



GOVERNING AUTHORITY BYLAWS

Contra Costa Regional Medical Center and Health Centers

Effective January 2020

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BYLAWS OF
CONTRA COSTA REGIONAL MEDICAL CENTER
AND HEALTH CENTERS

ARTICLE I

GENERAL

- Section 1. Name. The name of the hospital is Contra Costa Regional Medical Center and Health Centers.
- Section 2. Principal Business Office. The principal business office is in the City of Martinez, County of Contra Costa, State of California.

DEFINITIONS

The following definitions apply to the provisions of the Bylaws:

1. "Administrator" or "CCRMC Administrator" – The Chief Executive Officer of Contra Costa Regional Medical Center and Health Centers, and his/her designee.
2. "Board" or "Governing Body" – The Board of Supervisors for the County of Contra Costa.
3. "Director" – The Director of Health Services for the County of Contra Costa.
4. "Hospital" or "Medical Center" – Contra Costa Regional Medical Center and Health Centers.
5. "Medical Staff" – The formal organization of all members of the CCRMC and Health Centers' Medical Staff as defined in the Medical Staff Bylaws.
6. Joint Conference Committee – A joint Medical Staff and Board committee that performs institutional management, planning, and performance improvement functions.
7. "Professional Affairs Committee" – A joint Medical Staff and Board committee that performs professional quality management functions.

MISSION

Contra Costa Health Services cares for and improves the health of all people in Contra Costa County with special attention to those who are most vulnerable to health problems.

ARTICLE II

GOVERNING AUTHORITY

Section 1.

General. The Board of Supervisors of Contra Costa County (hereafter the “Board”) is the governing authority of Contra Costa Regional Medical Center and Health Centers (hereafter the “Hospital”).

- a. Establishment of Policy. The Board shall establish all policy regarding the general course of affairs of the Hospital in such a manner that the purpose of the Hospital shall be continually and effectively realized and shall require those mechanisms necessary to insure implementation of those policies. Policy shall be established in these Bylaws or through written resolution as appropriate to the issue.
- b. Responsibility. The Director of Health Services of Contra Costa County, the Chief Executive Officer of Hospital and Health Centers, the Medical Staff, the Joint Conference Committee, the Professional Affairs Committee, all Hospital personnel and all Auxiliary organizations are responsible to the Board with regard to all Hospital matters.

No assignment, referral or delegation of authority by the Board to any person or body shall impair the Board’s right to exercise its authority for the operation of the Hospital. The Board retains the right to rescind any assignment, referral or delegation at any time.

- c. Operations Management. The Board through the County Administrator and Director of Health Services will:
 - 1. Review, approve, and recommend annual operating and capital budgets;
 - 2. Arrange for appointment of a qualified CCRMC Administrator and other staff;
 - 3. Ultimate responsibility for assuring, through the Hospital and County Administration and Medical Staff, that all legal requirements pertaining to proper operation of the Hospital, including licensure and accreditation standards, are met.

ARTICLE III

JOINT CONFERENCE COMMITTEE

Section 1.

General Duties. The Joint Conference Committee shall perform the following functions:

a. Institutional Management and Planning.

1. Operations Management. The Joint Conference Committee shall exercise general oversight of the operation of the Hospital as follows:

- a) Monitor and evaluate the financial performance of the Hospital and compare it to the applicable budgets and plans;
- b) Monitor the Hospital's cost containment efforts;
- c) Review and approve Administrative Policies;
- d) Monitor professional activities to assure that they are performed in the best interests of the patients and the Hospital;
- e) Consider plans for changes in the Hospital organization;
- f) Make recommendations to the Board as needed regarding activities and problems of the Hospital;
- g) Provide a forum for communication between the Joint Conference Committee, the Medical Staff, and the Administration of Contra Costa County by keeping each informed of pertinent actions taken or completed by the other;
- h) Develop and maintain, annually review, and revise as necessary, a set of operational Bylaws; and
- i) Monitor the physical facilities for purposes of safety and compliance with current code and licensure requirements.

