



Bylaws
McGovern Medical School
The University of Texas Health Science Center at Houston

Version Effective September 24, 2018

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These Bylaws establish the policies and procedures for the governance of McGovern Medical School (Medical School) at The University of Texas Health Science Center at Houston (UTHealth) in the areas of general academic mission and welfare, subject to the policies of UTHealth and the *Rules and Regulations* of the Board of Regents of The University of Texas System.

I. MISSION STATEMENT

The mission of the Medical School is to educate a diverse body of future physicians and biomedical scientists for a career dedicated to the highest ideals of their profession; to provide outstanding patient-centered care; and to conduct innovative research that benefits the health and well-being of the population of Texas and beyond.

II. GOVERNANCE

The Faculty is responsible for the governance of all matters related to the faculty including academic and educational matters related to the academic mission of the Medical School through the Faculty Senate (Senate). The Senate comprises elected representatives of the Faculty. The Senate shall receive administrative support from the Office of Faculty Affairs.

III. ORGANIZATIONAL BODIES

The organizational bodies addressed by this document shall be the Dean, the Administrative Council (Council), the Senate, the Faculty, the department chairs (Department Chairs) and recognized departments, programs, and academic units of the Medical School. The administrative leaders of the Medical School are the Dean, the Department Chairs and the members of the Council. The Senate, the Council, and the Medical School standing committees may inform and advise the Dean on issues related to the academic mission of the Medical School.

IV. THE DEAN

The Dean of the Medical School has overall responsibility for the governance, academic, administrative, and financial affairs of the Medical School.

The responsibilities of the Dean include, but are not limited to:

- Leading the development and implementation of the strategic planning activities of the Medical School;
- Developing faculty commitment to the missions of education, research and clinical service by recruiting, promoting and retaining outstanding faculty;
- Directing and coordinating the activities of the administrative leaders within the Medical School to accomplish the mission of the school;
- Recommending to the President of UTHealth, upon advice of the Faculty, those students who have completed the prescribed curriculum and are eligible to receive professional degrees;
- Serving as Chair of the Faculty;
- Serving as Chair of the Council;

- Overseeing committees as stated in these Bylaws and acting on the recommendations and advice of those committees;
- Serving, personally or by means of a designated representative, as an ex officio member of all standing committees of the Medical School;
- Presenting a report at regular meetings of the Senate;
- Informing the Senate, Council, and chairs of standing committees reporting to the Dean of actions taken regarding recommendations forwarded by these bodies; and
- Conducting reviews and performance evaluations in accordance with university policy.

V. ADMINISTRATIVE COUNCIL

The Council shall advise the Dean concerning administrative matters of the Medical School.

A. Membership

The Council shall consist of the Dean, the Department Chairs, directors of Medical School institutes, all appointed deans, and the Chair and Chair-elect of the Senate. Each member shall have one vote and may vote by proxy. The Dean shall be Chair of the Council.

B. Meetings

The Dean shall preside over meetings of the Council and is responsible for preparing and publicizing the agenda for Council meetings. The minutes shall be maintained in the Office of the Dean and shall be available for viewing by faculty members upon request.

A majority of the Council's voting membership shall constitute a quorum for the transaction of business. *Robert's Rules of Order* (revised) or other standard code of parliamentary procedure shall guide the conduct of all meetings. Issues may be decided by a simple majority. At the discretion of the Dean, issues may be decided by electronic vote. The outcome will be determined by a simple majority of the votes received. The Dean may invite faculty members or other interested parties to attend Council meetings. The invited individual(s) may address the Council at the request of the Dean but shall not vote.

A special meeting of the Council may be called by the Dean or by one-fourth of the Council members via a written request to the Dean. Special meetings of the Council shall be restricted to the items of business for which the special meeting was called, and the agenda shall be circulated in advance of the meeting.

C. Responsibilities

The Council shall be responsible for:

- Making recommendations to the Dean on the management of resources and on the organization and development of the Medical School;
- Appointing and charging *ad hoc* committees of the Council; and
- Deliberating upon reports from *ad hoc* committees of the Council.

VI. FACULTY SENATE

The Senate shall act as the representative body of the Faculty in all matters pertaining to academic affairs and general academic welfare. The Senators are the elected representatives of the Faculty and shall be guided in their deliberations by the opinions of their constituents.

A. Membership

The Senate shall consist of Senators representing the Medical School departments and those Medical School institutes where faculty members may hold primary academic appointments. The Dean shall be a member without voting privilege. All salaried faculty members except Department Chairs, directors of Medical School institutes, and appointed deans shall be eligible for election as Senators.

