetings. Meetings shall be conducted in accordance with applicable law, including the state open meetings law, Section 19.81-19.98, Wisconsin Statutes, and in accordance with the UWHCA Board of Directors Policy Manual (“Board Policy Manual”), including without limitation, the Board and Committee Meetings Policy as adopted by the Board and as in effect from time to time. The Board Policy Manual is available to the public at www.uwhealth.org/about-us/uw-health-corporate-governance.

(f) __________
(d) **Quorum and Manner of Voting.** As required by Section 233.02(8), Wisconsin Statutes, eight (8) 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. As permitted by applicable law, and as provided in the Board and Committee Meetings Policy, action may be taken by written consent, e-mail, or other electronic means.

(k) **Minutes of Meetings and Custodian of Records.** Minutes of all meetings of the Board and its Committees shall be kept in accordance with applicable law and the Board and Committee Minutes Policy. Upon approval, such minutes shall be maintained electronically by the UWHCA Office of Corporate Counsel and are a public record to the extent provided in the state public records law, Section 19.31-19.39, Wisconsin Statutes.

(n)

**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.** The Board, on an alternating two-year schedule, shall, upon nomination by the Executive Committee, elect the Chairperson and Vice Chairperson of the Board by ballot to serve a two (2) fiscal year term; provided, however, that if there is only one nominee for each office, the election shall be by voice vote. The Executive Committee shall, on an alternating two-year schedule, nominate for election: (a) the dean of the Medical School to serve as the Chairperson of the Board; and (b) a separate Director with demonstrated expertise to serve as the Vice Chairperson of the Board and then in the alternating two-year period: (x) the dean of the Medical School to serve as the Vice Chairperson of the Board; and (y) a separate Director with demonstrated expertise to serve as the Chairperson of the Board. If the position of Chairperson of the Board or Vice Chairperson becomes vacant, a replacement for the remainder of the term shall be nominated by the Executive Committee and elected in the same manner at the next meeting of the Board.

Section 3.3 **Chairperson.** The Chairperson of the Board shall preside at all meetings of the Board; shall appoint all committee members, unless otherwise specified in these Bylaws or the applicable Committee Charter; and shall perform all of the acts usually attendant upon the office of Chairperson of the Board or which may be set forth in these Bylaws, the Board Policy Manual, or by resolution 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 Section 233.01(9), Wisconsin Statutes, the Board shall designate by resolution a person to keep a record of the proceedings of the Board 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.

(a) Standing Committees. The standing committees of the Board are the Executive Committee, Finance Committee, Audit Committee, Compliance Committee, Executive Compensation Committee, and Patient Safety and Quality Committee.

(b) Other Committees. The Board may establish other standing and special committees as it deems appropriate from time to time. Any such Committee so established may be permanent or special or ad-hoc Committees established for a spherical or time-limited purpose, as designated by the Board.

(c) Subcommittees. The Board or any Committee may establish subcommittees of any Committee.

Each committee and subcommittee thereof is referred to in these Bylaws as a “Committee”.

Section 4.2 Committee Composition.

(a) Committee Membership. The Chairperson of the Board shall appoint the members of Committees unless another method of selection of membership for a particular Committee is specified in these Bylaws, an applicable Committee Charter, or by resolution of the Board. When selecting members of Committees, consideration should be given to the function, duties, powers, and authority of the particular Committee, the core competencies and experience that members of such Committee should have to effectively fulfill such function, duties, powers, and authority, continuity, and potential members’ experience, skills, and interests. Individuals who are not Directors may be appointed to serve on Committees unless the Bylaws, applicable Committee Charter, or resolution of the Board specifies otherwise; provided, however, that at least two (2) members of each Committee must be Directors. Unless otherwise provided in the Bylaws or applicable Committee Charter, the Chairperson may remove any Committee member at any time. Vacancies in any Committee membership shall be filled in the same manner as appointments are made to such Committee.

(b) Medical Staff Requirement. One or more members of the medical staff shall be included on all Committees appointed to address issues affecting the discharge of medical responsibilities, except for Committees, if any, reviewing medical staff appointment, reappointment, clinical privileges, or corrective action.

Section 4.3 Committee Charters. The Board may adopt a charter (“Committee Charter”) for any Committee at the time of the creation of the Committee or at any time thereafter setting forth the composition, authority, function, duties, and policies and procedures for Committee operations and administration for the particular Committee.

Section 4.4 Function. The function, duties, and powers of each Committee shall be as set forth in these Bylaws, or in the applicable Committee Charter as in effect from time to time, or as assigned by the Board.

Section 4.4 Committee Meetings.
(a) **Schedule.** Committees of the Board shall meet as often as may be deemed necessary and expedient by the Chairperson of the Committee, and at such other times as may be prescribed in the Board Policy on Committees, or in the applicable Committee Charter, or by resolution of the Board.

(b) **Conduct of Committee Meetings.** Committee Meetings shall be conducted in accordance with applicable law, including the state open meetings law, Section 19.81-19.98, Wisconsin Statutes, and in accordance with the Board Policy Manual, including without limitation, the Board and Committee Meetings Policy as adopted by the Board and as in effect from time to time. The Board Policy Manual is available to the public at www.uwhealth.org/about-us/uw-health-corporate-governance.

(c) **Quorum and Manner of Acting.** Unless otherwise set forth in an applicable Committee Charter, a majority of the voting members of a Committee shall constitute a quorum for conducting business at a meeting with the agreement of a majority of the voting Committee members present required for all Committee action.

**Section 4.5 Executive Committee.**

(a) **Designation and Membership.** The Executive Committee shall consist of the following voting and non-voting members:

(i) **Voting members:** the Chairperson of the Board, the Vice Chairperson of the Board, the UW-Madison Chancellor or designee, a chairperson of a Medical School clinical department, and one Director; and

(ii) **Non-voting members:** the CEO, and three (3) individuals nominated by the Board of the University of Wisconsin Medical Foundation, Inc. (“Foundation”) and elected by the Board.