2. Planning. The Joint Conference Committee shall be responsible for the institutional planning of the Hospital and for assuring that those plans are carried out in an effective and efficient manner as follows:

- a) Monitor the annual operating budget and develop and monitor short- and long-term expenditure plans designed to provide equipment and facilities consistent with community needs and available financial resources; and
- b) Report as needed to Hospital Administration, County Administration, the Board, and the Medical Staff, regarding the Hospital's financial planning.

3. Safety and Performance Improvement. The Joint Conference Committee shall review, approve and oversee the Safety and Performance Improvement program of the Hospital as follows:

- a) Annually review and approve the integrated and hospital-wide Safety and Performance Improvement Plan;
- b) Review and approve reports on Performance Improvement activities of the Hospital and Medical Staff to ensure that opportunities to improve care and problems with quality care are being identified; that actions are being recommended, implemented, and evaluated; that ongoing monitoring is occurring; and that modification of action plans is recommended as appropriate;
- c) Ensure that the same level of care is being uniformly provided throughout the Hospital and that the quality of that care meets professional practice standards;
- d) Conduct ongoing evaluation and annual review of Joint Conference Committee and Professional Affairs Committee effectiveness in meeting delegated responsibilities .

Section 2.

Number and Qualifications

- a. The number of members of the Joint Conference Committee shall not exceed nine (9).
 - 1. Two (2) members shall be appointed from the Board membership. These appointments shall be made by the Board. They shall have **full voting** privileges.
 - 2. Two (2) members shall be appointed by the Medical Executive Committee from the Medical Executive Committee membership. They shall have **full voting** privileges.
 - 3. One (1) member shall be the CCRMC President of the Medical Staff. This member shall have ex-officio status **without voting** privileges, except in the event of a split vote. If there is a split vote of the voting members, the CCRMC President of the Medical Staff shall cast the deciding vote.
 - 4. One (1) member shall be the Director of Health Services of Contra Costa County. This member shall have ex-officio status **without voting** privileges.
 - 5. One (1) member shall be the CCRMC Administrator. This member shall have ex-officio status **without voting** privileges.
 - 6. One (1) member shall be the Health Services Chief Financial Officer. This member shall have ex-officio status **without voting** privileges.
 - 7. One (1) member shall be the CCRMC Chief Medical Officer. This member shall have ex-officio status **without voting** privileges.
- b. Term. Prior to the first meeting of each year, the Board and the Medical Executive Committee shall appoint or reappoint members for a calendar-year term to replace those Joint Conference Committee members whose terms have expired and to fill vacancies. Newly appointed Joint Conference Committee members shall assume responsibility at the next meeting after appointment. A member who is appointed during the calendar year to fill a vacancy shall serve

out the remainder of the calendar-year term. Members of the Joint Conference Committee shall invite to meetings representatives from the Medical Staff and Administration, as appropriate.

c. Quorum. In order to hold a meeting a Quorum must be physically present. A Quorum shall consist of at least three (3) of the four (4) voting members.

d. Alternates.

- a. When a Medical Staff voting member is unable to attend a meeting or has a conflict of interest that would prevent the member from participating at the meeting, the Medical Staff President, or Designee, may request the Chief Medical Officer to act as an alternate Medical Staff voting member. If the Chief Medical Officer is unable to serve as an alternate Medical Staff voting member, the Medical Staff President may appoint an alternate from the Medical Staff.
- b. When a Board member with voting privileges is unable to attend a meeting or has a conflict of interest that would prevent the member from participating in the meeting, the Board member may request that the alternate Board member for the Joint Conference Committee, as appointed by the Board, serve in his/her place.
- c. The designation of an Alternate voting member shall be made in writing and shall provide such written designation to the Committee Secretary as soon as feasible.

Section 3.

Vacancies. Any vacancy occurring by death, resignation, or loss of position required for membership shall be filled within thirty (30) days in the case of appointed voting members, and at the first meeting after assignment to the position for all other members. Appointed members may resign at any time by notice to the Joint Conference Committee. Such resignation, which may or may not be made contingent on formal acceptance, takes effect on the date of receipt or at any later time specified in the notice.

Section 4. Meetings.