Each Medical School department and each Medical School institute where faculty members may hold primary appointments shall be represented by one Senator for every ten full-time (1.0 FTE) faculty members and fraction of ten whose primary appointments are in that academic unit. The number of Senators to be elected from the departments or institutes shall be determined by the head count of full-time faculty members as of May 1 of the same year in which the election is held.

The Executive Committee of the Senate, as defined under *Officers* below, shall institute uniform procedures for the election of Senators and for the election of the Medical School representatives to the UTHealth Interfaculty Council (IFC), in accordance with the policies of the IFC. The regular election of Senators shall be completed before the beginning of the fiscal year. The Executive Committee of the Senate shall facilitate the nomination and election process of new Senators. A Senator will be expected to attend at least 60% of the meetings each fiscal year. The Chair of the Senate can make exceptions for extenuating circumstances (e.g., extended illness). A Senator who has not met the above defined attendance requirement shall be removed from Senate membership at the end of the current fiscal year and shall be replaced by an eligible faculty member in the regular election cycle. This faculty member shall complete the remaining term of office of the Senator he/she is replacing. In all other vacancies, election to fill the remaining term of a vacating Senator shall be held within four weeks of the vacancy notice.

Terms for Senators and Senate officers shall begin September 1. Each Senator shall be elected for a full term of three years and may be re-elected for one successive term. A Senator who has served two consecutive full terms must rotate off the Senate for a minimum of one year prior to re-election. Any Senator elected to a Senate office shall remain a member of the Senate until completion of that term of office. A partial term served to fill a Senator's unexpired term shall not be included in the maximum of two consecutive terms for the purpose of re-election.

B. Officers

The Chair-elect and Secretary-elect from the previous fiscal year will become the Chair and Secretary on September 1. At the first meeting of the fiscal year, the Senate shall elect from among its members a Chair-elect and a Secretary-elect. The Chair, past-Chair, Chair-elect, Secretary, and Secretary-elect shall constitute the Executive Committee of the Senate.

The duties of the Chair of the Senate shall include, but not be limited to, presiding over meetings of the Senate and the Executive Committee of the Faculty Senate, setting and publicizing the agendas for these meetings, serving as a member of the Council, overseeing Senate and Senate officer elections, serving as co-chair of the Compensation Committee, serving as a member of the Committee on Committees and the IFC, serving as vice-chair of the Faculty, and sending Senate documents to the Council and to the Dean.

The duties of the Chair-elect shall include, but not be limited to, attending as a voting member meetings of the Executive Committee and the Council, and presiding over meetings of the Senate in the absence of the Chair.

The duties of the Secretary shall include, but not be limited to, maintaining a record of the attendance of each Senator at meetings and overseeing the compilation, publication, and preservation of minutes of all Senate meetings. The minutes shall be maintained in the Office of Faculty Affairs and shall be available to any faculty member upon request. The Secretary-elect is responsible for parliamentary procedure during Senate meetings and shall serve as parliamentarian.

C. Meetings

The Senate shall hold at least 10 meetings during the fiscal year. Senators may submit items for the agenda to the Chair of the Senate until one week prior to the meeting. The agenda shall include provisions for the consideration of old and new business.

Special meetings of the Senate may be called by the Chair of the Senate, the Dean, or by one-fourth of the Senators via written request to the Chair. The agenda of all special meetings shall be restricted to the items of business for which the special meeting was called. The agenda shall be circulated to all Senators at least four days in advance of the special meeting.

Forty percent of the Senate shall constitute a quorum for the transaction of business in meetings. *Robert's Rules of Order* (revised) or other standard code of parliamentary procedure, as approved by the Executive Committee, shall guide the conduct of all meetings. Issues may be decided by a simple majority. At the discretion of the Chair, issues may be decided in an electronic vote requiring a simple majority with a minimum response rate of 40% of the Senators. Each Senator shall have one vote.

Meetings of the Senate shall be open to all faculty members. Faculty members who are not members of the Senate may address the Senate upon recognition by the Chair but shall not have the right to vote and shall not be counted in the determination of a quorum for the transaction of business.

D. Responsibilities

The Senate is responsible for recommending policies and procedures for governance of the Medical School and for the general pursuit of academic welfare. The duties of the Senate include:

- Scheduling and convening regular meetings;
- Making written recommendations to the Dean concerning academic matters;

- Appointing and charging ad hoc committees of the Senate;
- Receiving, deliberating upon, and sending to the Dean reports from the standing and ad hoc committees of the Senate;
- Acting upon recommendations from the Faculty;
- Sharing Senate proceedings, recommendations and actions with the Faculty;
- Electing Senate representatives to the IFC, in accordance with policies of the IFC; and
- Reviewing and providing input for written policies and procedures affecting Medical School governance.

VII. THE FACULTY

The Faculty shall strive to achieve and maintain excellence in education, research, service, and the delivery of clinical care.