(b) **Chairperson and Vice Chairperson of the Executive Committee.** The individual serving as the Chairperson of the Board from time to time shall serve as the Chairperson of the Executive Committee. The individual serving as the Vice Chairperson of the Board from time to time shall serve as the Vice Chairperson of the Executive Committee.

(c) **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, 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.

**Section 4.6 Finance Committee**

(a) **Designation and Membership.** Unless otherwise provided in a Committee Charter, the Finance Committee shall consist of the Chairperson of the Board, the Vice Chairperson of the Board, and two (2) or more additional persons appointed by the Chairperson of the Board. The 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 reflected in any Committee Charter, and as may be assigned by the Board.

Section 4.5 Audit Committee

(a) Designation and Membership. The Audit Committee shall consist of such persons as designated in the Committee Charter.

(b) Functions and Powers. The Audit Committee, shall assist the Board with oversight of Authority and Foundation audit matters as set forth in the Committee Charter, and such other matters as may be assigned by the Board.

Section 4.6 Executive Compensation Committee

(a) Designation and Membership. The Executive Compensation Committee shall consist of the Chairperson of the Board, the Vice Chairperson of the Board, and two (2) or more other independent Directors appointed by the Chairperson of the Board. “Independent” means a Director who (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 Authority, unless the Board unanimously approves an exception after full disclosure, and (b) is not an employee of the Authority, the Foundation, UW-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 Authority are consistent with applicable law and its charitable mission. The Executive Compensation Committee shall recommend the compensation of the CEO to the Board. The Executive Compensation Committee shall approve the compensation of the senior executives holding the titles of Vice President and Senior Vice President, subject to any limits prescribed by the Board. In addition, the Executive Compensation Committee shall have such other functions, duties, and powers as reflected in any Committee Charter, and as may be assigned by the Board.

(c) Section 4.7. Patient Safety and Quality Committee

(a) Designation and Membership. The Patient Safety and Quality Committee shall consist of at least three (3) Directors appointed by the Chairperson of the Board, the CEO, the Chief Medical Officer, the Associate Chief Medical Officer (Inpatient), the Associate Chief Medical Officer (Ambulatory), the Senior Vice President and Chief Nursing Officer, the President of UW Hospitals/Chief of Clinical Operations, the Chair of the Council of Chairs, the President of the Medical Board, the Foundation President, the Chief Population Health Officer, a faculty representative appointed by the Foundation Board of Directors, and two (2) Patient and Family Advisors appointed by the Patient and Family Advisory Board.
Council. Other Vice Presidents and Senior Vice Presidents appointed by the CEO shall be members without vote. In addition, each Director is encouraged to attend at least one Patient Safety and Quality Committee meeting each year.

(b) **Functions and Powers.** The Patient Safety and Quality 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 shall accept reports of resulting action plans; oversee the effective functioning of systems and policies to enhance the safety, health outcomes, and care experience for the patients of the combined clinical enterprise of the Authority, Foundation, and their respective subsidiaries and affiliates (collectively, “UW Health”); oversee systems and policies to achieve compliance with legal, regulatory, and accreditation requirements and standards; report to the Board at least quarterly; and perform such other functions, duties, and powers as reflected in any Committee Charter, and as may be assigned by the Board. The Patient Safety and Quality Committee is a confidential peer review committee, and its activities are part of UW Health’s patient safety evaluation system.

### Section 4.8. Compliance Committee

(a) **Designation and Membership.** The Compliance Committee shall consist of such persons as designated in the Committee Charter.

(b) **Functions and Powers.** The Compliance Committee shall assist the Board with oversight of the Authority and Foundation Business Integrity Office and compliance programs as set forth in the Committee Charter, and such other matters as may be assigned by the Board.

### ARTICLE V: OFFICERS OF THE AUTHORITY

**Section 5.1 Officers Generally.** The officers of the Authority shall be a CEO, Secretary, Senior Vice President and Chief Financial Officer, Senior Vice President and Chief Medical Officer, Senior Vice President and General Counsel, and such other officers as the Board may determine from time to time. A person, other than the CEO, may hold more than one office at the same time.

**Section 5.2 Selection of the 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. It is preferred but not required that the CEO be a physician.

**Section 5.3 Duties and Functions of the 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 5.4 Chief Financial Officer and General Counsel. The CEO shall appoint the Chief Financial Officer and the Chief Legal Officer, subject to the approval of the Board. They are subject to removal by the CEO with the approval of the Board.

ARTICLE VI: SENIOR LEADERSHIP COUNCIL

Section 6.1 Purpose. The Authority shall have a Senior Leadership Council acting as an advisory body to the CEO. The Senior Leadership Council is organized to provide ongoing and meaningful Medical School faculty physician and administrative leadership input into the strategic, governance, and operational management decision making of the combined clinical enterprise of UW Health.

Section 6.2 Size and Composition of the Senior Leadership Council. The Senior Leadership Council shall be comprised of the following individuals, as determined by the CEO in his or her sole and reasonable discretion:

(a) the CEO, ex-officio (who shall also serve as Chair of the Senior Leadership Council);
(b) one or more senior UW Health executives, other than the CEO and Chief Medical Officer;
(c) one or more Chairs of clinical departments of the Medical School (each a “Clinical Department”); and
(d) one or more senior UW Health clinical leaders other than a Clinical Department Chair.

Section 6.3 Duties. The CEO shall consult with the Senior Leadership Council on matters including, but not limited to, the following:

(a) UW Health budgeting process;
(b) strategy regarding clinical programs;
(c) broad operations management;
(d) regional strategy; and
(e) consideration of the clinical and academic interface.

Section 6.4 Relationship to Foundation Council of Chairs and Council of Faculty. The Council of Faculty and the Council of Chairs may provide input to the Senior Leadership Council on issues considered by the respective Councils, including, without limitation, the allocation of research funds to Clinical Departments and the creation of standards for Clinical Department operating expenses. Each Clinical Department shall provide to the Senior Leadership Council, at least annually and in a form satisfactory to the Senior Leadership Council, reports on Department operating expenses, direct expenses, and Medical School faculty physician business expenses.

