UWHCA Executive Committee

July 22, 2021, 11:45 AM - 1:15 PM

WebEx: https://uwhealth.webex.com/uwhealth/onstage/g.php?
MTID=e2a129b5c4402882c42d52156a21e1dfd
Meeting number: 120 441 7853 // Password: 072221

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UWHCA Executive Committee - July 22, 2021 - Public Meeting Notice

Agenda

11:45 AM

I. Call to Order
Mr. Paul Seidenstricker

11:46 AM

II. Welcome New Member - Regent Mike Jones
Mr. Paul Seidenstricker

Biography - Regent Mike Jones

11:47 AM

III. Meeting Minutes - Open Session
Mr. Paul Seidenstricker

11:48 AM

IV. UWHCA Bylaws and Board/Committee Policy Manual
Ms. Kelly Wilson

Biennial Review/Update of UWHCA Bylaws

Attachment - Synopsis of Proposed Changes
(Material to be added in advance of the meeting)

Attachment - UWHCA Bylaws - Proposed Changes (Redline)

Attachment - UWHCA Bylaws - Proposed Changes (Clean)

Proposed UWHCA Board and Committee Policy Manual

Attachment - UWHCA Board of Directors Policy Manual (DRAFT)

12:03 PM

V. Closed Session

Motion to enter into closed session pursuant to Wisconsin Statutes section 19.85(1)(e), for the discussion of the following confidential matters, which for competitive reasons require a closed session: review and approval of closed session meeting minutes; discussion of strategic partnership matters; and UW Health Strategic Retreat focus; and, pursuant to Wisconsin Statutes section 19.85(1)(g), to confer with legal counsel regarding these and other matters.

1:15 PM

VI. Adjourn
Biography

Regent Mike Jones
We are pleased to welcome Regent Mike Jones to the UWHCA Executive Committee.

Regent Jones has been a member of the UWHCA Board of Directors since June 2019. He is Of Counsel with the Michael Best law firm in Milwaukee. He joined the firm in January 2013 after working in a variety of positions at Miller Brewing Company and MillerCoors. Jones joined Miller full time as an attorney in 1984 and went on to serve as senior vice president, general counsel secretary, and a member of the board of directors of Miller Brewing Company. In 2008, he was appointed vice president of corporate affairs for MillerCoors, from which he retired in 2012.

Regent Jones is involved in a number of community and civic organizations, including St. Charles Youth and Family Services Inc. (Board Director), the Milwaukee Academy of Science (Chairman), Black Arts Think Tank (Board Director) and the Wisconsin Club (Board Chair).

He earned a Bachelor of Arts degree from the University of Wisconsin-Madison in 1981 and a Juris Doctorate from Marquette University in 1984.
Attachment

UWHCA Bylaws
Proposed Changes (Redlined)
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.
(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 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 Board 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.

(gs) 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.

(l) 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: for the fiscal years ending in 2018 and 2019, and for each fiscal year in every other two-year period thereafter, the Executive Committee shall nominate for election: (ax) the dean of the Medical School to serve as the Vice Chairperson of the Board; and (xb) 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 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 Executive Committee, Finance Committee, Audit Committee, Compliance Committee, 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 the Directors, unless these Bylaws or a Board resolution specifies otherwise. At least two members of each committee shall be members of the Board. One or more members of the medical staff shall be included on all committees appointed to deliberate issues affecting the discharge of medical responsibilities, except for Board committees, if any, reviewing medical staff appointment, reappointment, clinical privileges, or corrective action.

(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 (“UWSMPH”) Dean, when serving as a member in his/her capacity as Board Chair or Vice Chairperson, and the UWICA 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 Authority and Foundation accounting policies, audit matters as set forth in the Committee Charter, 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, at the time the member was appointed, was 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, or any organization representing such employees.
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 be 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; and 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.
(c) 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.

(d) 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

(a) 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, Vice President, 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.

(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. 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.

(c) 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.

(d) 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 management decision making 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;
(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 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.

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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.
(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.

(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](http://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.

(d)

(e)

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
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.

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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.

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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.
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

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 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.

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Board and Committee Meetings Policy
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.