A. Membership

The Faculty shall consist of all salaried faculty members appointed to the Medical School with the rank of Instructor, Assistant Professor, Associate Professor or Professor, whether full-time or part-time, and whether in tenured, tenure track or non-tenure track positions.

B. Meetings

The Dean of the Medical School shall serve as Chair of the Faculty, shall preside at meetings of the Faculty and shall publicize the agenda for Faculty meetings. The Chair of the Senate shall serve as Vice-Chair of the Faculty and shall assume the Chair's responsibility to preside at meetings of the Faculty in the absence of the Dean.

A regular meeting of the Faculty shall be held at least annually. A special meeting of the Faculty may be called by the Dean or upon written request to the Dean by a simple majority of either the Senate or the Council. The agenda outlining the reason for the special meeting shall be circulated to the Faculty at least four days before the meeting. The special meeting shall be restricted to the consideration of the items of business for which the meeting was called.

Ten percent of the Faculty, as of September 1 of that fiscal year, shall constitute a quorum for the transaction of business during regular or special meetings. *Robert's Rules of Order* (revised) or other standard code of parliamentary procedure shall guide the conduct of all meetings. Issues may be decided by a simple majority. At the discretion of the Dean, matters may be decided by an electronic vote. The outcome will be determined by a simple majority of the votes received, with a minimum voting period of four (4) days.

C. Responsibilities

The responsibilities of the Faculty shall include, but are not limited to:

- Supporting and contributing to the mission of the Medical School;
- Supporting and contributing to strategic planning activities of the Medical School and its departments;

- Pursuing and maintaining excellence in their various disciplines;
- Recommending to the Dean those students who have successfully completed the course of study for the degree of Doctor of Medicine;
- Participating in the election of Senators and providing input to Senators;
- Attending meetings of the Faculty; and
- Participating in faculty voting.

VIII. DEPARTMENT CHAIRS

The Department Chairs shall strive to achieve and maintain excellence in education, research, service, the delivery of clinical care, and administrative responsibilities.

A. Membership

The Department Chairs shall consist of chairs of all recognized Medical School departments.

B. Responsibilities

The responsibilities of the Department Chairs shall include, but are not limited to:

- Supporting and contributing to the mission of the Medical School;
- Leading the development and strategic planning activities of the department;
- Pursuing and maintaining excellence in their various disciplines;
- Fostering faculty development;
- Mentoring faculty;
- Ensuring completion of required reviews by departmental leadership;
- Ensuring adherence to institutional policies by departmental faculty and staff;
- Distributing resources to support the full breadth of academic activities of the department;
- Considering faculty input in the determination of resource allocations;
- Recommending faculty to the Dean for hiring, promotion, tenure, and non-reappointment or termination;
- Promoting diversity;
- Exhibiting effective leadership by example within the Medical School;
- Fostering a positive national and international reputation for the Medical School;
- Promoting open discussion in regular meetings with the departmental faculty; and
- Attending meetings of the Council.

IX. COMMITTEES

There are three types of committees within the Medical School governance structure. These consist of two types of standing committees: those that report activities, recommendations and decisions to the Senate and those that report activities, recommendations and decisions to the Dean. In addition, there are medical peer review committees established pursuant to Texas law and the guidelines of The University of Texas System.

A. Appointment of Committees

The Dean, with input from the Committee on Committees (COC), shall appoint the chairs and members of all standing committees of the Medical School. The Dean also appoints members of Medical School *ad hoc* committees as needed.

B. Committee on Committees

The COC shall advise the Dean concerning the membership criteria, number of members, length of membership terms and charge of the standing committees and shall make annual recommendations on the membership of those committees. The immediate past Chair of the Senate will serve as Chair of the COC. The voting membership of the COC shall be composed of the past Chair, Chair, and Chair-elect of the Senate and six additional faculty who are active Senators at the time of election or re-election to the COC. Duly elected members of the COC are expected to serve their full term regardless of their Faculty Senate status. Nominations to the COC will be solicited from Senators and will be elected by the Senate by June 1. COC members shall be elected for a full term of three years and may be re-elected for one successive term. A COC member who has served two consecutive full terms must rotate off the COC for a minimum of one year prior to re-election. Terms for Senate members of the COC will be staggered such that one-third of the members are elected each year. The Offices of Faculty Affairs, Admissions and Student Affairs, and Educational Programs will each designate one individual to serve as non-voting ex-officio members of the COC.

Minutes of the COC shall be maintained in the Office of Faculty Affairs.