ARTICLE VII: MEDICAL STAFF

Section 7.1 Medical Staff Bylaws. The medical staff of the Authority shall be organized and function under medical staff bylaws approved by the Board.
Section 7.2 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 7.1.

ARTICLE VIII: 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 CEO in order for the organization to be an approved auxiliary organization.

ARTICLE IX: CONFLICT OF INTEREST

Directors shall comply with the applicable requirements of the state code of ethics for public officials in Sections 19.41-19.58, Wisconsin Statutes and the Director Conflict of Interest Policy adopted by the Board as then in effect.

ARTICLE X: CONFIDENTIALITY

Directors shall comply with the Director Confidentiality Policy contained in the Board Policy Manual as in effect from time to time.

ARTICLE XI: BOARD POLICY MANUAL

The Board has adopted a Board Policy Manual, which in accordance with applicable law and these Bylaws, sets forth expectations and duties of Directors and policies and procedures for Board and Committee administration and function. Policies contained in the Board Policy Manual may revised or amended as provided in the applicable policy.

ARTICLE XI: 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
AMENDED: September 7, 2011
AMENDED: September 3, 2014
AMENDED: July 1, 2015
AMENDED: February 25, 2016
AMENDED: July 26, 2018
AMENDED: ________, 2021
Attachment

UNIVERSITY OF WISCONSIN HOSPITALS AND CLINICS AUTHORITY
BOARD OF DIRECTORS POLICY MANUAL (DRAFT)
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Policies contained herein remain subject in all respects to applicable law and the UWHCA Bylaws.

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Board Public Relations Policy
BOARD PUBLIC RELATIONS POLICY

ARTICLE I
PURPOSE, SCOPE, AND APPLICATION

The purpose of this Board Public Relations Policy (“Policy”) is to ensure the quality and consistency of information disseminated to media sources on behalf of the University of Wisconsin Hospitals and Clinics Authority (“UWHCA”) Board of Directors (“Board”) and its Committees.

This Policy applies to all members of the Board (“Directors”) and all Committee members (whether or not Directors).

ARTICLE II
DEFINITIONS

1. “Committee” means any committee of the Board, including any joint committee of the Board and the board of directors of University of Wisconsin Medical Foundation, Inc., and any subcommittee of any such committee.

2. “UWH OCC” means the UW Health Office of Corporate Counsel.

3. “UWH MCT” means the UW Health Marketing and Communications Team.

4. “UW Health” means the combined clinical enterprise of UWHCA, University of Wisconsin Medical Foundation, Inc., and their respective or jointly wholly-owned subsidiaries.

ARTICLE III
PUBLIC STATEMENTS AND MEDIA INQUIRIES

1. Authorization. The Chairperson of the Board is the only individual authorized to speak publicly, make oral or written statements, or provide interviews on behalf of the Board. The Chairman will consult with the UWH MCT, and if appropriate, the UWH OCC, with respect to any public and/or media statements or interviews on behalf of the Board or in response to any media inquiries received regarding Board matters or UW Health matters. No Director or Committee member shall make any statement to the public or press in his capacity as a Director or Committee member unless such statement has been authorized by the Chairperson of the Board. The Chairperson may, in his or her discretion, after consultation with the UWH MCT, and if appropriate, the UWH OCC, authorize other individual(s), including Directors and Committee members, to speak on behalf of the Board with respect to a particular matter.

2. Media or Public Inquiries. Any Director or Committee member who is contacted by the media or any member of the public in person, by phone, by e-mail, by mail, or otherwise
regarding the Board, Board matters, or UW Health, including with respect to any request for an
interview, should inform such person that the Director or Committee member is not authorized to
speak on behalf of the Board or UW Health and should direct such person to the UWH MCT. Directors and Committee members who are contracted by the media or the public should ascertain the name of the person making such contact, the media outlet with which he or she is affiliated, if applicable, and the general topic of the inquiry, shall notify the UWH MCT immediately, and provide the UWH MCT with any information ascertained about the inquiry. Directors and Committee members should not respond to any questions or requests for information, even if such Director or Committee member knows the answer.

3. **Press Releases.** All press releases on behalf of the Board or any Committee are to be approved by the Chairperson of the Board in consultation with the UWH MCT and, if appropriate, the UWH OCC.

4. **Social Media.** This Policy also applies to Directors’ and Committee members’ use of social media sites, regardless of whether such Director or Committee member is posting on his or her own account or commenting on a third-party accounts or posts.

**ARTICLE IV**

**UWH MCT CONTACT INFORMATION**

The UWH MCT can be contacted via phone at (____) ______ or via e-mail at __________________________. The UWH MCT will involve the UWH OCC in matters relating to this Policy as appropriate.

**ARTICLE V**

**AMENDMENT**

This Policy may be amended upon action of the Board or Executive Committee pursuant to the Bylaws or as otherwise authorized by the Board.
UNIVERSITY OF WISCONSIN HOSPITALS AND CLINICS AUTHORITY
BOARD OF DIRECTORS POLICY MANUAL (DRAFT)

Board Conflict of Interest Policy
BOARD CONFLICT OF INTEREST POLICY

ARTICLE I
PURPOSE, SCOPE, AND APPLICATION

1. The purpose of this Board Conflict of Interest Policy (the “Policy”) is to protect the interests of University of Wisconsin Hospitals and Clinics Authority (“UWHCA”) when it is contemplating entering into a transaction or arrangement that might benefit or appear to benefit the private interest of any member (“Director”) of the Board of Directors (“Board”) of UWHCA or any Committee member, indirectly benefit a Related Party, or result in a possible Excess Benefit Transaction. UWHCA was created as a public body corporate and public in Chapter 233 of the Wisconsin Statutes to serve the purposes set forth in Section 233.04(3b)(a) of the Wisconsin Statutes, and each Director and Committee member must act and use good judgment to maintain and further UWHCA’s purposes and to maintain the public’s trust and confidence in UWHCA.