- a. Regular Meetings Public Meetings. Meetings of the Joint Conference Committee shall be open to the public and shall be held at least four times per year.
- b. Special Meetings. Special meetings of the Joint Conference Committee may be called by a majority of the voting members or by the Presiding Chair. The purpose of any special meetings shall be stated in the notice and agenda thereof which shall be provided to each member of the Joint Conference Committee and to other persons who have requested notice of special meetings, and posted in accordance with the Brown Act and the Contra Costa County Better Government Ordinance.
- c. Notice. Notice of all meetings shall be given in accordance with the Brown Act and the Contra Costa County Better Government Ordinance.

d. Attendance by Teleconference. A teleconference line will be made available for committee members to participate remotely only when teleconference conditions are met in accordance with Brown Act and Contra Costa County Better Government Ordinance Public Meeting requirements.

Section 5.

Conflict of Interest. All members of the Joint Conference Committee shall comply with all applicable state and local laws pertaining to conflict of interest.

ARTICLE IV

OFFICERS AND COMMITTEES

Section 1.

Officers. There shall be two (2) appointed officers of the Joint Conference Committee.

a. Chair.

1) Qualification and Selection. The Chair of the Joint Conference Committee shall be a member of the Board of Supervisors or a member of the Medical Staff, who is serving on the Joint Conference Committee. The Chair shall be nominated and elected by the Joint Conference Committee voting members at the first meeting of each calendar year. The newly designated Chair shall assume responsibility upon adjournment of the first meeting of each calendar year.

2) Responsibilities. The Chair shall preside over all meetings of the Joint Conference Committee, supervise the activities of the Joint Conference Committee and serve as an ex-officio voting member of all subcommittees of the Joint Conference Committee.

3) Substitute. If the Chair is absent, the voting members will appoint a substitute Chair from among the members of the Joint Conference Committee.

b. Secretary.

1) Designation. The CCRMC Administrator shall serve as the Secretary of the Joint Conference Committee.

2) Responsibilities. The Secretary shall keep or cause to be kept at the principal office or at such other place as the Joint Conference Committee may determine, a book of minutes of all meetings whether regular or special, with the time and place of the meeting, the proceedings there of and, if a special meeting, how it was authorized. The Secretary shall give or cause to be given notice of all meetings of the Joint Conference Committee as required by these Bylaws or by law.

3) Delegation. At the discretion of the Secretary, an employee of the County of Contra Costa may be designated to perform the secretarial services of the Joint Conference Committee, which may include the following functions: take minutes of all meetings, maintain documentation of Joint Conference Committee members' orientation and continuing education, and obtain and report conflict of interest statements annually.

Section 2.

Sub-committees. The creation of Joint Conference Committee sub-committees is discretionary. Each sub-committee shall have and exercise the duties conferred by the resolution by which the sub-committee was created. Minutes shall be kept of proceedings, and recommendations reported to the Joint Conference Committee. Sub-committees shall comply with these Bylaws and all applicable state and local laws regarding meetings, notices, agendas, quorum, and conflicts of interest.

ARTICLE V

PROFESSIONAL AFFAIRS COMMITTEE

Section 1.

Responsibilities. The Professional Affairs Committee shall be responsible for monitoring problems and improvements related to quality of care, including;

- a. Monitoring personnel actions related to Medical Staff performance and quality of care, such as considering the appointment, employment, evaluation of performance and dismissal of public employees;
- b. Considering matters concerning staff privileges; and
- c. Reviewing adverse event reports and related Performance Improvement activities of the Hospital and Medical Staff.

Section 2.

Members and Officers. Members and officers of the Professional Affairs Committee shall be the same as the members and officers of the Joint Conference Committee, and shall have the same responsibilities and privileges.

Section 3.

Meetings.

- a. Frequency. The Professional Affairs Committee shall meet as needed.
- b. Public Attendance. Meetings of the Professional Affairs Committee shall be open to the public, except for those patient and personnel items of business that for reasons of patient and employee confidentiality must be addressed in Closed Session, or as otherwise required by law.

ARTICLE VI

BYLAWS AND AMENDMENTS

Section 1.

Amendments. These Bylaws may be amended or repealed and new Bylaws adopted by a majority vote of the Board.

These Bylaws have been reviewed and approved:

CONTRA COSTA REGIONAL MEDICAL CENTER

Health Services Director

Date

COUNTY OF CONTRA COSTA

Chair of the Joint Conference Committee

Date