The responsibilities of the COC shall include:

- Advising the Dean regarding the membership criteria, number of members, length of membership terms and charge for each standing committee;
- Recommending to the Dean the appointment of the chairs for the standing committees;
- Recommending to the Dean the appointment of members of the standing committees, including appointments to fill vacancies, primarily based on faculty self-nominations;
- Ensuring balanced and diverse committee membership recommendations to the Dean;
- Overseeing mandatory term limits for membership on committees; and
- Providing guidance as requested by standing committee members on any matter related to the effectiveness of that standing committee.

X. STANDING COMMITTEES

Standing committees are responsible for developing the policies, procedures, and actions required for the governance of the Medical School as related to its mission. Members of the standing committees can be drawn from any faculty of the Medical School with an appointment of .5 FTE or greater who meet the requirements of the committee.

The duration of service by members of standing committees, including service as chair, shall not exceed two consecutive full terms. A member of a standing committee who has served two consecutive full terms must rotate off the committee for a minimum of one year prior to re-appointment. Exceptions to this term

limitation may be made at the specific request of the Dean or when the chair is specified in these Bylaws as being held by a particular position.

A. Committees Reporting Activities, Recommendations, and Decisions to the Senate

Each standing committee that reports activities, recommendations, and decisions to the Senate shall present a report of its activities and recommendations, on at least an annual basis, to the Senate. Timely, written reports of all changes in policy or procedure by a committee must be submitted to the Senate for review and comment and then to the Dean for approval.

Committee minutes shall be maintained in the appropriate Medical School administrative office.

1. Curriculum Committee

The Curriculum Committee is charged by the Dean to provide oversight of the medical education program, including the design, management, integration, evaluation, and enhancement of a coherent and coordinated medical curriculum. The Curriculum Committee shall inform the Senate of substantial changes to the overall educational program for review and comment and shall then recommend such changes to the Dean. The ranking dean for Educational Programs shall be a member of the committee without voting privilege.

2. Diversity and Inclusion Committee

The Diversity and Inclusion Committee shall recommend and implement actions to improve recruitment and retention of under-represented groups to enhance the diversity of the academic bodies and administration of the Medical School. Diversity includes the categories identified in UTHealth policy within the *Handbook of Operating Procedures*. This Committee shall develop appropriate practices and policies for the recruitment and retention of a diverse academic community. Membership of the committee shall include faculty, trainees and other representatives from the Medical School. The ranking deans for Diversity and Inclusion and for Faculty Affairs shall be members of the committee without voting privilege.

3. Graduate Medical Education Committee

The Graduate Medical Education Committee shall oversee all programs in graduate medical education sponsored by the Medical School. The committee shall examine adequacy of the clinical environments and structure according to the requirements of the Accreditation Council for Graduate Medical Education (ACGME). The committee shall perform appropriate evaluations of each training program to assess compliance with both the institutional requirements and relevant program requirements of the ACGME. The committee shall serve as a forum for discussion of graduate medical education issues, to include not only clinical environments but also resident quality of life, recruitment, and outcomes. The membership of the Graduate Medical Education Committee shall include faculty members who are program directors of approved residencies or fellowships, other faculty members, the Designated Institutional Official, a minimum of two peer-selected residents or fellows, a quality/patient safety officer, and additional members recommended to the COC by the Graduate Medical

Education Office. The ranking dean for Educational Programs shall be a member without voting privilege.

4. Graduate Student Education Committee

The Graduate Student Education Committee, in conjunction with the MD Anderson Cancer Center UTHealth Graduate School of Biomedical Sciences (GSBS), shall oversee and coordinate graduate biomedical education at the Medical School, including recruitment, retention, resource allocation and curriculum issues. The committee shall have faculty and student representation from all of the graduate programs of the Medical School. The dean(s) of GSBS and the ranking dean for Research Affairs shall be members without voting privilege.

5. Continuing Medical Education Committee

The Continuing Medical Education Committee shall promote continuing education activities for healthcare providers. The ranking dean for Educational Programs shall be a member without voting privilege.

B. Committees Reporting Activities, Recommendations, and Decisions to the Dean

Each standing committee that reports activities, recommendations, and decisions to the Dean shall submit timely, written reports of all changes in policy or procedure by a committee to the Dean for approval. Committee minutes shall be maintained in the appropriate Medical School administrative office.

1. Admissions Committee

The Admissions Committee shall evaluate the credentials and qualifications of the student applicants and make the final selection of those applicants who are best suited for the study of medicine. The ranking dean for Admissions and Student Affairs and the ranking administrative head of the M.D./ Ph.D. program shall be members with voting privilege.

2. Compensation Committee

The Compensation Committee shall advise the Dean on matters related to compensation for faculty and general administrative and professional employees (e.g., staff physicians). The Committee shall serve as the Compensation Advisory Committee for the Medical School Research and Development Plan (MSRDP). The Compensation Committee shall meet at least annually. The co-chairs of the Committee shall be the ranking dean for Clinical Affairs and the Chair of the Senate, with voting privilege. The ranking dean for Administrative Affairs shall be a member without voting privilege.