2. This Policy establishes guidelines, procedures, and requirements for:
   (a) Identifying a Conflict of Interest and situations that may result in an actual, potential, or perceived Conflict of Interest; and
   (b) Appropriately managing a Conflict of Interest in accordance with legal requirements and the goals of accountability and transparency.

3. This Policy applies to all Directors of UWHCA and all Committee members. All Directors and Committee members must familiarize themselves with and adhere to the principles and rules set out in this Policy.

4. This Policy is intended to supplement but not replace any state and federal laws governing conflicts of interest applicable to non-profit and charitable organizations.

ARTICLE II
DEFINITIONS

1. “Committee” means any committee of the Board, including any joint committee of the Board and the board of directors of University of Wisconsin Medical Foundation, Inc., and any subcommittee of any such committee.

2. “Compliance Committee” means the UW Health Compliance Committee, which is a standing committee of the Board.

3. “Conflict of Interest” means a situation:
(a) Where the outside interests or activities (such as Covered Interests) of a Director or Committee member interfere or compete with UW Health’s interests or reduce the likelihood that such person’s influence can be exercised impartially in the best interests of UW Health.

(b) Where the stake of a Director or Committee member in a transaction or arrangement is such that it reduces the likelihood that such person’s influence can be exercised impartially in the best interests of UW Health.

(c) Where a Director or Committee member has divided loyalties.

(d) Where an Excess Benefit Transaction would occur.

(e) Which is prohibited by Section 19.46 of the Wisconsin Statutes.

4. “Covered Interest” means when any Director or Committee member has directly, or indirectly through a Related Party:

(a) An ownership or investment interest in any entity with which UW Health has a transaction or arrangement.

(b) A compensation arrangement with UW Health or with any entity or individual with which UW Health has a transaction or arrangement.

(c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which UW Health is negotiating a transaction or arrangement.

(d) A legal commitment or financial interest, including by virtue of a board appointment, employment position, or volunteer arrangement, to act in the interests of another entity or individual.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A Covered Interest is not necessarily a Conflict of Interest. Under Article III.2, a person who has a Covered Interest may have a Conflict of Interest only if the Board decides that a Conflict of Interest exists.

5. “Excess Benefit Transaction” means any transaction in which an economic benefit is provided by UWHCA, directly or indirectly, to or for the use of a disqualified person and the value of the economic benefit provided by UWHCA exceeds the value of the consideration (including the performance of services) received by UWHCA. A “disqualified person” is any person who was in a position to exercise substantial influence over the affairs of the non-profit at any time during a five-year lookback period, ending on the date of the transaction, and includes but is not limited to UWHCA’s directors, officers, and Related Parties, as defined herein.

6. “Interested Person” means any Director or Committee member who has a direct or indirect Covered Interest.
7. “Related Party” means any one of the following persons or entities:

   (a) Any director, officer, employee, Committee member, or volunteer of UW Health or its affiliates.

   (b) Any Relative of any individual described in subsection 7(a) above.

   (c) Any entity or trust of which any individual described in subsection 7(a) or 7(b) above serves as a director, trustee, officer, employee, or volunteer.

   (d) Any entity or trust in which any individual described in subsection 7(a) or 7(b) above has a thirty-five percent (35%) or greater ownership or beneficial interest.

   (e) Any partnership or professional corporation in which any individual described in subsection 7(a) or 7(b) above has a direct or indirect ownership interest in excess of five percent (5%).

   (f) Any other entity or trust in which any individual described in subsection 7(a) or 7(b) above has a material financial interest.

8. “Relative” means any one of the following persons:

   (a) The spouse or domestic partner of an Interested Person.

   (b) The ancestors of an Interested Person.

   (c) The siblings or half-siblings, children (whether natural or adopted), grandchildren, and great-grandchildren of an Interested Person.

   (d) The spouse or domestic partner of any person described in subsection 6(c) above.

9. “UW Health” means the combined clinical enterprise of UWHCA, University of Wisconsin Medical Foundation, Inc. and their respective or jointly wholly-owned subsidiaries.

ARTICLE III
PROCEDURES

1. Duty to Disclose. An Interested Person must disclose the existence of any actual, potential, or perceived Conflict of Interest as soon as such Interested Person identifies that there may be a Conflict of Interest, and before UW Health enters into the proposed transaction or arrangement that gives rise to the Conflict of Interest.

   (a) The disclosure shall be made in writing to the Chairperson of the Board, unless the disclosure is being made by the Chairperson, in which case the disclosure should be made to the Chairperson of the Compliance Committee.
(b) The Interested Person shall be given the opportunity to disclose all material facts relating to the matter, including the circumstances giving rise to the Conflict of Interest.

2. Determining Whether a Conflict of Interest Exists. After disclosure of the actual, potential, or perceived Conflict of Interest, the Board, after consultation with the Compliance Committee, shall determine whether a Conflict of Interest exists by following the procedures described in this Section 3:

   (a) The Interested Person shall disclose all material facts relating to the potential Conflict of Interest to the Board.

   (b) After any discussion between the Board and the Interested Person, the Interested Person shall leave the Board meeting as applicable, while the determination of a Conflict of Interest is discussed and voted upon.

   (c) The Board members, other than the conflicted Interested Person(s), if applicable, shall decide if a Conflict of Interest exists. If the remaining Board members determine by majority vote that no conflict exists, no further review of the matter by the Board is required if not ordinarily required in the normal course of business. The discussion and determination of the existence of a Conflict of Interest shall be documented in accordance with the procedures outlined in Article IV below.

   (d) The determination that a Conflict of Interest exists shall require the Board and the Interested Person to follow the procedures outlined in Article III.3 below.

3. Procedures for Addressing the Conflict of Interest. To address a Conflict of Interest, the Board shall follow the procedures described in this Section 3:

   (a) An Interested Person may make a presentation at the Board or Committee meeting, if appropriate, but after the presentation, the Interested Person shall leave the meeting during the discussion of and if applicable, the vote on, the matter involving the Conflict of Interest.

   (b) The Interested Person shall not request or accept any confidential information provided to the Board or Committee regarding the matter that is the subject to the Conflict of Interest.

   (c) The Interested Person shall not attempt to intervene with or improperly influence the deliberations or voting on the matter giving rise to the Conflict of Interest.

   (d) The Chairperson of the Board shall, if appropriate, appoint a disinterested person or committee to investigate market information and alternatives to the proposed transaction or arrangement, including obtaining comparability data when determining pricing and/or compensation.

   (e) After exercising due diligence, including, if appropriate, investigating whether UW Health can obtain with reasonable efforts a more advantageous transaction
or arrangement from a person or entity that would not give rise to a Conflict of Interest, the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is: (i) in the UW Health’s best interests; (ii) for its own benefit; and (iii) fair and reasonable.

(f) In conformity with the above determinations, the Board shall make its decision on the matter that is the subject of the Conflict of Interest.

If the Conflict of Interest involves a Committee member and/or a matter that is before a Committee rather than the Board, the matter that is the subject of the Conflict of Interest shall be referred to and acted upon by the Board as provided in this Article III.3, and not by the applicable Committee.

4. Violations of the Conflict of Interest Policy.

(a) If the Board has reasonable cause to believe an Interested Person has failed to disclose an actual, potential, or perceived Conflict of Interest, it shall inform the Interested Person of the basis for such belief and afford the Interested Person an opportunity to explain the alleged failure to disclose.

(b) If, after hearing the Interested Person's response and after making further investigation as warranted by the circumstances, the Board determines the Interested Person has failed to disclose an actual, potential, or perceived Conflict of Interest, the Board shall take appropriate action to mitigate any adverse effect to UW Health resulting from such failure to disclose.

(c) Each Director and Committee member is responsible for reporting to the Board any suspected failure to disclose by any Interested Person, regardless of position.

5. Confidentiality.

(a) Subject to the state’s open meetings law, Section 19.81-19.98, Wisconsin Statutes, Board and/or Committee discussions relating to the determination of the existence of a Conflict of Interest shall take place in closed session.

(b) Subject to the state’s public records law, Section 19.31-19.39, Wisconsin Statutes, UWHCA shall maintain the confidentiality of any disclosures made in connection with this Policy and limit access to the information in accordance with UWHCA’s Director Confidentiality Policy as in effect from time to time.

(c) Each Director and Committee member shall exercise care not to use, publish, or disclose confidential information acquired in connection with disclosures of actual, potential, or perceived Conflicts of Interest during or subsequent to his or her participation on the Board.

6. Documentation in Minutes. Board or Committee minutes, as applicable, will contain:
(a) With respect to the determination of whether a Conflict of Interest exists, the name of the Interested Person who disclosed or was otherwise found to have a potential, perceived or actual Conflict of Interest; the nature of the potential, perceived or actual conflict of interest; any action taken to determine whether a Conflict of Interest was present; and the Board or Committee’s decision as to whether a Conflict of Interest in fact existed.

(b) With respect to whether or not the Conflict of Interest matter, transaction or arrangement is approved, the names of the persons present for the discussions and vote related to such matter, transaction or arrangement; the content of the discussion; whether alternatives were discussed that did not involve a Conflict of Interest; the basis for the determination that the matter, transaction or arrangement was in UW Health’s best interest, for its own benefit and fair and reasonable; and the record of the vote taken in connection with the proceedings.

7. Application of Section 19.46 of the Wisconsin Statutes. This Policy and the responsibilities and obligations of Directors and the Board (and Committee members) set forth herein are in addition to, and shall not alter, circumvent, or replace the statutory prohibitions, obligations, and rights set forth in Section 19.46 of the Wisconsin Statutes.

ARTICLE IV

ANNUAL STATEMENTS AND DISCLOSURES

1. State Disclosure. Each Director shall comply with his or her obligation to file with the state an annual statement of economic interest pursuant to Section 19.43-19.44, Wisconsin Statutes (“Annual State Disclosure”). The UW Health Office of Business Integrity in consultation, as appropriate, with the UW Health Office of Corporation Counsel, will review each Director’s Annual State Disclosure and will refer any potential, perceived, or actual Conflict of Interest identified thereon to the Board and with respect to any matter so referred, the Board shall follow the procedures set forth in Article III of this Policy.

2. Annual Certificate. Each Director and Committee member shall also annually sign a statement certifying to the Board that such person:

   (a) Has received a copy of this Policy, the Director Confidentiality Policy, and the UW Health Code of Conduct;

   (b) Has read and understands this Policy, the Director Confidentiality Policy, and the UW Health Code of Conduct;

   (c) Has agreed to comply with this Policy, the Director Confidentiality Policy, and the UW Health Code of Conduct;

   (d) Has no Conflict of Interest to report, which has not been previously disclosed to the Board, or reported on such person’s most recent Annual State Disclosure. Such annual statement may be combined with other annual certifications of Directors and Committee members made with respect to other UWHCA Board of Directors policies.
ARTICLE V

USE OF OUTSIDE EXPERTS

When conducting a Conflict of Interest determination as provided for in Article III, UWHCA may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its fiduciary duties or responsibilities when considering a transaction or arrangement with an Interested Person or Related Party.

ARTICLE VI

AMENDMENT

This Policy may be amended upon action of the Board or Executive Committee pursuant to the Bylaws or as otherwise authorized by the Board.
Board Confidentiality Policy
BOARD CONFIDENTIALITY POLICY

ARTICLE I
PURPOSE, SCOPE, AND APPLICATION

1. The purpose of this Board Confidentiality Policy (“Policy”) is to protect the confidential and proprietary interests of University of Wisconsin Hospitals and Clinics Authority (“UWHCA”) and UW Health by ensuring that all information that is confidential or privileged or that is not publicly available is not disclosed inappropriately, and to ensure that all nonpublic information about third parties acquired by members (“Directors”) of the UWHCA Board of Directors (“Board”) in dealing with third parties is treated as confidential and not disclosed.

2. This Policy establishes guidelines, procedures, and requirements for the use, protection, and disclosure of UW Health’s Confidential Information.