The committee, in concert with the Dean, shall periodically review and recommend changes to the Compensation Plan. Proposed amendments of the Compensation Plan require approval by two-thirds of the Senate present at a meeting at which there is a quorum or by two-thirds of the entire Senate membership by electronic voting. The amended Compensation Plan becomes effective following approval by the Council, Senate, Dean, UTHealth President, and UT System Executive Vice Chancellor for Health Affairs.

3. Faculty Appointments, Promotions, and Tenure Committee

The Faculty Appointments, Promotions, and Tenure Committee (FAPTC) shall evaluate the credentials and qualifications of faculty members and make recommendations to the Dean concerning their appointment, promotion in rank, and eligibility for tenure. The committee shall be appointed from among those faculty members of the Medical School with an appointment of .5 FTE or greater who hold the rank of professor, but who are not Department Chairs. The ranking dean for Faculty Affairs shall be a member without voting privilege.

4. Faculty Development Leave Committee

The Faculty Development Leave Committee shall review proposals for faculty development leave and make recommendations to the Dean in accordance with university policy. The committee members shall be appointed from among faculty at the rank of associate professor or professor in the Medical School. The ranking dean for Faculty Affairs shall be a member without voting privilege.

5. Research Committee

The Research Committee shall advise the Dean on matters related to the research enterprise, including research strategies, resource allocation, administration of interim and pilot grant assistance programs, and research awardee selection. The deans for research shall be members without voting privilege.

6. Student Evaluations and Promotions Committee

The Student Evaluations and Promotions Committee shall evaluate the academic performance of medical students and their suitability to undertake the practice of medicine. The committee shall recommend to the Dean the promotion and/or remediation of medical students. The ranking dean for Admissions and Student Affairs shall be a member without voting privilege.

XI. Medical Peer Review Committees

Medical peer review committees are established pursuant to Texas law and the guidelines of The University of Texas System. Members of the medical peer review committees are selected outside of the COC process, in accordance with each committee's bylaws.

A. Healthcare Quality and Safety Committee

The Healthcare Quality and Safety Committee shall promote, coordinate and review efforts to improve patient safety and the quality of healthcare delivery at all sites where clinical care is provided by UTHealth faculty, staff, or trainees.

The composition of the committee, terms of membership, and the operating procedures for the committee are established by the Bylaws of the Healthcare Quality and Safety Committee of McGovern Medical School (Appendix A). Changes to these bylaws must be approved by a simple

majority of the committee and submitted to the Dean, UTHealth President, and UT System for approval.

B. Professional Liability Committee

The Professional Liability Committee shall review professional healthcare liability claims or incidents that may result in litigation against UTHealth and/or its faculty, staff or trainees.. The committee shall assist the UTHealth Office of Legal Affairs in investigating, evaluating, defending, and/or settling such claims.

The composition of the committee, terms of membership, and the operating procedures for the committee are established by the Bylaws of the Professional Liability Committee of McGovern Medical School (Appendix B). Changes to these bylaws must be approved by a simple majority of the committee and submitted to the Dean, UTHealth President, and UT System for approval.

XII. AMENDMENT OF THESE BYLAWS

These Bylaws shall be reviewed at least once every five years.

Amendment of these Bylaws may be proposed by individual faculty, the Senate, or administrators. After administrative review by the Medical School and the university, the Council and the Senate shall consider any proposed changes.

Proposed amendments of these Bylaws require initial approval by two-thirds of the Senators present at a meeting at which there is a quorum or by two-thirds of the entire Senate membership by electronic voting. Following Senate approval, any proposed amendments of these Bylaws require approval by two-thirds of the Council present at a meeting at which there is a quorum or by two-thirds of the entire Council membership by electronic voting. Substantive changes by either the Senate or the Council will require reconsideration and approval by the other respective body prior to formal consideration by the Dean.

The amended Bylaws become effective following approval by the Senate, Council, Dean, UTHealth President, and UT System Executive Vice Chancellor for Health Affairs.

Approved by the Senate: August 17, 2017; Final Amendment Approved October 19, 2017

Approved by the Council: October 3, 2017

Approved by the Faculty: December 18, 2017

Approved by the Dean: March 2, 2018

Approved by the President: May 17, 2018

Approved by The University of Texas System Executive Vice Chancellor for Health Affairs: September 24, 2018

Effective Date: September 24, 2018

APPENDIX A

BY-LAWS

THE HEALTHCARE QUALITY AND SAFETY COMMITTEE MCGOVERN MEDICAL SCHOOL THE UNIVERSITY OF TEXAS HEALTH SCIENCE CENTER AT HOUSTON

I. PURPOSE

The Healthcare Quality and Safety Committee (Committee) of McGovern Medical School (Medical School) at The University of Texas Health Science Center at Houston (UTHealth) shall promote, coordinate and review efforts to improve patient safety and the quality of healthcare delivery at all sites where clinical care is provided by UTHealth faculty, staff, or trainees. The Committee is a medical committee and a medical peer review committee, as those terms are defined by state and federal laws.