3. This Policy applies to all Directors and all Committee members (whether or not Directors).

4. All Directors and Committee members must familiarize themselves with and adhere to the principles and rules set out in this Policy.

5. This Policy remains subject in all respects to the State Public Records Law and State Open Meetings Law.

ARTICLE II
DEFINITIONS

1. “Committee” means any committee of the Board, including any joint committee of the Board and the board of directors of University of Wisconsin Medical Foundation, Inc., and any subcommittee of any such committee.

2. “Confidential Information” means all information about UW Health including, without limitation, trade secrets, financial information, strategies, business plans, marketing plans, workforce and personnel information, philanthropic information, inventions, discoveries, processes, methods and techniques, ideas or know-how, or other confidential and proprietary information regarding UW Health’s business, facilities, patients, customers and suppliers, and board materials and discussions, in any format communicated orally, in writing, by electronic or other media, by visual observation, or by any other means and whether or not labeled or designated as confidential. The term “Confidential Information” does not include information which is or becomes available in the public domain, including as a result of compliance with the State Open Meetings Law or the State Public Records Law, other than as a result of a breach of this Policy.


5. “UW Health” means the combined clinical enterprise of UWHCA, University of Wisconsin Medical Foundation, Inc., and their respective or jointly wholly-owned subsidiaries.

ARTICLE III
CONFIDENTIALITY

1. Duty Not to Disclose. Pursuant to this Policy and based upon the general fiduciary duties of loyalty and care Directors and Committee members owe to UWHCA, Directors and Committee members are required to protect and hold in confidence all Confidential Information provided or made available to or obtained by the Director or Committee member as a result of his or her position on the Board or any Committee. Disclosure of Confidential Information or the subjects of Board or Committee discussions or information related to those discussions, even if inadvertent, could cause competitive harm to UW Health. Moreover, any breach of confidentiality by a Director or Committee member would undermine the mutual trust and respect needed for effective Board operations and limit the full and frank discussion among members. Accordingly, every Director and Committee member is expected to maintain the confidentiality of all discussions they have as Board or Committee members as well as any Confidential Information provided to them in such capacities.

2. Use of Confidential Information. Any Confidential Information may only be used by a Director or Committee member in connection with his or her role as a Director or Committee member and may not be used, directly or indirectly, for any other purpose, including to benefit the Director or Committee member or any other persons or entities outside UW Health, or disclosed to any third party or person, including, without limitation, any principals or employees of entities that employ or have some other relationship with the Director or Committee member. The only exceptions to this Policy are instances in which the use or disclosure has been (a) approved by the Board of Directors, or (b) is required by law.

3. Disclosures Required by Law. If a Director or Committee member receives a request to disclose Confidential Information pursuant to the State Public Records Law, the Director or Committee member should not respond to such request and should promptly provide such request to the UW Health Office of Corporate Counsel. The UW Health Office of Corporate Counsel will respond to such request. If a Director or Committee member is requested, or required under any other applicable law to disclose any Confidential Information, the Director or Committee member shall promptly notify the UW Health Office of Corporate Counsel and shall provide such office with a copy of the request to permit UWHCA to seek a protective order or take other action that it in its discretion deems appropriate, and the Director or Committee member shall cooperate in its efforts to obtain a protective order or other reasonable assurance that confidential treatment will be accorded the Confidential Information. If, in the absence of a protective order, the Director or Committee member is compelled as a matter of law to disclose any Confidential Information pursuant to legal process or applicable law, the Director or Committee member may disclose only the part of the Confidential Information as is required by
law to be disclosed; provided that the Director or Committee member will advise and consult with UWHCA and the UW Health Office of Corporate Counsel as to such disclosure and its nature and wording prior to making such disclosure, and the Director or Committee member will use reasonable best efforts to obtain confidential treatment for the information to be disclosed.

4. **Attorney-Client Privilege.** Notwithstanding the foregoing, a Director or Committee member may engage and share information with his or her legal counsel under attorney-client privilege in connection with fulfilling his or her duties as a Director or Committee member, provided that such counsel does not have, and does not represent any other person having, interests that are adverse to those of the UW Health. In addition, the Director or Committee member shall instruct any such counsel not to use Confidential Information for any purpose other than to give the Director or Committee member advice solely in his or her capacity as a Director or Committee member for the purpose of assisting the Director or Committee member in discharging his or her duties as a Director or Committee member.

**ARTICLE IV**

**ACKNOWLEDGEMENT**

1. **Acknowledgment.** Each Director and Committee member will sign an annual statement certifying that he or she (a) has read and understands this Policy, and (b) has agreed to comply with this Policy. Such annual statement may be combined with other annual certifications of Directors or Committee members made with respect to other UWHCA Board of Directors policies.

**ARTICLE IV**

**AMENDMENT**

This Policy may be amended upon action of the Board or Executive Committee pursuant to the Bylaws or as otherwise authorized by the Board.
Board and Committee Member Expectations Policy
BOARD AND COMMITTEE MEMBER EXPECTATIONS POLICY

ARTICLE I
PURPOSE, SCOPE, AND APPLICATION

The purpose of this Board and Committee Member Expectations Policy (“Policy”) is to describe the expectations of Directors and Committee members to ensure that UWHCA achieves standards of excellence in the quality of its governance.

This Policy applies to all members of the Board (“Directors”), and all Committee members (whether or not Directors).

ARTICLE II
DEFINITIONS

1. “Bylaws” means the bylaws of UWHCA, as amended from time to time.

2. “Committee” means any committee of the Board, including any joint committee of the Board and the board of directors of University of Wisconsin Medical Foundation, Inc., and any subcommittee of any such committee.

3. “UW Health” means the combined clinical enterprise of UWHCA, University of Wisconsin Medical Foundation, Inc., and their respective or jointly wholly-owned subsidiaries.

ARTICLE III
DIRECTOR AND COMMITTEE MEMBER EXPECTATIONS

1. Fiduciary Duties.

(a) Duty of Care. Each Director and Committee member is required to act in good faith; to use the same degree of diligence, care and skill that a prudent person would use in similar situations or circumstances; to participate in deliberations and decisions; to make informed decisions without self-interest; to ask questions if issues arise about the validity or completeness of information provided; and to act in a manner that they reasonably believe is in the best interest of UW Health.

(b) Duty of Loyalty. Each Director and Committee member is required to act solely in the best interest of UW Health and to refrain from deriving personal gain to UW Health’s detriment. This duty includes compliance with the Director Conflict of Interest Policy, UWHCA BOD Policy #002.

(c) Duty of Obedience. Each Director and Committee member is required to comply with applicable law; honor the terms and conditions of UW Health’s mission, Bylaws, policies
and procedures, and act at all times within the scope of his or her authority thereunder.

2. Accountability. Each Director and Committee member's fiduciary duties are owed to UWHCA. Directors and Committee members are not solely accountable to any special group or interest and shall make decisions that are in the best interest of UW Health, as a whole. Directors and Committee members should be knowledgeable of the various stakeholders to whom UW Health is accountable and shall appropriately take into account the interests of such stakeholders when making decisions but shall not prefer the interests of any one group if to do so is not in the best interest of UW Health.

3. Policies. Each Director and Committee member shall be knowledgeable of and comply with all Board policies.

4. Teamwork. Directors and Committee members will exercise honesty in all written and interpersonal interactions. Board Members shall make every reasonable effort to maintain sound professional relations and work cooperatively with the Chairperson of the Board, Directors, Committee members, and UW Health senior management, and to protect the integrity and promote the positive image of UW Health and one another. Directors and Committee members may not attempt to exercise individual authority or influence over UW Health or assume personal responsibility for resolving organizational issues except as required by law, set forth in Board policies, or approved by the Board. Directors and Committee members will respect decisions of the Board and will not undermine those decisions.

5. Time and Commitment. Each Director and Committee member is expected to commit the time required to perform his or her duties as a Director and/or Committee member. Directors and Committee members are expected to attend all Board meetings and/or all Committee meetings to which they are assigned, as applicable, and to give the Board Chair advance notice of inability to attend such meetings.

6. Contribution to Governance. Directors and Committee members are expected to make a contribution to the effective governance of UW Health through:

   (a) Reviewing materials in advance of meetings and coming prepared to contribute to discussions and decision-making;

   (b) Offering constructive contributions to Board and Committee discussions and decision-making;

   (c) Contributing his or her special skill and expertise to Board and Committee discussions and decision-making;

   (d) Respecting the views of other members of the Board and/or Committee, as applicable;

   (e) Respecting the role of the Chairperson; and

   (f) Respecting the role and responsibilities of Committees.

**ARTICLE IV**

**AMENDMENT**

This Policy may be amended upon action of the Board or Executive Committee pursuant to the Bylaws or as otherwise authorized by the Board.
BOARD AND COMMITTEE MEETINGS POLICY

ARTICLE I
PURPOSE, SCOPE, AND APPLICATION

The purpose of this Board and Committee Meetings Policy (“Policy”) is to establish the rules, regulations, policies, and procedures for the conduct of meetings of the University of Wisconsin Hospitals and Clinics Authority (“UWHCA”) Board of Directors (“Board”) and its Committees to ensure open and transparent meetings and to ensure that meetings are conducted in accordance with the Bylaws and applicable law, including without limitation, the State Open Meetings Law and State Public Records Law.

This Policy applies to all members of the Board (“Directors”), all Board liaisons, and invited guests, all Committee members (whether or not Directors), and all employees who assist in the implementation of meetings. This Policy applies to all Board meetings and all Committees meetings.

ARTICLE II
DEFINITIONS

1. “Board Policy Manual” means the policy manual adopted by the Board, as in effect from time to time, and which sets forth expectations and duties of Directors and policies and procedures for Board and Committee administration and function.

2. “Bylaws” means the bylaws of UWHCA, as amended from time to time.

3. “Committee” means any committee of the Board, including any joint committee of the Board and the board of directors of University of Wisconsin Medical Foundation, Inc., and any subcommittee of any such committee.

4. “Charter” means the charter of a Committee adopted by the Board which sets forth Committee composition, authority, function, duties, and policies and procedures for Committee operations and administration.

5. “State Open Meetings Law” means Section 19.81-19.98, Wisconsin Statutes.


7. “UW Health” means the combined clinical enterprise of UWHCA, University of Wisconsin Medical Foundation, Inc., and their respective or jointly wholly-owned subsidiaries.
ARTICLE III
MEETING PROCEDURES

1. Schedule. Regular and Special meetings of the Board shall be held in accordance with the scheduling parameters set forth in the Bylaws. Committee meetings shall be held upon such schedule as is set by the Chairperson of each Committee, or as set forth in any applicable Committee Charter.

2. Notice of Meetings.
   (a) Public Notice of Meetings. All meetings shall be publicly noticed in accordance with the State Open Meetings Law.
   (b) Notice to Members. Any notice required to be given to a Director or Committee member under the Bylaws, the Board Policy Manual, or any Committee Charter shall be deemed given effectively if given in person or by telephone, mail addressed to such Director or Committee member at such Director or Committee member’s address as reflected in UWHCA’s records, facsimile, e-mail, or by other means of electronic transmission.

3. Conduct of Meetings Generally. Subject to applicable law, including the State Open Meetings Law and State Public Records Law, general parliamentary rules as set forth in Robert’s Rules of Order, current edition, and as modified by any such rules, regulations, and policies of the Board as set forth in this Policy or in the Board Policy Manual, may be used as guidance in conducting the business and affairs of the Board and its Committees, but strict adherence to Robert’s Rules is not required and other rules and/or practices may be followed in the discretion of the Chairperson of the Board or Chairperson of the Committee, as applicable, or as adopted by the Board.

4. State Open Meetings Law. All meetings of the Board and its Committees shall be conducted in accordance with the State Open Meetings Law.