II. DEFINITIONS

- A. Medical Committee:** any committee, as defined in the Texas Health and Safety Code, including a joint committee of a hospital, a university medical school or health science center and/or a committee appointed *ad hoc* to conduct a specific investigation. (Section 161.031(a), Texas Health and Safety Code.
- B. Medical Peer Review:** the evaluation of medical and healthcare services, including the evaluation of the qualifications and professional conduct of healthcare practitioners and of the patient care rendered by those practitioners. Medical Peer Review includes evaluation of the merits of complaints relating to healthcare practitioners and determinations or recommendations regarding those complaints. (Section 151.002(a)(7), Medical Practice Act, Texas Occupations Code.)
- C. Medical Peer Review Committee:** a committee established at a healthcare entity to evaluate the quality of medical and healthcare services or the competence of physicians. The committee includes the employees and agents of the healthcare entity as well as assistants, investigators, intervenors, attorneys and any other persons or organizations that serve the committee in any capacity. (Section 151.002(a)(8), Medical Practice Act, Texas Occupations Code.)
- D. Healthcare Quality and Safety Committee:** a medical peer review committee appointed by the Dean of the Medical School to review and coordinate efforts to improve patient safety and the quality of healthcare delivery.

III. COMMITTEE MEMBERSHIP

- A. Appointment:** The Healthcare Quality and Safety Committee shall be appointed by the Dean of the Medical School based upon recommendations from the ranking dean for Healthcare Quality. Members shall serve three-year terms which may be renewed upon approval by the Dean. All appointees serve at the pleasure of the Dean.

B. Voting Members: The voting members of the Healthcare Quality and Safety Committee shall include the ranking Dean for Healthcare Quality, shall serve as Chair of the Healthcare Quality and Safety Committee; the various assistant deans for healthcare quality, and the ranking Dean for Clinical Research and Healthcare Quality.

These voting members may designate an alternate member to attend meetings in place of the member and the designee shall possess the voting rights of the member. Only one designee is permitted among the voting members.

C. Non-Voting Members: The non-voting ex officio members of the Healthcare Quality and Safety Committee shall include:

- the Dean of the Medical School;
- Chairpersons of each clinical department of the Medical School;
- the designated Healthcare Quality Officer in each clinical department of the Medical School. These Healthcare Quality Officers may be titled as Vice-Chairs for Healthcare Quality, Chief Quality Officers, and/or Quality Officers depending on the particular department;
- a representative from the UTHealth Office of Legal Affairs;
- a representative of the UT System;
- the Chair of the Healthcare Quality Committee of the Medical Services Research and Development Plan (MSRDP) which oversees quality of care for UT Physicians; and
- other personnel as the Dean may appoint.

D. Meetings: The Committee shall meet at least quarterly and at such other times as the Chair of the Healthcare Quality and Safety Committee deems necessary. Such meetings may be held electronically or telephonically. A majority of the voting members of the Committee shall serve as a quorum on all matters.

E. Training: All members of the Healthcare Quality and Safety Committee shall receive training and updates on changes in the rules and regulations regarding patient safety and healthcare quality. All members will also be informed regarding the use of existing and newly developed methods to measure and improve the quality and safety of healthcare in all clinical sites.

F. Subcommittees: At the discretion of the chair of the Committee, new subcommittees and/or task forces may be created as needed, and may include persons who are not members of the committee, but who have a vested interest and/or knowledge of a specific issue being reviewed.

Each subcommittee shall be headed by a member of the Committee and shall be governed by the same principles of confidentiality as this Committee.

IV. DUTIES OF THE COMMITTEE

The primary responsibility of the Healthcare Quality and Safety Committee is to review and coordinate efforts to improve patient safety and the quality of healthcare delivery. The Committee will also develop processes with the goal of providing high quality healthcare that is patient-centered, timely, efficient, and equitable and is based upon the best available scientific evidence and available resources. The duties of the Committee may include to:

- Conduct peer reviews of the quality of routine patient care, errors, incidents, adverse events,

serious safety events, and other untoward outcomes or deviations from standard practice. Such peer reviews would include discussion of issues raised by participation of Healthcare Quality Officers in Root Cause Analyses at affiliated hospitals.