5. Board Guests. The Board and its Committees, either through their respective Chairperson or at the request of the Board or committee itself, may invite UW Health management, employees, or other persons as guests to attend all or any portion of a meeting, including closed session. The President of the UW Health medical staff, or his or her designee, shall be an invited guest for all meetings of the Board and shall be permitted to address the Board on matters before the Board that affect the discharge of medical staff responsibilities.

6. Closed Session. The Board and its Committees may conduct business in closed session as permitted by the State Open Meetings Law and may exclude members of the public from such closed session discussions. UW Health management, employees, and invited guests of the Board or any Committee, as applicable, may be permitted to participate in or may be excluded from closed sessions discussions at the discretion of the Chairperson of the Board or Committee, as applicable.
7. **Agendas.**

(a) **Agenda Items.** All items to be brought before the Board or any Committee thereof for discussion or action, except matters which come to the Board or any Committee thereof pursuant to its existing policies and those initiating in the Board or any Committee thereof itself, should reach the Board or Committee, as applicable, through the Chairperson of the Board or Committee, as applicable. Directors or Committee members requesting that an item be included on a meeting agenda should submit such request to the Chairperson of the Board at least ten (10) business days prior to meeting on which such Director or Committee member seeks to have such item included. Any such request shall be submitted in writing and shall be sufficiently descriptive to permit the Chairperson to consider the matter being submitted. The inclusion of any matter on any agenda, except as required by the Board’s existing policies or as initiated by the Board or Committee itself, shall be in the sole discretion of the Chairperson of the Board or Committee, as applicable.

(b) **Consent Agendas.** The Board and its Committees may approve items of a routine, procedural, informational, or other self-explanatory or non-confrontational nature through a consent agenda as permitted by applicable law. Any Director or Committee member may request to the Chairperson before or during the meeting that any item be removed from a consent agenda for discussion.

(c) **Publication of Agendas.** The Chairperson of the Board or Committee, as applicable, shall make meeting agendas and materials that are subject to the State Open Meetings Law and State Public Records Law available to the public as required by such laws.

8. **Quorum; Manner of Acting.**

(a) **Board.** As required by the UWHCA Bylaws and Section 233.02(8), Wisconsin Statutes, eight (8) members of the Board shall constitute a quorum for the purpose of conducting the business of the Board, notwithstanding the existence of any vacancy. The vote of a majority of the Directors present at any meeting in which a quorum is present shall be necessary for any action of the Board.

(b) **Committees.** Unless otherwise provided in an applicable Committee Charter, a majority of the voting members of a Committee shall constitute a quorum for the purpose of conducting the business of the Committee. Unless otherwise provided in an applicable Committee Charter, the vote of a majority of the voting Committee members present at any meeting in which a quorum is present shall be necessary for any action of the Committee.

(c) **Method of Voting.** Unless otherwise required by applicable law or the Bylaws, any action to be taken by the Board or any Committee of the Board may be taken by voice vote or show of hands. Notwithstanding the foregoing, any Director or Committee member may request that the vote of each Director or Committee member be recorded, and upon such request, the Chairperson of the Board or Committee, as applicable, shall call for a roll-call vote. A vote by secret ballot may only be utilized in connection with the election of officers of the Board or UWHCA.
(d) **Electronic Action.** Any action required or permitted to be taken at any meeting of the Board or any Committee thereof may be taken by e-mail or by the use of a secure digital portal at the discretion of the Chairperson of the Board or the applicable Committee. Notice of any such electronic action shall be given in a manner permitted by the State Open Meetings Law. The deadline for action by electronic means shall be set forth in any notice of such action, provided that Directors and Committee members shall be given at least two (2) business days to respond to any requested action. If a quorum of the Board or Committee members respond by the time set for the vote in such notice, the action shall be approved if approved by a majority of the timely respondents, unless any timely respondent requests that the matter be considered at the next convened meeting of the Board or Committee.

9. **Location.** Any regular or special meeting of the Board or any Committee thereof may be held in-person, by one of more means of remote communication through which all Directors or Committee members may participate with each other during the meeting, such as internet or online meeting services with integrated audio and video, by telephone or other electronic conference call, in any combination of in-person and such means of remote communication, in each case in the discretion of the Chairperson of the Board, or in such other manner as the Board may approve by resolution. Any in-person component of any meeting shall usually be held in Madison, Wisconsin or within a 30-mile radius thereof, but another location may be specified by the Chairperson or the Board. Participation in a meeting by a Director or Committee members by remote communication shall constitute the presence in person at the meeting for all purposes, including quorum and voting.

10. **Live Broadcast of Meetings.** To permit greater accessibility to the open sessions of the Board and Committees thereof, meeting of the Board and its Committees will be broadcast live online for public viewing and made available to the public by telephone or electronic conference call (audio only). Such live broadcasts and audiocasts shall include only the open session portions of Board or Committee meetings. Instructions for public access to streaming and audio feeds will be included in all notices of public meeting required by the State Open Meetings Law and posted at www.uwhealth.org/about-us/uw-health-corporate-governance. Board and Committee meetings will not be recorded.

11. **Public Comment.** [Recommendation of the Executive Committee to be presented at the Board Meeting.]

12. **Meeting Minutes.** The Board and all Committees thereof are responsible for preparing and approving the minutes of meetings and documenting any actions taken in lieu of a meeting in accordance with applicable law, including without limitation, the State Public Records Law, the Bylaws, and this Policy. Minutes of all regular and special meetings shall be prepared by the Secretary or an Assistant Secretary of the Board and maintained by the Board and its Committees. Open session minutes of Board and Committee meetings are a public record to the extent provided in the State Public Records Law and shall be available for public viewing at www.uwhealth.org/about-us/uw-health-corporate-governance. Except as otherwise required by law, including the State Public Records Law, closed session minutes shall remain confidential and subject to the Director Confidentiality Policy, UWHCA BOD Policy #_____.

**ARTICLE IV**

**AMENDMENT**

This Policy may be amended upon action of the Board or Executive Committee pursuant to the Bylaws or as otherwise authorized by the Board.