- Collect and analyze patient safety data to develop appropriate policies/processes to improve healthcare quality and patient safety;
- Utilize data collected to encourage a culture of safety and provide feedback to minimize risk;
- Make recommendations to the Medical School leadership regarding the methods, policies and actions to measure and improve the quality of healthcare in all clinical sites affiliated with the Medical School. Such recommendations will include recommendations to Associate/Assistant Deans in the Office of Educational Programs (graduate and undergraduate) and the Office of Research concerning methods, policies, and actions which could improve education and research activities related to healthcare quality and safety.
- Collaborate with the leadership of UTHealth's clinical affiliates regarding recommendations for changes in policies/processes to improve the quality and safety of care provided by UTHealth clinicians and trainees; and
- Develop and disseminate information on improvements in patient safety and healthcare quality to leadership at UTHealth and The University of Texas System.

V. CONFIDENTIALITY

As a medical peer review committee and a medical committee, all activities of the Healthcare Quality and Safety Committee, including creation of any documents, investigative reports or information, and conversations relating to the Committee's work are strictly confidential and protected from disclosure. All reports, documents and minutes of the Committee must be clearly identified as confidential information prepared at the request of the Healthcare Quality and Safety Committee. Waiver of any privilege may only be established if it is executed in writing by the Chair.

VI. AMENDMENT

Amendments to these Bylaws may be proposed by any voting member of the Healthcare Quality and Safety Committee. Approvals by a majority vote by the voting members of the Committee, by the Medical School Dean, and by the UTHealth President are required prior to submission of the revised Bylaws to UT System for review and approval by the Executive Vice Chancellor for Health Affairs.

Adopted by the Committee: November, 26, 2018

Approved by the Dean: March 2, 2018

Approved by the President: May 17, 2018

Approved by The University of Texas System Executive Vice Chancellor for Health Affairs: September 24, 2018

APPENDIX B

BY-LAWS OF THE PROFESSIONAL LIABILITY COMMITTEE MCGOVERN MEDICAL SCHOOL THE UNIVERSITY OF TEXAS HEALTH SCIENCE CENTER AT HOUSTON

I. PURPOSE

The Professional Liability Committee (Committee) of McGovern Medical School (Medical School) at The University of Texas Health Science Center at Houston (UTHealth) is a medical committee and a medical peer review committee charged to review professional liability incidents or claims that may result in litigation against UTHealth, its faculty and trainees who are members of The University of Texas System Professional Medical Liability Benefit Plan (the Plan), healthcare providers who are covered under commercial professional liability insurance, and/or the healthcare providers who are afforded indemnification by the State of Texas. In addition the Committee assists the University and its attorneys in investigating, evaluating, defending, or settling such claims.

II. DEFINITIONS

- A. Medical Committee:** any committee, as defined in the Texas Health and Safety Code, including a joint committee of a hospital, a university medical school or health science center and/or a committee appointed *ad hoc* to conduct a specific investigation. (Section 161.031(a), Texas Health and Safety Code.)
- B. Medical Peer Review:** the evaluation of medical and healthcare services, including the evaluation of the qualifications of healthcare practitioners and of the patient care rendered by those practitioners. Medical Peer Review includes evaluation of the merits of complaints relating to health-care practitioners and determinations or recommendations regarding those complaints. (Section 151.002(a)(7), Medical Practice Act, Texas Occupations Code.)
- C. Medical Peer Review Committee:** a committee established at a healthcare entity to evaluate the quality of medical and healthcare services or the competence of physicians. The committee includes the employees and agents of the healthcare entity as well as assistants, investigators, intervenors, attorneys, and any other person or organizations that serve the committee in any capacity. (Section 151.002(a)(8), Medical Practice Act, Texas Occupations Code.)
- D. Professional Liability Committee:** a medical peer review committee appointed by the Dean of the Medical School to review and coordinate efforts to improve patient safety and the quality of healthcare delivery.

III. COMMITTEE MEMBERSHIP AND MEETINGS

The Chair of the Committee shall be appointed by the Dean from the senior faculty of the Medical School. The remaining membership of the Committee shall be appointed by the Dean of the Medical School based upon recommendations from the chair of the clinical department through the Chair of the Committee.

A. Voting Members: The voting members of the Professional Liability Committee shall include a Chair, appointed from the senior faculty of the Medical School; and one faculty physician from each of the following clinical departments of the Medical School:

- Anesthesiology
- Diagnostic and Interventional Imaging
- Emergency Medicine
- Family and Community Medicine
- Internal Medicine
- Neurology
- Obstetrics and Gynecology and Reproductive Sciences (One from the Medical School and one from LBJ Hospital)
- Pediatrics
- Psychiatry and Behavioral Sciences
- Surgery

B. Non-Voting, Ex-Officio Members Shall Include:

- The Dean of the Medical School;
- The UTHealth Vice President and Chief Legal Officer of the Office of Legal Affairs;
- The UTHealth Healthcare Risk Manager from the Office of Legal Affairs;
- The attorney representatives from The University of Texas System Office of General Counsel, serving as attorneys for the Plan, for UTHealth, or for the physicians, residents, and medical students;
- The Chairperson of the Medical Services Research and Development Plan (MSRDP).
- The Chair or Director, or a designee, of a Medical School department or division whose department or division is involved in a professional liability claim or incident that may give rise to such a claim. Such membership on the Committee is limited to that of a consultant for the review of claims or incidents involving his/her particular department or division.

C. Terms of Office for Voting Members: Each Committee member, including the Chair of the Committee, shall be appointed for a five (5) year renewable, staggered term of office. A new member shall be appointed when an existing member's term expires, is not renewed, or when a member resigns.

D. Meetings: The Committee shall meet bi-monthly and at such other times as the Chair of the Committee, in consultation with the Office of Legal Affairs, deems necessary. The Chair may call such special meetings as are required to carry out the duties and the responsibilities of the Committee. A majority of the voting members of the Committee shall serve as a quorum on all matters.

E. Committee Staff: The Office of Legal Affairs shall serve as staff to assist the Committee in carrying out its duties. Duties of the staff include preparation of the agenda, minutes of the meetings, and status reports for Committee meetings; preparation and delivery of requests for narratives from

individuals on behalf of the Committee, and any other duty or function deemed necessary by the Committee.

IV. DUTIES OF THE COMMITTEE

A primary responsibility of the Committee is to review all lawsuits, claims, or incidents reported to the Committee that might result in litigation and to recommend appropriate disposition or action to The University of Texas System Office of General Counsel. In that function, the Committee's duties include, but are not limited to, the following:

- To investigate all incidents involved or potentially involved in claims or lawsuits against UTHealth or the faculty, trainees who are members of the Plan, the healthcare providers who are covered under commercial professional liability insurance, and/or the healthcare providers who may be provided indemnification by the State of Texas;
- To prepare reports, evaluating such incidents, claims, or lawsuits;
- To assist The University of Texas System Office of General Counsel in the evaluation of patient care that is the subject of an incident, claim, or lawsuit against a Plan member and/or UTHealth; and to recommend disposition of a claim or lawsuit including settlement or defense of a lawsuit.
- To identify broader risk management, quality care and patient safety issues within Medical School departments or divisions that may result in claims, or incidents that may involve potential claims, and to serve as liaison with the designated Healthcare Quality Officers of their respective departments or divisions to initiate corrective action, if necessary; and, to make recommendation for their correction to the Chair of the Department/Division and the Dean of the Medical School.
- To identify expert witnesses to assist in the defense of lawsuits;
- To appoint subcommittees as necessary to carry out the duties of the Committee and to review subcommittee investigations;
- To conduct peer review of the quality of patient care involved in incidents, claims, or lawsuits against UTHealth, members of the Plan, certain persons covered under a commercial professional liability insurance policy, and/or persons who may be provided indemnification by the State of Texas under Chapter 104 of the Texas Civil Practice and Remedies Code;
- To discuss policy issues arising from incidents, claims, or lawsuits; and
- To communicate with the Chairs of clinical departments of the Medical School as needed to inform them of policies or practices within their departments related to incidents, claims, or lawsuits concerning professional liability.

V. CONFIDENTIALITY OF COMMITTEE DELIBERATIONS AND COMMUNICATIONS

As a medical peer review committee, all activities of the Committee, including creation of any documents, investigative reports or information, requested by the Healthcare Risk Manager, and records of Committee and subcommittee proceedings and meetings are protected from disclosure under Chapter 161 of the Texas Health and Safety Code. Confidentiality of peer review activities are protected from disclosure under Chapter 160 of the Texas Occupations Code. All reports and minutes of the Committee shall be clearly identified as confidential information prepared at the request of the Committee and shall be returned to the Healthcare Risk Manager at the close of each Committee meeting pursuant to Chapter 160 of the Texas Occupations Code.

VI. AMENDMENTS:

Amendments to these Bylaws may be proposed by any voting member of the Committee. Approvals by a majority vote by the voting members of the Committee, by the Medical School Dean, and by the UTHHealth President are required prior to submission of the revised Bylaws to UT System for review and approval by the Executive Vice Chancellor for Health Affairs.

Adopted by the Committee: October 29, 2018

Approved by the Dean: March 2, 2018

Approved by the President: May 17, 2018

Approved by The University of Texas System Executive Vice Chancellor for Health Affairs: September 24, 2018